



ABM KNOWLEDGEWARE LIMITED

SEI CMMI DEV Level 5, SEI CMMI SVC Level 3 | ISO 20000-1:2018 | ISO 9001:2015 | ISO 27001:2013 Compliant Software & Services

Corporate Office: ABM House, Plot No. 268, Linking Road, Bandra (West), Mumbai - 400 050, INDIA.

Tel.: +91 22 4290 9700 Fax: +91 22 4290 9701 www.abmindia.com CIN - L67190MH1993PLC113638

Ref: ABMHO/CSD/BSE/SG/1355

Date: 03-07-2026

To,
Listing Department,
The BSE Ltd.
2nd Floor, P.J. Tower
Dalal Street, Fort
Mumbai – 400 001.

Ref: ABMKNOWLEDG: 531161

Sub: Submission of Annual Report for the Financial Year 2025-2026

Dear Sir's,

This is further to our letter dated 29th May, 2026 wherein we had informed that the 33rd Annual General Meeting ("AGM") of the Company is scheduled to be held on **Thursday, 30th July, 2026 at 11.00 a.m.** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI).

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are submitting herewith the 33rd Annual Report of the Company along with the Notice of the AGM for the Financial year 2025-2026 which is being sent through electronic mode to the Members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent (RTA) / Depository Participants (DPs). Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail addresses are not registered with Company/ RTA/ DPs providing the weblink from where the Annual Report can be accessed on the Company's website.

The Annual Report containing the Notice is also uploaded on the Company's website www.abmindia.com.

You are requested to kindly take the above information on record.

Thanking you,

For ABM Knowledgeware Limited

Sarika Ghanekar
Company Secretary & Compliance Officer

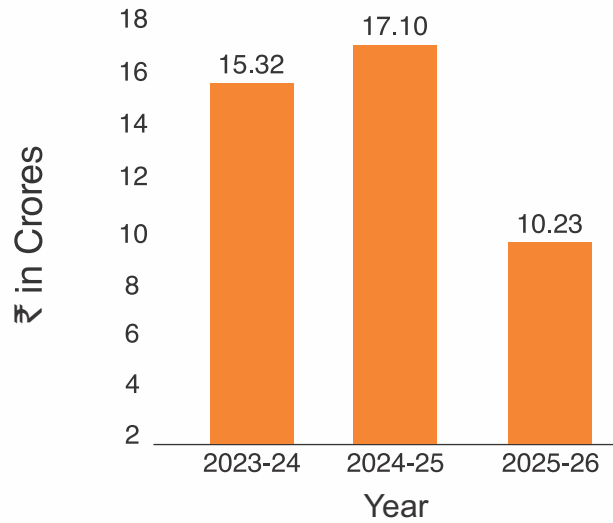


33RD
ANNUAL REPORT
2025-2026

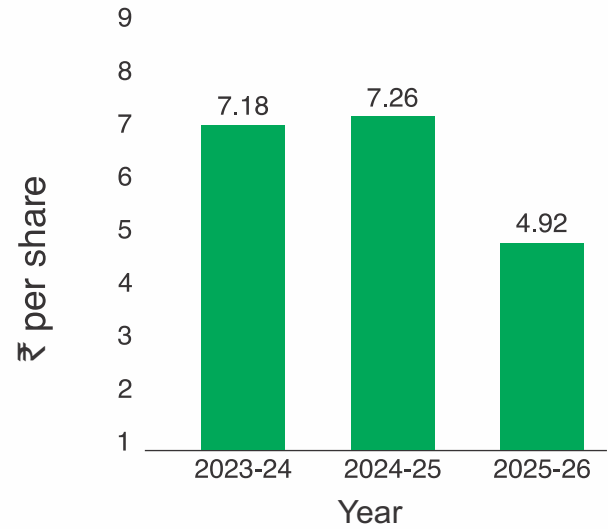
ABM KNOWLEDGEWARE LIMITED
www.abmindia.com

Financials at a Glance

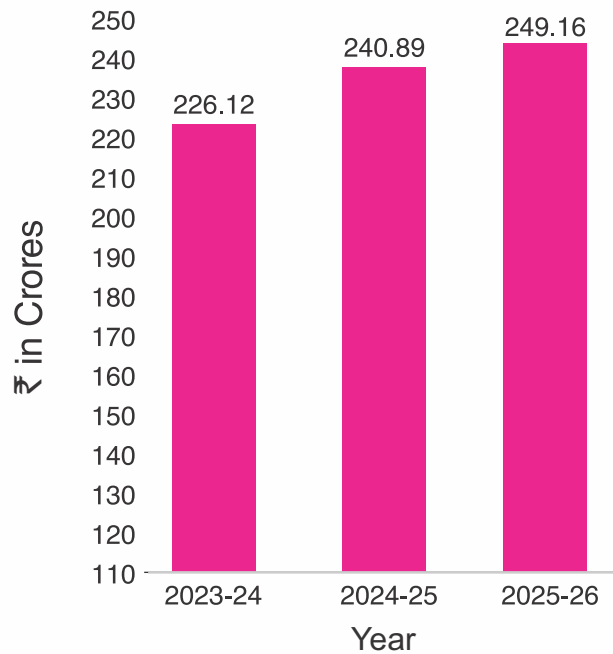
PROFIT AFTER TAX (PAT)



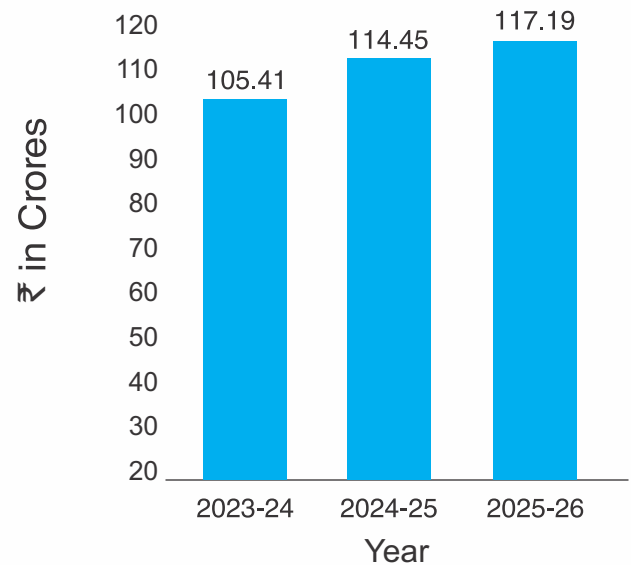
EPS



NET WORTH



GROSS TURNOVER



BOARD OF DIRECTORS

PRAKASH B. RANE (Managing Director)
SUPRIYA P. RANE
SHARADCHANDRA D. ABHYANKAR
DR. SUMIT CHOWDHURY (Upto 27th March, 2026)
DEVENDRA PARULEKAR
ASHOKKUMAR V. DUGADE
PUNIT KUMAR JAIN

Registered Office

ABM House, Plot No. 268, Linking Road, Bandra (West), Mumbai- 400 050.
 Tel.: +91 22 42909700 • Fax: +91 22 42909701
 CIN: L67190MH1993PLC113638
 E-mail: egovernance@abmindia.com • www.abmindia.com

Auditors

M/s. A P Sanzgiri & Co.

Bankers

CANARA BANK

**Registrars &
Share Transfer
Agents**

M/s. MUFG Intime India Private Limited
 (Previously Known as 'Link Intime India Pvt. Ltd.')

C - 101, 247 Park, L.B.S. Marg, Vikhroli West,
 Mumbai 400 083. Tel.: +91 22 28207203 - 05 / 28257641

Company Secretary

Sarika Ghanekar
 E-mail : cs@abmindia.com

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NOTICE

Notice is hereby given that the 33rd Annual General Meeting ("AGM") of the Members of **ABM KNOWLEDGEWARE LIMITED** ("the Company") will be held on Thursday, the 30th day of July, 2026 at 11.00 a.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following businesses:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended 31st March, 2026 and the Reports of the Board of Directors and Auditor's thereon.
2. To declare Final Dividend of ₹1.25/- per equity share of ₹5/- each for the Financial Year ended 31st March, 2026.
3. To appoint a Director in place of Mr. Sharadchandra D. Abhyankar (DIN: 00108866), who retires by rotation and being eligible, offers his candidature for re-appointment.

AS SPECIAL BUSINESS:

4. Approval for the payment of commission to Non-Executive Directors

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto, the Rules made thereunder, Regulation 17(6) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, permissions and sanctions as may be necessary, approval of the Members be and is hereby accorded for payment of commission / remuneration to the Non-Executive Directors of the Company, for a period of five (5) consecutive years commencing from April 1, 2026, in such amount or amounts and in such manner as may be determined by the Board of Directors from time to time.

RESOLVED FURTHER THAT the aggregate remuneration by way of commission payable to the Non-Executive Directors in any financial year may exceed one per cent (1%) of the net profits of the Company computed in accordance with Section 198 of the Act.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the aforesaid period, remuneration may be paid to the Non-Executive Directors in accordance with the provisions of the Act, Schedule V thereto, the Rules made thereunder and other applicable laws, as amended from time to time, including remuneration in excess of the limits specified therein, where permissible and subject to such approvals as may be required.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this Resolution."

Mumbai, 29th May, 2026

Corporate Identification Number (CIN): L67190MH1993PLC113638

Registered Office:

ABM House, Plot No. 268, Linking Road,
Bandra (W), Mumbai- 400 050.
Tel: 91 22 42909700 Fax: 91 22 42909701
E-mail: egovernance@abmindia.com
Website: www.abmindia.com

By Order of the Board of Directors

Sd/-
Sarika Ghanekar
Company Secretary & Compliance officer
Membership No: F13330

NOTES:

1. An Explanatory Statement pursuant to section 102(1) of the companies Act.,2013, relating to item of Special Business, i.e. Item No. 4 to be transacted at the AGM is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) has pursuant to its General Circular No. 03/2025 dated September 22, 2025, (In continuation with the Circulars issued earlier in this regard) issued by the Ministry of Corporate Affairs (MCA) has allowed the Companies to conduct the AGM through Video Conferencing or Other Audio-Visual Means (‘VC / OAVM’) without the physical presence of Members, until the further Notice.

In accordance with the applicable provisions of the Companies Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and MCA circulars, the 33rd AGM of the Company shall be conducted through VC / OAVM without the physical presence of the Members at a venue. The deemed venue for the 33rd AGM shall be the Registered Office of the Company.

3. Information required pursuant to Regulation 36 (3) of the SEBI Listing Regulations read with the applicable provisions of Secretarial Standard-2 on General Meeting, in respect of Director seeking appointment / reappointment or variation in terms of remuneration is provided as part of notice.
4. 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), the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and applicable Circulars, the Company is pleased to provide the 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. The instructions for participation by Members are given in the subsequent paragraphs.
5. As per SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 which came into effect from 13th December, 2024, the requirement to send proxy form is not applicable to general meetings held through electronic mode. As this AGM would be conducted through VC / OAVM, the requirement to provide facility for appointment of proxy by the members is not applicable. Hence, the Proxy form, Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and participate there at and cast their votes through e-voting.
6. 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 for 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.
7. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 23rd July, 2026, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
9. The Notice of 33rd AGM along with Annual Report for the financial year 2025-26 is available on the website of the Company at www.abmindia.com, on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website

of NSDL at www.evoting.nsdl.com.

10. Members may note that the Board of Directors, in its meeting held on 29th May, 2026 have recommended a final dividend @ 25 % (₹ 1.25 per Share). The final dividend, once approved by members in the ensuing AGM will be paid on or before Saturday, 29th August, 2026, electronically through various online transfer modes to the members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / dividend drafts / cheques will be sent out to their registered addresses by the postal services.

To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on payout date.

Members holding shares in demat form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their DP's only, as the Company or its Registrar and Share Transfer Agent cannot act on any request received directly on the same.

11. The Company has fixed Thursday, 23rd July, 2026 as the 'Record Date' for determining entitlement of members to Final Dividend for the financial year ended 31st March, 2026, if approved at the AGM. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend shall be subject to deduction of tax at source.

In accordance with the provision of Income Tax Act, 1961, as amended by the Finance Act, 2020 and as re-enacted under the Income Tax Act, 2025 dividend income is taxable in the hands of the Members and the Company is required to deduct TDS from dividend paid to the Members at the rates prescribed in the Income Tax Act. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act and Rules thereunder.

a. For Resident Members: Tax shall be deducted at source under Section 393(1), Table Sr.No7 of the Income Tax Act at 10% on the amount of Dividend declared and paid by the Company during Financial year 2026-2027, provided PAN is registered / updated by the Member. If PAN is not registered / updated, then TDS would be deducted @ 20% as per Section 397 of the Income Tax Act.

However, no tax shall be deducted on the Dividend payable to a resident Individual if total dividend to be received by them during financial year does not exceed ₹10,000 (Ten Thousand only).

In case of individual shareholders, who are mandatorily required to have their PAN-Aadhaar linked and have not done so, their PAN would be considered as inoperative. Such inoperative PANs would be considered as invalid and higher TDS rate as per Section 397 of the Income Tax Act would be applied. The Company will rely on the reports downloaded from the reporting portal of the income tax department for checking validity of PANs / inoperative PANs / Specified Persons under Section 397 of the Income Tax Act.

Separately, in cases where the Member provides declaration in Form 121 (applicable to an Individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted, subject to the PAN of the Member not having an 'In-operative' status as per provisions of section 262 of the Income Tax Act. Further, in case PAN of any Member falls under the category of 'In-operative', the Company shall deduct TDS @ 20% as per Section 262 of the Income Tax Act.

In case of Resident Member having Order under Section 395 of the Income Tax Act, TDS will be deducted at the rate mentioned in the Order provided the Member submits a copy of the Order obtained from the Income-Tax authorities.

b. For Non-resident Members: Tax at source shall be deducted under Section 393 of the Income Tax Act at the applicable rates. As per the relevant provisions of the Income Tax Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. However, as per Section 159 of the Income Tax Act, the

non-resident member may be entitled to avail lower TDS rate as per Double Tax Avoidance Agreement (DTAA). For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident member will have to provide the following:

- Copy of self-declaration in Form 41 filed electronically on the Income Tax portal for F.Y. 2026-2027 as per rule 75 read with rule 332 of Income Tax Rules, 2026 alongwith copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident to be attached as a mandatory online filing requirement if all the details required in this form are not mentioned in TRC.
- Copy of valid TRC (for FY 2026-27 or calendar year 2026) Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities.
- Self-Declaration certifying the following points:
 - i. Member is and will continue to remain a tax resident of the country of its residence during the financial year 2026-2027;
 - ii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - iii. Member is the ultimate beneficial owner of its shareholding in the Company and Dividend receivable from the Company; and
 - iv. Member does not have a taxable presence or a permanent establishment in India during the financial year 2026-2027.

12. Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident shareholder.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Member(s), such Member(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any proceedings.

Members holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares are held under a PAN will be considered on their entire holding in different accounts.

In case of any discrepancy in documents submitted by the Member, the Company will deduct tax at higher rate as applicable, without any further communication in this regard.

In case of joint Members, the member named first in the Register of Member is required to furnish the requisite documents for claiming any applicable beneficial tax rate.

13. Kindly note that the aforementioned documents are required to be submitted to our RTA at investor.helpdesk@in.mpms.mufg.com or the Company's mail id at cs@abmindia.com on or before Wednesday 15th July, 2026 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication on the tax determination / deduction shall be entertained post Wednesday, 15th July, 2026. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents, there would still be an option available to the member to file the return of income and claim an appropriate refund, if eligible.
14. In accordance with the provisions of the Income Tax Act, TDS certificates can be made available to the Members at their registered e-mail ID after filing of the quarterly TDS Returns of the Company, post payment of the said dividend.
15. The Company has sent out a separate e-mail communication to the Members, to inform regarding the relevant procedure to be adopted by the Members to avail the applicable tax rate as per Income Tax Act.

16. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 24th July, 2026 to Thursday, 30th July, 2026 (both days inclusive).
17. In accordance with the General Circulars issued by MCA and SEBI, the Notice of 33rd AGM along with Annual Report for the Financial Year 2025-26 is being sent by electronic mode to Members whose e-mail addresses are registered with the Company / Registrar & Share Transfer Agent (RTA) or the Depository Participant (DPs). Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company / RTA / DP providing the weblink of Company's website from where the Annual Report for Financial Year 2025-26 can be accessed. Physical copy of the Notice of 33rd AGM along with Annual Report for the Financial Year 2025-26 shall be sent to those Members who request for the same by providing their holding details.
18. Members holding shares in physical mode and who have not updated their email addresses with the Company, are requested to update the same by submitting a duly filed and signed Form ISR-1 along with self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member, to the Company / Registrar and Transfer Agent (RTA) Members holding shares in dematerialized (demat) mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to cs@abmindia.com.
19. SEBI vide its Circular dated 03rd November, 2021 and subsequent notifications, has mandated registration of PAN, KYC details and Nomination / Opt-out of Nomination, by holders of physical securities. Members holding shares in physical form are requested to submit their PAN, KYC details and Nomination / Opt-out of Nomination details by sending a duly filled and signed Form ISR-1 to MUFG Intime India Private Limited (Formerly: Link Intime India Private Limited) or by email to investors.helpdesk@in.mpms.mufg.com from their registered email id. Further, Members who hold shares in physical form and whose folios are not updated with any of the above details, shall be eligible to get dividend only in electronic mode with effect from 1st April, 2024. Accordingly, payment of dividend, subject to approval by the Members in the AGM, shall be paid to physical holders only after above details are updated in their folios. Members may refer to FAQs issued by SEBI in this regard available on their website www.abmindia.com.
20. As per Regulation 40 of SEBI Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be affected only in dematerialized (demat) mode. Further, SEBI vide its Circular dated January 25, 2022 has mandated the listed companies to issue securities in demat 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 etc. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode. With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company / RTA while processing service request. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details alongwith the latest Client Master List. SEBI has simplified the process and reduced the documentation requirements for issuance of duplicate share certificate.
21. A special window, as per mandate of SEBI, is available till February 4, 2027, to facilitate lodgment of transfer requests executed before April, 1, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in documents. Eligible shareholders are requested to submit the requisite documents before February 4, 2027 to Company / RTA. Securities transfer through this mechanism shall be credited only in dematerialized form and will remain under a one-year lock-in, during which they can not be transferred, lien marked, or pledged. The Company has communicated the opening of this special window through Company's social media platforms, newspaper advertisement and website.
22. Pursuant to Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, dividends which are not encashed / claimed by the shareholder for a period of

seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 29th August, 2025 (date of last AGM) are available on the website of the Company www.abmindia.com and on Ministry of Corporate Affairs' website. The details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2026 shall be updated in due course. The Shareholders whose dividend / shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.

23. All the documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection through electronic mode basis, the request shall be sent on cs@abmindia.com.

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

- a) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number/ folio number, email id, mobile number at cs@abmindia.com. Only those speaker registration requests received till 5.00 p.m. on, Monday, 27th July, 2026 will be considered and allowed as speakers during the AGM.
- b) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period will commence at 9.00 a.m. on Monday, 27th July, 2026 and will end at 5.00 p.m. on Wednesday, 29th July, 2026. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

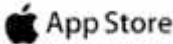
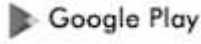


Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nSDL.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 i.e. NSDL and you will be redirected to e-Voting

Type of shareholders	Login Method
	<p>website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 are 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. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.cdslindia.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) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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. NSDL and CDSL.

Login type	Helpdesk details
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.co.in or call at 022 - 4886 7000
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 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details / Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC / OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ucshukla@rediffmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI 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.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details / Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Sagar S. Gudhate, Assistant vice President at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- a) In case shares are held in physical mode please provide 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 cs@abmindia.com.

- b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@abmindia.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)
- c) Alternatively shareholder / members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- d) In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members / shareholders, who will be 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 in the AGM.
- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- a) Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC / OAVM link" placed under "Join meeting" menu against Company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) 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.
- e) Shareholders who would like to express their views / have questions may send their questions in advance mentioning their name demat account number / folio number, email id, mobile number at cs@abmindia.com. The same will be replied by the Company suitably.

24. Mr. Upendra Shukla, Practising Company Secretary (Membership No. FCS 2727) has been appointed to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
25. In terms of Section 152 of the Act, Mr. Sharadchandra Abhyankar is liable to retire by rotation at this Annual General Meeting and being eligible, offers his candidature for re-appointment.
26. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.abmindia.com and on the website of NSDL immediately after the declaration of result by the Chairman of the meeting or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Details as required in Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the respect of the Director seeking re-appointment at the AGM are as under:

i) Name	Mr. Sharadchandra Abhyankar
DIN	00108866
Date of Birth / Age	09/10/1965 / 60 years
Date of first Appointment on the Board	17/08/2024
Qualifications	LL.M (Commercial Laws), Bombay University and LL.B., Bombay University.
Shareholding in the Company as on date of the Notice	Nil
Nature of Experience	Corporate Law, Constitutional litigation, international commercial arbitration
Brief Profile	He is a Solicitor and advocate by profession with over 30+ years' experience. He specializes in mergers and acquisitions, corporate laws, securities laws and corporate ethics and governance. He has also led the preparation of compliance manuals on Indian Federal state laws for Indian Corporate Groups with global operations. He is a member of the Advisory Committee of NSE Centre for Excellence in Corporate Governance.
Terms and conditions of appointment or re-appointment	He is a Non- Executive Director of the Company liable to retire by Rotation
Details of remuneration sought to be paid	Not Applicable
Remuneration last drawn during FY 2025-2026	Nil
Number of Board Meetings attended during the financial year	5
Relationship with other Directors or KMP	No relation with director or KMP
Directorship in other Companies	1. InstaSafe Technologies Private Limited 2. Centaur Pharmaceuticals Private Limited 3. Whiteoak Capital Trustee Limited 4. Atul Limited
Names of listed entities in which the person also holds the directorship and Chairman / Member of the Committee of Board of other Companies	Atul Limited
Listed entities from which the person has resigned in the past three years	1. Ashoka Buildcon Limited 2. Dreamfolks Services Limited 3. Ashoka Mudhol Nipani Roads Limited

Mumbai, 29th May, 2026

Corporate Identification Number (CIN): L67190MH1993PLC113638

Registered Office:

ABM House, Plot No. 268, Linking Road,
Bandra (W), Mumbai- 400 050.
Tel: 91 22 42909700 Fax: 91 22 42909701
E-mail: egovernance@abmindia.com
Website: www.abmindia.com

By Order of the Board of Directors

Sd/-
Sarika Ghanekar
Company Secretary & Compliance officer
Membership No: F13330

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN
RESPECT OF ITEM OF SPECIAL BUSINESS:****ITEM NO. 4****Approval for the payment of commission to Non-Executive Directors:**

The Non-Executive Directors of the Company provide valuable guidance, strategic direction, governance oversight and independent judgment in the management of the affairs of the Company. Considering the increasing responsibilities, regulatory requirements and the significant contribution made by the Non-Executive Directors towards the growth and governance of the Company, the Board considers it appropriate to continue payment of commission / remuneration to the Non-Executive Directors.

The approval of the Members is sought for payment of commission / remuneration to the Non-Executive Directors for a period of five years commencing from April 1, 2026. The proposed approval will provide flexibility to the Board to determine the amount of remuneration payable to the Non-Executive Directors, including allocation of remuneration amongst one or more Non-Executive Directors, based on their roles, responsibilities, contribution, participation in Board and Committee meetings and such other parameters as may be considered relevant by the Board.

The proposed remuneration shall be in addition to sitting fees and any other payments as may be permissible under applicable law.

The proposed approval is intended to provide flexibility to the Company to remunerate the Non-Executive Directors in accordance with the applicable legal framework, including in situations of absence or inadequacy of profits, subject to such approvals, conditions and limits as may be prescribed under the Companies Act, 2013, Schedule V thereto, SEBI Listing Regulations and other applicable laws.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

All the Non-Executive Directors of the Company and their relatives may be deemed to be concerned or interested, financially or otherwise, in the Resolution to the extent of the remuneration that may be paid to them. None of the Executive Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

Mumbai, 29th May, 2026

Corporate Identification Number (CIN): L67190MH1993PLC113638

Registered Office:

ABM House, Plot No. 268, Linking Road,
Bandra (W), Mumbai- 400 050.
Tel: 91 22 42909700 Fax: 91 22 42909701
E-mail: egovernance@abmindia.com
Website: www.abmindia.com

By Order of the Board of Directors

Sd/-
Sarika Ghanekar
Company Secretary & Compliance officer
Membership No: F13330

DIRECTORS' REPORT

**To the Members of
ABM KNOWLEDGEWARE LIMITED**

Your Director's are delighted to present the 33rd Annual Report of the Company along with the Audited Financial Statements (Standalone & Consolidated) for the Financial Year ended 31st March, 2026.

1. FINANCIAL PERFORMANCE OF THE COMPANY (STANDALONE & CONSOLIDATED) AND DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO THE OPERATIONAL PERFORMANCE:

(₹ in Lakhs)

Particulars	Consolidated		Standalone	
	Year ended		Year ended	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Total Income	10,924	10,484	9,599	8,914
Total expenses	9,021	8,083	7,819	6,964
Earnings before interest, tax, depreciation and amortisation (EBITDA)	2,351	2,804	1,930	2,092
Profit before tax (PBT)	1,572	2,208	1,780	1,950
Profit after tax (PAT)	1,023	1,710	1,255	1,561
EPS	4.92	7.26	6.46	7.87

The Company achieved consolidated total income of ₹109.24 Crores and a Profit After Tax (PAT) of ₹10.23 Crores during Financial Year 2025–26.

2. OPERATIONS OF THE COMPANY:

The profitability witnessed a decline compared to FY 2024–25, primarily due to:

- Continued investments in AgriTech (Scanit);
- Scaling efforts and competitive pressures in Cybersecurity (InstaSafe);
- Margin pressures in the transition phase of diversification.

3. DIVIDEND :

Your Director's are pleased to recommend a Final dividend @ 25 % i.e. ₹1.25/- per Equity Share of Face Value of ₹ 5/- each for the Financial Year ended 31st March, 2026. The payment of Final Dividend is subject to the approval of Members at the 33rd Annual General Meeting ("AGM") of the Company. The dividend if approved, by the members will be paid on or before 29th August, 2026, to the members whose names appear in the Register of Members, as on the Record Date.

The Dividend if approved, would involve a cash outflow of ₹ 2,50,02,750/-. In view of the changes made under the Income-tax Act, 1961, by the Finance Act, 2020, dividends paid or distributed by the Company shall be taxable in the hands of the Shareholders. Your Company shall, accordingly, make the payment of the Final Dividend after deduction of tax at source.

4. TRANSFER TO RESERVES :

Your Director's do not propose to transfer any amount to the General Reserve out of the current year's profit.

5. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

In terms of the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 / Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, ₹ 1,02,895/- of unpaid / unclaimed dividends were transferred during the year to the Investor Education and Protection Fund (IEPF).

6. SHARE CAPITAL:

As on 31st March, 2026 the Authorized share capital of your Company was ₹12,50,00,000/- consisting of 2,50,00,000 Equity Shares of ₹ 5/- each and paid up equity share capital was ₹ 10,24,15,000/- consisting of 2,00,02,200 fully paid up equity shares and 6,97,800 forfeited equity shares of ₹ 5/- each.

During the year under review, the Company has not issued any shares or Bonus shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares. The Company has not bought back any of its equity shares.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

The Board of the Company is duly constituted. None of the directors of the Company is disqualified under the provisions of the Companies Act or the Listing Regulations. In accordance with the provisions of the Section 152 of the Act, with the Rules made thereunder, Mr. Sharadchandra Abhyankar, Director retires by rotation at the forthcoming Annual General Meeting and being eligible has offered his candidature for re-appointment.

The Company has received the following declarations from all the Independent Directors of the Company under the provision of Section 149 (6) of the Companies Act, 2013, confirming that:

- a) they meet the criteria of independence prescribed under the provisions of the Act, read with the Rules made thereunder and the Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company;
- b) they have complied with the Code for Independent Director's prescribed under Schedule IV of the Act; and
- c) they have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs.

The Independent Directors have also confirmed that they are not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. The Board also take on record the declarations and confirmations submitted by the Independent Directors.

In the opinion of the Board, all Independent Director's possess requisite qualifications, experience, expertise and hold high standards of integrity required to discharge their duties with an objective independent judgment and without any external influence. List of key skills, expertise and core competencies of the Board, including the Independent Directors, forms a part of the Corporate Governance Report of this Annual Report. As per the provisions of this Act, the Independent Directors are not liable to retire by rotation. Brief resume, nature of expertise, disclosure of relationship between directors inter-se, details of directorships and committee membership held in other companies of the Director proposed to be appointed / re-appointed, along with their shareholding in the Company, as stipulated under Secretarial Standard-2 and Regulation 36 of the Listing Regulations, is appended as an Annexure to the Notice of the ensuing AGM.

Mr. Prakash B. Rane, Managing Director; Mr. Paresh Golatkar, Chief Financial Officer; and Mrs. Sarika Ghanekar, Company Secretary & Compliance Officer were the Key Managerial Personnel of the Company as on 31st March, 2026.

During the year under review, there were no changes in the Directors and Key Managerial Personnel of the Company, except that Dr. Sumit Chowdhury completed his second term as an Independent Director on 27th March, 2026, accordingly he ceased to become director of the Company. The Board places on record its sincere appreciation for the valuable contribution and dedicated services rendered by Dr. Sumit Chowdhury during his tenure as an Independent Director of the Company. The Board expresses its gratitude for his guidance and support and acknowledges his significant contribution to the Company.

8. POLICY ON DIRECTOR'S APPOINTMENT, REMUNERATION, BOARD EVALUATION AND DETAILS OF FAMILIARISATION PROGRAMS:

The policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Director, and also remuneration for Key Managerial Personnel and other employees, forms part of the Corporate Governance Report of this Annual Report. Annual Board Evaluation process for Directors has also been provided under the Report on Corporate Governance.

The details of programmes for familiarisation of 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 put up on the website of the Company at www.abmindia.com. The Company has issued a formal letter of appointment to the Independent Director in the manner as provided in the Companies Act, 2013. The terms and conditions of the appointment have been disclosed on the website of the Company.

9. MEETINGS :

During the year Five (5) Board Meetings and Five (5) Audit Committee Meetings were convened and held. For the details of the meetings of the Board and its Committees, please refer to the Report on Corporate Governance, which forms part of this report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

10. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

InstaSafe Technologies Private Limited ("InstaSafe") continues to be classified as a Material Subsidiary of ABM as on 31st March, 2026. Renowned for its cutting-edge, cloud-based Security-as-a-Service solutions, InstaSafe empowers enterprises with comprehensive and uncompromising cybersecurity, enabling mobile and remote workforces to securely access corporate applications, email, and web resources from any device, over any network, and from any location. Further strengthening its global footprint, InstaSafe operates through its wholly owned subsidiary, InstaSafe Inc., incorporated in the State of Delaware, United States of America.

Pursuant to the provisions of Section 129 (3) of the Companies Act, 2013, a statement containing salient features of financial statements of subsidiary Company in Form AOC-1 is attached herewith. The separate audited financial statements in respect of the subsidiary Company are available on the website of the Company at www.abmindia.com. Your Company will also make available these documents upon request by any member of the Company interested in obtaining the same.

Scanit Technologies Inc. has continued to be the Associate Company of ABM.

As on 31st March, 2026 the Company does not have any Joint venture.

11. PERFORMANCE OF SUBSIDIARY COMPANIES AND ASSOCIATE COMPANY:**InstaSafe**

FY 2025-26 was a year of steady execution, strategic consolidation, and deliberate transformation for InstaSafe. As the world entered a new era defined by Artificial Intelligence—reshaping how businesses operate, scale, and defend themselves—InstaSafe proactively embraced this shift, restructuring its teams, optimising internal operations, and realigning growth levers to reflect the demands and opportunities of an AI-first environment.

While headline revenue reflects a degree of lumpiness—driven by the timing of a significant bulk deal in Q3 and billing delays on govt projects in Q4—the underlying business momentum remained intact throughout the year. These are timing artefacts, not demand signals, and the pipeline heading into FY 2026-27 reflects this clearly.

The Company closed the year profitable and its net worth increased by approximately 15% year-on-year — a reflection of the fundamental soundness of the business model and continued customer confidence in InstaSafe's Zero Trust platform.

The advent of AI also brought with it a new and more sophisticated threat landscape. AI-powered cyberattacks are no longer a future concern—they are a present reality facing organisations across sectors. This has meaningfully accelerated enterprise appetite for robust, intelligent security infrastructure, and InstaSafe's Zero Trust platform is purpose-built to address precisely this need.

Internally, the AI era prompted a thoughtful restructuring of teams and workflows — enabling the organisation to do more with greater focus, reduce friction in execution, and build a leaner, higher-output operating model. These changes, while requiring short-term adjustment, are expected to yield significant efficiency and growth dividends in the years ahead.

India's cybersecurity market continues to present a compelling long-term opportunity — projected to nearly triple in size over the next decade — and InstaSafe's Zero Trust specialisation places it squarely at the centre of enterprise security spending priorities. With over 16% of Indian enterprises planning significant cybersecurity budget increases, demand tailwinds remain strong and structural.

Heading into FY 2026-27, the focus is firmly on revenue consistency, enterprise account expansion, and deepening footprint in the BFSI and government sectors — two of the highest-growth segments for cybersecurity in India. The foundations laid this year — in product, people, pipeline, and organisational design — position InstaSafe strongly for a more productive and profitable year ahead.

ScanitTechnologies Inc.

During the year, Scanit operated in a market environment that has increasingly shifted toward a more pragmatic focus on automation and clearly measurable return on investment. In this context, the Company strengthened its positioning through its core offering, SporeCam™, which autonomously captures a unique stream of field-level data not available through conventional sources such as weather, satellite, or drone-based systems. This emphasis on delivering tangible, near-term value has resonated with customers and stakeholders, supported by enhanced go-to-market initiatives, including a global lead generation effort established in partnership with ABM.

From a financial and commercial perspective, Scanit has taken important steps to improve the resilience of its business model. While the Company has generated approximately \$1 million in cumulative data subscription revenue over the past 2-3 years, it faced a setback in 2025 due to the loss of a couple of major customers. In response, Scanit undertook a targeted diversification strategy, significantly expanding its customer base and reducing dependence on any single account. Although revenue was impacted in the short term, the business is now more diversified across geographies and customer segments, with a clear focus on scaling existing relationships into larger, recurring engagements.

A key strategic shift has been the transition from positioning SporeCam™ as a novel technology to presenting it as a critical decision-support tool that addresses specific customer needs. Its data is increasingly being used by growers and agricultural stakeholders for practical applications such as crop protection optimization, field prioritization, and risk management. This approach has enabled clearer value demonstration during pilot programs and is supporting the development of a more scalable and commercially sustainable operating model.

Scanit has also expanded its global footprint through a capital-efficient, distributor-led model, with partners across the United States, Europe, and India (ABM). The Company secured its first multi-year commercial contract with a leading vineyard in Napa / Sonoma and achieved multiple renewals and customer expansions, resulting in increased acreage under coverage. Internationally, it has progressed through partnerships in Europe and the establishment of a large-scale pathogen surveillance network in India, alongside collaborations with leading agri-input companies and greenhouse operators. The Company has also gained recognition at international forums, reinforcing the relevance of its technology.

On the product and operations front, Scanit continues to enhance the capabilities and cost efficiency of the SporeCam™ platform. Increased integration of artificial intelligence has improved pathogen detection capabilities, while internal technology development and hardware optimizations have reduced deployment costs. The Company has also demonstrated early success in piloting its technology to adjacent applications, including indoor air quality and human health monitoring, thereby opening additional growth avenues.

Go-to-market execution has been strengthened through targeted marketing initiatives, an enhanced digital presence, and participation in key industry events, contributing to improved pipeline generation and sales efficiency. However, the Company continues to navigate external and operational challenges, including macroeconomic pressures affecting farm-level adoption, longer sales cycles for large contracts, and the ongoing need to transition its technology to full production-grade reliability.

Overall, Scanit is progressing from an early-stage technology provider toward a more mature, data-centric platform business. With a differentiated data offering, an expanding and diversified customer base, and growing validation across use cases, the Company is positioning itself as a key data services provider within the evolving AI-led agriculture and allied ecosystems, while also exploring opportunities in adjacent domains such as human health.

12. STATUTORY AUDITOR & AUDITORS' REPORT :

In terms of provisions of Section 139 of the Act, M/s. A P Sanzgiri & Co, Chartered Accountants, Mumbai, (Firm Registration number: 116293W) were appointed as Statutory Auditors of the Company, for a term of five consecutive years from the conclusion of the 31st Annual General Meeting (AGM) till the conclusion of the 36th AGM of the Company. M/s. A P Sanzgiri & Co. have confirmed that they are not disqualified from continuing as Statutory Auditors of the Company and satisfy the prescribed eligibility criteria. The Report given by the Statutory Auditors on the Financial Statements of the Company is part of Annual Report. The said report was issued by Statutory Auditors with an unmodified opinion and does not contain any qualification, reservation, adverse remark or disclaimer. The Audit Committee periodically assesses the independence of Statutory Auditors through annual affirmation, review non-audit services and evaluation of internal controls and safeguards designed to mitigate potential conflicts of interest. During the year the Audit Committee met with the Statutory Auditors without the presence of Management.

During the year under review, the Auditors have not reported any fraud under Section 143 (12) of the Act and therefore disclosure of details under Section 134(3)(ca) of the Act is not applicable. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

13. SECRETARIAL AUDITOR & AUDITOR'S REPORT :

In terms of provisions of Section 204 of the Act and regulation 24A of Listing Regulations, Mr. Upendra Shukla, Practicing Company Secretary was appointed, as the Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from Financial Year 2025-26 to Financial Year 2029-30. Mr. Upendra Shukla has confirmed they are not disqualified from being appointed as the Secretarial Auditor of the Company and satisfy the prescribed eligibility criteria. The Secretarial Audit Report in Form MR-3 forms part of this Annual Report and Secretarial Compliance Report for the F.Y. 2025-26 do not contain any qualification, reservation, adverse remark or disclaimer. During the year under review, the Secretarial Auditor has not reported any instances of fraud under Section 143(12) of the Act and therefore, no disclosure is required under Section 134(3)(ca) of the Act.

14. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has generally complied with all applicable provisions of Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings, General Meetings and dividend.

15. INTERNAL AUDIT AND INTERNAL FINANCIAL CONTROL SYSTEMS:

The Board of your Company has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively. Your Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

The Audit Committee reviews the reports submitted by the Internal Auditors in each of its meeting. The Management duly considers and takes appropriate action on recommendations made by the Statutory Auditors, Internal Auditors and Audit Committee of the Board of Directors. The Board, based on the recommendation of the Audit Committee, at its meeting held on 13th February, 2025 appointed M/s. S. P. Sule & Associates, Chartered Accountants as Internal Auditor of the Company for the Financial Year 2025-2026.

16. CORPORATE GOVERNANCE:

The Company places strong emphasis on upholding high standards of Corporate Governance. It understands that effective governance fosters transparency and accountability, which in turn bolster the organization's reputation and trustworthiness. Furthermore, the Company has put in place various leading governance practices and adheres strictly to the governance requirements provided under the Companies Act, 2013 and listing regulations.

A separate Report on Corporate Governance together with Auditor's Certificate confirming compliance with the conditions of Corporate Governance as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Report.

A Certificate of the Chief Executive Officer and Chief Financial Officer of the Company in terms of Listing Regulations, inter-alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed. The said certificate is signed by Mr. Prakash B. Rane, Managing Director and Mr. Paresh Golatkar, Chief Financial Officer of the Company.

17. EMPLOYEE STOCK OPTION SCHEME:

Pursuant to the approval of shareholders accorded vide resolution dated 07th August, 2024 the Company introduced the ABM Employee Stock Option Scheme 2024 ("ESOS 2024") with objective of attracting and retaining talented employees, motivating them through long-term incentives, aligning employee interests with sustainable value creation for shareholders and fostering a sense of ownership and participation among employees. The Company received in-principle approval from BSE Limited on 16th July, 2025 in respect of ESOS 2024. Since no options have been granted under ESOS 2024 as on date of this report, the requirement of obtaining a certificate from the Secretarial Auditor under Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2021 is not applicable for the financial year under review.

18. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**A. Industry Structure and Development:**

ABM Knowledgeware Limited operates across three strategic verticals— e-Governance, Cybersecurity, and Precision Agriculture (AgriTech)—each of which continues to benefit from global and domestic digital transformation trends.

E-Governance:

The Indian e-Governance sector continued to expand during FY 2025–26, driven by ongoing government initiatives such as AI Mission, Digital India, Ease of Doing Business and increasing adoption of digital public infrastructure (DPI).

Demand for AI enabled and AI enhanced integrated platforms for municipal administration, citizen services, utilities management, and financial governance remains strong.

The Company continues to leverage its leadership position in the e Municipality segment, for offering adjacent solutions in the space of Digital Project Management systems, Online Building Approval Systems, Accounting Reforms etc. This segment remains the cornerstone of the Company's alternative growth strategies, supported by long-standing relationships and domain expertise.

Cybersecurity (InstaSafe Technologies):

The cybersecurity industry continues to grow rapidly, fuelled by increased cloud adoption, digitalization of enterprises, and the shift toward hybrid work environments. Organizations are transitioning to Zero Trust security frameworks, enhancing demand for identity-based and cloud-native security solutions.

InstaSafe Technologies, the Company's subsidiary, operates in this high-growth global segment with its Zero Trust Network Access (ZTNA) and SaaS-based security platform, positioning the Company to tap enterprise cybersecurity demand.

Precision Agriculture (Scanit Technologies Inc., USA):

The agriculture sector is witnessing increasing adoption of AI-driven and sensor-based technologies to improve productivity and crop protection. Central and State Govts as well as private sector Agri-focused private sector companies are increasingly showing appetite to use advanced technologies like the patented technology like Sporecam™ of Scanit Technologies. Many states are launching initiatives for adoption of Precision Agriculture with support in funding from Central Government. The risk of fungal disease affecting 300 Mn people world wide is flagged by WHO. This can offer opportunities to the dual use of Sporecam™ in Human Allergy Network.

B. Existing Opportunities and Outlook:

Segment-wise Opportunities

E-Governance:

- Continued growth from existing and selective municipal and state projects with focus on profitability and cash flows
- Strengthening Expansion into newer categories (Digital Panchayat, BIM, financial reforms, Online Building Plan approval)
- Increasing shift toward annuity-based and managed service models
- Strong pipeline of ongoing government digitization initiatives

Cybersecurity:

- Rising enterprise adoption of Zero Trust Architecture.
- Growth opportunities in cloud security and secure remote access solutions
- Global scalability of SaaS-based platform offerings

AgriTech:

- Increasing adoption of precision agriculture and disease prediction tools
- Expansion of Scanit's commercial pilots across USA, Europe, Latin America, and India

- Transition from pilot stage to multi-year contracts and revenue visibility emerging
- Dual use in Human Allergy Network.

Outlook:

The Company expects:

- Short term tapering in e-Governance revenues driven by choice of selective opportunities
- Gradual improvement in profitability as new segments mature
- Medium-to long term value creation - from Cybersecurity and AgriTech investments

The Sporecam™ technology can also be used for Human Allergy Network and efforts will be made during the year to pitch the technology to private and public health organisations.

ABM has Order book of ₹152 Crore to be executed in around next 3 years for mainly driven by e governance business as of now.

C. Business Threats, Risks and Mitigation:
Key Risks and Challenges
1. Moderation in Profitability:

Despite stable revenues, PAT declined to ₹1,023.44 lakhs in FY 2025–26, impacted by investments and margin pressures as well as long gestation period of Scanit growth.

2. Dependence on Government Sector:

The Company continues to derive a majority of revenues from government contracts, which involve longer sales cycles and policy dependencies.

3. Execution and Cost Pressures:

Large-scale projects entail execution complexity and cost management challenges, impacting margins due time and cost overruns.

4. Cybersecurity Market Competition:

InstaSafe operates in a highly competitive global market with rapid technological innovation.

5. AgriTech Commercialization Risk:

Scanit's business involves long gestation cycles, pilot validations, and gradual scaling, impacting near-term earnings visibility.

Risk Mitigation Measures:

Risk Area	Mitigation Strategy
Profitability Pressure	Focus on cost optimization and margin discipline
Revenue concentration	Deepen diversification into new government segments and geographies
AI Technology disruption	Ongoing investments in application of AI in core business offerings
Execution risk	Standardized implementation frameworks and domain expertise and selective bidding.
AgriTech risk	Expedite paid pilot-led commercialization scaling, explore new use cases, build partner network, explore dual use.
Cybersecurity competition	Product innovation and enterprise customer expansion, leverage ABM's govt sector business experience.

The Company continues to maintain robust governance, process frameworks, and quality certifications to ensure operational resilience.

D. Business Strategies and Planning:

During FY 2025–26, the Company focused on diversification, capability building, and long-term value creation, even as it navigated a challenging profitability environment. Overall the same approach will continue this year.

Strategic Priorities

- 1. Strengthening Core e-Governance Business:** ABM has deep experience of executing large and complex projects successfully. However, ABM has also been experiencing Time and Cost overruns due to various factors mentioned in the earlier MDAs. So, the strategy will be leverage the vast experience but eliminate known risks by selective bidding.
 - Expand presence in selective areas by continuing building adjacent businesses leveraging current domain strengths.
 - Grow current new solution categories (Digital Panchayat, Utilities, Infrastructure).
 - Strengthen Technical manpower augmentation with focus on improved margins.
- 2. Scaling Cybersecurity Business (InstaSafe) by leveraging ABM's pan India presence:** The advent of AI brought with it a new and more sophisticated threat landscape. AI-powered cyberattacks are no longer a future concern—they are a present reality facing organisations across sectors. This has meaningfully accelerated enterprise appetite for robust, intelligent security infrastructure, and InstaSafe's Zero Trust platform is purpose-built to address precisely this need. In terms of sales efforts, the Cybersecurity business has been driven by InstaSafe sales team. ABM has sales team has pan-India presence and will be significantly augmenting the efforts being done by InstaSafe sales team with continued focus on
 - Strengthening Zero Trust platform capabilities
 - Enterprise and global market expansion
 - Govt Opportunities which are opening up.
- 3. Continue Investing in AgriTech (Scanit):** The Agritech growth model is built on the long gestation cycles, pilot validations, and gradual scaling. That is the inherent nature of the business. The results of global pilots and its growth has been very encouraging. The dual strategy will involve India and Rest of the world growth riding on many successful pilots, repeat orders and increasing acreage covered by the Sporecams™ in India and other global customers of Scanit. The focus will be -
 - Increase India revenues by leveraging the funding in areas of Precision Agriculture, Public Health as well as association with private and govt sector players offering advisory to farmers
 - Expand global pilots into long-term contracts
 - Explore Human Allergy Network using Scanit Technologies
- 4. Profitability and Efficiency Focus:**
 - Optimize cost structures and improve operating margins by selective bidding
 - Work with alliance partners with complementing strengths

5. Leadership and Organizational Strengthening:

- Appointment of senior leadership (Chief Revenue Officer) to drive growth
- Focus on talent development, domain specialization, and execution excellence

E. Human Resource Management:

ABM's objective is to acquire, develop, utilize, and retain efficient employees for mutually rewarding associations.

ABM thus continues to stay on course with its approach to human capital management by supporting and enhancing the organization's goals and objectives. This involves a range of strategic interventions and activities such as:

- **Inclusive Work Culture:**

Promoting diversity and inclusion within the workplace to ensure all employees feel valued and respected.

- **Employee Motivation:**

Implementing various engagement programs and initiatives that boost employee morale, satisfaction, and productivity.

- **Learning and Development:**

Providing continuous training and development opportunities to help employees improve their skills and advance their careers.

ABM has always believed in the upskilling and reskilling of employees to equip them for evolving business environments and dynamic project requirements. These programs also help businesses handle fast-approaching developments that require more agility. The Company has renamed training sessions as workshops to maximize the benefits of quality learning interventions. A workshop is an interactive meeting where a group of people engages in activities to solve a problem or work on an assignment using various tools and techniques.

During the financial year 2025–26, ABM initiated multiple workshops for employees in various roles. These workshops have not only enhanced employee skills but also improved the quality of support provided to our clients. Additionally, these enhanced employee capabilities have helped the organization sustain existing business and seize new opportunities. The workshops were delivered both online and offline.

To name a few, the workshops were:

- Leadership Development Program
- Selenium
- KEDB (Known Error Database)
- CMMi Orientation
- Various other functional trainings
- **Rewards and Recognition:**

At ABM, rewards and recognition play a vital role in fostering a positive work environment and encouraging employee engagement. ABM's rewards and recognition program include several key initiatives:

Recognition Events: ABM regularly hosts events to celebrate and honor employees who have made significant contributions. These events, such as the Rewards & Recognition event, highlight the achievements of employees and recognize their hard work and dedication.

Award Categories: Employees are nominated and awarded in various categories, ensuring that different types of contributions are acknowledged. This includes awards for innovation, teamwork, leadership, customer service, and overall performance.

The said Rewards & Recognition Program aims to:

- Recognize and reward employees for their outstanding contributions in a timely and consistent manner.
- Foster a performance-driven culture while enhancing employee satisfaction, engagement, and motivation.
- Retain key talent and attract business-critical professionals from the job market.
- Deliver an enhanced overall employee experience.

Below are the key rewards categories:

1. Employee of the Quarter - Gladiator
2. Employee of the Year – ACE
3. Customer Success Champion - CSC
4. Service Rewards – for the employees who have completed a specific no. of years of service viz. 3,5,10,15, 20, and 25.

- **Employee Engagement:**

Employee engagement is highly valued at ABM, with a strong focus on connecting the four key pillars: Well-being, Company Culture, Learning & Development, and Recognition. Engagement contributes significantly to improved mental and physical well-being, as engaged employees are generally happier, more motivated, and experience lower stress levels, resulting in a healthier workforce.

Meaningful interactions among team members, colleagues, and managers play a vital role in fostering engagement. It is about building a sense of belonging and nurturing a positive work culture where every individual feels valued, supported, and empowered.

ABM continued to strengthen employee engagement initiatives through the celebration of Happy Hours across various regions, including Bhopal, Delhi, Mumbai, and Raipur.

HR also organized multiple festivals and engagement events, namely:

- Wellness Sessions on Neurological health, Bone health, Cancer awareness, Women's health, etc.
- Health check-up camp
- Dawat-e-Iftar
- Independence Day Celebration
- Ganesh Chaturthi
- Navratri Celebration
- Diwali celebration
- Christmas & New Year celebration
- Women's day celebration
- Holi
- Gudi Padwa

- **Open & Fair Work Environment:**

ABM has always ensured to maintain an open and inclusive work environment through various policies & practices such as:

- Equal Opportunities & Non-Discrimination.
- Prevention of Sexual Harassment (POSH) policy.

- Open and transparent communication through various HR policies and employee forums. For E.g. Whistle-blower policy, Team meetings, 1-on-1 discussions
- Equal opportunity for employees to learn and grow within the organization.

- **Staff Augmentation:**

ABM has always believed in and continues to leverage its strength in the e-governance domain by providing quality manpower to various PSUs, state government agencies, and private IT companies. Staff augmentation at ABM acts as a bridge between the available talent pool with the required skills and the availability of short- and long-term positions in the market. Staff augmentation is increasingly becoming the most sought-after recruitment model as it offers workforce flexibility. This approach facilitates faster recruitment for defined projects as per RFP, thereby expanding the team as needed.

ABM has assisted multiple clients in staff augmentation viz.

1. Madhya Pradesh State Electronics Development Corporation (MPSEDC / MAPIT)
2. Maharashtra Information Technology (MAHAIT)
3. Chhattisgarh Infotech Promotion Society (CHIPS)
4. National Informatics Centre Services Incorporated (NICSI)

- **Headcount :**

S. No.	Year	Current Headcount*
1	April 2024 - March 2025	561
2	April 2025 - March 2026	661

* excludes full time associates.

- **Key Financial Ratios:**

In accordance with the SEBI (Listing Obligations and Disclosure Requirements 2018) Amendment Regulations 2018, the Company is required to give details of significant changes (changes of 25% or more as compared to the immediately previous financial year) in key financial ratios. There are no significant changes in the key financial ratios that are identified by the Company, below are the details

Standalone ratios

Particulars	Unit	March, 2026	March, 2025
Debtors Turnover Ratio	Times	1.80	2.02
Current Ratio	Times	8.01	7.53
Debt Equity Ratio	Times	0.00	0.00
Net profit Margin	%	13.92	19.30
Return on Net worth	%	5.37	6.88

Consolidated ratios

Particulars	Unit	March, 2026	March, 2025
Debtors Turnover Ratio	Times	1.97	2.22
Current Ratio	Times	7.48	6.46
Debt Equity Ratio	Times	0.00	0.00
Net profit Margin	%	9.89	17.69
Return on Net worth	%	4.39	7.40

18. RISK MANAGEMENT :

The Company has established a robust risk management framework to identify, assess, monitor, and mitigate risks that may impact its business objectives and long-term growth. During the year, the Company continued to focus on managing

key business risks, including profitability pressures arising from margin constraints and investments in growth initiatives, dependence on government sector contracts, project execution complexities, increasing competition in the cybersecurity market, and the longer commercialization cycle associated with its AgriTech business through Scanit.

To address these risks, the Company has implemented various mitigation measures, including cost optimization initiatives, margin discipline, diversification across government segments and geographies, adoption of AI-enabled solutions in its core offerings, standardized project implementation frameworks, selective bidding strategies, and continuous investment in product innovation. The Company is also accelerating commercialization efforts in its AgriTech business through pilot-led deployments, expansion of partner networks, and exploration of new use cases. Through these measures, supported by strong governance practices, established processes, and quality certifications, the Company continues to strengthen its operational resilience and sustainable growth capabilities.

As on the date of this Report, the Risk Management Committee of the Company stands dissolved, as the provisions relating to its constitution are not applicable to the Company. The Company remains committed to a robust risk management process, and the identification, assessment, monitoring, and mitigation of risks are being duly overseen by the Audit Committee.

19. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT :

No planned material changes or commitments made by Company will affect the Company's financial position during the period mentioned above except the continued investment in the Silicon Valley based Agri tech Company as mentioned earlier.

20. CODE OF CONDUCT :

The Company has adopted the Code of Conduct and ethics for all Board Members and Senior Management and this is strictly adhered to. A copy of the Code of Conduct is available on the website of the Company www.abmindia.com. In addition, members of the Board and Senior Management also submit, on an annual basis, the details of individuals to whom they are related and entities in which they hold interest and such disclosures are placed before the Board. The members of the Board inform the Company of any change in their directorship (s), chairmanship(s) / membership (s) of the Committees, in accordance with the requirements of the Companies Act, 2013 and Listing Regulations.

The members of the Board and Senior Management have affirmed their compliance with the code and a declaration signed by the Managing Director and Chief Financial officer is annexed to this report.

21. AUDIT COMMITTEE COMPOSITION:

The Board has constituted an Audit Committee that performs the roles and functions mandated under the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other matters as prescribed by the Board from time to time. The Constitution, meetings, attendance and other details of the Audit Committee are given in the Corporate Governance Report which is part of the Report. During the year all the recommendations of the Audit Committee were accepted by the Board. In accordance with the circular dated 7th January, 2026 issued by the National Financial Reporting Authority, the Board at its meeting held on 30th January, 2026 upon the recommendation of the Audit Committee and in consultation with the Statutory Auditors, approved the framework to ensure effective two-way communication between Those Charged with Governance and the Auditors.

22. VIGIL MECHANISM:

The Company has adopted a Whistle Blower Policy as part of Vigil Mechanism to provide appropriate mechanism to all

individuals associated with the Company to bring the attention of the Management any issue which is perceived to be in violation of the Company's Code of Conduct or other policies of the Company, details of which are provided in Corporate Governance Report, which form part of this report. The employees are encouraged to voice their concerns by way of Whistle Blowing.

As per the requirements of Schedule V of the Listing Regulations, the Company confirms that no personnel have been denied access to the Audit Committee. Furthermore, there were no complaints reported during the year under the vigil mechanism. The Whistle Blower Policy is available on the website of the Company.

23. PREVENTION OF INSIDER TRADING:

Pursuant to the provisions of the SEBI (Prohibition of Insider Trading) Regulation, 2015, as amended, the Company has adopted a Code of Conduct to Regulate, Monitor and Report Trading by Insiders which lays down the framework for trading restrictions and disclosure requirements applicable to designated persons and other connected persons. The Company is committed to preserving the confidentiality of Unpublished Price Sensitive Information ("UPSI") and preventing its misuse. With respect to this, the Company has also developed a Code for Procedure for Inquiry in case of Leak of Unpublished Price Sensitive Information. This code is prepared in accordance with Regulation 9 (1) and Schedule B of the SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended by SEBI (Prohibition of Insider Trading) (Amendment) Regulation, 2020. The Company regularly reminds the Employees about their obligation under the policies and also informs about prevention of insider trading into the securities of the Company.

The Company Secretary is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code.

24. RELATED PARTY TRANSACTIONS:

In accordance with the Companies Act and the Listing Regulations, the Company has formulated a Policy on Materiality of Related Party Transactions and dealing with Related Party Transaction (RPT Policy) which is also available at Company's website www.abmindia.com. The Policy is designed to ensure that adequate mechanisms and procedures are in place for the identification, approval and disclosure of Related Party Transactions undertaken by the Company.

All related party transactions are placed before the Audit Committee for approval for its review and approval. Prior omnibus approval of the Audit Committee is obtained on an annual basis, which is reviewed and updated on quarterly basis. None of the Directors of the Company have any significant pecuniary relationships or transactions with the Company.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material Related Party Transactions were entered during the year by the Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

25. ANNUAL RETURN:

As required, pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return of the Company in Form MGT-7 for FY 2025-26, is available on the Company's website at https://abmindia.com/uploads/Final%20Category%20wise/20260618124150_Annual_Return_2025-2026.pdf

26. CORPORATE SOCIAL RESPONSIBILITY:

Corporate Social Responsibility activities at ABM encompasses much more than social outreach programmes. The Company believes that CSR is a way of creating shared value and contributing to social and environmental good. With this

philosophy, the CSR activities of the Company is centred around health, education, environment and livelihood. Aligning with its vision, your Company has been continuing to increase value in the society in which it operates, through its services and CSR initiatives, so as to stimulate well-being for the society, in fulfilment of its role as a responsible corporate citizen.

The Board has constituted a Corporate Social Responsibility Committee to oversee and monitor the CSR activities of the Company. The composition and other details of the CSR Committee and its meetings are detailed in the Report on Corporate Governance, forming part of this Report. The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in Annexure of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. In compliance with requirements of Section 135 of the Companies Act, 2013, the Company has laid down a CSR Policy which is published on its website www.abmindia.com. Also, as on the date of this Report, Mrs. Supriya P. Rane has stepped down from the position of Chairperson of the CSR Committee, and Mr. Prakash B. Rane has been appointed as the Chairman of the CSR Committee.

27. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

There were no loans or guarantees given by the Company under Section 186 of the Companies Act, 2013 during the year under review. The Particulars of investments have been disclosed in the Financial Statements.

28. PREVENTION OF SEXUAL HARASSMENT (POSH) AT WORKPLACE:

The Company is committed to fostering a diverse, inclusive and equitable workplace where employees are empowered to perform to their fullest potential. It strives to provide a work environment that upholds the principles of dignity, respect and fairness for every individual.

In furtherance of this commitment, the Company has adopted a Policy on Prevention of Sexual Harassment in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and the Rules framed thereunder. The Policy seeks to promote diversity, equal opportunity, mutual trust and respect, and aims to ensure a safe and conducive work environment for all persons associated with the workplace.

The Company's POSH Policy is gender-neutral and provides an appropriate framework for the prevention, prohibition and redressal of sexual harassment complaints involving employees across genders. In compliance with the requirements of the POSH Act, the Company has constituted Internal Committees (ICs) to address and redress complaints relating to sexual harassment at the workplace.

The Company has not received any complaint of sexual harassment during the financial year 2025-2026.

29. PARTICULARS OF EMPLOYEES:

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 (12) of Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have been appended as Annexure to this Report. Details of employee remuneration as required under provisions of Section 197 of the Act and Rule 5 (2) and 5(3) of the Rules, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

30. CONSERVATION OF ENERGY :

Your Company consumes energy mainly for the operation of its software development, thus the consumption of electricity is negligible. In order to conserve the electricity, the air conditioners are kept at a moderate temperature and all the electrical equipment are turned off, whenever they are not required by the office staff.

31. TECHNOLOGY ABSORPTION, ADOPTION & INNOVATION AND RESEARCH AND DEVELOPMENT :

ABM is building competence in new areas like Digital Technologies, Microservices etc. There is no specific budget for R and D, however continuous technological improvement of flagship solutions is being done regularly.

32. FOREIGN EXCHANGE EARNINGS AND OUTGO :

The details of foreign exchange earnings and outgo as required under Section 134 of the Companies Act, 2013 and Rule 8(3) of Companies (Accounts) Rules, 2014 are mentioned below

(₹ in Lakhs)

Particulars	For the year ended 31 st March, 2026	For the year ended 31 st March, 2025
Foreign Exchange Earnings	0.000	0.00
Foreign Exchange Outgo*	851.90	1,129.74

* Foreign Exchange Outgo for the current year includes investment in Scanit Technologies INC ("Scanit"), California, Silicon Valley, USA.

33. LISTING FEES:

The equity shares of the Company are listed on BSE Limited, Mumbai and the Annual Listing fees for the year under review have been paid.

34. OTHER DISCLOSURES:

During the year under review:

- no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status of the Company or its operations;
- no proceedings are made or pending under the Insolvency and Bankruptcy Code, 2016 and there is no instance of one-time settlement with any Bank or Financial Institution; the requirement to disclose the details of the difference between the 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 reason thereof, is not applicable.
- no public deposits as defined under Chapter V of the Act have been accepted by the Company, nor any default made in payment in repayment of deposits or payment of interest thereon during the year. Also, there were no loan received from the Directors of the Company.
- there has been no change in the nature of business of the Company.
- There were no revisions to the financial statements and the Board's Report of the Company during the year under review.

35. DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to Section 134 of the Act, the Board of Directors hereby confirm that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit or Loss of the Company for that period;
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with

the provisions of the Act and for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) They have prepared the Annual Accounts on a going concern basis;
- e) They have laid down internal financial controls for the Company and such internal financial controls are adequate and operating effectively; and
- f) They have devised proper system to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

36. ACKNOWLEDGEMENT :

The Board of Directors gratefully acknowledges the continued confidence and support received from the Shareholders, Customers, Business Associates, Suppliers, Bankers, Financial Institutions, Government Authorities, Regulatory Bodies and Stock Exchanges. The Company deeply values the trust reposed by all its stakeholders and recognizes that their encouragement and cooperation have been vital to its progress and accomplishments. The Board remains committed to fostering these relationships and building upon them for sustained growth and long-term value creation.

The Board also conveys its sincere appreciation to employees across all functions and levels of the organization for their commitment, professionalism and collaborative spirit. Their dedication, perseverance and shared sense of purpose have significantly contributed to the Company's performance and achievements during the year, and the Board places on record its gratitude for their continued support and contribution.

For and on behalf of the Board

Date : 29th May, 2026
Place: Mumbai

Sd/ -
Prakash B. Rane
Managing Director
(DIN: 00152393)

Sd/ -
Sharadchandra D. Abhyankar
Director
(DIN: 00108866)

ANNEXURE TO THE DIRECTORS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY

(Pursuant to Companies (Corporate Social Responsibility Policy) Rules, 2014)

1. A Brief Outline of the Company's Corporate Social Responsibility (CSR) Policy:

The objective of CSR policy of the Company is to directly / indirectly undertake projects / programs which will enhance the quality of life and economic well-being of communities in and around our society at large. This policy focuses on addressing social, environmental and economic needs of underprivileged sections of the society and also a sustainable development for the society. The Company has identified education, environment protection, protection of art & Culture as the areas, healthcare where assistance is provided on a need-based and case-to-case basis. Your Company persisted with participation in such activities at the local, grass-root level during the year. The contributions in this regard have been made to the registered trust which is undertaking these schemes.

The Corporate Social Responsibility (CSR) Policy of the Company, as approved by the Board of the Directors, is available on the Company's website at www.abmindia.com.

2. Composition of CSR Committee as on 31st March, 2026:

Sr. No.	Name of Directors	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mrs. Supriya P Rane, Chairperson	Non-Executive Director	4	4
2	Mr. Sharadchandra Abhyankar, Member	Non-Executive Director	4	4
3	Dr. Sumit Chowdhury, Member	Independent Director	4	4
4	Mr. Ashokkumar V. Dugade, Member	Independent Director	4	4

Mr. Sumit Chowdhury due to his expiry of two term of five consecutive years, ceased to become the Independent Director of the Company as on the date of Report, Mr. Prakash B. Rane was appointed as the Chairperson of the CSR Committee whereas Mrs. Supriya Rane, step down from the committee with effect from 08th April, 2026.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company.

The composition of the CSR committee is available on our website, at www.abmindia.com.

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable: NA

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: NA

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
Not Applicable			

6. Average Net Profit of the Company as per Section 135(5): ₹ 16,89,57,007/-

7. a) Two percent of average net profit of the Company as per section 135(5): ₹ 33,79,141/-

b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.: Nil

c) Amount required to be set off for the financial year, if any: Nil

d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 33,79,141/-

8. a) CSR amount spent for the financial year: ₹ 34,05,000/-

b) Details of CSR amount spent against ongoing projects for the financial year: Nil

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

Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (in ₹)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.	Medical Aid and Education	(ii)	No	Maharashtra,	Ratnagiri	5,00,000/-	No	Rajapur Shikshan Prasarak Mandal	CSR00032127
2.	Vocational training, self - employment training	(i)	Yes	Maharashtra,	Mumbai	2,00,000/-	No	Salaam Bombay Foundation	CSR00002988
3.	Promoting health care including preventive health care.	(ii)	Yes	Maharashtra,	Mumbai	6,05,000/-	No	The Bombay Mideast Rotary Foundation	CSR00044328
4.	Education	(i)	No	Maharashtra,	Nashik	20,00,000/-	No	Hiray Smaranika Samiti Trust	CSR00088649
5.	Medical Aid and Education	(ii)	Yes	Maharashtra,	Thane	1,00,000/-	No	Shubhlaxmi Pragati Mandal	CSR00006174
	Total					34,05,000/-			

*The Requirement for CSR registration number is mandatory to be obtained w.e.f. 01st April, 2021, hence the Trusts / NGOs are in the process of obtaining the numbers.

d. Amount spent in Administrative Overheads: Nil

e. Amount spent on Impact Assessment, if applicable: NA

f. Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 34,05,000/-

g. Excess amount for set off, if any: Nil

9. a. Details of Unspent CSR amount for the preceding three financial years: Nil

b. Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Not Applicable

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

For and on behalf of the Board

Date : 29th May, 2026
Place: Mumbai

Sd/ -
Prakash B. Rane
Managing Director &
Chairperson of CSR Committee
(DIN: 00152393)

Sd/ -
Sharadchandra D. Abhyankar
Director
(DIN: 00108866)

ANNEXURE TO THE DIRECTORS' REPORT

Statement of Disclosure of Remuneration Under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- 1 The Ratio of the remuneration of each director to the median remuneration of the Employees of the Company for the financial year 2025-2026, the percentage increase in remuneration of Directors, Chief Financial Officer and Company Secretary during the financial year 2025-2026:**

The percentage increase in remuneration of each Director, Chief financial Officer and Company Secretary during the financial year 2025-2026, ratio of the remuneration of each Director to the median remuneration of the employee of the Company for the financial year 2025-2026 as under:

Sr. No.	Name of Directors and Key Managerial Personnel	Designation	Ratio of remuneration of each Director to median remuneration of employees	% increase in remuneration in the Financial Year 2025-2026
1	Mr. Prakash B. Rane	Managing Director (Key Managerial Personnel)	52.46	20%
2	Mrs. Supriya P. Rane	Non-Executive Director	0.56	04%
3	Mr. Sharadchandra D. Abhyankar	Non-Executive Director	1.01	18%
4	Dr. Sumit D. Chowdhary	Non-Executive Director	0.83	16%
5	Mr. Devendra K. Parulekar	Non-Executive Director	0.74	65%
6	Mr. Ashokkumar Dugade	Non-Executive Director	0.83	09%
7	Mr. Punit Kumar Jain	Non-Executive Director	0.31	-
8	Mr. Paresh M. Golatkar	Chief Financial Officer	3.25	07%
9	Mrs. Sarika A. Ghanekar	Company Secretary	3.54	07%

- 2 The Percentage increase in the median remuneration of employees in the financial year:** The Median remuneration of the employees in the financial year have increased by 16%.
- 3. The Number of permanent employees on the rolls of Company:** 661 employees excluding full time associates and in-house consultants as of March, 2026.
- 4. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**
- The average salary increases for employees other than managerial personnel during FY 2025–26 was approximately 7%. The Managing Director's remuneration was increased by 20% during the year pursuant to a revision in fixed salary, as approved by the shareholders and in accordance with the Company's remuneration policy. This revision was undertaken after a gap of seven years, during which no increase was granted. While the increase reflects a periodic reassessment of remuneration in line with the Managing Director's role, responsibilities, and contributions, the revised remuneration continues to remain below prevailing industry benchmarks for comparable positions.
- 5. The key parameters for any variable component of remuneration availed by the directors:** During the year no commission have been paid to any of the Executive or Non-executive directors of the Company due to inadequacy of profits of the Company as per Section 197 of the Companies Act, 2013 read with Schedule V. Commission to Executive and Non-executive directors is the variable component of their remuneration. Key parameters for determining the same are provided in the remuneration policy of the Company.
- 6. Affirmation that the remuneration is as per the remuneration policy of the Company:** Yes, the remuneration is as per the remuneration policy of the Company.

For and on behalf of the Board

Date : 29th May, 2026
Place: Mumbai

Sd/ -
Prakash B. Rane
Managing Director
(DIN: 00152393)

Sd/ -
Sharadchandra D. Abhyankar
Director
(DIN:00108866)

REPORT ON CORPORATE GOVERNANCE

At ABM, corporate governance lies at the core of our organizational philosophy and reflects our steadfast commitment to integrity, transparency, accountability, and ethical business conduct. We believe that strong governance practices are fundamental to sustainable growth and long-term value creation for all stakeholders. Our governance framework is designed to ensure robust oversight, regulatory compliance, responsible decision-making, and the protection of stakeholder interests, while fostering a culture of professionalism, ethical leadership, and transparency across the organization. Through continuous alignment with evolving regulatory requirements and global best practices, we remain committed to maintaining the highest standards of corporate governance and strengthening stakeholder confidence in the Company.

We are fully committed to complying with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and see this commitment as more than a statutory obligation; it is an integral part of how we operate. Our Board of Directors provides strategic oversight, ensuring that all decisions align with shareholder interests and contribute to the long-term success of the Company. Through mechanisms such as the Whistle Blower Policy and the Code of Conduct for Prevention of Insider Trading, we uphold the highest standards of ethical conduct, ensuring investor protection and transparency. We regularly disclose accurate, timely, and comprehensive information about our financial performance, leadership, and governance practices to keep all stakeholders well-informed.

We recognize the critical importance of regulatory compliance, and our governance framework is structured to meet and, wherever possible, exceed the standards prescribed by SEBI and other applicable regulatory authorities. Through robust internal controls, well-defined processes, and periodic reviews, we ensure that our operations remain fully aligned with applicable laws, regulations, and evolving global best practices. Our policies and governance mechanisms are regularly reviewed and updated to reflect changes in the regulatory landscape, thereby reinforcing our commitment to maintaining a transparent, compliant, and well-governed corporate environment.

Internally, we have embedded governance principles into our organizational culture, empowering employees at all levels to act with integrity, responsibility, and ethical awareness. Our policies and procedures support a work environment where ethical behavior is prioritized, and employees are equipped with the resources and guidance needed to make principled decisions. This collective effort ensures that we maintain a resilient, value-driven organization that aligns with both our business goals and the expectations of society.

ABM's governance practices are consistently implemented across the Company and its subsidiaries, ensuring uniformity and transparency in all our operations. We believe that strong governance is not only essential to the Company's success but also to the well-being of the communities we serve, the environment, and the economy at large. Through our dedication to responsible business conduct, we aim to build lasting relationships with all our stakeholders, including investors, customers, partners, and employees. In conclusion, ABM remains firmly committed to upholding the highest standards of corporate governance, ensuring compliance with applicable regulations and fostering a corporate culture that aligns with our values and the long-term interests of all stakeholders.

Your Company confirms the compliance of Corporate Governance as contained in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of which are given below:

I. BOARD OF DIRECTORS :

The Board of Directors serves as the foundation of our corporate governance structure and plays a pivotal role in guiding the strategic direction and overall affairs of the Company. Entrusted with the responsibility of protecting stakeholder interests, the Board ensures that the Management functions with accountability, transparency, and a strong focus on sustainable value creation. The Board actively oversees key business and governance matters while promoting a culture

rooted in ethics, compliance, and responsible leadership. With a diverse mix of experienced and accomplished professionals possessing expertise across various domains, the Board brings balanced judgment, independent perspectives, and informed decision-making, that strengthens the Company's governance standards and long-term vision.

The Board functions with a high degree of independence and objectivity, ensuring that its decisions are taken in the best interests of the Company and its stakeholders. In discharging its responsibilities, the Board consistently upholds the principles of transparency, accountability, fairness, and responsibility, thereby setting a strong ethical tone across the organization. The Board remains committed to effective governance and diligently performs its roles and responsibilities in accordance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with other applicable laws, regulatory requirements, and governance standards.

The Board's leadership experience is instrumental in understanding the organizational needs, managing risk, and ensuring succession planning. Empowered to oversee the management, direction, and performance of the Company, the Board's focus is on protecting stakeholder interests and enhancing shareholder value. It monitors the strategic direction of the Company and plays a key role in ensuring that the management serves both short-term and long-term stakeholder interests. This philosophy is reflected in our governance practices, where we strive to maintain an effective, informed, and independent Board. Ultimately, the Board has the responsibility for the management, general affairs, direction, and long-term success of the Company.

While the Board provides strategic oversight, the operational conduct of the business is delegated to the Managing Director. The Management Committee, headed by the Managing Director and consisting of business and functional heads, manages the day-to-day affairs of the Company.

The composition of the Board is in conformity with the applicable provisions of the Companies Act, 2013 (the Act) and Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended. The Board comprises of appropriate composition of Executive and Non-Executive Directors with at least one-woman director and not less than fifty per cent of the Board comprises of Independent Directors. As of March, 31, 2026, the Board consists of Six Directors comprising one Executive Director, three Independent Directors and two Non- Independent Directors including one Non- Executive Women Director. The Independent Directors of the Company have been appointed for a term of 5 years in accordance with the relevant provisions of the Act and are not eligible to retire by rotation. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. The profile of Directors can be found at our website at www.abmindia.com.

The Board benefits from the presence of Non-Executive Directors and Independent Directors who are widely respected for their extensive experience and professional accomplishments across multiple domains. Each of these Directors adheres to regulatory norms with none holding directorship in more than seven listed companies.

Their active involvement in Board and Committee deliberations brings valuable perspectives on strategy, governance, regulatory matters and overall business oversight. Their participation not only strengthens the quality of discussions but also reinforces transparency and sound judgment in Board-level decisions. Directors are generally expected to attend all meetings of the Board and the Committees they are part of, barring exceptional circumstances. While Committee meetings are intended for designated members, attendance by other Directors may be permitted at the discretion of the Committee Chair.

During the Financial Year 2025-26, the Board of Directors met six times. These meeting were held on 09th April, 2025, 23rd May, 2025, 17th July, 2025, 14th November, 2025 and 30th January, 2026, with a gap not exceeding 120 days. The previous Annual General Meeting (AGM) of the Company held on 29th August, 2025 was attended by all the Directors.

As per the provisions of Regulation 17 of Listing Regulations, approval of Shareholders, for appointment / re-appointment of Directors on the Board shall be taken either at the next General Meeting or within a time period of three months from the date of appointment / re-appointment, whichever is earlier. Mr. Sharadchandra Abhyankar who is director liable to retire by rotation, has expressed his eligibility for re-appointment at the ensuing Annual General Meeting, subject to the approval of the Shareholders. The proposals seeking approval of Shareholders for re-appointment of the Directors form a part of the Notice in this Annual Report.

Composition and Directorship(s) / Committee Membership(s) / Chairmanships(s) as on 31st March 2026:

The details of each Member of the Board along with the number of Directorship(s) / Committee Membership(s) / Chairmanship(s), date of joining the Board and their shareholding in the Company are provided herein below: -

Name of the Directors & Category	Date of Joining the Board	Number of Shares held in the Company	Number of Board Meetings attended	Number of Directorship in other Public Companies#	Membership(s) / Chairmanship(s) in Committees of Board of other Public Companies##	Directorship in other Listed Entity
Mr. Prakash B. Rane (Executive-Managing Director)	27/04/2000	95,42,300	5	Nil	Nil	Nil
Mrs. Supriya P Rane (Non-Executive Director)	27/04/2000	24,54,000	5	Nil	Nil	Nil
Mr. Sharadchandra Abhyankar (Non-Executive Director)	17/08/2024	Nil	5	2	3	Independent director in Atul Limited
Mr. Devendra Parulekar (Independent Director)	10/08/2018	Nil	4	Nil	Nil	Nil
Mr. Ashokkumar V. Dugade (Independent Director)	01/04/2020	Nil	5	Nil	Nil	Nil
Mr. Punit Kumar Jain (Independent Director)	04/09/2020	Nil	5	Nil	Nil	Nil
Dr. Sumit Chowdhury (Independent Director) (Ceased to be Directors due to expiry of term as Independent Director)	28/03/2016	Nil	5	Nil	2	Independent director in Goodyear India Limited

Excluding Private Limited Companies, Foreign Companies, Section 8 Companies and Alternate Directorships.

Includes only Audit Committee and Stakeholders' Relationship Committee

All the Directors have made disclosures regarding their directorship and memberships on various Committees across all Companies in which they are directors and / or members. The number of Directorship(s), Committee Membership(s) / Chairmanship(s) of all Directors is within respective limits prescribed under the Act and Listing Regulations. None of the Directors are related to each other except Mr. Prakash B. Rane and Mrs. Supriya P. Rane, who are husband and wife.

The Company has obtained a certificate from Mr. Upendra Shukla, Practicing Company Secretary, under Regulation 34(3) and Schedule V Para C Clause (10)(i) of Listing Regulations 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 Company by the SEBI and Ministry of Corporate Affairs or any such authority and the same forms part of this Report. The term Independent Directors is defined under Section 149(6) of the Act and Regulation 16 of the Listing Regulations. The Company has received requisite declarations from all Independent Directors of the Company confirming that they meet the criteria of independence as mentioned under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations. Further the Independent Directors have also confirmed

that they are not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective Independent Judgement and without any external influence. The Board affirms that the Company's Independent Directors meet the criteria prescribed under Schedule V of the Listing Regulations and remain independent from the management, based on Annual declarations submitted by the Independent Directors pursuant to Regulation 25(8) of the Listing Regulations, and after having taken on record the verification of the integrity and accuracy of these declarations in accordance with Regulation 25(9). Additionally, the Independent Directors have confirmed their registration with the Independent Director's database maintained by the Indian Institute of Corporate Affairs. None of the Independent Director(s) of the Company resigned before the expiry of their tenure. The Company issues a formal letter of appointment at the time of each Independent Director's appointment or re-appointment. The detailed terms and conditions of their appointment have been disclosed on the website of the Company. As of 31st March, 2026 the Board comprises 3 (Three) Independent Directors. Further, Mr. Sumit Chowdhury ceased to be an Independent Director of the Company upon the expiry of his second consecutive term of five years on 27th March, 2026.

The Board meeting dates are decided in consultation with the Board members. The schedule of the Board meetings and Board Committee meetings are communicated in advance to the Directors to enable them to attend the meetings. The Board meets at least once in a quarter to review the quarterly results and other items on the agenda. Additional meetings are held, when necessary to discuss and decide on Company / business policy and strategy apart from other Board businesses. The Board exhibits strong operational oversight with regular presentations in quarterly meetings. The Agenda of the Board / Committee meetings is set by the Company Secretary in consultation with the Managing Director of the Company and agenda papers with detailed notes and other background information, which are essential for the Board to effectively and reasonably perform their duties and functions, are circulated well in advance before the meeting thereby enabling the Board to take proper decisions. The Agenda for the Board and Committee Meetings covers items set out as per the guidelines in Listing Regulations to the extent it is relevant and applicable. The Chairman of various Board Committees brief the Board on all the important matters discussed & decided at their respective committee meetings, which are generally held prior to the Board meeting. Video / Audio-conferencing facilities are also used to facilitate Directors travelling or located at other locations to participate in the Meetings.

The minutes of the Board and committee meetings were circulated to all the Directors with comments taken into account before finalization and confirmed at subsequent Meeting. The Board also reviews the declarations made by all departmental heads of the Company regarding compliance of all applicable laws on a quarterly basis.

The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. The Company Secretary is also responsible for preparation of the Agenda and convening of the Board and Committee Meetings. The Company Secretary attends all the Meetings of the Board and its Committees. The Company Secretary advises/assures the Board and its Committees on Compliance and Governance principles and ensures appropriate recording of minutes of the Meetings.

Familiarization Programme: The Company has in place a structured induction and familiarization programme for Directors, aimed at providing them with comprehensive understanding of the Company and enabling them to effectively discharge their roles, rights and responsibilities. As part of familiarization process, Directors are provided with an overview of the Company's business model, operations, organization structure, subsidiaries, governance framework, Board procedure, long term strategic priorities, key risks and mitigation mechanism, compliance processes and CSR activities. The Managing director and Company Secretary play a key role in familiarising Directors with the organization, its values and governance framework. Directors are also provided opportunities to interact with Senior Management Personnel and are furnished with relevant documents and information necessary for and effective understanding of the Company and its operations. These initiatives ensure the Directors remain will informed and are able to contribute effectively to the Company's governance and strategic direction. Detailed information about the familiarization programme can be found on Company's website at www.abmindia.com.

CODE OF CONDUCT :

The Company has a detailed code of conduct which is followed across the organisation including the top management and the Board of Directors. The Board also ensures that the Code of Conduct is strictly followed across the Company. The Code has been displayed on the Company's website www.abmindia.com.

All the Board members and senior management have confirmed compliance with the Code for the year ended 31st March, 2026. A declaration to this effect signed by the Managing Director and Chief Financial Officer, is attached and forms part of this Annual Report.

SEPERATE INDEPENDENT DIRECTORS' MEETING:

As per Schedule IV of the Act and Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company shall hold at least one meeting in a financial year without presence of Non-Independent Directors and Management representatives.

The Independent Directors, among other matters, deliberate on issues arising from Committee and Board meetings, including the evaluation of the performance of Non-Independent Directors and the Board as a whole, assessment of the Managing Director performance, and the adequacy, quality and timeliness of information flow between the Management and the Board to enable the Board to discharge its responsibilities effectively and efficiently. In addition to these formal meetings, regular interactions also take place between the Managing Director and the Independent Directors outside Board meetings. The Independent Directors have unrestricted access to the Statutory Auditors, Secretarial Auditors, Internal Auditor and the Management of the Company for discussions and to seek clarifications, whenever required.

During the financial year ended 31st March, 2026, a separate meeting of the Independent Directors was held on 26th March, 2026. The meeting was attended by three out of the four Independent Directors. Mr. Punit Jain was unable to attend the meeting due to prior commitments. Mr. Ashokkumar V. Dugade, Independent Director, chaired the meeting and conducted the proceedings thereof.

BOARD EVALUATION :

Pursuant to the provisions of the Companies Act, 2013 and Regulation 19 read with Schedule II, Part D of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has devised a policy on evaluating the performance of the Board of Directors, the Chairman, Committees and Individual Directors. The Board along with the Nomination and Remuneration Committee has laid down criteria of performance evaluation of Board, its Committees and individual Directors.

The performance of the board was evaluated by the Board after seeking inputs from all the directors. Criteria for performance evaluation included aspects such as attendance at the meetings, participation and independence during the meetings, interaction with management, role and accountability, knowledge and proficiency, impact on the performance of Board / Committees, contribution made to the Board / Committees and active participation in long-term strategic planning. Further, performance evaluation of the Managing Director was based on the implementation of various plans & policies in the Company, monitoring and implementation of the projects including the smooth day to day affairs and operations of the Company and finally performance and business achievements of the Company. During the year, the Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and SEBI (LODR) Regulations. The exercise was led by the Managing Director of the Company along with the Chairman of the Nomination and Remuneration Committee of the Company. The Evaluation process focused on various aspects of the functioning of the Board and Committees such as composition of the Board, Board Oversight and effectiveness, performance of Board Committees, Board skills and structure, etc. Separate exercise was carried out to evaluate the performance of individual Directors on parameters such as attendance, contribution and independent

judgment.

Outcome of the performance evaluation for the year under review: The Board continues to operate as a highly cohesive and effective body, characterised by strong governance standards, mutual trust, and robust stewardship of shareholder interest. Strong performance was observed across board processes, quality of information flow, role clarity and strategic discussion. The Board composition remains diverse and well balanced with expertise across the key domains. Board processes were assessed as efficient, disciplined and well supported. Board Committees were considered effective with the Audit Committee continuing to be regarded as benchmark for rigour.

II. COMMITTEES OF DIRECTORS :

The Board Committees play a vital role in strengthening corporate governance by providing focused oversight and specialised expertise across key functional areas. They enhance the effectiveness and efficiency of the Board by facilitating detailed deliberations and comprehensive analysis on matters relating to finance, audit, governance, and risk management. Such allocation of responsibilities enables robust oversight, informed decision-making, and sustained strategic focus, thereby reinforcing the Company's overall governance framework.

The Board is responsible for constituting the Committees, assigning their roles and responsibilities, and determining their terms of reference. The Committees are constituted with the approval of the Board to discharge clearly defined functions delegated to them. The Chairman of each Committee apprises the Board of the key discussions and decisions taken at the Committee meetings, and the minutes of all Committee meetings are placed before the Board for its review. The Committees may invite special invitees to attend meetings, whenever considered necessary.

During the year, all recommendations made by the Committees were accepted by the Board. Details of the composition, role and terms of reference of these Committees, together with the number of meetings held during the financial year and attendance thereat, are provided below.

A) AUDIT COMMITTEE :

As on 31st March, 2026, the Audit Committee of the Company comprises three Members, all of whom are Non-Executive Directors, including two Independent Directors. During the year under review, the Committee comprised four Members, however, Mr. Sumit Chowdhury ceased to be a Director of the Company with effect from 27th March, 2026, upon completion of his term as an Independent Director. All the Members of the Committee are financially literate and possess the requisite knowledge and expertise in accounting, finance and audit matters.

During the year, the Committee met five times on 09th April, 2025, 23rd May, 2025, 17th July, 2025, 14th November, 2025 and 30th January, 2026.

Following are the details regarding the Composition and attendance of the Committee during the year:

Name of the Director	Categories of Director	Out of total 5 meetings the attendance is
Mr. Ashokkumar V. Dugade, Chairman	Independent and Non-Executive Director	5
Dr. Sumit D. Chowdhury, Member (ceased to be a Director with effect from 27 th March, 2026)	Independent and Non-Executive Director	5
Mr. Devendra Parulekar, Member	Independent and Non-Executive Director	4
Mr. Sharadchandra D. Abhyankar, Member	Non-Executive Director	5

Terms of reference and role of Audit Committee:

- Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the

financial statements are correct, sufficient and credible;

- Reviewing and examining with management the quarterly and annual financial results and the auditors' report thereon before submission to the Board for approval;
- Reviewing management discussion and analysis of financial condition and results of operations;
- Reviewing, approving or subsequently modifying any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;
- Recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services;
- Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- Reviewing management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- Reviewing with management, Statutory Auditors and Internal Auditor, the adequacy of internal control systems;
- Reviewing the adequacy of internal audit function and discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;
- Evaluating internal financial controls and risk management systems;
- Verifying that the systems for internal controls in relation to SEBI (Prohibition of Insider Trading) Regulations, 2015 are adequate and are operating effectively;
- Reviewing the functioning of the Code of the Company and Whistle Blowing Mechanism;
- Review the financial statements, in particular, the investment made by the subsidiary companies.

The meetings of Audit Committee are also attended by the Chief Financial Officer, Statutory Auditors and Internal Auditor as special invitees. The Company Secretary acts as the Secretary to the Committee. The minutes of each Audit Committee meeting are placed in the next meeting of the Board. The gap between the Audit Committee meetings was in compliance with the provisions contained in the Act and the Listing Regulations. The Audit Committee also reviews the functioning of the Whistle Blower Policy of the Company and cases reported thereunder. The Committee plays a pivotal role in assisting the Board in fulfilling its responsibility of overseeing the quality and integrity of Company's accounting, auditing and reporting practices. The Audit Committee reinforces the transparency, accuracy and reliability of Company's financial operations. The Audit Committee also acts as the 'Those Charged with Governance' (TCWG) for the purpose of communication with the Statutory Auditors in terms of NFRA Circular No. NF-25013/3/2025-NFRA dated January 07, 2026. The Committee oversees effective, timely and documented communication with the Statutory Auditors on matters relating to audit planning, scope and timing of audit, significant audit observations, internal control matters, key accounting judgements and estimates, auditor independence and other matters prescribed under the applicable Standards on Auditing.

B) STAKEHOLDERS' RELATIONSHIP COMMITTEE :

The Stakeholders' Relationship Committee (SRC) comprises of three Non-Executive Directors of the Board. During the year the Committee met four times on 09th April, 2025, 23rd May, 2025, 14th November, 2025 and 30th January, 2026 and same were also attended by Company Secretary. The Minutes of the SRC Meetings are circulated and noted by the Directors at Board Meetings.

The attendance of the Members of Stakeholder's Relationship Committee are as under:

Name of the Director	Status	Out of total 4 meetings the attendance is
Mr. Sharadchandra D. Abhyankar, Chairman	Non-Executive Director	4
Mrs. Supriya P. Rane, Member	Non-Executive Director	4
Mr. Devendra Parulekar, Member	Independent and Non-Executive Director	3

Terms of Reference of Stakeholders' Relationship Committee:

- Consider and resolve the grievances of shareholders
- Make recommendations to improve investor service levels for the investors
- Review of the quality and compliance of various services being rendered by its Registrar and Share Transfer Agent.
- Review of various measures and initiatives taken by the Company for reducing the quantum of unpaid dividend

In order to serve the shareholders expeditiously, the Board delegated its powers to approve the transfers / transmissions / dematerialisation / re-materialisation and address the shareholders complaints / requests, the Company Secretary of the Company. The total numbers of correspondences received from the Investors and resolved during the year under review were - 12

The Stakeholders Relationship Committee is dedicated to ensuring the highest level of service and responsiveness to our valued shareholders. By promptly addressing grievances and upholding shareholder rights, we strive to foster transparency, trust, and strong stakeholder relationships.

The Company has designated an e-mail ID egovernance@abmindia.com for registering the complaints by investors / shareholders. Mrs. Sarika Ghanekar, Company Secretary is the Compliance Officer.

MUFG Intime India Pvt. Ltd (Formerly: M/s. Link Intime India Pvt. Ltd) is the Registrar and Share Transfer Agent of the Company. All grievances can be addressed to the Registrar and Share Transfer Agent at C 101, 247 Park, LBS Road, Vikhroli West, Mumbai - 400083. Contact Number: 022 4918 6000 / 022 4918 6060.

C) NOMINATION AND REMUNERATION COMMITTEE :

The Nomination and Remuneration Committee ("NRC") is entrusted with the responsibility of evaluating the balance of skills, experience, independence, diversity and knowledge on the Board and for drawing up selection criteria, ongoing succession planning and appointment procedures for both internal and external appointments. The role of Nomination and Remuneration Committee, inter alia, includes:

- Determine / recommend the criteria for appointment of Directors and Key Managerial Personnel;
- Determine / recommend the criteria for qualifications, positive attributes and independence of Director;
- Evaluate the balance of skills, knowledge and experience on the Board and prepare a description of the role and capabilities required for Independent Director(s);
- Review and determine all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonuses, stock option etc;
- Formulate criteria and carry out evaluation of each Director's performance and performance of the Board as a whole;
- Recommend to the Board, all remunerations, in whatever form, payable to Senior Management;
- Devise a policy on Board diversity;

- Ensure succession planning;
- Identify persons who are qualified to become Directors and who may be appointed as Key Managerial Personnel (KMPs) and Senior Management in accordance with the criteria, and recommend to the Board their appointment / re-appointment or removal;
- Oversee the performance review process for the KMPs and Senior Management with the view that there is an appropriate cascading of goals and targets across the Company;
- Review the efficacy of HR practices including those for leadership development, rewards and recognition, talent management and succession planning;

The Nomination and Remuneration Committee presently comprises of three Directors. During the year under review, consequent to cessation of Mr. Sumit Chowdhury as Director of the Company with effect from 27th March, 2026 due to completion of his term as an Independent Director. Further Mr. Devendra Parulekar was appointed as a Member & Mr. Ashok Kumar V. Duhade was positioned as the chairman of the committee .

During the year under review, two Committee meetings were held on 23rd May, 2025 and 30th January, 2026.

The attendance of the Members of Nomination & Remuneration Committee was as under:

Name of the Director	Categories of Director	Out of total 2 meetings the attendance is
Mr. Ashokkumar V. Dugade, Chairman	Independent and Non-Executive Director	2
Dr. Sumit D. Chowdhury (ceased to be a Director with effect from 27 th March, 2026)	Independent and Non-Executive Director	2
Mr. Sharadchandra D. Abhyankar, Member	Non-Executive Director	2
Mr. Devendra Parulekar (Appointment in committee as member on 27 th March, 2026)	Independent and Non-Executive Director	0

The quorum of NRC meeting is either two members or one-third of the members of the Committee, whichever is greater including at least one Independent Director. The Minutes of NRC Meetings are circulated and noted by the Directors at Board Meetings. The Company has also devised a policy on board diversity which is available on website of the Company. Based on the recommendations of NRC, the Board has adopted the Policy relating to selection, appointment and remuneration of the Directors, KMPs and other employees.

POLICY FOR SELECTION, APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION :

The Company has established a structured and robust process for appointment / re-appointment of Directors including Executive and Non-Executive Directors. The Nomination and Remuneration Committee (“NRC”) plays an important role in this process by evaluating suitable candidates and making appropriate recommendations to the Board. The NRC identifies and recommends the criteria, qualifications, and positive attributes for appointment of Executive Directors, Non-Executive Directors and Independent Directors to the Board. The NRC identifies individuals who are qualified to be appointed as Directors based on the Board-approved skill matrix and also considers candidates for appointment to the Management Committee and as Key Managerial Personnel, recommending such appointments to the Board, as appropriate. In relation to the appointment of Independent Directors, the NRC assesses the overall balance of skills, knowledge, and experience required on the Board and, based on such evaluation, recommends suitable candidates for appointment. The appointment or re-appointment of Directors is made by the Board based on the recommendation of the NRC and is subject to the approval of the shareholders at the General Meeting or through Postal Ballot, as applicable. As regards the appointment of Independent Directors following is the policy adopted by the Board;

1. The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Act and Listing Regulations.
2. As per the provisions of the Act, the Independent Directors shall be appointed for not more than two terms of maximum of five years each and shall not be liable to retire by rotation.
3. The Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by provisions of the Act and the Listing Regulations.
4. The Company shall ensure that the appointment of any Non-Executive Director who has attained the age of 75 years is approved by the Members of the Company by way of Special Resolution.

Every Independent Director, at the first meeting of the Board in which he / she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under law.

The Company's Nomination and Remuneration Policy considers human resources as its invaluable assets. The said Policy aims to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company. The Remuneration Policy for all employees is designed to attract talented personnel and remunerate them fairly and responsibly, this being a continuous ongoing exercise at each level in the organization.

The remuneration of the Managing Director comprises salary, perquisites, allowances and benefits and commission. Annual salary increments and commission or incentive remuneration is decided by the NRC within the overall ceilings prescribed under the Act and in line with the terms and conditions approved by the shareholders. The recommendation of the NRC is placed before the Board for its approval.

In compliance with the provisions of the Act and Listing Regulation, the Company has taken a Directors' and Officers' (D&O) Liability Insurance Policy to indemnify Directors, Officers or any employee acting in a managerial capacity, against any legal action coming onto them whilst discharging their responsibilities in good faith relation to the Company.

The remuneration to Non-Executive Directors comprises of sitting fees and variable commission. The remuneration by way of commission to the Non-Executive Directors is decided by the Board of Directors and distributed to them based on their participation and contribution at the Board and certain Committee meetings as well as time spent on matters other than at meetings. Further, at the Meeting of the Board of Directors held on 09th April, 2025, the Board approved the revision in sitting fees payable to the Non-Executive Directors from ₹ 20,000/- to ₹ 30,000/- per meeting for attending the meetings of the Board and / or its Committees. Accordingly, the Non-Executive Directors are being paid sitting fees of ₹ 30,000/- per meeting. The details of the transactions with related parties during Financial Year 2025-2026 are provided in the accompanying financial statements.

Remuneration paid to the Board of Directors during the year under review is as follows:

				(₹ in Lakhs)
Name of the Director	Status	Salary & Perquisites (₹)	Commission (₹)	Sitting Fees (₹)
Mr. Prakash B. Rane	Managing Director	233.82	0.00	0.00
Mrs. Supriya P. Rane	Director	0.00	0.00	2.50
Mr. Sharadchandra D. Abhyankar	Director	0.00	0.00	4.50
Dr. Sumit D. Chowdhury	Director	0.00	0.00	3.70
Mr. Devendra Parulekar	Director	0.00	0.00	3.30
Mr. Ashokkumar V. Dugade	Director	0.00	0.00	3.70
Mr. Punit Kumar Jain	Director	0.00	0.00	1.40
Total (₹)		233.82	0.00	19.10

Succession Planning: The Company considers succession planning to be a key aspect of sound corporate governance, ensuring leadership continuity, organizational stability, and sustainable long-term value creation. A well-defined succession planning framework assists in addressing risks associated with leadership changes, maintaining strategic continuity, and retaining institutional knowledge. The Company follows a proactive approach to succession planning to develop future leaders and ensure the organization remains strong and resilient in a changing business environment.

The NRC, together with the Board, oversees succession planning for Senior Management positions. The succession planning framework focuses on ensuring leadership and business continuity and includes the identification and evaluation of potential successors based on factors such as readiness, experience, exposure to different aspects of the business, and development through mentoring and other leadership interventions.

Skills / Expertise / Competencies of the Board of Directors:

The Board comprises of qualified members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees. In terms of requirement of Listing Regulations, the Board has identified the following skills / expertise / competencies for the effective functioning of the Company.

1. **Business Leadership:** Innate leadership skills including ability to appropriately represent the organization; set appropriate Board and organization Culture and make and take responsibility for decisions and actions.
2. **Strategy and Strategic Planning:** Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of strategic objectives of the Company’s relevant policies and priorities.
3. **Finance & Accounting:** Qualifications and experience in accounting and/or finance and ability to analyze key financial statements, financial performance; contribute to strategic financial planning; oversees budgets and the efficient use of resources; oversees funding arrangements resources; oversees funding arrangements and accountability.
4. **Risk:** Ability to identify key risks to the organization in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems.
5. **Legal Framework and Corporate Governance:** Expert knowledge of Corporate Law and ensuring compliance with all relevant laws; providing guidance to uphold high standards of Corporate Governance.
6. **Information Technology:** Knowledge and experience in the strategic use and governance of information management and information technology within the organization.
7. **Commercial:** broad range of commercial/business experience in areas including communications, marketing, branding and business systems, practices and improvement.
8. **Marketing:** Knowledge of and experience in marketing services to business clients.

The table below highlights the core areas of expertise / skill / competencies of the Board members. However, absence of mention of skill / Competency against a member's name does not necessarily indicate that the member does not possess that competency or skill. :

Name of the Director	Business Leadership	Strategy & Strategic Planning	Finance & Accounting	Risk	Legal Framework & Corporate Governance	Information Technology	Commercial	Marketing
Mr. Prakash B. Rane	✓	✓		✓		✓	✓	✓
Mrs. Supriya P. Rane			✓				✓	
Mr. Sharadchandra D. Abhyankar		✓	✓	✓	✓			
Mr. Devendra Parulekar	✓	✓	✓	✓		✓		
Mr. Ashokkumar V. Dugade		✓	✓					
Mr. Punit Kumar Jain		✓				✓		

Directors:

Detailed profile of Director retiring by rotation and being eligible, seeking re-appointment is as below. The same has also been covered under Notice which is forming part of the Annual Report of the Company.

Mr. Sharadchandra Abhyankar: Mr. Sharadchandra D. Abhyankar is a Non- Executive Director of the Company. He is a Solicitor and advocate by profession with over 30+ years' experience. He specializes in mergers and acquisitions, corporate laws, securities laws and corporate ethics and governance. He has also led the preparation of compliance manuals on Indian Federal state laws for Indian Corporate Groups with global operations. He is a member of the Advisory Committee of NSE Centre for Excellence in Corporate Governance

D) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

As on 31st March, 2026, the Corporate Social Responsibility Committee (“CSR Committee”) comprised Mrs. Supriya P. Rane, Mr. Sharadchandra Abhyankar and Mr. Ashokkumar Dugade as members of the Committee, comprising 3 (three) Directors including 1 (one) Independent Director. Prior to 27th March, 2026, the CSR Committee comprised 4 (four) members including 2 (two) Independent Directors. However, upon expiry of the term of Mr. Sumit Chowdhury on 27th March, 2026, he ceased to be an Independent Director of the Company and consequently ceased to be a member of the CSR Committee. Also, as on the date of this Report, Mrs. Supriya P. Rane has stepped down from the position of Chairperson of the CSR Committee, and Mr. Prakash B. Rane has been appointed as the Chairman of the CSR Committee.

The role of the CSR Committee includes formulating and recommending to the Board a CSR Policy and the activities to be undertaken by the Company as specified in Schedule VII to the Act. It also involves recommending the amount of expenditure to be incurred on CSR activities, overseeing the manner of execution of projects or programmes; determining the modalities for utilisation of funds and implementation of schedules and monitoring the performance of the Company in the area of CSR. The Corporate Social Responsibility Policy of the Company (“CSR Policy”) is available on the website of the Company.

The composition of the Corporate Social Responsibility Committee and the details on the number of Meetings held and attended by the Members during the Financial Year 2025-2026 are given below:

Name of the Director	Status	Out of total 4 meetings the attendance is
Mrs. Supriya P. Rane, Chairperson	Non-Executive Director	4
Mr. Sharadchandra D. Abhyankar, Member	Non-Executive Director	4
Dr. Sumit D. Chowdhury, Member (Cessation as ID on 27 th March, 2026)	Independent and Non-Executive Director	4
Mr. Ashokkumar V. Dugade, Member	Independent and Non-Executive Director	4

During the Financial Year ended 31st March, 2026, the Committee met four times on 23rd May, 2025, 17th July, 2025, 14th November, 2025 and 30th January, 2026.

During the Financial Year 2025-2026, the Committee approved the CSR activities and monitored the progress on CSR activities undertaken by the Company on quarterly basis. The Company has been able to spend the mandatory 2% of average net profits of immediately preceding 3 years on various CSR activities, the details of which are given in CSR Report approved by the Committee and attached to the Director's Report.

E) RISK MANAGEMENT COMMITTEE :

As on 31st March, 2026, the Risk Management Committee of the Company comprises Mr. Prakash B. Rane as the Chairman Mr. Punit Jain and Mr. Govind Singh Chauhan as members of the Committee. As on the date of this Report, the Risk Management Committee stands dissolved, as the constitution of the said Committee is not required for the Company under

the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Notwithstanding the dissolution of the Committee, the Company's risk management framework continues to remain in place, and the oversight of risk management matters is being undertaken by the Audit Committee to ensure effective identification, assessment, monitoring and mitigation of risks.

Terms of Reference of the Risk Management Committee:

- To identify the internal and external risks, interalia, financial, operational, sectoral, information, cyber security risk, legal and regulatory risks
- Oversee the implementation of the Risk Management Policy and the adequacy if Risk Management systems
- Ensure appropriate methodology, processes and systems are in place to monitor and evaluate risks

During the Financial Year ended 31st March, 2026, the Committee met four times on 23rd May, 2025, 17th July, 2025, 14th November, 2025 and 30th January, 2026. The quorum of RMC Meetings is two Members or one third of the Members, whichever is greater and the gap between two meetings was not more than 210 days as stipulated under the Listing Regulations. The Minutes of the RMC Meetings are circulated to the Board of Directors along with Agenda for subsequent Board Meetings. All the decisions and recommendations made by the Committee were approved by requisite majority of the members of the Committee.

The attendance of each member of the Committee is given below:

Name	Status	Out of total 4 meetings the attendance is
Mr. Prakash B. Rane, Chairman	Founder & Managing Director	4
Mr. Punit Jain, Member	Non- Executive Independent Director	4
Mr. Govind Singh Chauhan, Member	Member	4

Particulars of Senior Management of ABM Knowledgeware Limited:

Name of the Senior Management Personnel	Category
Govind Singh Chauhan	Executive Director – Business Development
Paresh Golatkar	Chief Financial Officer
Sarika Ghanekar	Company Secretary & Compliance Officer
Venkat Sitaram	Head IT Infra
Ramchandra Patil	Head HR

Code for prevention of Insider-trading practices:

In compliance with SEBI regulations on prevention of insider trading, the Company has implemented a Code of Conduct to Regulate, Monitor, Report Trading by Designated Persons to deter the insider trading in the securities of the Company based on the unpublished price sensitive information (UPSI). The objective of this Code is to prevent misuse of any unpublished price sensitive information and prohibit any insider trading activity, in order to protect the interest of the shareholders at large. All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The Code also envisages procedures to be followed and disclosures to be made while dealing in the securities of the Company. The Company has also established policies for handling leaks of unpublished price-sensitive information and determining legitimate purposes. To ensure compliance, the Company maintains a Structural Digital Database (SDD) internally, capturing all relevant details pertaining to UPSI. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. The Company has appointed Mrs. Sarika Ghanekar, Company Secretary as

Compliance Officer, who is responsible for setting forth procedures and implementation of the code for trading in Company's securities. During the year under review there has been due compliance with the said code.

Whistle Blower Policy:

The Company has adopted a Whistle Blower Policy, as part of Vigil Mechanism to provide appropriate mechanisms / avenues to all individuals associated with the Company to bring to the attention of the Management any issue which is perceived to be in violation of or in conflict with the Code of the Company. The Policy is a mechanism to alert the Management and to bring any unethical behaviour, suspected fraud or irregularity in the Company to its attention promptly and directly.

The Company has provided dedicated e-mail addresses whistleblower@abmindia.com for reporting such concerns. The Company Secretary is the designated officer for effective implementation of the Policy and dealing with the complaints registered under the Policy. All cases, registered under the Code and the Whistle Blower Policy of the Company, are reported to the management and are subject to the review of the Audit Committee. The Whistle Blower Policy is available on the website of the Company.

Fees paid to the Statutory Auditors:

The total fees for all services paid by the Company and the subsidiaries, on a consolidated basis, to the M/s. A.P Sanzgiri & Co., Chartered Accountants Statutory Auditors and all the entities in the network firm / network entity of which Statutory Auditors is part during the financial year 2025-2026 is ₹13,38,765/- (excluding taxes).

Certification by Chief Executive Officer:

The certificate of Chief Executive Officer and Chief Financial Officer on the financial statements and the cash flow statement for the year is annexed at the end of the report on Page No. 56. The said certificate is signed by Mr. Prakash B. Rane, Managing Director and Mr. Paresh Golatkar, Chief Financial Officer of the Company.

III. SHAREHOLDERS' INFORMATION :

a) General Information:

33rd Annual General Meeting	
Date:	30 th July, 2026
Time:	11.00 a.m.
Venue:	Annual General Meeting through Video Conferencing / Other Audio-Visual Means facility (Deemed Venue for Meeting: Registered Office: ABM House, Plot No. 268, Linking Road, Bandra (West), Mumbai- 400 050).
Date of Book closure:	Friday, 24 th July, 2026 to Thursday, 30 th July, 2026 (both days inclusive)
Dividend Payment Date:	On or before 29 th August, 2026 (subject to shareholder's approval)
Financial Year	1 st April to 31 st March
Stock Exchanges	<ul style="list-style-type: none"> • Listed on BSE: 531161 • National Stock Exchange of India Limited (Admitted for Trading under PTT Category)# – Symbol: ABMKNO
Corporate Identity Number (CIN):	L67190MH1993PLC113638

#The Company's equity shares are listed on BSE Limited and have been admitted for trading on NSE under the Permitted to Trade (PTT) category. This enables shareholders to trade the Company's equity shares on NSE; however, such admission does not constitute a separate listing of the Company's equity shares on NSE.

b) Address for Correspondence :
Registered Office of the Company:

Shareholder can correspond at the Registered Office of the Company at Mumbai i.e. ABM House, Plot No.268, Linking Road, Bandra (West), Mumbai- 400 050.

c) Share Transfer Agent :

Registrar & Share Transfer Agents: M/s. MUFG Intime India Private Limited (Formerly: Link Intime India Private Limited), C 101, 247 Park, LBS Road, Vikhroli West, Mumbai-400083. Contact Number: 28207203-05 / 28257641.

d) General Body Meetings:

The last three AGM of the Company were held on the following dates and time:

Date	Time	Address	Special Resolution
30 th AGM on 09.08.2023	11.00 a.m.	Meeting conducted through VC / OAVM pursuant to the MCA Circular	i) Special resolution for re-appointment of Mr. Devendra Parulekar as an Independent Director of the Company from 10 th August, 2023 to 9 th August, 2028. ii) Special resolution to approve the payment of remuneration to Mr. Prakash B. Rane, Managing Director of the Company for F.Y. 2023-25.
31 st AGM held on 07.08.2024	11.00 a.m.	Meeting conducted through VC / OAVM pursuant to the MCA Circular	i) Special resolution to approve the 'ABM Employee Stock Option Scheme 2024' ("ESOS 2024"/"Scheme")
32 nd AGM held on 29.08.2025	11.00 a.m.	Meeting conducted through VC / OAVM pursuant to the MCA Circular	i) Ordinary Resolution to Approval for the appointment of Secretarial Auditors ii) Special Resolution to approve re-appointment of Mr. Punit Jain (DIN: 07325636) as an Independent Director of the Company. iii) Special Resolution Revision of effective date for previously approved Remuneration increase of Mr. Prakash B. Rane (DIN: 00152393), Managing Director

e) Postal Ballot:

During the year under review, the Company has not passed any resolution through Postal Ballot. Further, as on the date of this Annual Report, no resolution is proposed to be passed through Postal Ballot.

**f) Financial Calendar 2026-2027
(Tentative and subject to change)**

- **Financial Results for the:**
 - Quarter ending 30th June, 2026 Within 45 days of end of respective quarter
 - Quarter ending 30th September, 2026
 - Quarter ending 31st December, 2026
- **Year ending 31st March, 2027** By 30th May, 2027
- **Annual General Meeting 2026-2027** By September, 2027

IV. OTHER DISCLOSURES :

The Company has followed accounting principles generally accepted in India, including the Indian Accounting Standard (Ind AS) as specified under Section 133 of Companies Act, 2013 and other relevant provision of the Act while preparing financial statements.

There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three years.

Compliance with Secretarial Standards :

The Institute of Company Secretaries of India, a statutory body, has issued Secretarial standards (SS) on various aspects of corporate law and practices. The Company has complied with the SS - 1 on Board Meetings, SS - 2 on General Meetings and SS-3 on Dividends.

Disclosure on Materially Significant Related Party Transactions:

During the year, there were no materially significant transactions with the related parties viz. promoters, directors or the management or their relatives or subsidiary that had potential conflict with the interest of the Company at large. All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion nor vote on such matters. All related party transactions are mentioned in the Notes to Accounts. The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at www.abmindia.com.

Annual Secretarial Compliance Report :

The Company has undertaken an audit for the financial year 2025-2026 for all applicable compliances as per Act, SEBI Regulations and Circulars / Guidelines issued thereunder.

The Annual Secretarial Compliance Report has been submitted to the stock exchange within 60 days of the end of the Financial Year.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has not received any complaint of sexual harassment during the financial year 2025-2026.

Risk Management :

The Company has a Risk Management frame work, by which the information of any risk assessment and minimization activity would be informed to the Board. A Risk Management Plan of the Company is in place prescribing various probable risks, their assessment and mitigation.

Listing at Stock Exchange :

The Equity Shares of the Company are listed at The Bombay Stock Exchange Limited, Dalal Street, Fort, Mumbai Code No. ABMKNOWLEDGE: 531161 and the Company has duly paid the Listing fees as applicable to the Company.

Share Transfer System:

All share transfer and other communications regarding share certificates, change of address, dividends, etc. should be addressed to the M/s. MUFG Intime India Private Limited (Formerly: M/s. Link Intime India Private Limited), Registrar & Share Transfer Agent of the Company. Stakeholder's Relationship Committee is authorized to approve transfer of shares in the physical segment. The Committee has delegated authority for approving transfer and transmission of shares and other related matters to the Company Secretary of the Company. A summary of all the transfers / transmissions etc. so approved by Company Secretary of the Company is placed at every Committee meeting. All share transfers are completed within statutory time limit from the date of receipt, provided the documents meet the stipulated requirement of statutory provisions in all respects.

As per the notifications / circulars issued by SEBI from time to time, listed entities are required to issue securities in demat mode only while processing any investor service requests, viz. issue of duplicate share certificates, exchange / sub-division / splitting / consolidation of securities, transmission / transposition of securities and claim from Suspense Escrow Demat Account.

Simplified Norms for processing Investor Service Requests:

As per circular issued by SEBI from time to time, it is mandatory for holders of physical securities to furnish PAN, KYC details and Nomination / Opt-out of Nomination, before getting any investor service request processed. Members holding securities in physical form, whose folio(s) do not have PAN, KYC details or Choice of Nomination updated, shall be eligible for dividend in respect of such folios, only through electronic mode with effect from 1st April, 2024. Members who are yet to update details in their physical folios are therefore urged to furnish PAN, KYC and Choice of Nomination by submitting the prescribed forms duly filled by email from their registered email id to investor.helpdesk@in.mpms.mufig.com or by sending a physical copy of the prescribed forms duly filled and signed by the registered holders to M/s. MUFG Intime India Private Limited at C-101, 247 Park, 1st Floor, LBS Road, Gandhi Nagar, Vikhroli (West), Mumbai- 400083. In accordance with the SEBI circular, the Company has sent reminders to those Members, holding shares in physical form, whose PAN, KYC details and / or Choice of Nomination are not updated, requesting them to update the details.

As per the Circulars issued by SEBI, after due verification of investor service requests received from shareholders, Companies / RTAs issued Letters of Confirmation ("LOC") in lieu of physical share certificates. Such LOCs were valid for one hundred twenty (120) days from the date of issuance, within which the shareholder was required to submit a dematerialisation request through a Depository Participant. In cases where the demat request was not submitted within the prescribed period, the shares were required to be transferred to the Suspense Escrow Demat Account maintained for this purpose. Shareholders could subsequently claim such shares by submitting the prescribed documents to the RTA. The Company did not transfer any shares to the Suspense Escrow Demat Account during the year.

The above process was followed up to 31st March 2026. Pursuant to the SEBI Circular dated 30th January 2026, effective 2nd April 2026, the requirement for issuance of LOC has been dispensed with. Accordingly, after due processing and verification of investor service requests, the RTA / Company directly credits the securities to the investor's demat account.

A qualified practicing Company Secretary carried out a Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ("Depositories") and the total issued and listed capital. The said report confirms that the total issued / paid-up capital reconciles with the total number of shares in physical form and the total number of dematerialized shares held with NSDL & CDSL. This report is sent to the Stock Exchange on a quarterly basis within 30 days from the end of every quarter.

Shareholding Pattern and Distribution of Shares - as at 31st March, 2026:

SHAREHOLDING PATTERN			DISTRIBUTION OF SHAREHOLDING				
Category	No. of Shares	% to the Total Paid up Capital	Category of Shares	Shareholders		Respective Shareholding	
				Total	%	Total	%
Promoters	13386429	66.92	1-500	4007	79.30	391174	1.96
NRIs / OCBs	2103578	10.52	501-1000	397	7.86	313457	1.57
Indian Public	3590211	17.95	1001-2000	296	5.86	452185	2.26
Bodies Corporate	360919	1.80	2001-3000	124	2.45	315263	1.58
Others:	20	0.00	3001-4000	62	1.23	220946	1.10
HUF	232088	1.16	4001-5000	48	0.95	224421	1.12
Clearing Members/ Foreign Nationals / Mutual Funds / NBFCs registered with RBI	4544	0.02	5001-10000	65	1.29	475857	2.38
IEPF A/c	324411	1.62	10001-Above	54	1.07	17608897	88.03
Total	20002200	100.00		5840	100.00	20002200	100.00

Dematerialization of Shares:

The Shares of the Company are compulsory traded in the dematerialized form on Stock Exchange by all investors. As on 31st March, 2026, 89.69% shares of the Company are held in dematerialized form.

The International Securities Identification Number (ISIN) allotted to the Company's equity shares is ISIN: INE850B01026.

Outstanding GDRs / ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs / ADRs / Warrants or any convertible instrument in the past and hence, as on 31st March, 2026, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

Commodity price risk or foreign exchange risk and hedging activities:

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Master Circular dated 11th July, 2023 is not required to be given.

In case securities of the Company are suspended from trading, reasons thereof:

During the year, no securities of the Company were suspended from trading.

Dividend:

The Board of Directors at their meeting held on 29th May, 2026, recommended a Final Dividend of ₹ 1.25/- per equity share of face value of ₹ 5/- each for Financial Year ended 31st March, 2026. Final dividend, if approved by shareholders will be paid on or before 29th August, 2026.

Unpaid / Unclaimed Dividends:

In accordance with the provisions of Sections 124 (6) of the Act read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules 2016, as amended from time to time, dividends that remain unpaid or unclaimed for a period of 7 (seven) years are to be transferred to the Investor Education and Protection Fund (IEPF) Authority established by Central Government, from the unpaid or unclaimed dividend account of the Company.

The aforesaid provisions also mandated companies to transfer shares to those Members whose dividends remain unpaid or unclaimed for a period of 7(seven) consecutive years, to the demat account of IEPF Authority. The Members, whose dividends / shares are transferred to the IEPFO, can claim their shares / dividends from the IEPF Authority. In accordance with the said IEPF Rules, as amended, the Company had sent notices to all the Members whose shares were due to be transferred to IEPF requesting them to comply with the requirements to claim back the Dividends and avoid transfer of shares and had simultaneously published newspaper advertisement for the same.

In the terms of the applicable provisions of the IEPF Rules ₹ 1,02,895/- of unpaid / unclaimed dividends and 7190 shares were transferred during the Financial Year 2024-25 to the IEPF . Further, the Company also paid ₹ 3,55,201.25/- to IEPF towards dividend in respect of shares that had already been transferred to IEPF consequent to dividend remaining unpaid / unclaimed for seven consecutive years. The Company has appointed a Nodal Officer under the provisions of IEPF Rules, details of which are available on the website of the Company at www.abmindia.com. The Company does not have any shares in the demat suspense account or unclaimed suspense account.

The Company has uploaded the details of unpaid and unclaimed dividend amount lying with the Company as at 31st March, 2026 on the website of the Company at www.abmindia.com and on the website of Ministry of Corporate Affairs at www.iepf.gov.in. The details of unpaid / unclaimed dividend lying with the Company as on 31st March, 2025 is updated on the website of the Company.

Governance of Subsidiary Companies:

InstaSafe Technologies Private Limited (“InstaSafe”) continued to be the Material Subsidiary of the Company and the Scanit Technologies INC has become the Associate Company of ABM.

InstaSafe incorporated a wholly owned subsidiary namely “InstaSafe Inc” in Delaware, United State of America. The operations and performance of the subsidiaries are reviewed on a quarterly basis as under:

- a) The minutes of the meetings of the Board of the Directors of the subsidiary companies are placed before the Board of Directors of the Company and the attention of the Directors is drawn to significant transactions and arrangement, if any entered into by the subsidiaries.
- b) The Audit Committee of the Company reviews the financial statements, in particular the investment made by such subsidiary.

The Company has adopted the Policy on Material Subsidiary in line with the requirements of the Listing Regulations. The policy lays down the criteria for identification of material subsidiaries of the Company. The Policy on Material Subsidiary is available on the website of the Company. As per Regulation 24A of SEBI (LODR), Secretarial Audit Report of InstaSafe forms a part of this Annual Report.

Proceeds from Preferential allotment or Qualified Institutional Placement etc.:

No funds were raised through preferential allotment or Qualified Institutional Placement as per the Regulation 32(7A) of Listing Regulations.

Credit Ratings:

CRISIL has given the Long-term credit rating of CRISIL BBB+/Stable and Short Term as CRISIL A2+ for debt instrument / facilities of the Company.

Reasons for Pledge:

There has been no pledging of shares by the Promoters / Promoter Group.

Compliance with the discretionary requirements under Listing Regulations:

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of Listing Regulations. In addition, the Company has also adopted the following non-mandatory requirements to the extent mentioned below:

i) Audit qualifications:

The Company’s financial statements are unqualified.

ii) Reporting of Internal Auditor:

The Internal Auditor of the Company directly reports to the Audit Committee on functional matters.

The Company has submitted quarterly compliance report on Integrated Corporate Governance with the Stock Exchange, in accordance with the requirements of Regulation 27(2)(a) of the Listing Regulations.

The Company has complied with the requirements specified in Regulations 17 to 27 and clauses (b) to (i) of the Regulation 46(2) of the Listing Regulations.

Disclosure on Website:

Following information has been disseminated on the website of the Company at www.abmindia.com;

1. Details of business of the Company.
2. Composition of various Committees of the Board
3. Code of Conduct and Ethics
4. Whistle Blower policy.
5. Risk Management Policy
6. Board Diversity Policy
7. Policy on dealing with Related Party Transactions.
8. Details of familiarization programmes imparted to Independent Directors.
9. Terms and conditions of appointment of Independent Directors.
10. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
11. Policy for procedure of inquiry in case of leak of Unpublished Price Sensitive Information.
12. Code of Conduct to Regulate, Monitor and Report Trading by Insiders.
13. Corporate Responsibility Policy.
14. Policy on preservation of documents.
15. Policy on Determination of materiality of events.
16. Archival Policy.
17. Policy on Prevention of Sexual Harassment at Workplace.
18. Policy for determining Material Subsidiary.
19. Nomination & Remuneration Policy.
20. Code of Conduct for Board of Directors and Senior Management Personnel.

Means of Communication:

Effective dissemination of information is a key element of Corporate Governance. It involves the transparent exchange of information, views, insights, feedback and strategies with all stakeholders, thereby strengthening the relationship between the management and shareholders. The Company maintains regular engagement with its shareholders through various communication channels, including:—

- a) The quarterly, half yearly and annual financial results of the Company's performance are published in Navshakti (in Marathi) and Free Press Journal (in English) within 48 hours from the date of declaration. These are not sent individually to the Shareholders.
- b) The Company's website www.abmindia.com contains a dedicated functional segment called "Investors" as per the requirements of Regulation 46 of the Listing Regulations, where all the information needed by the shareholders is available, including the Shareholding pattern, Financial Results, Annual Reports, Notices, Statutory Policies, unclaimed / unpaid dividend, details about the Company, the Board of Directors and the Management, etc.
- c) The Company's dedicated email address for Investors' Complaints and other communications is egovernance@abmindia.com.
- d) SCORES (SEBI complaints redressal system): SCORES platform of SEBI facilitates online filing of investor grievance and online view of the status. The Company endeavors to redress the grievance of the Investors as soon as it receives it from the SCORES platform.
- e) Dispute Resolution Mechanism at Stock Exchange: To enable the Shareholders to raise any dispute against the Company or its RTA on delay or default in processing any investor service related request, SEBI has provided an option of 'Arbitration with Stock exchange' as a Dispute Resolution Mechanism.
- f) Online Dispute Resolution (ODR) Mechanism: As per SEBI circulars issued from time to time, in case of any grievances, the Shareholders are advised to first approach the Company or its RTA. If the response is not received /

not satisfactory. Shareholder can raise a complaint on SCORES / with Stock exchange.

After exhausting all the above available options for resolution of the grievance, if shareholder is still not satisfied with the outcome, they can initiate dispute resolution through the ODR portal at <https://smartodr.in/login>.

- g) All price sensitive information and matters that are material to Members are disclosed to the Stock Exchange where the securities of the Company are listed. The Quarterly Results, Integrated Corporate Governance Report, Shareholding Pattern and all other corporate communications to the Stock Exchange are filed through BSE Listing Centre, for dissemination on their website. The Stock exchange filing are also made available on the website of the Company at www.abmindia.com.
- f) The Management Discussion & Analysis Report forms part of this Annual Report.

For and on behalf of the Board

Date: 29th May, 2026
Place: Mumbai

Sd/-
Prakash B. Rane
Managing Director
(DIN: 00152393)

Sd/-
Sharadchandra D. Abhyankar
Director
(DIN: 00108866)

CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY

To,
The Board of Directors,
ABM Knowledgeware Limited,

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of ABM Knowledgeware Limited (“the Company”), to the best of our knowledge and belief, certify that:

1. We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2026 and to the best of our knowledge and belief, we state that:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company’s affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company’s code of conduct.
3. We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
 - (i) significant changes, if any, in the internal control over financial reporting during the year;
 - (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud 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.

We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.

For and on behalf of the Board

Date: 29th May, 2026
Place: Mumbai

Sd/-
Prakash B. Rane
Managing Director
(DIN: 00152393)

Sd/-
Paresh Golatkar
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT ON CORPORATE GOVERNANCE**TO THE MEMBERS
ABM KNOWLEDGEWARE LIMITED**

1. This certificate is issued in accordance with the terms of our engagement communication with ABM KnowledgeWare Limited.
2. We, A P Sanzgiri & Co, Chartered Accountants, the Statutory Auditor of the Company have examined the compliance of conditions of Corporate Governance by ABM KnowledgeWare Limited ("the Company"), for the financial year ended March 31, 2026, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations").

Management Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

Audit Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of accounts and other relevant records and documents maintain by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the "ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2026.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on Use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For A P Sanzgiri & Co
Chartered Accountants
FRN: 116293W**

**Date: 29th May, 2026
Place: Mumbai**

**Sd/-
Rajesh Agrawal
Partner
Membership No: 111207
UDIN:- 26111207NSVFSV8986**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[pursuant to Regulation 34(3) and Schedule V Para C sub-clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members of
ABM Knowledgeware Limited
ABM House, Plot No. 268
Linking Road, Bandra(W)
Mumbai- 400 050

We have examined the relevant registers, records, books, form, returns and disclosures received from the Directors of ABM Knowledgeware Limited, (CIN L67190MH1993PLC113638), having Registered Office at ABM House, Plot No. 268 Linking Road, Bandra (West) Mumbai 400 050 (the Company), produced before us by the Company for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of my information and according to the verification (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanation furnished to me by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended on 31st March, 2026 has been debarred or disqualified from being appointed or continuing as Directors of the companies by the Securities and Exchange Board of India and/or Ministry of Corporate Affairs:

Sr. No.	Name of the Director & DIN	Designation	Date of Appointment in the Company
1	Mr. Prakash B Rane (DIN: 00152393)	Managing Director	27/04/2000
2	Mrs. Supriya P Rane (DIN: 00152890)	Non- Executive Director	27/04/2000
3	Mr. Devendra Parulekar (DIN: 06705320)	Independent Director	10/08/2018
4	Mr. Ashokkumar V. Dugade (DIN: 02922248)	Independent Director	01/04/2020
5	Mr. Punit K. Jain (DIN: 07325636)	Independent Director	04/09/2020
6	Mr. Sharadchandra Abhyankar (DIN: 00108866)	Non- Executive Director	17/08/2024

Note: Ensuring the eligibility for appointment/continuing as Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on verification of documents / information available to me. 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.

UDIN: F0002727H000439724
Peer Review Certificate No: 1882/2022
Date: 22nd May, 2026
Place: Mumbai

Sd/-
(UPENDRA C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP No: 1654

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 Personnel) Rules, 2014]

**To,
The Members,
ABM Knowledgeware Limited,**

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31st March, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the ABM Knowledgeware Limited for the financial year ended on 31st March, 2026 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial borrowing (ECB) – *as confirmed by the management, the Company does not have any FDI and ECB. The Company has made ODI under automatic route.*
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

We report that during the year under review there was no action/event in pursuance of –

- a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;

- c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
 - e) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client.
- (vi) The Acts / Guidelines specifically applicable to the Company: The management has confirmed that there is no specific law as identified and applicable to the Company.

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

- a) Secretarial Standards with regard to Meeting of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of the Company Secretaries of India.
- b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Listing Agreement entered into by the Company with BSE Ltd.

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

We further report that –

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors during the year under review. There was no change in composition of the Board of Directors during the year under review.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance duly complying with the time limits specified 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.

As per the minutes of the meeting duly recorded and signed by the chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that based on the information provided by the Company, its officers and authorised representatives during the conduct of the audit and also on the review of quarterly compliance reports of respective department heads / Company Secretary, which are reviewed by the Managing Director, in our opinion adequate systems and processes and control mechanism exists commensurate with the size and operation of the Company to monitor and ensure compliance with applicable general laws, rules, regulations and guidelines.

We further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws has not been reviewed in this audit since the same is subject to review by statutory financial audit and other designated professionals.

We further report that during the audit period, there was no specific event/action in pursuance to the laws, rules, regulations, guidelines, etc. as referred to above, having major bearing on the Company's affairs.

UDIN: F002727H000439724
Peer Review Certificate No. 1882/2022
Date: 29th May, 2026
Place: Mumbai

Sd/-
(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

ANNEXURE A

**To,
The Members,
ABM Knowledgeware Limited**

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed, provide reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the management representation about the compliance of the laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Date: 29th May, 2026
Place: Mumbai**

**Sd/-
(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654**

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 Personnel) Rules, 2014]

To,
The Members,
InstaSafe Technologies Private Limited,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by InstaSafe Technologies Private Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon. *Though the Company continues to be a private limited company as per its Articles of Association, being a subsidiary of a public limited company (ABM Knowledgeware Ltd.) under the provisions of Section 2(87)(i) of the Act, it is treated as a public limited and the secretarial audit is conducted accordingly.*

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31st March, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2026 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment ('FDI'), Overseas Direct Investment ('ODI') and External Commercial borrowing ('ECB') (*As confirmed by the management, the Company does not have FDI and ECB*);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**Not applicable to the Company**);
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**to the extent applicable**);
 - c) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client (**Not applicable to the Company**);
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Company**);
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**Not applicable to the Company**);
 - f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not applicable to the Company**);

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (**Not applicable to the Company**); and
- h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (**Not applicable to the Company**).
- (vi) According to explanation and information given by the Company, its officers and authorised representatives, there is no Acts / Guidelines specifically applicable to the Company. As confirmed by the management, the Company has obtained registration with STPI, which falls under the Ministry of Electronics and Information Technology, Government of India, and has complied with all the prescribed conditions of the registration.

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

- a) Secretarial Standards issued by the Institute of Company Secretaries of India;
- b) Listing Agreement read with the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015; (**Not applicable to the Company since Company's security is not listed on any stock exchange**).

We report that during the year under review, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines as applicable, mentioned above.

We further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals

We further report that

- The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.
- As confirmed by the management, it appears that adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent atleast seven days in advance 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.
- Based on the representation made by the management, as per the minutes of the meeting duly recorded and signed by the chairman, the decisions of the Board and its Committees were unanimous and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the Company commensurate with the size and operation of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company had no specific events/actions having a major bearing on the Company's affairs in pursuance to the laws, rules, regulations, guidelines, standards, etc. referred above.

For UPENDRA SHUKLA & ASSOCIATES

Date: 26th May, 2026
Place: Mumbai

UDIN: F002727H000482899
Peer Review Certificate No: 1882/2022

Sd/-
(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654

Note: This report is to be read with my letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

ANNEXURE A

**To,
The Members,
InstaSafe Technologies Private Limited,**

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed, provide reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of the laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For UPENDRA SHUKLA & ASSOCIATES

**Date: 26th May, 2026
Place: Mumbai**

**UDIN: F002727H000482899
Peer Review Certificate No: 1882/2022**

**Sd/-
(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654**

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF
ABM KNOWLEDGEWARE LIMITED****Report on the Audit of the Consolidated Financial Statements****Opinion**

We have audited the accompanying Consolidated Financial Statements of ABM KNOWLEDGEWARE LIMITED (hereinafter referred to as the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associates comprising of 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 flows for the year then ended on that date, a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors of the subsidiaries, the aforesaid Consolidated 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 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 their consolidated state of affairs of the Group, its associate as at March 31, 2026, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements for the financial year ended March 31, 2026. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a Separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No	Key Audit Matters	How our audit addressed the key audit matter
01	<p>Revenue Recognition (refer to the summary of material accounting policies in point 2.02 (b) and the disclosures in Note 2.28 of the Consolidated Financial Statements)</p> <p>The Group derives significant portion of its revenue from long-term projects. Estimation of efforts is a critical estimate to determine revenues for contract. This estimate has a high inherent uncertainty as it requires consideration of progress of the contract, efforts incurred till date, efforts required to complete the remaining contract performance obligations. Some of the contracts have complex terms and conditions requiring management analysis, judgement and application of guidance for appropriate recognition of revenue and the corresponding balances of accounts receivables, unbilled revenues and deferred revenues. In consideration of certain key judgements and principles used for recognition of revenue we have identified this matter to be a key audit matter.</p>	<p>We have performed walkthrough and understood the process and tested key controls associated with the revenue recognition process.</p> <p>We made enquiries of management and analysed contracts on sample basis to evaluate whether revenue was recognized in accordance with their terms and conditions.</p> <ol style="list-style-type: none"> 1. Assessed the Company's accounting policies relating to revenue recognition. 2. Checked the revenue recognition from contracts by reading the supporting documents including inspection of contracts / statement of work/purchase orders from customers and documents evidencing delivery, on a test check basis; 3. Checked, pre and post year end, sample of revenue recognized and agreed with the supporting documents; 4. Checked the Consolidated Ind AS financial statement disclosures in this regard.
02	<p>Assessment of fair value of Quoted equity investment and Mutual Fund Investment (refer to disclosures in Note 2.10 of the Consolidated Financial Statements- Investment in Quoted Equity shares and Mutual Fund)</p> <p>The Group has quoted equity investment and Quoted Mutual fund as at the Balance sheet date. The investment is carried at fair values, a fair valuation is done as per the requirement of Ind AS- 109.</p> <p>The Fair value measurement of the Quoted equity shares and Quoted Mutual Fund was a key Audit matter because</p> <ul style="list-style-type: none"> - The value of quoted equity shares and mutual fund is material to the financial statements, and <p>As at the Balance sheet date March 31, 2026, the value of quoted equity shares and mutual fund is amounted to INR 7,373.80/- lakhs representing 39.55% of total current assets and 30.48% of total equity. The value of Quoted Equity shares and Mutual Fund represents majority of the balance sheet value.</p>	<p>Our audit procedures included the following:</p> <ol style="list-style-type: none"> 1. Obtained an understanding from the management, assessed and tested the design and operating effectiveness of the Company's key controls over the fair valuation of quoted equity share and mutual fund. 2. Assessed the carrying value/fair value calculations of all individually material investments, where applicable, to determine whether the valuations performed by the Company were within an acceptable range determined basis the fair valuation reports and statement. 3. Evaluated the adequacy of the disclosures made in the Consolidated Financial Statements. 4. Based on the above procedures performed, we did not identify any significant exceptions in the management's assessment in relation to the fair value of quoted equity investments and mutual funds.

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

The Holding Company's Management and Board of Directors are responsible for the preparation of other information. The other information comprises the information included in the Annual Report, for example 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 Financial Statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this our auditor's report.

Our opinion on the Consolidated 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 Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary action as applicable under the relevant laws and regulations.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give true & fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including, its associates in accordance with the Ind AS and other accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. The respective Board of Directors of the Companies included in the Group are responsible for 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 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 Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the Companies included in the Group and associates are responsible for assessing the Group'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 the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the Companies included in the Group and associates are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated 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 because of these Consolidated Financial Statements.

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

- Identify and assess the risks of material misstatement of the Consolidated 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 Holding Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of Management and Board of Director 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 and associates 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 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 and associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the Consolidated Financial Statements, including the disclosure, and whether the Consolidated Financial Statement represent the underlying transaction and the events in a manner that achieve fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and associates 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 Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated 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 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 other significant deficiencies in internal control that we identify during the 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 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 Matter

1. We did not audit the Consolidated Financial Statements and other financial information of the subsidiary included in the Consolidated Financial Statements, whose financial statements reflect total assets of INR 1,714.89 lakhs as at March 31, 2026, total revenues of INR 1,369.70 lakhs and net cash outflows amounting to INR 213.62 lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. These financial statements and other financial information have been audited by other auditor whose reports have been furnished to us by the management. Our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditor.
2. The Consolidated Financial Statements also include the share of net loss of Rs. 331.19 lakhs for the year ended March 31, 2026, as considered in the Consolidated Financial Statements, in respect of one associate, whose financial statements, other financial information have not been audited by us. This financial information is unaudited and have been furnished to us by the Management. Our opinion, in so far as it relates to the amounts and disclosures included in respect of this associate, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid associate, is based solely on such unaudited financial statements and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, the financial statements and other financial information of this associate is not material to the Group.

Our opinion on the Consolidated Financial Statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the management.

Report on Other Legal and Regulatory Requirements

1. As required by the section 143 (3) of the Act, based on our audit and on consideration of report of the other auditor on separate financial statements and the other financial information of subsidiaries as referred in the 'Other Matter' paragraph we report, to the extent applicable that:
 - a. The other auditor whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
 - b. In our opinion, proper books of account as required by law have been relating to preparation of the aforesaid Consolidated 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 (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this report are in agreement with the relevant books of accounts maintained for the purpose of preparation of the Consolidated Financial Statements.
 - d. In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards Prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 as amended.
 - e. On the basis of the written representations received from the directors of Holding Company as on March 31, 2026

taken on record by the Board of Directors of the Holding Company and the reports of the Statutory auditors of its subsidiary, incorporated in India, none of the directors of the Group Companies are 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 with reference to Consolidated Financial Statements of the Holding Company and its subsidiary companies, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**” to this report.
- g. In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, incorporated in India, the managerial remuneration for the year ended March 31, 2026 has been paid / provided by the Holding Company, its subsidiaries, incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to 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 explanation given to us and based on the consideration of the report of the other auditor on separate financial statements as also the other financial information of the subsidiaries as noted in the ‘Other Matter’ paragraph:
 - i. The Consolidated Financial Statements disclose the impact of pending litigation on the Consolidated Financial Position of the Group and associates. Refer to Note 2.35 to the Consolidated Financial Statements.
 - ii. The Group, its associates did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended March 31, 2026.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group during the year ended March 31, 2026.
 - iv. a) The respective Management of the Holding Company and its subsidiaries, whose financial statements have been audited under the Act has represented to us and the other auditors of such subsidiaries that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries and associates to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective holding company or any of such subsidiaries and associates (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The respective managements of the holding company and its subsidiaries whose financial statements have been audited under the Act have represented to us and other auditors of such subsidiaries and associates, respectively that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been received by the respective holding company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the holding company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances; nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. a) The final dividend proposed in the previous year and as approved in AGM, paid by the Holding Company during the year is in accordance with Section 123 of the Act, as applicable
- b) The Board of Directors of the Holding Company have proposed final dividend for the year, which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with Section 123 of the Act, as applicable.
- vi. Based on our examination, which included test checks, where the Holding Company and its subsidiaries incorporated in India has used accounting software for maintaining its books of accounts for the financial year ended 31st March, 2026 which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company and its subsidiaries incorporated in India, as per statutory requirements.
2. As required by the Company (Auditor's report) Order, 2020 ("the Order"/CARO) issued by the Central Government in terms of Section 143(11) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies, incorporated in India, as noted in the 'Other Matter' paragraph, we report that there are no qualifications or adverse remarks in these CARO reports.

**For A P Sanzgiri & Co
Chartered Accountants
FRN: 116293W**

**Sd/-
Rajesh Agrawal
Partner
Membership No: 111207
UDIN: 26111207AKUBFM5526**

**Date: May 29, 2026
Place: Mumbai**

ANNEXURE “A” TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in the paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **ABM KNOWLEDGEWARE LIMITED** of even date).

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2026, we have audited the internal financial controls over financial reporting of ABM KNOWLEDGEWARE LIMITED (hereinafter referred to as “Company”) and its subsidiary companies, which are companies incorporated in India, as of that date.

Opinion

In our opinion, to best of our information and according to the explanation given to us, and based on the consideration of report of other auditor, as referred to in ‘Other Matter’ paragraph below, the Holding Company and its Subsidiary Companies and associates, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (“Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”).

Management's Responsibility for Internal Financial Controls

The respective Management and Board of Directors of the Company and its subsidiary companies and associates which are Companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its subsidiary companies and associates, which are companies incorporated in India, 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”) issued by The Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditor in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system over financial reporting with reference to these Consolidated Financial Statements.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these Consolidated Financial Statements of the Holding Company, in so far as it relates to separate financial statements of subsidiaries, which are Company incorporated in India, is based on the corresponding reports of the auditor of such Company incorporated in India.

**For A P Sanzgiri & Co
Chartered Accountants
FRN: 116293W**

**Sd/-
Rajesh Agrawal
Partner
Membership No: 111207
UDIN: 26111207AKUBFM5526**

**Date: May 29, 2026
Place: Mumbai**

Consolidated Balance Sheet as at March 31, 2026

(₹ In Lakh)

Particulars	Note	As at March 31, 2026	As at March 31, 2025
I. Assets			
1. Non-current assets			
a) Property, plant and equipment	2.03	4,185.06	4,204.13
b) Capital work-in-progress	2.03	-	-
c) Intangible assets	2.03	804.62	879.44
d) Goodwill		335.45	335.45
e) Financial assets			
i) Investments	2.04	3,590.47	3,130.91
ii) Trade Receivables	2.05	576.66	549.34
iii) Loans & Advances	2.06	0.21	1.79
iv) Other Financial assets	2.07	338.53	155.99
f) Deferred tax asset	2.23	16.02	6.89
g) Income tax asset (net)	2.08	50.35	50.35
h) Other non-current assets	2.09	19.17	19.14
Total Non-current assets		9,916.54	9,333.43
2. Current assets			
a) Financial assets			
i) Investments	2.10	7,373.80	8,825.28
ii) Trade receivables	2.11	5,961.87	4,836.94
iii) Cash and cash equivalents	2.12	683.71	1,383.41
iv) Bank Balances other than (iii) above	2.13	1,043.47	1,425.00
v) Loans & advances	2.14	9.83	13.18
vi) Other Financial assets	2.15	2,689.51	1,527.10
b) Current tax assets (Net)	2.16	35.55	80.58
c) Other current assets	2.17	847.72	669.31
Total current assets		18,645.46	18,760.80
Total Assets		28,562.00	28,094.23
II. Equity and Liabilities			
1. Equity			
a) Equity share capital	2.18	1,024.15	1,024.15
b) Other equity	2.19	23,169.33	22,434.32
Equity attributable to the Owners of the Company		24,193.48	23,458.47
c) Non-controlling interest		722.70	630.99
Total equity		24,916.18	24,089.46
2. Liabilities:			
Non-current liabilities			
a) Financial Liabilities			
(i) Trade payables			
- Trade payables - outstanding dues to micro and small enterprises		11.75	11.72
- Trade payables - outstanding dues to other than micro and small enterprises		299.56	278.74
ii) Other financial liabilities	2.21	18.60	18.80
b) Deferred tax liabilities	2.23	774.38	736.14
c) Provisions	2.22	47.21	56.03
Total non-current liabilities		1,151.51	1,101.43
3. Current liabilities			
a) Financial liabilities			
i) Trade payables			
- Trade payables - outstanding dues to micro and small enterprises	2.24	1.69	0.18
- Trade payables - outstanding dues to other than micro and small enterprises		456.24	35.20
ii) Other financial liabilities	2.25	976.20	554.85
b) Other current liabilities	2.27	1,049.75	2,311.84
c) Provisions	2.26	10.45	1.27
Total Current Liabilities		2,494.33	2,903.34
Total Equity and Liabilities		28,562.00	28,094.23

Notes 1.01 to 2.47 form an integral part of these financial statements

As per our report of even date
For A P Sanzgiri & Co

Chartered Accountants

Firm Registration Number : 116293W
Rajesh Agrawal
Partner
Membership Number : 111207

Mumbai

May 29, 2026

For and on behalf of the Board of Directors
Prakash B. Rane - Managing Director (DIN : 00152393)
Sharadchandra D. Abhyankar - Director (DIN : 00108866)
Sarika A. Ghanekar - Company Secretary
Paresh M. Golatkar - Chief Financial Officer

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

(In ₹ Lakh)

Particulars	Note	Year ended March 31, 2026	Year ended March 31, 2025
1. Income			
a) Revenue from operations	2.28	10,346.31	9,666.65
b) Other income	2.29	577.90	817.72
Total income		<u>10,924.21</u>	<u>10,484.37</u>
2. Expenses:			
a) Operating expense		1,595.82	1,490.72
b) Employee benefits expense	2.30	5,847.41	4,991.05
c) Finance costs	2.31	28.02	29.69
d) Depreciation and amortisation expense	2.32	419.86	372.14
e) Rent expense		87.13	78.93
f) Travelling and conveyance expenses		122.61	108.90
g) Other expenses	2.33	920.05	1,011.11
Total expenses		<u>9,020.90</u>	<u>8,082.53</u>
3. Profit/(Loss) before share of profit/(loss) of associate and exceptional items (1-2)		1,903.31	2,401.84
4. Share of profit/(loss) of associate		(331.19)	(193.59)
5. Profit before exceptional items and tax (3+4)		1,572.12	2,208.25
6. Exceptional item		-	-
7. Profit before tax (5-6)		<u>1,572.12</u>	<u>2,208.25</u>
8. Tax expense	2.34		
a) Current tax		519.57	493.36
b) Deferred tax		29.11	4.40
		<u>548.67</u>	<u>497.76</u>
9. Profit for the year (7-8)		<u>1,023.44</u>	<u>1,710.49</u>
10. Other Comprehensive Income (OCI)			
Items that will not be reclassified to profit or loss			
Measurements of defined employee benefit plans (Net of Tax)	2.38	46.53	17.16
Exchange differences on translation into presentation currency		6.77	0.28
Total Other Comprehensive Income (OCI) net of Tax		<u>53.30</u>	<u>17.44</u>
11. Total comprehensive income for the year (9+10)		<u>1,076.75</u>	<u>1,727.93</u>
Profit attributable to:			
Owners		944.82	1,438.70
Non-controlling interests		78.63	271.79
		<u>1,023.44</u>	<u>1,710.49</u>
Other Comprehensive Income (OCI) attributable to:			
Owners		40.22	14.23
Non-controlling interests		13.08	3.21
		<u>53.30</u>	<u>17.44</u>
Total comprehensive income attributable to:			
Owners		985.04	1,452.93
Non-controlling interests		91.71	275.00
		<u>1,076.75</u>	<u>1,727.93</u>
12. Earnings per equity share of ₹ 5 each			
a) Basic (₹)	2.37	4.92	7.26
b) Diluted (₹)	2.37	4.92	7.26

Notes 1.01 to 2.47 form an integral part of these financial statements

As per our report of even date
For A P Sanzgiri & Co

Chartered Accountants

Firm Registration Number : 116293W
Rajesh Agrawal
Partner
Membership Number : 111207

Mumbai

May 29, 2026

For and on behalf of the Board of Directors
Prakash B. Rane - Managing Director (DIN : 00152393)
Sharadchandra D. Abhyankar - Director (DIN : 00108866)
Sarika A. Ghanekar - Company Secretary
Paresh M. Golatkar - Chief Financial Officer

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

Particulars	(In ₹ Lakh)	
	Year ended March 31, 2026	Year ended March 31, 2025
Cash flow from operating activities		
Profit Before Tax	1,903.31	2,401.84
Non-cash adjustment to Profit Before Tax:		
Depreciation and amortization expense	419.86	372.14
Capital gain on Investment	(2.34)	(10.80)
Interest income	(9.81)	(3.72)
Loss/(Profit) on sale of asset	0.49	(1.44)
Impairment of Trade receivable and other written off expense	99.07	218.20
Exchange differences on translation into presentation currency	(6.77)	(0.28)
Change in fair value of financial assets measured at fair value through profit or loss	(415.35)	(682.81)
Dividend income	(0.01)	(0.49)
Finance costs	28.03	29.69
	2,016.48	2,322.32
Change in operating assets and liabilities :		
Decrease/(increase) in trade receivables	(1,152.25)	(468.13)
Increase/(decrease) in trade payables	447.41	(292.07)
Decrease/(increase) in loans & other financial assets - Current	(1,149.60)	246.67
Decrease/(increase) in loans & other financial assets - Non Current	(209.24)	220.22
Decrease/(increase) in other bank balance	381.54	(487.51)
Decrease/(increase) in other non-current assets	(0.03)	9.70
Decrease/(increase) in other current assets	(178.81)	651.82
Increase/(decrease) in other financial Liability	421.68	72.18
Increase/(decrease) in other current liabilities	(1,252.07)	650.65
Increase/(decrease) in other non-current liabilities	-	-
Increase/(decrease) in non-current provisions	(8.82)	9.43
Increase/(decrease) in Provisions	9.18	0.23
Cash generated from operations	(674.53)	2,935.52
Direct taxes paid (net of refunds)	(460.86)	(484.05)
Net cash flow generated /(used in) operating activities (A)	(1,135.39)	2,451.48
Cash flow from investing activities		
Purchases of fixed assets, including capital work-in-progress and capital advances	(327.01)	(498.55)
Payments for purchase of investments	(3,150.00)	(4,610.00)
Proceeds from sale of investments	4,966.83	4,627.40
Investment in Associate	(788.57)	(1,074.68)
Proceed from sale of Property plant equipment	0.54	4.00
Interest received	9.81	3.72
Dividends received	0.01	0.49
Net cash flow generated/(used in) investing activities (B)	711.63	(1,547.62)

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

Particulars	(In ₹ Lakh)	
	Year ended March 31, 2026	Year ended March 31, 2025
Cash flows from financing activities		
Finance Cost	(25.91)	(28.23)
Dividend paid to equity shareholders	(250.03)	(250.03)
Net cash flow generated/(used in) in financing activities (C)	(275.93)	(278.25)
Net increase/(decrease) in cash and cash equivalents (A+B+ C)	(699.70)	625.60
Cash and cash equivalents at the beginning of the year	1,383.41	757.81
Cash and cash equivalents at the end of the year	683.71	1,383.41
Cash and cash equivalents as per note 2.12 to financial statements		
Balance with Bank	676.72	1,377.26
Cash in hand	6.99	6.15
Total	683.71	1,383.41

Note:

The Cash Flow Statement has been prepared under Indirect Method as set out in Indian Accounting Standard (Ind AS)- 7, "Statement of Cash Flows".

As per our report of even date

For A P Sanzgiri & Co
Chartered Accountants
Firm Registration No.:116293W
Rajesh Agrawal
Partner
Membership Number : 111207
Mumbai
May 29, 2026

For and on behalf of the Board of Directors
Prakash B. Rane - Managing Director
(DIN : 00152393)
Sharadchandra D. Abhyankar - Director
(DIN : 00108866)
Sarika A. Ghanekar - Company Secretary
Paresh M. Golatkar - Chief Financial Officer

Consolidated Statement of changes in equity for the year ended March 31, 2026
A. Equity Share Capital (Refer note 2.18)

(In ₹ Lakh)

Particulars	Balance as at April 01, 2024	Changes in equity share capital due to prior period errors	Restated balance as at April 01, 2024	Changes in equity share capital during the year	Balance as at March 31, 2025
Equity Share Capital	1024.15	-	1024.15	-	1024.15

(In ₹ Lakh)

Particulars	Balance as at April 01, 2025	Changes in equity share capital due to prior period errors	Restated balance as at April 01, 2025	Changes in equity share capital during the year	Balance as at March 31, 2026
Equity Share Capital	1024.15	-	1024.15	-	1024.15

Consolidated Statement of changes in equity for the year ended March 31, 2026
B. Other Equity (Refer note 2.18)

(In ₹ Lakh)

Particulars	Other Equity					Amount attributable to Owners of the parent	Non Controlling Interest	Total
	Reserve and Surplus		Items of OCI					
	General Reserve	Retained Earnings	Foreign Currency Translation Reserve	Equity instrument through OCI	Other items of OCI			
As at 1 April, 2024	308.05	20,898.85	0.31	0.33	23.89	21,231.41	355.99	21,587.43
Profit for the year	-	1,438.70	-	-	-	1,438.70	271.79	1,710.49
Measurements of defined employee benefit plans (net of tax)	-	-	-	-	14.17	14.17	2.99	17.16
Exchange differences on translation into presentation currency	-	-	0.06	-	-	0.06	0.22	0.28
Dividend Paid during the year	-	(250.03)	-	-	-	(250.03)	-	(250.03)
Balance as on March 31, 2025	308.05	22,087.52	0.37	0.33	38.06	22,434.32	630.99	23,065.31
As at 1 April, 2025	308.05	22,087.52	0.37	0.33	38.06	22,434.32	630.99	23,065.31
Profit for the year	-	944.82	-	-	-	944.82	78.63	1,023.44
Measurements of defined employee benefit plans (net of tax)	-	-	-	-	38.81	38.81	7.72	46.53
Exchange differences on translation into presentation currency	-	-	1.41	-	-	1.41	5.36	6.77
Dividend Paid during the year	-	(250.03)	-	-	-	(250.03)	-	(250.03)
Balance as on March 31, 2026	308.05	22,782.31	1.78	0.33	76.87	23,169.33	722.70	23,892.02

Notes 1.01 to 2.47 form an integral part of these financial statements

Pursuant to the requirements of Division II to Schedule III, below is the nature and purpose of each reserve:

General Reserve:- The Company created a General reserve in earlier years pursuant to the provisions of the Companies Act, 1956 wherein certain percentage of profits were required to be transferred to General Reserve before declaring dividends. As per Companies Act 2013, the requirements to transfer profits to General Reserve is not mandatory. This represents a free reserve and is available for dividend distributions.

Retained Earnings:- Retained earnings comprises of prior and current year's undistributed earnings after tax.

As per our report of even date

For A P Sanzgiri & Co
Chartered Accountants
Firm Registration Number : 116293W
Rajesh Agrawal
Partner
Membership Number : 111207
Mumbai
May 29, 2026

For and on behalf of the Board of Directors

Prakash B. Rane - Managing Director (DIN : 00152393)
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Material Accounting Policies and Other Explanatory information as at and for the year ended March 31, 2026
Notes to the Consolidated Financial Statements for the year ended March 31, 2026

1.01 GROUP BACKGROUND:

ABM Knowledgeware Limited (the 'Company') is a public limited Company incorporated in India under the Companies Act, 1956. The registered office of the Company is located at ABM House, Bandra West, Mumbai, India. The company has its primary listing on the Bombay Stock Exchange (BSE). The Company is one of the few information technology (IT) services companies with exclusive focus on e-governance since 1998.

ABM Knowledgeware Limited along with its subsidiary, InstaSafe Technologies Private Limited and sub-subsidiary InstaSafe Inc. (incorporated in USA) (hereinafter referred to as "Group") is engaged in providing activities in e-governance, information security, technology-enabled applications through cloud services and other software services.

2.01 MATERIAL ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

MATERIAL ACCOUNTING POLICIES:

a) Basis of Preparation of Consolidated Financial Statements:

These Financial Statements are the separate Consolidated Financial Statements of the Group (also called Consolidated Financial Statements) prepared in accordance with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 (the Act), read together with the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (India Accounting Standard) (Amendment) Rules 2016 and other relevant provision of the Act. The accounting policies are applied consistently to all the periods presented in the financial statements. The Consolidated Financial Statements of the Company have been prepared and presented in accordance with Ind AS.

These Consolidated Financial Statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these Consolidated Financial Statements.

b) Use of estimates, assumptions and judgements

The preparation of the Consolidated Financial Statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the Consolidated Financial Statements and the reported amounts of revenues and expenses for the year reported. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised, and future periods are affected.

Key source of estimation of uncertainty as at the date of Consolidated Financial Statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of the following:

c) Principles of consolidation, equity accounting subsidiaries and equity method associates

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intergroup transactions, balances and

unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Balance Sheet respectively.

An associate is an entity over which the investor has significant influence.

Significant Influence - If an entity holds, directly or indirectly, 20 per cent or more of the voting power of the investee, it is presumed that the entity has significant influence, unless it can be clearly demonstrated that this is not the case.

Investment in Associates has been accounted for under the Equity Method as per Ind AS 28.

Under the equity method, on initial recognition the investment in an associate or a joint venture is recognised at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the date of acquisition. The investor's share of the investee's profit or loss is recognised in the investor's profit or loss. Distributions received from an investee reduce the carrying amount of the investment. Adjustments to the carrying amount may also be necessary for changes in the investor's proportionate interest in the investee arising from changes in the investee's other comprehensive income.

d) Business Combinations:

The Group accounts for Business combinations using the acquisition method of accounting. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the Company elects whether it measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs which are administrative in nature are expensed out.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed-off is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed-off in this circumstance is measured based on the relative values of the operation disposed-off and the portion of the cash-generating unit retained.

Common control business combinations include transactions, such as transfer of subsidiaries or businesses, between entities within a Group.

Business combinations involving entities or businesses under common control are accounted for using the pooling of interest's method. Under pooling of interest method, the assets and liabilities of the combining entities are reflected at their carrying amounts, the only adjustments that are made are to harmonise accounting policies.

The financial information in the consolidated financial statements in respect of prior periods are restated as if the business combination had occurred from the beginning of the preceding period in the consolidated financial statements, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information is restated only from that date.

The difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and presented separately from other capital reserves with disclosure of its nature and purpose in the notes.

2.02 Summary of Material Accounting Policies:**a) Current vs non-current classification**

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

An asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is treated as current when it is:

- It is expected to settle in the normal operating cycle.
- It is due to be settled within twelve months after the reporting date.
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current.

b) Revenue

The Group derives its revenues primarily from software development, Software implementation, maintenance of software/ hardware and related services, business process services, Sale of IT and other products, and internet security-related technology-enabled solution software services.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those products or services. The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer.

Goods and Service tax (GST) is not received by the Group on its own account. Rather, it is tax collected on service rendered by the seller on behalf of the government. Accordingly, it is initially included and subsequently gets excluded from the gross revenue.

Revenue from software services & projects comprise income from time-and-material and fixed price contracts.

Revenue from time and material contracts is recognized when the services are rendered in accordance with the terms of contracts with clients. Revenue from fixed price contracts is recognized using the percentage-of-completion method

(POC method), calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort. The Company uses judgement to estimate the future cost-to-completion of the contracts which is used to determine the degree of completion of the performance obligation.

Maintenance revenue is recognized ratably over the period of underlying maintenance agreements.

Revenue from sale of services is shown as net of applicable discounts and pricing incentives to customer.

Revenues from sale of goods is recognized on transfer of significant risks and rewards where it is probable that economic benefits will flow to the Company and there is neither continuing managerial involvement nor effective control over the goods sold.

In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Accrued revenues are recognised when there is excess of revenue earned over billings on contracts. Accrued revenues are classified as accruals - receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned revenue is recognised when there are billings in excess of revenues. The billing schedules agreed with customers could include periodic performance-based payments and/or milestone-based progress payments. Advances received for services are reported as liabilities until all conditions for revenue recognition are met.

Interest income is recognized as it accrues in the Statement of Profit and Loss using effective interest rate method.

Dividend income is recognized in the Statement of Profit and Loss only when the right to receive the dividend is established, it is probable that the economic benefit associated with the Dividend will flow to the Company, and the amount of the dividend can be reliably measure.

c) Property, Plant and Equipment

Measurement and recognition:

An item of property, plant and equipment that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment losses.

The Group identifies and determines cost of each part of an item of property, plant and equipment separately, if the part has a cost which is significant to the total cost of that item of property, plant and equipment and has useful life that is materially different from that of the remaining item.

The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other nonrefundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Any trade discounts and rebates are deducted in arriving at the purchase price. Cost includes cost of replacing a part of a plant and equipment if the recognition criteria are met. Expenditure related to plans, designs and drawings of buildings or plant and machinery is capitalized under relevant heads of property, plant and equipment if the recognition criteria are met. Costs in nature of repairs and maintenance are recognized in the Statement of Profit and Loss as and when incurred.

Capital work in progress and Capital advances:

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each Balance Sheet date are disclosed as Other Non-Current Assets.

Depreciation:

Depreciation on each part of an item of property, plant and equipment is provided using the Straight-Line Method based on the useful life of the asset as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013. The estimate of the useful life of the assets has been assessed based on technical advice which considers the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset etc. The estimated useful life of items of property, plant and equipment is mentioned below:

Assets	(In Years)	
	Useful life as per Companies Act, 2013	Useful life estimated by the management
Buildings (Other than factory buildings)	60	30-68
Plant and Equipment	15	05
Furniture and Fixtures	10	10
Office Equipment	5	5
Vehicles	8	8
Computer Equipment	3	3/6
Lease hold improvements	Not applicable	As per the lease term
Purchased Software/ Internally developed for self-consumption	As per Ind AS 38	
Internally developed Software for sale	As per Ind AS 38	

Freehold land is not depreciated. Leasehold land and Leasehold improvements are amortized over the period of the lease. The Group, based on the historical experience & internal technical assessment and management estimate, depreciates certain items of property plant and equipment (as mentioned above) over estimated useful lives which are different from the useful lives prescribed under Schedule II to the Act. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The useful lives, residual values of each part of an item of property, plant and equipment and the depreciation methods are reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate.

All assets Costing up to Rs.5000/- are expensed out in the year of purchase/use.

Derecognition:

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.

d) Intangible Assets
Measurement at recognition:

Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets arising on acquisition of business are measured at fair value as at date of acquisition. Internally generated intangibles including research cost are not capitalized and the related expenditure is recognized in the Statement of Profit and Loss in the period in which the expenditure is incurred.

Amortization:

Intangible Assets with finite lives are amortized on a Straight-Line basis over the estimated useful economic life. The amortization expense on intangible assets with finite lives is recognized in the Statement of Profit and Loss. The estimated useful life of intangible assets is mentioned below:

Assets	Life
Software	1 - 8 years

The amortization period and the amortization method for an intangible asset with finite useful life is reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate.

Derecognition:

The carrying amount of an intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognized in the Statement of Profit and Loss when the asset is derecognized.

e) Impairment of Assets:

Carrying Amount of Tangible assets, Intangible assets, and Investment in Subsidiaries (which are carried at the cost) are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or company's assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

f) Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

g) Financial Instruments

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

Initial Recognition and Measurement – Financial Assets and Financial Liabilities

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Group classifies financial assets as subsequently measured at amortized cost, fair value through Other Comprehensive Income (“FVTOCI”) or fair value through profit or loss (“FVTPL”) on the basis of following:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

Amortized Cost:

A financial asset is classified and measured at amortized cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; 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.

FVTOCI:

A financial asset is classified and measured at FVTOCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by 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.

FVTPL:

A financial asset is classified and measured at FVTPL unless it is measured at cost or at FVTOCI.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

h) Impairment of Financial Assets:

The Group assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The Group determines if there has been a significant increase in credit risk of the financial asset since initial recognition, an amount of reasonable provision is measured and recognized as loss of allowance on the basis of historical experience and internal technical analysis.

Classification and Subsequent measurement: Financial Liabilities

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts,

financial guarantee contracts and derivative financial instruments.

i) Financial Liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL.

Gains or losses on financial liabilities held for trading are recognized in the Statement of Profit and Loss.

j) Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

k) Derecognition of Financial Assets and Financial Liabilities:

The Group de-recognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Group enters into transactions whereby it transfers assets recognized on its balance sheet but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

l) Fair Value

The Group measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated Financial Statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1- quoted (unadjusted) market prices in active markets for identical assets or liabilities

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

Level 3- inputs that are unobservable for the asset or liability Business

For assets and liabilities that are recognized in the Consolidated Financial Statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period and discloses the same.

m) Foreign Currency Translation

Initial Recognition:

On initial recognition, transactions in foreign currencies entered into by the Group are recorded in the functional currency (i.e. Indian Rupees), by applying to the foreign currency amount, the spot exchange rate between the functional currency and the foreign currency at the date of the transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

Measurement of foreign currency items at reporting date:

Foreign currency monetary items of the Group are translated at the closing exchange rate at the date of that Balance Sheet. Non-monetary items that are measured at historical cost in foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is measured.

Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.

n) Income Taxes

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

Current tax:

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible in accordance with applicable tax laws.

Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

Deferred tax:

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Consolidated Financial Statements and the corresponding tax bases used in the computation of taxable profit under Income Tax Act, 1961.

Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized. Also, for temporary differences if any that may arise from initial recognition of goodwill, deferred tax liabilities are not recognized.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it

is no longer probable that sufficient taxable profits will be available to allow the benefits of part or all of such deferred tax assets to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Presentation of current and deferred tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/expense are recognized in Other Comprehensive Income.

The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Group has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Group.

o) Provisions and Contingencies

The Group recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

p) Cash and Cash Equivalents

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments.

q) Gratuity and other post-employment benefits

a) Short-term obligations:

Short term employee benefits are recognized as an expense at an undiscounted amount in the Statement of Profit and Loss of the year in which the related services are rendered.

b) Post-employment obligations:

The Group operates the following post-employment schemes:

- Defined benefit plan such as Gratuity and

- Define Contributions plans such as Provident Fund:

The liability or asset recognized in the Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The Gratuity plan for the Holding Company is funded whereas for the Subsidiary Company is unfunded.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized at amount net of taxes in the period in which they occur, directly in Other Comprehensive Income. They are included in retained earnings in the statement of changes in equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the Statement Profit and Loss as past service cost.

r) Defined contribution plans:

The Group contributes to Employee's State Insurance Corporation and Provident Fund which are considered as defined contribution plans. A contribution is made to Regional Provident Fund Commissioner for certain employees. In case of other employees covered under the Provident Fund Trust of the Group, the management does not expect any material liability on account of interest shortfall to be borne by the Group. The said contributions are charged to the Statement of Profit and Loss.

s) Other long-term employee benefit obligations:

The liabilities for leave are not expected to be settled wholly within twelve months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in the Statement of Profit and Loss.

The obligations are presented as current liabilities in the Balance Sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

t) Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period 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 could be 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. The diluted potential equity shares have been arrived at, assuming that the proceeds receivable was based on shares having been issued at the average market value of the outstanding shares. In computing dilutive earnings per

share, only potential equity shares that are dilutive and that would, if issued, either reduce future earnings per share or increase loss per share, are included.

u) Cash dividend to equity holders of the Group

The Group recognizes a liability to make cash distributions to equity holders of the Group when the distribution is authorized and the distribution is no longer at the discretion of the Group. Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Group's Board of Directors.

v) Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediate next reporting period following the change in business model. The Group does not restate any previously recognized gains, losses (including impairment gains or losses), or interest.

w) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

x) Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2026, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

Notes to Consolidated Financial Statement as at and for the year ended March 31, 2026
Note 2.03 Property, plant and equipment
(a) (In ₹ Lakh)

Particulars	Gross Carrying Value				Accumulated depreciation				Net Block	
	As at April 01, 2025	Additions during the year	Deletions during the year	As at March 31, 2026	As at April 01, 2025	Depreciation For the year	Deduction or Adjustment	As at March 31, 2026	As at March 31, 2026	As at March 31, 2025
Property, Plant & Equipments										
Computers	44.50	0.55	1.17	43.88	39.14	1.66	1.09	39.71	4.17	5.35
Office Equipments	103.44	76.14	6.47	173.11	86.52	10.31	6.03	90.81	82.30	16.92
Furniture	178.54	9.91	4.63	183.82	124.66	12.73	-	133.27	50.55	53.88
Motor Car	252.75	24.78	-	277.53	49.08	33.99	4.13	83.08	194.45	203.67
Office Premises	4,677.92	-	-	4,677.92	753.59	70.73	-	824.33	3,853.59	3,924.32
Total	5,257.14	111.39	12.27	5,356.26	1,052.99	129.43	11.24	1,171.20	4,185.06	4,204.13
Intangible Assets										
Computer Software	1,938.26	215.62	-	2,153.88	1,058.81	290.44	-	1,349.26	804.62	879.44
Grand Total	7,195.40	327.01	-	7,510.14	2,111.80	419.86	11.24	2,520.46	4,989.68	5,083.57
Previous year	6,748.05	498.56	51.21	7,195.40	1,788.31	372.14	48.65	2,111.80	5,083.57	4,959.72
Capital work-in-progress	-	-	-	-	-	-	-	-	-	-

Notes to Consolidated Financial Statement as at and for the year ended March 31, 2025

(In ₹ Lakh)

Assets	Gross Carrying Value				Accumulated depreciation			Net Block	
	As at April 01, 2024	Additions during the year	Deletions during the year	As at March 31, 2025	As at April 01, 2024	Depreciation For the year	Deduction or Adjustment	As at March 31, 2025	As at March 31, 2024
Property, Plant & Equipments									
Computers	43.62	0.88	-	44.50	36.27	2.88	-	39.14	7.35
Office Equipments	100.78	2.66	-	103.44	83.25	3.26	-	86.52	17.53
Furniture	178.54	-	-	178.54	112.73	11.93	48.65	124.66	65.81
Motor Car	181.67	122.28	51.21	252.75	72.16	25.56	-	49.08	109.51
Office Premises	4,677.92	-	-	4,677.92	682.86	70.73	-	753.59	3,995.05
Total	5,182.53	125.82	51.21	5,257.14	987.27	114.37	48.65	1,052.99	4,195.25
Intangible Assets									
Computers Software	1,565.52	372.74	-	1,938.26	801.05	257.77	-	1,058.81	764.47
Grand Total	6,748.05	498.56	51.21	7,195.40	1,788.31	372.14	48.65	2,111.80	4,959.72
Previous year	6,347.59	400.47	-	6,748.05	1,451.04	337.28	-	1,788.31	4,896.54
Capital work-in-progress	-	-	-	-	-	-	-	-	-

(b) Immovable Property of the Holding company situated at following address has been mortgaged as collateral security against borrowings from Canara Bank by the Holding Company

- i. EMT of Office premises at Swastik Chambers, Office No.514 and 515, 5th floor, Umarshi Bappa Chowk, Chembur, Mumbai-400071 standing in the name of the holding Company.
- ii. EMT of Office Premises at Prabhadevi Unique Industrial Premises Co-op Society Ltd, Unit No.5, Ground Floor, Off Veer Savarkar Marg, Prabhadevi, Mumbai-400025 standing in the name of the holding Company.
- iii. EMT of Office Premises at ABM House, Unit No. 801, Eighth Floor, Plot no. 268, Linking Road, Bandra West, Mumbai-400050 standing in the name of the holding Company.

(c) Title deeds of all the Immovable Property are held in name of the respective company.

(d) The company has not revalued its Property, Plant, and Equipment during the year.

(e) The company has not revalued its Intangible assets during the year.

Notes to Consolidated Financial Statement as at and for the year ended March 31, 2026
Note 2.04 Non-current investments

(In ₹ Lakh)

Particulars	Face Value	As at March 31, 2026		As at March 31, 2025	
		No	Amount	No	Amount
(a) Investment in Equity Instrument- measured at amortised cost					
(i) Investment in Associate					
Scanit Technologies, Inc [Refer note 2.34 (iv)]	\$0.001	53,40,003	3,478.69	43,83,481	3,021.31
(b) Investment in Alternative Investment Fund (AIF)- measured at Fair value through P/L	-	-	111.78	-	109.60
Total Non-current Investments			3,590.47		3,130.91
Aggregate books value of Quoted Investments			-		-
Aggregate market value of investments designated at FVTOCI			-		-
Aggregate amount of Unquoted Investments			3,590.47		3,130.91

Note 2.05 Trade Receivable

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables		
Trade Receivables - Considered good and secured	-	-
Trade Receivables - Considered good and unsecured	576.66	549.34
Trade Receivables - which have significant increase in Credit Risk	-	-
Trade Receivables - Credit Impaired	-	-
Allowance for doubtful debts	-	-
Total Trade Receivable	576.66	549.34

Trade Receivable Ageing Schedule- March 31, 2026

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed - Considered Good	-	9.95	165.31	66.11	335.28	576.66
(ii) Undisputed - Significant increase in Credit Risk	-	-	-	-	-	-
(iii) Undisputed - Credit Impaired	-	-	-	-	-	-
(iv) Disputed - Considered Good	-	-	-	-	-	-
(v) Disputed - Significant increase in Credit Risk	-	-	-	-	-	-
(vi) Disputed - Credit Impaired	-	-	-	-	-	-
Total	-	9.95	165.31	66.11	335.28	576.66

Trade Receivable Ageing Schedule- March 31, 2025

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed - Considered Good	33.38	114.57	62.85	104.86	233.68	549.34
(ii) Undisputed - Significant increase in Credit Risk	-	-	-	-	-	-
(iii) Undisputed - Credit Impaired	-	-	-	-	-	-
(iv) Disputed - Considered Good	-	-	-	-	-	-
(v) Disputed - Significant increase in Credit Risk	-	-	-	-	-	-
(vi) Disputed - Credit Impaired	-	-	-	-	-	-
Total	33.38	114.57	62.85	104.86	233.68	549.34

Notes to Consolidated Financial Statement as at and for the year ended March 31, 2026
Note 2.06 Non-current Loans

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Loan to employees		
Loan - Considered good and secured	-	-
Loan - Considered good and unsecured	0.21	1.79
Loan which have significant increase in credit risk	-	-
Loan considered credit impaired	-	-
Less: Allowance for doubtful debts (expected credit loss)	-	-
Total Non-current Loans	0.21	1.79

Note 2.07 Other non-current financial asset

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Security/margin deposit	53.35	65.97
Less: Provision for disputed liability	(22.27)	(22.27)
	31.08	43.70
(ii) Deposits with bank		
- with maturity period of more than 12 months *	307.45	112.29
Total other non-current financial asset	338.53	155.99

* Amount held as margin money or security against Bank Guarantee ₹307.45 Lakh and Previous year ₹60.64 Lakh.

Note 2.08 Income tax asset (net)-non current

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
TDS Receivable FY 22-23	37.19	37.19
TDS Receivable for Previous years	13.16	13.16
Total Income tax asset (net)-non current	50.35	50.35

Note 2.09 Other non-current assets

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Capital Advance	-	-
(ii) Advances other than capital advance		
(a)Advances to other parties		
Unsecured, considered good	-	-
Unsecured, considered doubtful	105.00	105.00
Less: Provision for doubtful advance	(105.00)	(105.00)
	-	-
(iii) Others		
Employee benefit assets	-	1.06
Prepaid expenses	19.17	18.08
	19.17	19.14
Total Other non-current assets	19.17	19.14

Notes to Consolidated Financial Statement as at and for the year ended March 31, 2026
Note 2.10 Current Investment

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(a) Investment in equity instruments-measured at Fair value through profit and loss	43.54	47.74
(b) Investment in Mutual Funds - carried at Fair value through profit and loss	7,330.26	8,777.55
Total Current Investment	7,373.80	8,825.28
Aggregate books value of Quoted Investments	7,373.80	8,825.28
Aggregate market value of investments designated at FVTPL	7,373.80	8,825.28
Aggregate amount of Unquoted Investments	-	-

Note 2.11 Trade Receivable

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables		
Trade Receivables - Considered good and secured	-	-
Trade Receivables - Considered good and unsecured	5,182.11	4,014.86
Trade Receivables - Doubtful which have significant increase in Credit Risk	1,092.85	1,010.17
Trade Receivables - Credit Impaired	-	-
Allowance for doubtful debts	(313.09)	(188.09)
Total Trade Receivable	5,961.87	4,836.94

Trade Receivable Ageing Schedule- March 31, 2026

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed - Considered Good	3,430.45	250.91	1,371.39	125.82	3.55	5,182.12
(ii) Undisputed - Significant increase in Credit Risk	-	-	-	-	1,063.93	1,063.93
(iii) Undisputed - Credit Impaired	-	-	-	-	-	-
(iv) Disputed - Considered Good	-	-	-	-	-	-
(v) Disputed - Significant increase in Credit Risk	-	-	-	-	28.92	28.92
(vi) Disputed - Credit Impaired	-	-	-	-	-	-
Total	3,430.45	250.91	1,371.39	125.82	1,096.40	6,274.97

Trade Receivable Ageing Schedule- March 31, 2025

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed - Considered Good	2,389.76	1,160.28	188.48	276.34	-	4,014.86
(ii) Undisputed - Significant increase in Credit Risk	-	-	-	-	981.25	981.25
(iii) Undisputed - Credit Impaired	-	-	-	-	-	-
(iv) Disputed - Considered Good	-	-	-	-	-	-
(v) Disputed - Significant increase in Credit Risk	-	-	-	-	28.92	28.92
(vi) Disputed - Credit Impaired	-	-	-	-	-	-
Total	2,389.76	1,160.28	188.48	276.34	1,010.17	5,025.03

Note 2.12 Cash and cash equivalents

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Balances with banks		
(a) In current accounts #	656.34	1,280.94
(b) Deposits with original maturity less than 3 months	20.39	96.31
(ii) Cash in hand	6.99	6.15
Total Cash And Cash Equivalents	683.71	1,383.41

Significant accounting policies and other explanatory information as at and for the year ended March 31, 2026

The current accounts are in form of cash credit which are payable on demand and are secured by:-

(a) Hypothecation of book debts of the Company.

(b) Collateral:

- i) EMT of Office premises at Swastik Chambers, Office No.514 and 515, 5th floor, Umarshi Bappa Chowk, Chembur, Mumbai - 400071 standing in the name of the Company.
- ii) EMT of Office Premises at Prabhadevi Unique Industrial Premises Co-op Society Ltd, Unit No.5, Ground Floor, Off Veer Savarkar Marg, Prabhadevi, Mumbai - 400025 standing in the name of the Company.
- iii) EMT of Office Premises at ABM House, Unit No. 801, Eighth Floor, Plot no. 268, Linking Road, Bandra West, Mumbai- 400050 standing in the name of the Company.
- iv) Three Fixed deposits in Canara Bank of Mr. Prakash B. Rane amounting to ₹ 3.13 Lakh hypothecated to the bank.
- v) 5 KDR's having face value of ₹ 2.60 lakh in the personal names of directors Mr. Prakash B. Rane.
- vi) Personal Guarantees from director – Mr. Prakash B. Rane.
- vii) Company has cash credit facility from banks on the basis of security of current assets:
-Quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of accounts.

Note 2.13 Bank balances other than cash and cash equivalents

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Earmarked balances in unclaimed dividend account	85.15	98.89
(ii) Fixed Deposits with maturity period of more than 3 months but less than 12 months *	958.32	1,326.12
Total bank balances other than cash and cash equivalents	1,043.47	1,425.00

* Amount held as margin money or security against Bank Guarantee ₹ 845.21 Lakh.

Note 2.14 Current Loans

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Advances to employees		
Unsecured, considered good	0.65	7.47
	0.65	7.47
(ii) Loan to employees		
Unsecured, considered good	1.57	1.71
	1.57	1.71
(iii) Other loans and advances		
Unsecured, considered good	7.61	4.00
	7.61	4.00
Total current loans	9.83	13.18

Note 2.15 Other financial assets

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Security deposits		
Unsecured, considered good	254.98	67.39
Significant increase in credit risk	-	-
	254.98	67.39
Less: Provision for doubtful deposits	-	-
	254.98	67.39
(ii) Accruals - receivables	2,384.53	1,459.70
(iii) Other receivable*	50.00	-
Total others financial assets	2,689.51	1,527.10

* Other receivable pertains to the amount for redemption of units in mutual funds on 30th March,2026 but actual amount received in bank on 2nd April,2026.

Notes to Consolidated Financial Statement as at and for the year ended March 31, 2026
Note 2.16 Current tax assets (net)

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Tax Paid	678.53	605.43
Less: Tax Provision	(642.98)	(524.84)
Total current tax assets	35.55	80.58

Note 2.17 Other Current Assets

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Advance to vendors	9.29	24.23
(ii) Others		
(a) Prepaid Expenses	107.18	89.91
(b) Project under process (WIP)		
Unsecured, considered good	577.89	481.78
Unsecured, considered doubtful	106.00	131.14
Less: Provision for doubtful WIP	(106.00)	(131.14)
	577.89	481.78
(c) Balances with statutory / revenue authorities		
- Goods & Service Tax	150.64	73.38
(d) Others	2.72	0.02
Total other current assets	847.72	669.31

Amounts in Lakh, except for per equity share data and number of shares are stated in absolute figures.

Note 2.18 Equity Share capital

(In ₹ Lakh)

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number	Amount	Number	Amount
Authorised Share Capital				
Equity Shares of ₹ 5/- each at par with voting rights	2,50,00,000	1,250.00	2,50,00,000	1,250.00
Issued				
Equity Shares of ₹ 5/- each at par with voting rights	2,07,00,000	1,035.00	2,07,00,000	1,035.00
Subscribed & Fully Paid up				
Equity Shares of ₹ 5/- each at par with voting rights	2,00,02,200	1,000.11	2,00,02,200	1,000.11
Subscribed but not fully Paid up				
	Nil	Nil	Nil	Nil
Forfeited Shares (amount originally Partly paid-up)				
Equity Shares of ₹ 5/- each at par with voting rights	6,97,800	24.04	6,97,800	24.04
Total	2,07,00,000	1,024.15	2,07,00,000	1,024.15

Note 2.18(i) Reconciliation of the number of shares outstanding and the amount of share capital as at the March 31, 2026 and as at March 31, 2025 as set out below.

Equity shares	As at March 31, 2026		As at March 31, 2025	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	2,07,00,000	1,024.15	2,07,00,000	1,024.15
Add:- Issued during the year	-	-	-	-
Less:- Forfeited during the year	-	-	-	-
Outstanding at the end of the year	2,07,00,000	1,024.15	2,07,00,000	1,024.15

Notes to Consolidated Financial Statement as at and for the year ended March 31, 2026
Note 2.18(ii) Details of Shares held by each shareholder holding more than 5% shares

Name of Shareholder	As at March 31, 2026		As at March 31, 2025	
	No. of shares	% of Holding	No. of shares	% of Holding
Prakash Baburao Rane	95,42,300	47.71	95,42,300	47.71
Supriya Prakash Rane	24,54,000	12.27	24,54,000	12.27
Lipsita Projects and services Private Limited	13,81,500	6.91	13,81,500	6.91
Total	1,33,77,800	66.89	1,33,77,800	66.89

Shares held by promoters	As at March 31, 2026		
Promoter name	No. of Shares	% of total shares	% Change during the year
Prakash Baburao Rane	95,42,300	47.71	-
Supriya Prakash Rane	24,54,000	12.27	-
Lipsita Projects & Services Private Limited	13,81,500	6.91	-
Baburao Bhikunaik Rane	5,000	0.02	-
Sunita Baburao Rane	2,500	0.01	-
Sharada Rane	1,129	0.01	-

Shares held by promoters	As at March 31, 2025		
Promoter name	No. of Shares	% of total shares	% Change during the year
Prakash Baburao Rane	95,42,300	47.71	-
Supriya Prakash Rane	24,54,000	12.27	-
Lipsita Projects & Services Private Limited	13,81,500	6.91	-
Baburao Bhikunaik Rane	5,000	0.02	-
Sunita Baburao Rane	2,500	0.01	-
Sharada Rane	1,129	0.01	-

Note 2.18(iv) Details of Shares forfeited
(In ₹ Lakh)

Class of shares	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	Amount paid up	No. of Shares	Amount paid up
Equity Shares with voting rights	6,97,800	24.04	6,97,800	24.04
Total	6,97,800	24.04	6,97,800	24.04

Note 2.18 (v) Rights, preferences and restrictions attached to equity shares

The Company has a only one class of share referred as Equity shares having par value of ₹ 5 per share. Each Shareholder of equity share is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the Company, the holders of equity shares are entitled to receive the remaining assets of the company after distribution of all preferential amounts in proportion to number of shares held.

Note 2.19 Other Equity
(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
General reserve	308.05	308.05
Retained earning	22,861.28	22,126.27
Total Other Equity	23,169.33	22,434.32

Notes to Consolidated Financial Statement as at and for the year ended March 31, 2026
Note 2.20 Trade Payables - Non Current

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Total outstanding dues of micro and small enterprises	11.75	11.72
(ii) Total outstanding dues of creditors other than micro and small enterprises	299.56	278.74
Total Trade Payables	311.31	290.46

Trade Payable Ageing Schedule- March 31, 2026

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	0.70	1.40	4.14	5.50	11.75
(ii) Others	22.46	8.49	18.56	250.06	299.56
(iii) Disputed Dues MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
Total Trade Payables	23.16	9.89	22.70	255.56	311.31

Trade Payable Ageing Schedule- March 31, 2025

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	2.08	4.14	3.80	1.71	11.72
(ii) Others	134.24	17.03	24.38	103.09	278.74
(iii) Disputed Dues MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
Total Trade Payables	136.31	21.17	28.18	104.80	290.46

Note 2.21 Other non-current financial liabilities

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Security Deposit -Rent	18.60	18.80
Total other non-current financial liabilities	18.60	18.80

Note 2.22 Provisions - Non-current

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for employee benefit	47.21	56.03
Total Provisions - Non-current	47.21	56.03

Note 2.23 Deferred tax Asset / Liabilities
Note 2.23(a) Deferred tax liabilities

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred income tax asset		
Provision for doubtful financial asset	(111.80)	(84.24)
Deferred income tax liability		
Fair Value Gain on Financial Assets	104.55	40.62
Depreciation adjustment as per Books and Income Tax	781.63	779.76
Deferred Tax Liability	774.38	736.14

Notes to Consolidated Financial Statement as at and for the year ended March 31, 2026
Note 2.23(b) Deferred tax assets

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred income tax asset		
Gratuity Provision	12.20	14.42
Deferred income tax liability		
Depreciation adjustment as per Books and Income Tax	3.82	(7.54)
Deferred Tax Asset	16.02	6.89

Note 2.23 (c) Movement in gross deferred tax liability / asset

(In ₹ Lakh)

Particulars	Opening	Recognised in Profit and Loss	Closing Balance
2025-2026			
Deferred tax liability / asset in relation to			
Unabsorbed depreciation as per income tax	787.30	(9.48)	777.82
Provision for doubtful financial asset	(84.24)	(27.57)	(111.80)
Current Year Losses	40.62	63.93	104.55
Gratuity Provision	(14.42)	2.22	(12.20)
Total	729.26	29.11	758.36
2024-2025			
Deferred tax liability / asset in relation to			
Unabsorbed depreciation as per income tax	782.90	4.39	787.30
Provision for doubtful financial asset	(55.04)	(29.19)	(84.24)
Current Year Losses	8.98	31.63	40.62
Gratuity Provision	(11.99)	(2.43)	(14.42)
Total	724.85	4.40	729.26

Note 2.23 (d) The reconciliation of estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Accounting Profit	1,572.12	2,208.25
Tax at the domestic rate	395.67	555.77
Difference between Depreciation on Property Plant and equipment including Intangibles as per books and Income taxes	9.48	(4.66)
Tax on Income at different rates	(1.83)	(5.89)
Other than temporary differences	20.94	(98.63)
Adjustments for current tax of prior periods	20.34	1.66
Current tax on short term capital gain on sale of units of mutual fund	8.57	16.66
Current tax on long term capital gain on sale of units of mutual fund	66.38	28.45
Tax Expense	519.57	493.36

Note 2.24 Trade Payable - Current

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Total outstanding dues of micro and small enterprises	1.69	0.18
Total outstanding dues of creditors other than micro and small enterprises	456.24	35.20
Total Trade Payable	457.93	35.38

Notes to Consolidated Financial Statement as at and for the year ended March 31, 2026
Trade Payables Ageing Schedule- March 31, 2026

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	0.54	-	0.86	0.29	1.69
(ii) Others	450.96	0.64	1.11	3.53	456.24
(iii) Disputed Dues MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
Total	451.50	0.64	1.97	3.82	457.93

Trade Payables Ageing Schedule- March 31, 2025

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	0.07	0.11	-	-	0.18
(ii) Others	31.51	1.79	1.90	-	35.20
(iii) Disputed Dues MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
Total	31.58	1.90	1.90	-	35.38

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

(In ₹ Lakh)

Particulars (Total outstanding dues of creditors of micro enterprises and small enterprises)	Year ended March 31, 2026	Year ended March 31, 2025
(i) Amount remaining unpaid to any supplier as at the end of the accounting year - Principal	13.44	11.91
- Interest	3.94	1.81
(ii) The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(iii) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	3.94	1.81
(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-

Note: Dues to Micro and Small have been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.

Note 2.25 Other current financial liabilities

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Salary Payable	309.46	88.65
Unpaid Dividend	85.15	98.89
Outstanding expenses	581.59	367.30
Total Other current financial liabilities	976.20	554.85

Note 2.26 Provisions - current

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for employee benefit	10.45	1.27
Total Current Provisions	10.45	1.27

Notes to Consolidated Financial Statement as at and for the year ended March 31, 2026
Note: 2.27 Other current liabilities
(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Statutory remittances	249.06	242.81
Unearned revenue	800.60	2,051.09
Refundable deposit	-	15.00
Advance from Customers	0.08	0.10
Advance for rent income	-	2.83
Total Other current liabilities	1,049.75	2,311.84

Note 2.28 Revenue from Operations
(In ₹ Lakh)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Income from sale of products and services	11,719.01	11,445.26
Less: GST recovered	(1,372.70)	(1,778.61)
Total Revenue from Operations	10,346.31	9,666.65

Note 2.29 Other Incomes
(In ₹ Lakh)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Income related to financial assets		
Interest on deposit	95.74	89.21
Rental income	57.52	21.29
Dividend income	0.01	0.49
Capital gain on investment	2.34	9.50
Interest on income tax refund	0.61	10.44
Miscellaneous income	4.41	1.90
Foreign exchange gain	1.92	1.48
Other non - operating income		
Gain on sale of PPE	-	1.44
Fair value of investment through Profit and Loss account	415.35	681.97
Total Other Incomes	577.90	817.72

* Total Fair value gains include ₹ 102.85 Lakh (previous year: ₹112.19 Lakh) as 'Net gain on sale of investments.'

Note 2.30 Employee Benefit Expenses
(In ₹ Lakh)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Salaries, Incentives and allowances	5,484.31	4,680.67
Contribution to provident and other funds	299.30	251.67
Staff welfare Expenses	63.80	58.71
Total Employee Benefit Expenses	5,847.41	4,991.05

Note 2.31 Finance Cost
(In ₹ Lakh)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Other borrowing cost		
Bank Limit charges	10.31	5.37
Interest Expenses	2.13	1.46
Bank Guarantee charges	15.58	22.85
Total Finance Cost	28.02	29.69

Notes to Consolidated Financial Statement as at and for the year ended March 31, 2026
Note 2.32 Depreciation and amortisation expenses
(In ₹ Lakh)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Depreciation and amortisation Expenses	419.86	372.14
Total Depreciation and amortisation expenses	419.86	372.14

Note 2.33 (i) Other Expenses
(In ₹ Lakh)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Rates and taxes	32.97	36.91
Electricity charges	23.10	27.79
Legal and professional fees	333.49	238.28
Printing and stationery	7.38	6.46
Membership and subscription	21.56	17.35
Communication expenses	21.97	34.51
Advertising and Business Promotion Expenses	46.24	59.23
Corporate social responsibility contributions	34.05	35.25
Bank charges	4.09	4.28
Provision for impairment	99.86	100.00
Insurance expenses	22.18	27.85
Other expenses	258.41	409.56
Total Other Expenses	905.30	997.46

Note 2.33 (ii) Payment to auditors
(In ₹ Lakh)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Auditors of the company		
Components of audit fees		
Service as Statutory auditor (including limited review)	14.75	13.65
Total Payment to auditors	14.75	13.65

Note 2.34 Tax expenses
(In ₹ Lakh)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
(a) Income tax expenses :		
Current tax		
Current tax on profit for the year	499.23	491.70
Current tax expense pertaining to prior year	20.34	1.66
	519.57	493.36
Deferred tax		
Deferred tax expense for the current year		
Deferred tax expense for the current year	29.11	4.40
Deferred tax arising on income and expenses recognised in other comprehensive income	-	-
	29.11	4.40
Total Tax expenses recognised in current year	548.67	497.76

Notes to Consolidated Financial Statement as at and for the year ended March 31, 2026

(In ₹ Lakh)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
(b) The reconciliation of estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss		
Profit from continuing operations before income tax expense	1,572.12	2,208.25
Profit from discontinuing operations before income tax expense	-	-
	1,572.12	2,208.25
Tax at domestic tax rate (effective) - 25.17%	395.67	555.77
Adjustments for current tax of prior periods	20.34	1.66
Current tax on short term capital gain on sale of units of mutual fund	8.57	16.66
Tax on Income at different rates	(1.83)	(5.89)
Current tax on long term capital gain on sale of units of mutual fund	66.38	28.45
Difference between WDV of Property Plant and equipment including Intangibles as per books and Income taxes	9.48	(4.66)
Expenses provided but allowable in Income Tax on payment/writeoff(net)		
Other than temporary differences	20.94	(98.63)
Income Tax expense	519.57	493.35

Note 2.35 Contingent Liabilities and commitments (to the extend not provided for):

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(A) Contingent liabilities:		
(a) Bank gurantees [Refer Note 2.35 (i)]	1,759.07	1,918.28
(b) Service taxes [Refer Note 2.35 (ii)]	9.06	9.06
(c) Income taxes [Refer Note 2.35 (iii)]	38.86	61.18
(B) Investment in the shares of ScanIT [Refer Note 2.35 (iv)]	934.46	1,723.03

Note 2.35 (i)

The Cash Credit and Bank Guarantee facility availed by the Company are payable on demand and are secured by:-

- (a) Hypothecation of book debts of the Company.
- (b) Collateral:
 - i) EMT of Office premises at Swastik Chambers, Office No.514 and 515, 5th floor, Umarshi Bappa Chowk, Chembur, Mumbai- 400071 Standing in the name of the Company.
 - ii) EMT of Office Premises at Prabhadevi Unique Industrial Premises Co-op Soc. Ltd, Unit No.5,Ground Floor, Off Veer Savarkar Marg, Prabhadevi, Mumbai - 400025 standing in the name of the Company.
 - iii) EMT of Office Premises at ABM House, Unit No. 801, Eighth Floor, Plot no. 268, Linking Road, Bandra West, Mumbai - 400050 standing in the name of the Company.
 - iv) Three Fixed deposits in Canara Bank of Mr. Prakash B. Rane amounting to ₹ 3.13 Lakh hypothecated to the bank.
 - v) 5 KDR's having face value of ₹ 2.60 lakh in the personal names of director Mr. Prakash B. Rane.
 - vi) Personal Guarantees from directors – Mr. Prakash B. Rane.

Notes to Consolidated Financial Statement as at and for the year ended March 31, 2026
Note 2.35 (ii)

The service tax amount shown of ₹9.06 lakh pertains to the show cause notices received by the company for

- i) Disallowances of cenvat credit for the F.Y. 2014-15 to 2017-18,
- ii) Common Cenvat Credit as per Rule 6(3A) of the Cenvat Credit Rules, 2004 in proportionate to income from Investment in Mutual Fund and Sale of Motor Car.

The Company has filed appeals regarding the aforesaid disputed matters before the authorities. The management is hopeful that these matters will be decided in the Company's favor.

Note 2.35 (iii)

For the assessment year 2016-2017, the Company received an assessment order under Section 143(3) of the Income Tax Act, dated 18th December 2018. This order raised a tax demand amounting to ₹ 38,85,541. The Company has contested this demand at the appropriate Appellate Forum, as the Management believes that the grounds for the additions made to the income are not applicable to the Company, considering its status as a start-up. As of 31st March 2026, refunds due to the Company for the period 2022-2023, amounting to ₹46,32,980 (including interest), were adjusted against the outstanding demand. The Company has contested this adjustment and is awaiting the outcome of the appeal. Pending the final outcome of the appeal, no provision for the disputed tax demand has been made in the financial statements for the year ended 31st March 2026.

Note 2.35 (iv)

The Company at a Board meeting held on September 30, 2022 has approved strategic investment in Scanit. Company has entered into definitive agreements for investment up to ₹ 50 crores (approx.) for acquiring 52% shareholding in Scanit Technologies, Inc ("Scanit"), California, Silicon Valley, USA. Scanit is developing a Solution to solve a critical unmet need in agriculture by providing a way to physically detect airborne disease before infection enabling preventive action. In accordance with the definitive agreements the indicative time period for completion of acquisition of approx. 52% shareholding stake would be 24 months subject to the achievement of certain milestones. As of March 31, 2026, Company has invested ₹ 40.66 Cr. in Scanit for the stake of 35.20%.

Note 2.36

During the Financial year 2025-26, an additional amount of ₹ 215.62 Lakh has been recognised as an Intangible asset on fulfillment of the recognition criteria during the financial year 2025-26.

The useful life of the intangible asset is estimated to be 5 years and overall amortisation has been worked out accordingly.

Note 2.37 Earnings Per Share (EPS)
(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Net profit after tax attributable to equity shareholders for Basic EPS	985.04	1,452.93
Add/Less: Adjustment relating to potential equity shares	-	-
Net profit after tax attributable to equity shareholders for Diluted EPS	985.04	1,452.93
Weighted average no. of equity shares (in Lakh) outstanding during the year		
For basic EPS	200.02	200.02
For diluted EPS	200.02	200.02
Face Value per Equity Share (₹)	5	5
Basic EPS (₹)	4.92	7.26
Diluted EPS (₹)	4.92	7.26
Reconciliation between no. of shares (in Lakh) used for calculating basic and diluted EPS		
No. of shares used for calculating Basic EPS	200.02	200.02
Add: Potential equity shares	-	-
No. of shares used for calculating Diluted EPS	200.02	200.02

Notes to Consolidated Financial Statement as at and for the year ended March 31, 2026
Note 2.38 Employee benefits
A) Defined contribution plans

Provident fund:

The company operated defined benefits contribution retirement benefits plans for all qualifying employees.

The total expense recognised in the statement of profit and loss of ₹ 185.33 lakh (for the year ended March 31, 2025: ₹ 157.49 lakh) represent contributions payable to Provident fund by the Company at rates specified in rules of the plans.

B) Defined Benefit plans:-
Movement in plan assets and Plan liabilities:-

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Amount recognised in the statement of Profit and Loss		
Current service cost	101.40	83.56
Finance cost/(income)	1.90	0.45
Past service cost	-	-
Total expense recognised in the Statement of profit /loss	103.30	84.01
Amount recognised in Other Comprehensive Income (OCI)		
Actuarial (Gain)/Loss recognised for the period	(49.06)	(17.96)
Return on plan assets excluding net interest	2.53	0.80
Total actuarial (gain)/loss recognised in Other Comprehensive Income (OCI)	(46.53)	(17.16)
Changes in present value of obligation		
Present value of obligation at the beginning	296.21	273.64
Interest cost	18.14	17.26
Current service cost	101.40	83.56
Past service cost	-	-
Benefits paid	(47.61)	(60.29)
Actuarial (Gains)/Losses on present value of obligation	(49.06)	(17.96)
Present value of obligation at the end	319.08	296.21
Changes in present value of planned assets		
Fair value at the beginning	239.96	250.45
Adjustment to opening fair value of plan asset	-	-
Return on plan assets	(2.53)	(0.80)
Interest income	16.24	16.82
Contributions	43.05	33.79
Benefits paid	(35.30)	(60.29)
Fair Value at the end of the year	261.42	239.96
Composition of the plan assets is as follow		
Gratuity Fund (LIC OF INDIA)*	100.00%	100.00%
Actuarial assumptions		
Financial assumptions	7.07%	6.66%
Discount rate	4%	4%
Salary Escalation	7.01%	7.01%
Expected return on plan assets	2%	2%
Attrition		
Demographic assumptions	IALM (2012-14)	IALM (2012-14)
Mortality rate	Ultimate	Ultimate

* Investment of Holding Company

Notes to Consolidated Financial Statement as at and for the year ended March 31, 2026

C) The defined benefit obligations shall mature after year end March 31, 2026 as follows:

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
First year	49.63	49.21
Second year	5.76	5.33
Third year	20.26	6.18
Fourth year	14.61	26.35
Fifth year	12.59	16.61
Sixth to Ten year	96.76	68.63

Sensitivity analysis:

Below is the sensitivity analysis determined for significant actuarial assumption for determination of defined obligation and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period.

(In ₹ Lakh)

Particulars	ABM Knowledgware Limited		InstaSafe Technologies Private Limited	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Discount rate increase by 100 basis Points	247.64	216.35	43.59	51.04
Discount rate decrease by 100 basis Points	306.00	266.09	54.20	64.68
Salary Escalation rate increase by 100 basis points	306.23	266.18	53.27	63.74
Salary Escalation rate decrease by 100 basis points	247.07	215.93	44.28	51.74

Note: 2.39 Related party disclosure
(A) Name of related parties and description of relationship
(i) Key Management Personnel (KMPS):

Mr. Prakash Baburao Rane, Managing Director
 Mr. Paresh Golatkar, Chief Financial Officer
 Mrs. Sarika Ghanekar, Company Secretary

(ii) Non-Executive Directors

Mrs. Supriya Prakash Rane
 Mr. Sharadchandra Abhyankar
 Mr. Sumit Dutta Chowdhary
 Mr. Devendra Kamalakar Parulekar
 Mr. Ashokkumar Vitthal Dugade
 Mr. Punit Kumar Jain

(iii) Associate

Scanit Technologies, Inc

(iv) Enterprises over which directors and relatives of such personnel exercise significant influence:

Khaitan & Company LLP, Mumbai
 Saffron Studios Private Limited
 Lipsita Projects & Services Private Limited

Notes to Consolidated Financial Statement as at and for the year ended March 31, 2026
(B) Transactions with related parties

(In ₹ Lakh)

Nature of Transactions	As at March 31, 2026	As at March 31, 2025
Purchase of material / services: Khaitan & Company LLP	-	5.35
Other Transaction: Transactions with Associate Investment in Associate Purchase of goods or services Remittance of prize money received on behalf of Scanit	788.56 33.33 7.50	1,074.67 - -
Transaction with key management personnel Remuneration Other long term benefit	267.40 2.21	230.76 3.82
Dividend Mr. Prakash Rane Mrs. Supriya Rane Lipsita Projects & Services Private Limited	119.28 30.68 17.27	119.28 30.68 17.27
Sitting Fees Mrs. Supriya Rane Mr. Sharadchandra Abhyankar Mr. Sumit Dutta Chowdhary Mr. Devendra Kamalakar Parulekar Mr. Ashok Dugade Mr. Punit Jain	2.50 4.50 3.70 3.30 3.70 1.40	2.40 3.80 3.20 2.00 3.40 1.40

Note 2.40 Capital Management
Risk management

The group's objectives when managing capital are to:

- Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the group monitors capital on the basis of the following gearing ratio:

Net debt (total borrowings net of cash and cash equivalents)

divided by

Total 'equity' (as shown in the balance sheet, including non-controlling interests).\

The Company's strategy is to maintain a gearing ration within 1:1. The gearing ratios were as follows :

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Net debt	-	-
Total equity	24,916.18	24,089.46
Net debt to equity ratio	-	-

Note 2.41 Financial Instruments
(i) Method and assumptions used to estimate the fair value

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

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

Notes to Consolidated Financial Statement as at and for the year ended March 31, 2026

- Level 3 - Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The cost of unquoted investments included in Level 3 of fair value hierarchy approximate their fair value because there is a wide range of possible fair value measurements and the cost represents estimate of fair value within that range.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy Based on the lowest level input that is significant to the fair value measurement as a whole. The fair value hierarchy is described as below:

March 31, 2026
(In ₹ Lakh)

Particulars	Carrying Value	Classification			Fair Value		
		FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3
Financial assets							
Trade Receivables	6,358.53	-	-	6,358.53			
Cash & Cash equivalents	683.71	-	-	683.71			
Other Bank Balances	1,043.47	-	-	1,043.47			
Loans & Advance	10.05	-	-	10.05			
Other financial assets	3,028.04	-	-	3,028.04			
Investments	10,964.27	7,485.58	-	3,478.69	7,485.58	-	-
	22,268.06	7,485.58	-	14,782.48	7,485.58	-	-
Financial Liabilities							
Borrowings	-			-			
Trade payables	769.23			769.23			
Other financial liabilities	994.80			994.80			
	1,764.04	-	-	1,764.04	-	-	-

March 31, 2025
(In ₹ Lakh)

Particulars	Carrying Value	Classification			Fair Value		
		FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3
Financial assets							
Trade Receivables	5,386.29	-	-	5,386.29			
Cash & Cash equivalents	1,383.41	-	-	1,383.41			
Other Bank Balances	1,425.00	-	-	1,425.00			
Loans & Advance	14.97	-	-	14.97			
Other financial assets	1,683.08	-	-	1,683.08			
Investments	11,956.19	8,934.88	-	3,021.31	8,934.88	-	-
	21,848.94	8,934.88	-	12,914.05	8,934.88	-	-
Financial Liabilities							
Borrowings	-			-			
Trade payables	325.85			325.85			
Other financial liabilities	573.65			573.65			
	899.49	-	-	899.49	-	-	-

Financial Risk Management

The board of directors has overall responsibility for the establishment & oversight of the company's risk management framework. The Board of directors has established a risk management policy to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risk and adherence to limits. Risk management systems are reviewed periodically to reflect changed market conditions and the company's activities. The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the risk management framework. The audit committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

Notes to Consolidated Financial Statement as at and for the year ended March 31, 2026
Note 2.42 Additional Information on the entities included in the Consolidated Financial Statement
2025-26

(In ₹ Lakh)

Name of the entity in the group	Net assets (total assets minus total liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent ABM Knowledgeware Ltd	98.66%	24,582.84	122.66%	1,255.33	69.00%	36.78	120.00%	1,292.11
Subsidiaries InstaSafe Technologies Pvt. Ltd.	-1.56%	(389.36)	2.02%	20.67	6.45%	3.44	2.24%	24.11
Associate Foreign Scanit Technologies, Inc	-	-	-32.36%	(331.19)	-	-	-30.76%	(331.19)
Non Controlling Interest in the Subsidiary Indian InstaSafe Technologies Pvt. Ltd.	2.90%	722.70	7.68%	78.63	24.54%	13.08	8.52%	91.71
	100%	24,916.18	100%	1,023.44	100%	53.30	100%	1,076.75

2024-25

(In ₹ Lakh)

Name of the entity in the group	Net assets (total assets minus total liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent ABM Knowledgeware Ltd	97.72%	23,540.76	91.25%	1,560.84	76.72%	13.38	91.10%	1,574.22
Subsidiaries (group's share) InstaSafe Technologies Pvt. Ltd.	-0.34%	(82.28)	4.18%	71.45	4.83%	0.84	4.18%	72.30
Associate Foreign Scanit Technologies, Inc	-	-	-11.32%	(193.59)	-	-	-11.20%	(193.59)
Non Controlling Interest in the Subsidiary Indian InstaSafe Technologies Pvt. Ltd.	2.62%	630.99	15.89%	271.80	18.39%	3.21	15.92%	275.00
	100%	24,089.46	100%	1,710.49	100%	17.44	100%	1,727.93

Note 2.43 Details of Corporate Social Responsibility (CSR) expenditure

As per Section 135 of the Companies Act, 2013, company is require to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, and rural developement projects. A CSR committee has been formed by the company as per the act and the CSR funds are used in the areas mentioned above to some extent.

Notes to Consolidated Financial Statement as at and for the year ended March 31, 2026

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Amount required to be spent as per Section 135 of the Act for the year	34.00	35.00
Shortfall of previous year/s (if any)	-	-
Total amount required to be spent for the year*	34.00	35.00
Amount spent during the year	34.05	35.25
Excess/(short) amount spent	0.05	0.25

* Amount have been spent towards Safeguarding environmental sustainability, vocational training, medical aid & education and self employment training.

Note 2.44

The Company's business activity falls within a single business segment i.e. software and services and hence no additional disclosure other than those already made in the financial statements are required under Accounting Standard 108, "Operating Segments". The Company at present, operates in India only and therefore analysis of geographical segment is not applicable.

Note 2.45

Balance of sundry Creditors, Debtors, Loans & Advances and Deposits are subject to confirmation and reconciliation if any. For the year, letters for confirmation of balances have been sent to various parties by the Company which have not been responded to. The Management however, does not expect any material changes therein. The balances are as per records available with the company.

Note 2.46 Additional Disclosure
Note 2.46 (a) : Relationship with Struck off Companies

The Company has not entered into any transactions with the Companies struck off under section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

Note 2.46(b) : Details of Benami Property held

No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

Note 2.46(c) : Loans or Advances in the nature of loans

No Loans or Advances in the nature of loans are granted to Promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person.

Note 2.46(d) : Utilisation of Borrowed funds and share premium

- a. The Company has not advanced or invested funds (either borrowed funds or share premium or any other source or kind of funds) to any 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.
- b. The Company has not received any funds from any person(s) or entity(ies), 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 by or on behalf of the funding party (the ultimate beneficiaries) or provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

Note 2.46(e) : Registration of Charges or satisfaction with Registrar of Companies

The Company does not have any charge or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

Notes to Consolidated Financial Statement as at and for the year ended March 31, 2026
Note 2.46(f) Significant Financial Ratio

Ratio	Numerator	Denominator	Current Period	Previous Period	% of Variance	Reason for Variance
(a) Current Ratio	Total Current Assets	Total Current liabilities	7.48	6.46	15.68%	
(b) Return on Equity Ratio (%)	Net Profits to equity shareholders	Average Shareholder's Equity	4.39%	7.40%	-40.62%	Note 1
(c) Trade Receivables turnover ratio	Revenue	Average Accounts Receivable	1.97	2.22	-11.52%	
(d) Net capital turnover ratio	Revenue	Working Capital	0.64	0.61	5.08%	
(e) Net profit ratio (%)	Net Profit	Revenue	9.89%	17.69%	-44.10%	Note 2
(f) Return on Capital employed (%)	Earning before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	6.23%	9.01%	-30.91%	Note 3
(g) Return on investment.(%)	Income generated from investments	Average invested fund	5.37%	7.87%	-31.77%	Note 4

Note 1: Return on Equity decreased due to decrease in net profit of the Company.

Note 2: Net profit margin decrease due to decrease in net profit of the Company.

Note 3: Return on capital employed decreased due to decrease in EBIT.

Note 4: Return on investment decreased due to the deterioration in the fund's performance.

There is no significant change (i.e. change of 25% or more as compared to the FY 2024-25) in the other key financial ratios.

Note 2.47: Previous year figures

The financial statements have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable. The previous year's figures have been regrouped / reclassified wherever necessary, to make them comparable.

As per our report of even date
For A P Sanzgiri & Co

Chartered Accountants

Firm Registration No.:116293W

Rajesh Agrawal

Partner

Membership Number : 111207

Mumbai

May 29, 2026

For and on behalf of the Board of Directors

Prakash B. Rane - Managing Director

(DIN : 00152393)

Sharadchandra D. Abhyankar - Director

(DIN : 00108866)

Sarika A. Ghanekar - Company Secretary

Paresh M. Golatkar - Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF
ABM KNOWLEDGEWARE LIMITED****Report on the Audit of the Standalone Financial Statements****Opinion**

We have audited the accompanying Standalone financial statements of ABM KNOWLEDGEWARE LIMITED (the "Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, 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, profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. 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. We have determined the matters described below to be the key audit matters to be communicated in our reports.

Sr. No	Key Audit Matters	How our audit addressed the Key audit matter
01	<p>Revenue Recognition (refer to the summary of material accounting policies in point 2.02 (b) and the disclosures in Note 2.26 of the standalone financial statements)</p> <p>The Company derives significant portion of its revenue from long-term projects. Estimation of efforts is a critical estimate to determine revenues for contract. This estimate has a high inherent uncertainty as it requires consideration of progress of the contract, efforts incurred till date, efforts required to complete the remaining contract performance obligations. Some of the contracts have complex terms and conditions requiring management analysis, judgement and application of guidance for appropriate recognition of revenue and the corresponding balances of accounts receivables, unbilled revenues and deferred revenues. In consideration of certain key judgements and principles used for recognition of revenue we have identified this matter to be a Key Audit Matter.</p>	<p>We have performed walkthrough and understood the process and tested key controls associated with the revenue recognition process.</p> <p>We made enquiries of management and analysed contracts on sample basis to evaluate whether revenue was recognized in accordance with their terms and conditions.</p> <ol style="list-style-type: none"> 1. Assessed the Company's accounting policies relating to revenue recognition. 2. Checked the revenue recognition from contracts by reading the supporting documents including inspection of contracts / statement of work/purchase orders from customers and documents evidencing delivery, on a test check basis; 3. Checked, pre and post year end, sample of revenue recognized and agreed with the supporting documents; 4. Checked the Standalone Ind AS financial statement disclosures in this regard.
02	<p>Assessment of fair value of Quoted equity investment and Mutual Fund Investment (refer to disclosures in Note 2.09 of the standalone financial statements- Investment in Quoted Equity shares and Mutual Fund)</p> <p>The Company has quoted equity investment and Quoted Mutual fund as at the Balance sheet date. The investment is carried at fair values, a fair valuation is done as per the requirement of Ind AS- 109.</p> <p>The Fair value measurement of the Quoted equity shares and Quoted Mutual Fund was a key Audit matter because</p> <ul style="list-style-type: none"> - The value of quoted equity shares and mutual fund is material to the financial statements, and - As at the Balance sheet date March 31, 2026, the value of quoted equity shares and mutual fund is amounted to INR 7,367.21/- Lakhs representing 41.25% of total current assets and 29.97 % of total equity. The value of Quoted Equity shares and Mutual Fund represents majority of the balance sheet value. 	<p>Our audit procedures included the following:</p> <ol style="list-style-type: none"> 1. Obtained an understanding from the management, assessed and tested the design and operating effectiveness of the Company's key controls over the fair valuation of quoted equity share and mutual fund. 2. Assessed the carrying value/fair value calculations of all individually material investments, where applicable, to determine whether the valuations performed by the Company were within an acceptable range determined basis the fair valuation reports and statement. 3. Evaluated the adequacy of the disclosures made in the Standalone Financial Statements. <p>Based on the above procedures performed, we did not identify any significant exceptions in the management's assessment in relation to the fair value of quoted equity investments and mutual funds.</p>

Information Other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Management and Board of Directors are responsible for the preparation of other information. The other information comprises the information included in the Annual Report, for example 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 standalone financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this our auditor's report.

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

When we read Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charges with governance and take necessary actions as applicable under the relevant laws and regulations.

Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone 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, including Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone 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 financial statements, the Management and Board of Director's are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

Our objectives are to obtain reasonable assurance about whether the standalone 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 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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. 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 (with reference to standalone financial statement) 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 and Board of Director 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 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 financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone 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 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 matter communicated with those charge with governance, we determine those matters that were of most significance in audit of standalone financial statement of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law and regulation preclude public disclosure about the matters or when, in extremely rare circumstances, we determine that the matters 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 obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (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 with reference to the standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's Internal Financial Controls over the financial reporting with reference to the standalone financial statements.
 - (g) In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration paid or provided by the Company to its directors during the year is in accordance with the provisions of Section 197 read with Schedule V to 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 financial statements. Refer Note 2.33 to the standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amount, 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 it's knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the

Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b. The Management has represented, that, to the best of it's knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- c. Based on such audit procedures that we have considered reasonable and appropriate in the circumstances; nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. a. The final dividend proposed in the previous year and as approved in AGM, paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
- b. The Board of Directors of the Company have proposed final dividend for the year, which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with Section 123 of the Act, as applicable.
- vi. Based on our examination, which included test checks, where the Company has used accounting software for maintaining its books of accounts for the financial year ended 31st March, 2026 which have a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software system. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company, as per statutory requirements for record retention.

**For A P Sanzgiri & Co
Chartered Accountants
Firm Reg. No. 116293W**

(Sd/-)

**Rajesh Agrawal
Partner**

**Membership No: 111207
UDIN: 26111207SSZLFX3180**

**Date: May 29, 2026
Place: Mumbai**

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 to the Members of **ABM KNOWLEDGEWARE LIMITED**)

The Annexure referred to in Independent Auditor’s Report to the members of the Company on the Standalone financial statements for the year ended March 31, 2026, we report that:

i. Property, Plant and Equipment and Intangible Assets:

- a. (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of Intangible Assets.
- b. The Company has regular program of verification of Property, Plant & Equipment by which all Property, Plant & Equipment of the Company are being verified in a phased manner, which, in our opinion, is reasonable, having regard to the size of the Company and nature of its business. Pursuant to program, a portion of Property, Plant & Equipment has been physically verified by the management during the year. According to the information and explanation given to us no material discrepancies were noticed on such verification conducted during the year as compared with book records.
- c. Based on our examination of the property tax receipts and lease agreement for land on which building is constructed, registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the Balance Sheet date.
- d. According to the information and explanations given to us the Company has not revalued its Property, Plant & Equipment (including Right-of-Use Assets) and Intangible assets during the year;
- e. According to the information and explanations given to us, no proceedings have been 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.

ii. Inventories

- (a) The Company is in the business of providing software services and does not have any physical inventory. Accordingly reporting under clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) In our opinion and according to the information and explanations given to us, the Company has sanctioned working capital not exceeding the limit of five crore rupees, in aggregate from Banks, hence clause 3(ii)(b) of the Order is not applicable to the Company.

iii. (a) The Company has not provided loans and advances in the nature of loans or stood guarantee or provided security to any other entity during the year. Hence reporting under clause 3 (iii) (a) of the Order is not applicable.

- (b) According to the information and explanations given to us and based on the audit procedures performed by us, the investments made during the year are, in our opinion, prima facie, not prejudicial to the Company’s interest. The Company has not provided any guarantees, security, loans and advances in the nature of loans.

- (c) The Company has not provided any loans and advances in the nature of loans. Hence reporting under clause

3(iii)(c) to (f) of the Order is not applicable.

- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of the Section 185 and 186 of the Act, with Respect to the loans, making investment and providing guarantee and securities, as applicable.
- v. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of section 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act for the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the Order is not applicable to the Company.

vii. Statutory Dues

- a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, employees' state insurance, goods and service tax, duty of customs and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income-tax, employees' state insurance, goods and service tax, duty of customs and other material statutory dues were in arrears as at March 31, 2026 for a period of more than six months from the date they became payable.

- b. According to the information and explanations given to us, and the records examined by us, there are no material dues of Provident Fund, Goods & Service Tax and Income tax which have not been deposited with appropriate authority on account of an dispute.
- viii.** There were no transactions which have not been recorded in the books of accounts and have been surrendered or disclosed as income during the year in the tax assessments under the Income tax Act, 1961 (43 of 1961).
- ix.**
- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable.
 - (b) 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 been declared a willful defaulter by any bank or financial institution or government or government authority.
 - (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.
 - (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.
 - (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Act. Accordingly, clause 3(ix)(e) of the Order is not applicable.

- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Act. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- x.** (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and hence reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) During the year, the Company has not made preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi.** (a) According to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Act is required to be filed by the auditors in Form ADT-4 as prescribed under Rules, 2014 with the central government during the year and upto the date of this report.
- (c) Based on our enquires and according to the information and explanation given by the management, we have been informed that no whistle blower complaint has been received during the year.
- xii.** In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, Clause 3(xii) of the Order is not applicable to the Company.
- xiii.** According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with the Section 177 and 188 of the Act where applicable and the detail transactions with the related parties have been disclosed in the Standalone financial statements as required by applicable Indian Accounting Standard.
- xiv.** (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv.** According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him as referred to in Section 192 of the Act.
- xvi.** (a) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment Company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii.** According to the information and explanation given to us, the Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii.** There has been no resignation of the statutory auditors of the Company during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix.** On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and based on 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 and 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 upto the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due with a period of one year from the Balance sheet date, will get discharged by the Company as and when they fall due.

- xx.** In Our opinion and according to the information and explanation given to us, there is no unspent amount under sub section (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

Date: May 29, 2026
Place: Mumbai

For A P Sanzgiri & Co
Chartered Accountants
FRN: 116293W

(sd/-)
Rajesh Agrawal
Partner
Membership No: 111207
UDIN: 26111207SSZLFX3180

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **ABM KNOWLEDGEWARE LIMITED** of even date)

Report on the Internal Financial Controls Over Financial Reporting with reference to the aforesaid Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of ABM KNOWLEDGEWARE LIMITED (“the Company”) as of March 31, 2026 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Opinion

In our opinion, to best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 Institute of Chartered Accountants of India (‘ICAI’).

Management and Board of Directors’ Responsibility for Internal Financial Controls

The Company’s Management and Board of Directors are 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 ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations 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 standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Date: May 29, 2026
Place: Mumbai

For A P Sanzgiri & Co
Chartered Accountants
FRN: 116293W

(Sd/-)
Rajesh Agrawal
Partner
Membership No: 111207
UDIN: 26111207SSZLFX3180

Standalone Balance Sheet as at March 31, 2026

(In ₹ Lakh)

Particulars	Note	As at March 31, 2026	As at March 31 2025
I. Assets			
1. Non-Current Assets			
a) Property, plant and equipment	2.03	4,141.81	4,191.24
b) Financial assets			
i) Investment	2.04	4,789.66	4,024.38
ii) Trade receivables	2.05	576.66	549.34
iii) Loans	2.06	207.19	189.95
iv) Others financial asset	2.07	321.82	129.81
c) Other non-current assets	2.08	19.17	19.14
Total non-current assets		10,056.31	9,103.86
2. Current assets			
a) Financial assets			
i) Investments	2.09	7,367.21	8,819.09
ii) Trade receivables	2.10	5,742.15	4,586.47
iii) Cash and cash equivalents	2.11	296.39	782.47
iv) Bank balances other than cash and cash equivalents	2.12	931.83	1,425.00
v) Loans and advances	2.13	9.83	13.18
vi) Others financial assets	2.14	2,689.51	1,527.10
b) Current tax assets (Net)	2.15	7.37	58.17
c) Other current assets	2.16	817.24	643.36
Total current assets		17,861.53	17,854.84
Total Assets		27,917.84	26,958.70
II. Equity and Liabilities			
1. Equity			
a) Equity share capital	2.17	1,024.15	1,024.15
b) Other equity	2.18	23,558.69	22,516.61
Total equity		24,582.84	23,540.76
2. Liabilities			
Non-current liabilities			
a) Financial Liabilities			
i) Trade payables	2.19		
a) Trade payables - outstanding dues to micro and small enterprises		11.75	11.72
b) Trade payables - outstanding dues to other than micro and small enterprises		299.56	278.74
ii) Other financial liability	2.20	18.60	18.80
b) Deferred tax liabilities (Net)	2.21	774.38	736.14
Total non-current liabilities		1,104.29	1,045.40
Current liabilities			
a) Financial liabilities			
i) Trade payables	2.22		
a) Trade payables- outstanding dues to micro and small enterprises		1.69	0.18
b) Trade payables- outstanding dues to other than micro and small enterprises		408.79	24.38
ii) Other financial liabilities	2.23	846.09	490.62
b) Other current liabilities	2.24	964.97	1,857.36
c) Provisions	2.25	9.17	-
Total current liabilities		2,230.71	2,372.55
Total Equity and Liabilities		27,917.84	26,958.70

Notes 1.01 to 2.43 form an integral part of these financial statements.

As per our report of even date
For A P Sanzgiri & Co
Chartered Accountants
Firm Registration No.:116293W
Rajesh Agrawal
Partner
Membership No.: 111207
Mumbai
May 29, 2026

For and on behalf of the Board of Directors
Prakash B. Rane - Managing Director
(DIN : 00152393)
Sharadchandra D. Abhyankar - Director
(DIN : 00108866)
Sarika A. Ghanekar - Company Secretary
Paresh M. Golatkar - Chief Financial Officer

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

(In ₹ Lakh)

Particulars	Note	Year ended March 31, 2026	Year ended March 31, 2025
1. Income			
a) Revenue From Operations	2.26	9,018.45	8,085.33
b) Other Income	2.27	580.36	828.90
Total Income		9,598.81	8,914.23
2. Expenses:			
a) Operating expense		1,375.83	1,284.45
b) Employee benefits expense	2.28	5,531.20	4,698.40
c) Finance costs	2.29	28.03	29.69
d) Depreciation and amortisation expense	2.30	122.29	112.00
e) Rent expenses		48.53	49.53
f) Travelling and conveyance expenses		104.44	91.84
g) Other expenses	2.31	608.38	697.83
Total Expenses		7,818.70	6,963.73
3. Profit before exceptional items and tax (1-2)		1,780.11	1,950.49
4. Exceptional Item		-	-
5. Profit before tax (3-4)		1,780.11	1,950.49
6. Tax expense	2.32		
a) Current tax		486.54	384.26
b) Deferred tax		38.24	5.40
		524.78	389.65
7. Profit for the year from continuing operations (5-6)		1,255.33	1,560.84
8. Other comprehensive income (OCI)			
Items that will not to be reclassified to profit or loss			
Measurements of defined employee benefit plans (Net of Tax)	2.35	36.78	13.38
Total Other Comprehensive Income (OCI) net of Tax		36.78	13.38
9. Total comprehensive income for the year (7+8)		1,292.11	1,574.22
10. Earnings per equity share of 5 each			
a) Basic (In Rs.)	2.34	6.46	7.87
b) Diluted (In Rs.)	2.34	6.46	7.87

Notes 1.1 to 2.43 form an integral part of these financial statements

As per our report of even date
For AP Sanzgiri & Co

Chartered Accountants

Firm Registration No.:116293W

Rajesh Agrawal

Partner

Membership Number : 111207

Place: Mumbai
Date: May 29, 2026
For and on behalf of the Board of Directors
Prakash B. Rane - Managing Director

(DIN : 00152393)

Sharadchandra D. Abhyankar - Director

(DIN : 00108866)

Sarika A. Ghanekar - Company Secretary

Paresh M. Golatkar - Chief Financial Officer

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

(In ₹ Lakh)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Cash flow from operating activities		
Profit Before Tax	1,780.11	1,950.49
Non-cash Adjustment to Profit Before Tax:		
Depreciation and amortization expense	122.29	112.00
Capital gain on investment	(2.34)	(10.80)
Interest Income on Preference shares accounted at FVTPL	(18.82)	(17.11)
Loss/(Profit) on sale of asset	0.49	(1.44)
Impairment of Trade receivable and other written off expense	99.07	218.20
Fair valuation loss on preference shares	25.47	25.47
Change in fair value of financial assets measured at fair value through profit or loss	(414.95)	(682.38)
Dividend income	(0.01)	(0.49)
Finance costs	28.03	29.69
	1,619.32	1,623.63
Change in operating assets and liabilities :		
Decrease/(increase) in trade receivables	(1,183.00)	(637.88)
Increase/(decrease) in trade payables	410.78	(249.96)
Decrease/(increase) in loans & other financial assets (Non Current)	(209.25)	233.11
Decrease/(increase) in loans & other financial assets (Current)	(1,159.06)	246.67
Decrease/(increase) in other bank balance	493.17	(487.51)
Decrease/(increase) in other non-current assets	(0.03)	9.70
Decrease/(increase) in other current assets	(173.88)	647.04
Increase/(decrease) in other financial Liability	355.27	121.94
Increase/(decrease) in other current liabilities	(891.83)	432.09
Increase/(decrease) in provisions	9.17	-
Cash generated from operations	(729.34)	1,938.83
Direct taxes paid (net of refunds)	(435.74)	(380.00)
Prior Period Adjustment	-	-
Net cash flow generated /(used in) operating activities (A)	(1,165.08)	1,558.83
Cash flow from investing activities		
Purchases of Property plant equipment	(73.88)	(123.46)
Payments for purchase of investments	(3,150.00)	(4,610.00)
Proceed from sale of Property plant equipment	0.54	4.00
Proceeds from sale of investments	4,966.83	4,627.40
Investment in Associate	(788.57)	(1,074.68)
Dividends received	0.01	0.49
Net cash flow generated / (used in) investing activities (B)	954.93	(1,176.24)

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

(In ₹ Lakh)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Cash flows from financing activities		
Finance Cost	(25.91)	(28.23)
Dividend paid to equity shareholders	(250.03)	(250.03)
Net cash flow generated/(used in) in financing activities (C)	<u>(275.93)</u>	<u>(278.25)</u>
Net increase/(decrease) in cash and cash equivalents (A +B+ C)	(486.08)	104.34
Cash and cash equivalents at the beginning of the year	<u>782.47</u>	<u>678.13</u>
Cash and cash equivalents at the end of the year	<u>296.39</u>	<u>782.47</u>
Cash and cash equivalents as per note 2.11 to financial statements		
Balance with Bank	289.40	776.31
Cash in hand	6.99	6.15
Total	<u>296.39</u>	<u>782.47</u>

As per our report of even date

For A P Sanzgiri & Co
 Chartered Accountants
Firm Registration No.:116293W
Rajesh Agrawal
 Partner
 Membership No.: 111207
Place: Mumbai
Date: May 29, 2026

For and on behalf of the Board of Directors

Prakash B. Rane - Managing Director
 (DIN : 00152393)
Sharadchandra D. Abhyankar - Director
 (DIN : 00108866)
Sarika A. Ghanekar - Company Secretary
Paresh M. Golatkar - Chief Financial Officer

Standalone Statement of changes in equity for the year ended March 31, 2026
A. Equity Share Capital (Refer Note No. 2.17)

(In ₹ Lakh)

Particulars	Balance as at April 01, 2024	Changes in equity share capital due to prior period errors	Restated balance as at April 01, 2024	Changes in equity share capital during the year	Balance as at March 31, 2025
Equity Share Capital	1,024.15	-	1,024.15	-	1,024.15

(In ₹ Lakh)

Particulars	Balance as at April 01, 2025	Changes in equity share capital due to prior period errors	Restated balance as at April 01, 2025	Changes in equity share capital during the year	Balance as at March 31, 2026
Equity Share Capital	1,024.15	-	1,024.15	-	1,024.15

B. Other Equity (Refer Note No. 2.18)

(In ₹ Lakh)

Particulars	Other Equity				Total
	Reserve and Surplus		Items of OCI		
	General Reserve	Retained Earnings	Equity instrument through OCI	Other items of OCI	
As at April 01, 2024	308.05	20,861.44	0.33	22.60	21,192.41
Profit/(loss) for the year	-	1,560.84	-	-	1,560.84
Measurements of defined employee benefit plans (net of tax)	-	-	-	13.38	13.38
Dividend Paid during the year	-	(250.03)	-	-	(250.03)
Balance as on March 31, 2025	308.05	22,172.25	0.33	35.99	22,516.61
As at April 01, 2025	308.05	22,172.25	0.33	35.99	22,516.61
Profit/(loss) for the year	-	1,255.33	-	-	1,255.33
Measurements of defined employee benefit plans (net of tax)	-	-	-	36.78	36.78
Dividend Paid during the year	-	(250.03)	-	-	(250.03)
Balance as on March 31, 2026	308.05	23,177.55	0.33	72.77	23,558.69

Pursuant to the requirements of Division II to Schedule III, below is the nature and purpose of each reserve:

General Reserve:- The Company created a General reserve in earlier years pursuant to the provisions of the Companies Act, 1956 wherein certain percentage of profits were required to be transferred to General Reserve before declaring dividends. As per Companies Act 2013, the requirements to transfer profits to General Reserve is not mandatory. This represents a free reserve and is available for dividend distributions.

Retained Earnings:- Retained earnings comprises of prior and current year's undistributed earnings after tax.

As per our report of even date

For A P Sanzgiri & Co

Chartered Accountants

Firm Registration Number : 116293W

Rajesh Agrawal

Partner

Membership Number : 111207

Place: Mumbai

Date: May 29, 2026

For and on behalf of the Board of Directors

Prakash B. Rane - Managing Director

(DIN : 00152393)

Sharadchandra D. Abhyankar - Director

(DIN : 00108866)

Sarika A. Ghanekar - Company Secretary

Paresh M. Golatkar - Chief Financial Officer

**Material accounting policies and other explanatory information as at and
for the year ended March 31, 2026**

Notes to the Standalone Financial Statements for the year ended March 31, 2026

1.01 COMPANY BACKGROUND:

ABM Knowledgeware Limited (the 'Company') is a Public Limited Company incorporated in India under the Companies Act, 1956. The registered office of the Company is located at ABM House, Bandra West, Mumbai, India. The company has its primary listing on the Bombay Stock Exchange (BSE). The Company is one of the few information technology (IT) services companies with exclusive focus on e-governance since 1998.

2.01 MATERIAL ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

MATERIAL ACCOUNTING POLICIES:

a) Basis of Preparation of Financial Statements:

These financial statements are the separate financial statements of the Company (also called standalone financial statements) prepared in accordance with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies the Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provision of the Act. The accounting policies are applied consistently to all the periods presented in the financial statements.

The standalone financial statements of the Company have been prepared and presented in accordance with Ind AS.

These standalone financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these standalone financial statements.

b) Use of estimates, assumptions and judgements

The preparation of the standalone financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the standalone financial statements, and the reported amounts of revenues and expenses for the year reported. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised, and future periods are affected.

The key source of estimation of uncertainty as at the date of standalone financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of the following:

2.02 Summary of Material Accounting Policies:

a) Current vs non-current classification

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

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle.
- Held primarily for purpose of trading.

- Expected to be realized within twelve months after the reporting period.
- Cash and cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when it is:

- It is expected to settle in the normal operating cycle.
- It is due to be settled within twelve months after the reporting date.
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current.

b) Revenue

The Company derives its revenues primarily from software development, Software implementation, maintenance of software/ hardware and related services, business process services, Sale of IT and other products.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

Goods and Service tax (GST) is not received by the Company on its own account. Rather, it is tax collected on service rendered by the seller on behalf of the government. Accordingly, it is initially included and subsequently gets excluded from the gross revenue.

Revenues from software services & projects comprise income from time-and-material and fixed price contracts.

Revenue from time and material contracts is recognized when the services are rendered in accordance with the terms of contracts with clients. Revenue from fixed price contracts is recognized using the percentage-of-completion method (POC method), calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort. The Company uses judgement to estimate the future cost-to-completion of the contracts which is used to determine the degree of completion of the performance obligation.

Maintenance revenue is recognized ratable over the period of underlying maintenance agreements.

Revenue from sale of services is shown as net of applicable discounts and pricing incentives to customer.

Revenues from sale of goods is recognized on transfer of significant risks and rewards where it is probable that economic benefits will flow to the Company and there is neither continuing managerial involvement nor effective control over the goods sold.

In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Accrued revenues are recognised when there is excess of revenue earned over billings on contracts. Accrued revenues are

classified as accruals - receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned revenue is recognised when there are billings in excess of revenues. The billing schedules agreed with customers could include periodic performance-based payments and/or milestone-based progress payments. Advances received for services are reported as liabilities until all conditions for revenue recognition are met.

Interest income is recognized as it accrues in the Statement of Profit and Loss using effective interest rate method.

Dividend income is recognized in the Statement of Profit and Loss only when the right to receive the dividend is established, it is probable that the economic benefit associated with the Dividend will flow to the Company, and the amount of the dividend can be reliably measure.

c) Property, Plant and Equipment

Measurement and recognition:

An item of property, plant and equipment that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment losses.

The Company identifies and determines cost of each part of an item of property, plant and equipment separately, if the part has a cost which is significant to the total cost of that item of property, plant and equipment and has useful life that is materially different from that of the remaining item.

The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other non-refundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Any trade discounts and rebates are deducted in arriving at the purchase price. Cost includes cost of replacing a part of a plant and equipment if the recognition criteria are met. Expenditure related to plans, designs and drawings of buildings or plant and machinery is capitalized under relevant heads of property, plant and equipment if the recognition criteria are met. Costs in nature of repairs and maintenance are recognized in the Statement of Profit and Loss as and when incurred.

Capital work in progress and Capital advances:

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each Balance Sheet date are disclosed as Other Non-Current Assets.

Depreciation:

Depreciation on each part of an item of property, plant and equipment is provided using the Straight-Line Method based on the useful life of the asset as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Act. The estimate of the useful life of the assets has been assessed based on technical advice which considers the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset etc. The estimated useful life of items of property, plant and equipment is mentioned below:

(In Years)

Assets	Useful life as per Companies Act, 2013	Useful life estimated by the management
Buildings (Other than factory buildings)	60	30-68
Plant and Equipment	15	05
Furniture and Fixtures	10	10
Office Equipment	5	5
Vehicles	8	8
Computer Equipment	3	3/6
Lease hold improvements	Not applicable	As per the lease term
Purchased Software/ Internally developed for self-consumption	As per Ind AS 38	
Internally developed Software for sale	As per Ind AS 38	

Freehold land is not depreciated. Leasehold land and Leasehold improvements are amortized over the period of the lease. The Company, based on the historical experience & internal technical assessment and management estimate, depreciates certain items of property plant and equipment (as mentioned above) over estimated useful lives which are different from the useful lives prescribed under Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The useful lives, residual values of each part of an item of property, plant and equipment and the depreciation methods are reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate.

All assets Costing up to Rs. 5000/- are expensed out in the year of purchase/use.

Derecognition:

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.

Intangible Assets

Measurement at recognition:

Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets arising on acquisition of business are measured at fair value as at date of acquisition. Internally generated intangibles including research cost are not capitalized and the related expenditure is recognized in the Statement of Profit and Loss in the period in which the expenditure is incurred.

Amortization:

Intangible Assets with finite lives are amortized on a Straight-Line basis over the estimated useful economic life. The amortization expense on intangible assets with finite lives is recognized in the Statement of Profit and Loss. The estimated useful life of intangible assets is mentioned below:

Assets	Life
Software	1 - 8 years

The amortization period and the amortization method for an intangible asset with finite useful life is reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate.

Derecognition:

The carrying amount of an intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognized in the Statement of Profit and Loss when the asset is derecognized.

d) Impairment of Assets:

Carrying Amount of Tangible assets, Intangible assets, Investment in Subsidiaries (which are carried at the cost) are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or company's assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

e) Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

f) Financial Instruments

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

Initial Recognition and Measurement – Financial Assets and Financial Liabilities

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets.

The Company classifies financial assets as subsequently measured at amortized cost, fair value through Other Comprehensive Income ("FVTOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets and

- the contractual cash flow characteristics of the financial asset.

Amortized Cost:

A financial asset is classified and measured at amortized cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; 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.

FVTOCI:

A financial asset is classified and measured at FVTOCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by 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.

FVTPL:

A financial asset is classified and measured at FVTPL unless it is measured at cost or at FVTOCI.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

g) Impairment of Financial Assets:

The Company assesses on a forward-looking basis the expected credit loss associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition, an amount of reasonable provision is measured and recognized as loss of allowance on the basis of historical experience and internal technical analysis.

Classification and Subsequent measurement: Financial Liabilities

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial Liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL.

Gains or losses on financial liabilities held for trading are recognized in the Statement of Profit and Loss.

Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of Financial Assets and Financial Liabilities:

The Company de-recognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Company enters into transactions whereby it transfers assets recognized on its balance sheet but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

h) Investment in Subsidiaries & Associates:

A Subsidiary is an entity that is controlled by another entity. An investor controls an investee if and only if the investor has the following; (i) Power over the investee, (ii) exposure, or rights, to variable returns from its involvement with the investee and (iii) the ability to use its power over the investee to affect the amount of the investor's returns.

The Company's investments in its Subsidiary are accounted for at cost.

i) Fair Value

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

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

Level 2 — inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 — inputs that are unobservable for the asset or liability Business

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period and discloses the same.

j) Foreign Currency Translation

Initial Recognition:

On initial recognition, transactions in foreign currencies entered into by the Company are recorded in the functional currency (i.e. Indian Rupees), by applying to the foreign currency amount, the spot exchange rate between the functional currency and the foreign currency at the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

Measurement of foreign currency items at reporting date:

Foreign currency monetary items of the Company are translated at the closing exchange rate. Non-monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is measured.

Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.

k) Income Taxes

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

Current tax:

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible in accordance with applicable tax laws.

Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

Deferred tax:

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit under Income Tax Act, 1961.

Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized. Also, for temporary differences if any that may arise from initial recognition of goodwill, deferred tax liabilities are not recognized.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized.

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

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are

expected to be recovered or settled.

Presentation of current and deferred tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/expense are recognized in Other Comprehensive Income.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

l) Provisions and Contingencies

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

m) Cash and Cash Equivalents

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments.

n) Gratuity and other post-employment benefits**a) Short-term obligations:**

Short term employee benefits are recognized as an expense at an undiscounted amount in the Statement of Profit and Loss of the year in which the related services are rendered.

b) Post-employment obligations:

The Company operates the following post-employment schemes:

- Defined benefit plan such Gratuity and
- Define Contributions plans such as Provident Fund:

The liability or asset recognized in the Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized at amount net of taxes in the period in which they occur, directly in Other Comprehensive Income. They are included in retained earnings in the statement of changes in equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the Statement Profit and Loss as past service cost.

o) Defined contribution plans:

The Company contributes to Employee's State Insurance Corporation, Provident Fund which are considered as defined contribution plans. A contribution is made to Regional Provident Fund Commissioner for certain employees. In case of other employees covered under the Provident Fund Trust of the Company, the management does not expect any material liability on account of interest shortfall to be borne by the Company. The said contributions are charged to the Statement of Profit and Loss.

p) Other long-term employee benefit obligations:

The liabilities for leave are not expected to be settled wholly within twelve months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in the Statement of Profit and Loss.

The obligations are presented as current liabilities in the Balance Sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

q) Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period 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 could be 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. The diluted potential equity shares have been arrived at, assuming that the proceeds receivable was based on shares having been issued at the average market value of the outstanding shares. In computing dilutive earnings per share, only potential equity shares that are dilutive and that would, if issued, either reduce future earnings per share or increase loss per share, are included.

r) Cash dividend to equity holders of the Company

The Company recognizes a liability to make cash distributions to equity holders of the Company when the distribution is authorized and the distribution is no longer at the discretion of the Company. Final dividends on shares are recorded as a

liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

s) Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

t) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

u) Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2026, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

Notes to Standalone Financial Statement as at for the year ended March 31, 2026

Note 2.03 Property, Plant and Equipment

(a) (In ₹ Lakh)

Particulars	Gross Carrying Value				Accumulated depreciation			Net Block	
	As at April 01, 2025	Additions during the year	Deletions during the year	As at March 31, 2026	As at April 01, 2025	Depreciation For the year	Deduction or Adjustment	As at March 31, 2026	As at March 31, 2025
Property, Plant & Equipments									
Computers	23.09	0.55	1.17	22.47	18.89	1.01	1.09	3.66	4.20
Office Equipments	90.94	73.05	6.47	157.52	81.45	7.80	6.03	74.30	9.49
Furniture	172.48	0.28	4.63	168.13	122.92	11.21	4.13	38.13	49.56
Motor Car	252.75	-	-	252.75	49.08	31.54	-	172.13	203.68
Office Premises	4,677.92	-	-	4,677.92	753.60	70.73	-	3,853.59	3,924.32
Total	5,217.18	73.88	12.27	5,278.79	1,025.94	122.29	11.25	4,141.81	4,191.24
Intangible Assets									
Computer Software	116.35	-	-	116.35	116.35	-	-	-	-
Grand Total	5,333.54	73.88	12.27	5,395.14	1,142.30	122.29	11.25	4,141.81	4,191.24
Previous year	5,261.29	123.46	51.21	5,333.54	1,078.95	112.00	48.65	4,191.24	4,182.35
Capital work-in-progress	-	-	-	-	-	-	-	-	-

Notes to Standalone Financial Statement as at for the year ended March 31, 2025

(In ₹ Lakh)

Particulars	Gross Carrying Value				Accumulated depreciation				Net Block	
	As at April 01, 2024	Additions during the year	Deletions during the year	As at March 31, 2025	As at April 01, 2024	Depreciation For the year	Deduction or Adjustment	As at March 31, 2025	As at March 31, 2025	As at March 31, 2024
Property, Plant & Equipments										
Computers	22.22	0.88	-	23.09	17.51	1.38	-	18.89	4.20	4.71
Office Equipments	90.63	0.30	-	90.94	79.97	1.48	-	81.45	9.49	10.66
Furniture	172.48	-	-	172.48	111.60	11.33	-	122.92	49.55	60.89
Motor Car	181.68	122.28	51.21	252.75	72.17	25.56	48.65	49.08	203.68	109.51
Office Premises	4,677.92	-	-	4,677.92	682.87	70.73	-	753.60	3,924.32	3,995.06
Total	5,144.94	123.46	51.21	5,217.18	964.11	110.48	48.65	1,025.94	4,191.24	4,180.83
Intangible Assets										
Computer Software	116.35	-	-	116.35	114.83	1.52	-	116.35	-	1.52
Grand Total	5,261.29	123.46	51.21	5,333.54	1,078.95	112.00	48.65	1,142.30	4,191.24	4,182.35
Previous year	5,259.33	1.96	-	5,261.29	961.64	117.31	-	1,078.95	4,182.35	4,297.70
Capital work-in-progress	-	-	-	-	-	-	-	-	-	-

(b) Immovable Property situated at following address has been mortgaged as collateral security against borrowings from Canara Bank

- i. EMT of Office premises at Swastik Chambers, Office No.514 and 515, 5th floor, Umarshi Bappa Chowk, Chembur, Mumbai-400071 standing in the name of the Company.
- ii. EMT of Office Premises at Prabhadevi Unique Industrial Premises Co-op Society Ltd, Unit No.5, Ground Floor, Off Veer Savarkar Marg, Prabhadevi, Mumbai - 400025 standing in the name of the Company.
- iii. EMT of Office Premises at ABM House, Unit No. 801, Eighth Floor, Plot no. 268, Linking Road, Bandra West, Mumbai-400050 standing in the name of the Company.

(c) Title deeds of all the Immovable Property are held in name of the Company.

(d) The Company has not revalued its Property, Plant, and Equipment during the year.

(e) The Company has not revalued its Intangible assets during the year.

Notes to Standalone Financial Statement as at for the year ended March 31, 2026
Note 2.04 Non-current investments
(In ₹ Lakh)

Particulars	Face Value	As at March 31, 2026		As at March 31, 2025	
		No	Amount	No	Amount
(a) Investment in Equity Instrument- measured at amortised cost					
(i) Investment in subsidiary					
Instasafe Technologies Private Limited [Refer Note 2.33 (iii)]	₹10.00	25,225	327.93	25,225	327.93
(ii) Investment in Associate					
Scanit Technologies, Inc [Refer Note 2.33 (iv)]	\$0.001	53,40,003	4,065.54	43,83,481	3,276.97
(b) Investments in preference shares-measured at FVTPL					
Compulsory Convertible preference shares of Instasafe Technologies Private Limited	170	71,259	284.41	71,259	309.88
(c) Investment in Alternative Investment Fund (AIF)-measured at Fair value through profit and loss	-		111.78		109.60
Total Non-current Investments			4,789.66	-	4,024.38
Aggregate books value of Quoted Investments			-		-
Aggregate market value of investments designated at FVTOCI			-		-
Aggregate amount of Unquoted Investments			4,789.66		4,024.38

Note 2.05 Trade Receivable
(In ₹ Lakh)

Particulars	As at	As at
	March 31, 2026	March 31, 2025
Trade Receivables		
Trade Receivables - Considered good and secured	-	-
Trade Receivables - Considered good and unsecured	576.66	549.34
Trade Receivables - which have significant increase in Credit Risk	-	-
Trade Receivables - Credit Impaired	-	-
Allowance for doubtful debts	-	-
Total Trade Receivables	576.66	549.34

Trade Receivable Ageing Schedule- March 31, 2026

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed - Considered Good	-	9.95	165.31	66.11	335.28	576.66
(ii) Undisputed - Significant increase in Credit Risk	-	-	-	-	-	-
(iii) Undisputed - Credit Impaired	-	-	-	-	-	-
(iv) Disputed - Considered Good	-	-	-	-	-	-
(v) Disputed - Significant increase in Credit Risk	-	-	-	-	-	-
(vi) Disputed - Credit Impaired	-	-	-	-	-	-
Total	-	9.95	165.31	66.11	335.28	576.66

Notes to Standalone Financial Statement as at for the year ended March 31, 2026
Trade Receivable Ageing Schedule- March 31, 2025

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed - Considered Good	33.38	114.57	62.85	104.86	233.68	549.34
(ii) Undisputed - Significant increase in Credit Risk	-	-	-	-	-	-
(iii) Undisputed - Credit Impaired	-	-	-	-	-	-
(iv) Disputed - Considered Good	-	-	-	-	-	-
(v) Disputed - Significant increase in Credit Risk	-	-	-	-	-	-
(vi) Disputed - Credit Impaired	-	-	-	-	-	-
Total	33.38	114.57	62.85	104.86	233.68	549.34

Note 2.06 Non-current Loans
(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Loan to related party		
Loan - Considered good and secured	-	-
Loan - Considered good and unsecured	206.98	188.17
Loan which have significant increase in credit risk	-	-
Loan considered credit impaired	-	-
Less: Allowance for doubtful debts (expected credit loss)	-	-
	206.98	188.17
(ii) Loan to employees		
Loan - Considered good and secured	-	-
Loan - Considered good and unsecured	0.21	1.79
Loan which have significant increase in credit risk	-	-
Loan considered credit impaired	-	-
Less: Allowance for doubtful debts (expected credit loss)	-	-
	0.21	1.79
Total Non-current Loans	207.19	189.95

Note 2.07 Other non-current financial asset
(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Security / margin deposit	36.64	39.80
- Less: Provision for disputed liability	(22.27)	(22.27)
	14.37	17.52
(ii) Deposits with bank	307.45	112.29
- with maturity period of more than 12 months *		
Total other non current financial assets	321.82	129.81

* Amount held as margin money or security against Bank Guarantee 307.45 Lakh and Previous year 60.64 Lakh.

Notes to Standalone Financial Statement as at for the year ended March 31, 2026
Note 2.08 Other non-current assets

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Capital Advance	-	-
(ii) Advances other than capital advance		
(a) Advances to other parties		
Unsecured, considered good	-	-
Unsecured, considered doubtful	105.00	105.00
Less: Provision for doubtful advance	(105.00)	(105.00)
(iii) Others		
Employee benefit assets	-	1.06
Prepaid expenses	19.17	18.08
	19.17	19.14
Total other non-current assets	19.17	19.14

Note 2.09 Current investment

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(a) Investment in equity instruments-measured at Fair value through profit and loss	43.54	47.74
(b) Investment in Mutual Funds - carried at Fair value through profit and loss	7,323.67	8,771.35
Total current investment	7,367.21	8,819.09
Aggregate books value of Quoted Investments	7,367.21	8,819.09
Aggregate market value of investments designated at FVTPL	7,367.21	8,819.09
Aggregate amount of Unquoted Investments	-	-

Note 2.10 Trade Receivable

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivable		
Trade Receivables - Considered good and secured	-	-
Trade Receivables - Considered good and unsecured	4,962.39	3,764.39
Trade Receivables - Doubtful which have significant increase in Credit Risk	1,092.85	1,010.17
Trade Receivables - Credit Impaired	-	-
Allowance for doubtful debts	(313.09)	(188.09)
Total Trade Receivable	5,742.15	4,586.47

Trade Receivable Ageing Schedule- March 31, 2026

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed - Considered Good	3,302.17	227.12	1,307.51	125.60	-	4,962.40
(ii) Undisputed - Significant increase in Credit Risk	-	-	-	-	1,063.93	1,063.93
(iii) Undisputed - Credit Impaired	-	-	-	-	-	-
(iv) Disputed - Considered Good	-	-	-	-	-	-
(v) Disputed - Significant increase in Credit Risk	-	-	-	-	28.92	32.29
(vi) Disputed - Credit Impaired	-	-	-	-	-	-
Total	3,302.17	227.12	1,307.51	125.60	1,092.85	6,055.25

Notes to Standalone Financial Statement as at for the year ended March 31, 2026
Trade Receivable Ageing Schedule- March 31, 2025

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed - Considered Good	2,182.74	1,157.29	180.98	243.38	-	3,764.39
(ii) Undisputed - Significant increase in Credit Risk	-	-	-	-	981.25	981.25
(iii) Undisputed - Credit Impaired	-	-	-	-	-	-
(iv) Disputed - Considered Good	-	-	-	-	-	-
(v) Disputed - Significant increase in Credit Risk	-	-	-	-	28.92	28.92
(vi) Disputed - Credit Impaired	-	-	-	-	-	-
Total	2,182.74	1,157.29	180.98	243.38	1,010.17	4,774.56

Note 2.11 Cash and cash equivalents
(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Balances with banks		
(a) In current accounts #	289.40	776.31
(ii) Cash in hand	6.99	6.15
Total cash and cash equivalents	296.39	782.47

The current accounts are in form of cash credit which are payable on demand and are secured by:-

(a) Hypothecation of book debts of the Company.

(b) Collateral:

- i) EMT of Office premises at Swastik Chambers, Office No.514 and 515, 5th floor, Umarshi Bappa Chowk, Chembur, Mumbai-400071 standing in the name of the Company
- ii) EMT of Office Premises at Prabhadevi Unique Industrial Premises Co-op Society Ltd, Unit No.5, Ground Floor, Off Veer Savarkar Marg, Prabhadevi, Mumbai-400025 standing in the name of the Company.
- iii) EMT of Office Premises at ABM House, Unit No. 801, Eighth Floor, Plot no. 268, Linking Road, Bandra West, Mumbai-400050 standing in the name of the Company."
- iv) Three Fixed deposits in Canara Bank of Mr. Prakash B. Rane amounting to ₹ 3.13 Lakh hypothecated to the bank.
- v) 5 KDR's having face value of ₹ 2.60 lakh in the personal names of director Mr. Prakash B. Rane
- vi) Personal Guarantee from director – Mr. Prakash B. Rane
- vii) Company has cash credit facility from banks on the basis of security of current assets:

-Quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of accounts.

Note 2.12 Bank Balances other than cash and cash equivalents
(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Earmarked balances in unclaimed dividend account	85.15	98.89
(ii) Fixed Deposits with maturity period of more than 3 months but less than 12 months*	846.68	1,326.12
Total bank balances other than cash and cash equivalents	931.83	1,425.00

* Amount held as margin money or security against Bank Guarantee ₹845.21 Lakh.

Notes to Standalone Financial Statement as at for the year ended March 31, 2026
Note 2.13 Current Loans
(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Advances to employees	0.65	7.47
Unsecured, considered good	0.65	7.47
(ii) Loan to employees	1.57	1.71
Unsecured, considered good	1.57	1.71
(iii) Other loans and advances	7.61	4.00
Unsecured, considered good	7.61	4.00
Total Current Loans	9.83	13.18

Note 2.14 Others financial assets
(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Security deposits		
Unsecured, considered good	254.98	67.39
Significant increase in credit risk	-	-
- Less: Provision for doubtful deposits	-	-
	254.98	67.39
(ii) Accruals - receivables	2,384.53	1,459.69
(iii) Other receivable*	50.00	-
Total Others financial assets	2,689.51	1,527.10

* Other receivable pertains to the amount for redemption of units in mutual funds on 30th March,2026 but actual amount received in bank on 2nd April,2026.

Note 2.15 Current tax assets (Net)
(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Tax paid	473.57	440.77
Less: tax provision	(466.20)	(382.60)
Total Current tax assets	7.37	58.17

Note 2.16 Other current assets
(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Advance to vendors	7.74	13.86
(ii) Others		
(a) Prepaid Expenses	89.54	74.82
(b) Project under process (WIP)		
Unsecured, considered good	577.89	481.78
Unsecured, considered doubtful	106.00	131.14
Less: Provision for doubtful WIP	(106.00)	(131.14)
	577.89	481.78
(c) Balances with statutory / revenue authorities		
- Goods & Service Tax	142.07	72.90
Total Other current assets	817.24	643.36

Notes to Standalone Financial Statement as at for the year ended March 31, 2026

Amounts in Lakh, except for per equity share data and number of shares are stated in absolute figures.

Note 2.17 Equity share capital
(In ₹ Lakh)

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number	Amount	Number	Amount
Authorised Share Capital Equity Shares of ₹ 5/- each at par with voting rights	2,50,00,000	1,250.00	2,50,00,000	1,250.00
Issued Equity Shares of ₹ 5/- each at par with voting rights	2,07,00,000	1,035.00	2,07,00,000	1,035.00
Subscribed & Fully Paid up Equity Shares of ₹ 5/- each at par with voting rights	2,00,02,200	1,000.11	2,00,02,200	1,000.11
Subscribed but not fully Paid up	-	-	-	-
Forfeited Shares (amount originally partly paid-up) Equity Shares of ₹ 5/- each at par with voting rights	697,800	24.04	6,97,800	24.04
Total	2,07,00,000	1,024.15	2,07,00,000	1,024.15

Note 2.17(i) Reconciliation of the number of shares outstanding and the amount of share capital as at the March 31, 2026 and as at March 31, 2025 as set out below.

Equity shares	As at March 31, 2026		As at March 31, 2025	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	2,07,00,000	1,024.15	2,07,00,000	1,024.15
Add:- Issued during the year	-	-	-	-
Less:- Forfeited during the year	-	-	-	-
Outstanding at the end of the year	2,07,00,000	1,024.15	2,07,00,000	1,024.15

Note 2.17 (ii) Details of Shares held by each shareholder holding more than 5% shares

Name of Shareholder	As at March 31, 2026		As at March 31, 2025	
	No. of shares	% of Holding	No. of shares	% of Holding
Prakash Baburao Rane	95,42,300	47.71	95,42,300	47.71
Supriya Prakash Rane	24,54,000	12.27	24,54,000	12.27
Lipsita Projects & Services Private Limited	13,81,500	6.91	13,81,500	6.91
Total	1,33,77,800	66.89	1,33,77,800	66.89

Note 2.17(iii) Details of shareholding of Promoters

Shares held by promoters	As at March 31, 2026		
	Promoter name	No. of Shares	% of total shares
Prakash Baburao Rane	95,42,300	47.71	-
Supriya Prakash Rane	24,54,000	12.27	-
Lipsita Projects & Services Private Limited	13,81,500	6.91	-
Baburao Bhikunaik Rane	5,000	0.02	-
Sunita Baburao Rane	2,500	0.01	-
Sharada Rane	1,129	0.01	-

Notes to Standalone Financial Statement as at for the year ended March 31, 2026

Shares held by promoters	As at March 31, 2025		
	No. of Shares	% of total shares	% Change during the year
Promoter name			
Prakash Baburao Rane	95,42,300	47.71	-
Supriya Prakash Rane	24,54,000	12.27	-
Lipsita Projects & Services Private Limited	13,81,500	6.91	-
Baburao Bhikunaik Rane	5,000	0.02	-
Sunita Baburao Rane	2,500	0.01	-
Sharada Rane	1,129	0.01	-

Note 2.17 (iv) Details of Shares forfeited

Name of Shareholder	As at March 31, 2026		As at March 31, 2025	
	No. of shares	Amount paid up	No. of shares	Amount paid up
Equity Shares with voting rights	6,97,800	24.04	6,97,800	24.04
Total	6,97,800	24.04	6,97,800	24.04

Note 2.17 (v) Rights, preferences and restrictions attached to equity shares

The Company has a only one class of share referred as Equity shares having par value of ₹ 5 per share. Each Shareholder of equity share is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the Company, the holders of equity shares are entitled to receive the remaining assets of the company after distribution of all preferential amounts in proportion to number of shares held.

Note 2.18 Other Equity
(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
General reserve	308.05	308.05
Retained earning	23,250.65	22,208.56
Total Other Equity	23,558.69	22,516.61

Note 2.19 Trade Payable - Non Current
(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Total outstanding dues of micro and small enterprises	11.75	11.72
(ii) Total outstanding dues of creditors other than micro and small enterprises	299.56	278.74
Total Trade Payables	311.31	290.46

Notes to Standalone Financial Statement as at for the year ended March 31, 2026
Trade Payable Ageing Schedule- March 31, 2026

(In ₹ Lakh)

Particulars	Less than 1 years	1-2 year	2-3 years	More than 3 years	Total
(i) MSME	0.70	1.40	4.14	5.50	11.75
(ii) Others	22.46	8.49	18.56	250.06	299.56
(iii) Disputed Dues MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
Total trade payable	23.16	9.89	22.70	255.56	311.31

Trade Payable Ageing Schedule- March 31, 2025

(In ₹ Lakh)

Particulars	Less than 1 years	1-2 year	2-3 years	More than 3 years	Total
(i) MSME	2.08	4.14	3.80	1.71	11.72
(ii) Others	134.24	17.03	24.38	103.09	278.74
(iii) Disputed Dues MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
Total trade payable	136.31	21.17	28.18	104.80	290.46

Note 2.20 Other non-current financial liabilities

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Security Deposit -Rent	18.60	18.80
Total other non-current financial liabilities	18.60	18.80

Note 2.21 Deferred tax liabilities

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred income tax asset		
Provision for doubtful financial asset	(111.80)	(84.24)
Deferred income tax liability		
Fair Value Gain on Financial Assets	104.55	40.62
Depreciation adjustment as per Books and Income Tax	781.63	779.76
Net Deferred Tax Liability	774.38	736.14

Note 2.21(a) Movement in gross deferred tax liability/asset

(In ₹ Lakh)

Particulars	Opening	Recognised in Profit and Loss	Closing Balance
2025-2026			
Deferred tax liability/asset in relation to			
Unabsorbed depreciation as per income tax	779.76	1.87	781.63
Fair Value Gain on Financial Assets	40.62	63.93	104.55
Provision for doubtful financial asset	(84.24)	(27.57)	(111.80)
Total	736.14	38.24	774.38

Notes to Standalone Financial Statement as at for the year ended March 31, 2026
Note 2.21(a) Movement in gross deferred tax liability/asset

(In ₹ Lakh)

2024-2025			
Deferred tax liability/asset in relation to			
Unabsorbed depreciation as per income tax	776.81	2.96	779.76
Fair Value Gain on Financial Assets	8.98	31.63	40.62
Provision for doubtful financial asset	(55.04)	(29.19)	(84.24)
Total	730.75	5.40	736.14

Note 2.21(b) The reconciliation of estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Accounting Profit	1,780.11	1,950.49
Tax at the domestic rate of 25.17 %	448.02	490.90
Difference between Depreciation on Property Plant and equipment including Intangibles as per books and Income taxes	(1.87)	(2.96)
Other than temporary differences	(54.90)	(150.45)
Adjustments for current tax of prior periods	20.34	1.66
Current tax on short term capital gain on sale of units of mutual fund & other investments	8.57	16.66
Current tax on long term capital gain on sale of units of mutual fund & other investments	66.38	28.45
Tax expense	486.54	384.26

Note 2.22 Trade Payables - Current

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Total outstanding dues of micro and small enterprises	1.69	0.18
(ii) Total outstanding dues of creditors other than micro and small enterprises	408.79	24.38
Total Trade Payable	410.48	24.56

Trade Payable Ageing Schedule- March 31, 2026

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	0.54	-	0.86	0.29	1.69
(ii) Others	403.51	0.64	1.11	3.53	408.79
(iii) Disputed Dues MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
Total Trade Payables	404.05	0.64	1.97	3.82	410.48

Notes to Standalone Financial Statement as at for the year ended March 31, 2026
Trade Payable Ageing Schedule- March 31, 2025

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	0.07	0.11	-	-	0.18
(ii) Others	20.69	1.79	1.90	-	24.38
(iii) Disputed Dues MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
Total Trade Payables	20.76	1.90	1.90	-	24.56

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development
Act, 2006 (MSMED Act):
(In ₹ Lakh)

Particulars (Total outstanding dues of creditors of micro enterprises and small enterprises)	As at March 31, 2026	As at March 31, 2025
(i) Amount remaining unpaid to any supplier as at the end of the accounting year		
- Principal	13.44	11.91
- Interest	3.94	1.81
(ii) The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(iii) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	3.94	1.81
(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-

Note : Dues to Micro and Small Enterprise have been determined to the extent such parties have been identified on the basis of information available with the Company . This has been relied upon by the Auditors.

Note 2.23 Other current financial liabilities
(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Salary payable	247.93	79.69
Unpaid Dividend	85.15	98.89
Outstanding expenses	513.01	312.03
Total Other current financial liabilities	846.09	490.62

Note: 2.24 Other current liabilities
(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Statutory remittances	233.72	216.74
Unearned revenue	731.25	1,622.80
Refundable deposit	-	15.00
Advance for rent income	-	2.83
Total Other current liabilities	964.97	1,857.36

Notes to Standalone Financial Statement as at for the year ended March 31, 2026
Note: 2.25 Provisions

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Net defined benefit obligation	9.17	-
Total Provisions	9.17	-

Note 2.26 Revenue from operations

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Income from sale of products and services	10,301.99	9,753.67
Less: GST recovered	(1,283.54)	(1,668.34)
Total Revenue from operations	9,018.45	8,085.33

Note 2.27 Other income

(In ₹ Lakh)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Income related to financial assets		
Interest on deposit	82.43	85.49
Rental income	57.52	21.29
Dividend income	0.01	0.49
Capital gain on investment	2.34	9.50
Interest Income on Preference shares accounted at FVTPL	18.82	17.11
Interest on income tax refund	-	10.15
Miscellaneous income	4.29	1.89
Other non - operating income		
Gain / (Loss) on sale of PPE	-	1.44
Fair value of investment through Profit and Loss account (FVTPL)	414.95	681.54
Total Other income	580.36	828.90

* Total Fair value gains include ₹102.85 Lakh (previous year: ₹112.19 Lakh) as 'Net gain on sale of investments.'

Note 2.28 Employee benefit expenses

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Salaries, Incentives and allowances	5,191.07	4,411.57
Contribution to provident and other funds	276.54	228.57
Staff welfare Expenses	63.59	58.26
Total Employee benefit expenses	5,531.20	4,698.40

Note 2.29 Finance cost

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Other borrowing costs		
Bank Limit charges	10.31	5.37
Interest expenses	2.13	1.46
Bank Guarantee charges	15.58	22.85
Total Finance cost	28.03	29.69

Notes to Standalone Financial Statement as at for the year ended March 31, 2026
Note 2.30 Depreciation and amortisation expenses
(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Depreciation and amortisation expenses	122.29	112.00
Total Depreciation and amortisation expenses	122.29	112.00

Note 2.31 (i) Other expenses
(In ₹ Lakh)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Rates and taxes	28.87	29.89
Electricity charges	23.10	27.79
Legal and professional fees	202.99	164.81
Printing and stationery	7.38	6.46
Membership and subscription	15.30	9.72
Communication expenses	16.33	28.45
Advertising and business promotion expenses	30.88	35.79
Corporate social responsibility contributions	34.05	35.25
Bank charges	2.86	2.80
Provision for impairment	99.86	100.00
Insurance expenses	6.92	10.29
Other expenses	100.37	208.12
Total Other expenses	568.91	659.36

Note 2.31 (ii) Payment to auditors
(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Auditors of the company		
Service as statutory auditor (including limited review)	14.00	13.00
Total Payment to auditors	14.00	13.00

Note 2.31 (iii) Net gains/losses on Fair value changes
(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Net Loss on fair value changes on other financial instrument classifies as FVTPL	25.47	25.47
Total	25.47	25.47

Note 2.32 Tax expenses
(In ₹ Lakh)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
(a) Income tax expense:		
Current tax		
Current tax on profit for the year	466.20	382.60
Current tax expense pertaining to prior year	20.34	1.66
	486.54	384.26
Deferred tax		
Deferred tax expense for the current year	38.24	5.40
Total Tax expense recognised in current year	524.78	389.65

Notes to Standalone Financial Statement as at for the year ended March 31, 2026

(In ₹ Lakh)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
(b) The reconciliation of estimated income tax expense at statutory income tax rate to income tax expense reported in statement of profit and loss		
Profit from continuing operations before income tax expense	1,780.11	1,950.49
Profit from discontinuing operations before income tax expense	-	-
	1,780.11	1,950.49
Tax at domestic tax rate (effective) - 25.17%	448.02	490.90
Adjustments for current tax of prior periods	20.34	1.66
Current tax on short term capital gain on sale of units of mutual fund	8.57	16.66
Current tax on long term capital gain on sale of units of mutual fund	66.38	28.45
Difference between Depreciation on Property Plant and equipment including Intangibles as per books and Income taxes	(1.87)	(2.96)
Expenses provided but allowable in Income Tax on payment/write-off(net)		
Other than temporary differences	(54.90)	(150.45)
Income tax expense	486.54	384.26

Note 2.33: Contingent Liabilities and commitments (to the extent not provided for):

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
(A) Contingent liabilities:		
(a) Bank Guarantees [Refer Note 2.33 (i)]	1,759.07	1,918.28
(b) Service Taxes [Refer Note 2.33(ii)]	9.06	9.06
(B) Investment in the shares of InstaSafe Technologies Pvt. Ltd. [Refer Note 2.33 (iii)]	400	400
(C) Investment in the shares of ScanIT [Refer Note 2.33 (iv)]	934.46	1,723.03

Note 2.33 (i)

The Cash credit and Bank Guarantee facility availed by the Company are payable on demand and are secured by:-

(a) Hypothecation of book debts of the Company.

(b) Collateral:

- i) EMT of Office premises at Swastik Chambers, Office No.514 and 515, 5th floor, Umarshi Bappa Chowk, Chembur, Mumbai - 400071 Standing in the name of the Company.
- ii) EMT of Office Premises at Prabhadevi Unique Industrial Premises Co-op Soc. Ltd, Unit No.5, Ground Floor, Off Veer Savarkar Marg, Prabhadevi, Mumbai - 400025 standing in the name of the Company.
- iii) EMT of Office Premises at ABM House, Unit No. 801, Eighth Floor, Plot no. 268, Linking Road, Bandra West, Mumbai - 400050 standing in the name of the Company.
- iv) Three Fixed deposits in Canara Bank of Mr. Prakash B. Rane amounting to Rs. 3.13 Lakh hypothecated to the bank.
- v) 5 KDR's having face value of ₹2.60 lakh in the personal names of director Mr. Prakash B. Rane.
- vi) Personal guarantee from director - Mr Prakash B. Rane.

Notes to Standalone Financial Statement as at for the year ended March 31, 2026
Note 2.33 (ii)

The service tax amount shown of ₹9.06 lakh pertains to the show cause notices received by the company for i) disallowances of cenvat credit for the F.Y. 2014-15 to 2017-18, ii) Common Cenvat Credit as per Rule 6(3A) of the Cenvat Credit Rules, 2004 in proportionate to income from Investment in Mutual Fund and Sale of Motor Car. The Company has filed appeals regarding the aforesaid disputed matters before the authorities. The management is hopeful that these matters will be decided in the Company's favor.

Note 2.33 (iii)

The Company at a Board Meeting held on January 23, 2017 approved a strategic investment in InstaSafe Technologies Private Limited ("Instasafe"). Instasafe Provides innovative cloud based security-as-a-service solutions. ABM has executed definitive agreements including Share Purchase Agreement and Share Subscription & Shareholders' Agreement. The transactions will be completed subject to satisfactory fulfilment of certain conditions precedent. The aggregate investment would be upto ₹13.32 crore. As of March 31, 2026 the Company completed an aggregate investment of ₹ 9.32 Cr in Instasafe Technologies Pvt Limited. Pursuant to the rights conferred on ABM under the Shareholder's agreement and nomination of two Non-executive Directors on the Board of Directors of Instasafe, the said Company has become a subsidiary of the company.

Note 2.33 (iv)

The Company at a Board meeting held on September 30, 2022 has approved strategic investment in Scanit. Company has entered into definitive agreements for investment up to ₹ 50 crores (approx.) for acquiring 52% shareholding in Scanit Technologies, Inc ("Scanit"), California, Silicon Valley, USA. Scanit is developing a Solution to solve a critical unmet need in agriculture by providing a way to physically detect airborne disease before infection enabling preventive action. In accordance with the definitive agreements the indicative time period for completion of acquisition of approx. 52% shareholding stake would be 24 months subject to the achievement of certain milestones. As of March 31, 2026, Company has invested ₹ 40.66 Crore in Scanit for the stake of 35.20%.

Note 2.34 Earnings per share (EPS)
(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Net profit after tax attributable to equity shareholders for Basic EPS	1,292.11	1,574.22
Add/Less: Adjustment relating to potential equity shares	-	-
Net profit after tax attributable to equity shareholders for Diluted EPS	1,292.11	1,574.22
Weighted average no. of equity shares (in Lakh) outstanding during the year		
For basic EPS	200.02	200.02
For diluted EPS	200.02	200.02
Face Value per Equity Share (₹)	5.00	5.00
Basic EPS (₹)	6.46	7.87
Diluted EPS (₹)	6.46	7.87
Reconciliation between no. of shares (in Lakh) used for calculating basic and diluted EPS		
No. of shares used for calculating Basic EPS	200.02	200.02
Add: Potential equity shares	-	-
No. of shares used for calculating Diluted EPS	200.02	200.02

Notes to Standalone Financial Statement as at for the year ended March 31, 2026
Note 2.35 Employee benefits
A) Defined contribution plans

Provident fund:

The Company operated defined benefits contribution retirement benefits plans for all qualifying employees.

The total expense recognised in the statement of profit and loss of ₹ 175.81 lakhs (for the year ended March 31, 2025: ₹ 147.83 lakhs) represents contributions paid to Provident fund by the Company at rates specified in the rules of the plans.

B) Defined Benefit plans:-
Movement in plan assets and Plan liabilities:-
(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Amount recognised in the statement of Profit and Loss		
Current service cost	91.57	73.51
Finance cost/(income)	(1.50)	(2.93)
Past service cost	-	-
Total expense recognised in the Statement of profit /loss	90.06	70.57
Amount recognised in Other Comprehensive Income (OCI)		
Actuarial (Gain)/Loss recognised for the period	(39.31)	(14.19)
Return on plan assets excluding net interest	2.53	0.80
Total actuarial (gain)/loss recognised in Other Comprehensive Income (OCI)	(36.78)	(13.38)
Changes in present value of obligation		
Present value of obligation at the beginning	238.90	225.99
Interest cost	14.74	13.89
Current service cost	91.57	73.51
Past service cost	-	-
Benefits paid	(35.30)	(60.29)
Actuarial (Gains)/Losses on present value of obligation	(39.31)	(14.19)
Present value of obligation at the end	270.59	238.90
Changes in present value of planned assets		
Fair value at the beginning	239.96	250.45
Adjustment to opening fair value of plan asset	-	-
Return on plan assets	(2.53)	(0.80)
Interest income	16.24	16.82
Contributions	43.05	33.79
Benefits paid	(35.30)	(60.29)
Fair Value at the end of the year	261.42	239.96
Composition of the plan assets is as follow		
Gratuity Fund (LIC OF INDIA)	100.00%	100.00%
Actuarial assumptions		
Financial assumptions		
Discount rate	7.07%	6.66%
Salary Escalation	4%	4%
Expected return on plan assets	7.01%	7.01%
Attrition	2%	2%
Demographic assumptions		
Mortality rate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate

Notes to Standalone Financial Statement as at for the year ended March 31, 2026

C) The defined benefit obligations shall mature after year end March 31, 2026 as follows:

(In ₹ Lakh)

Year	As at March 31, 2026	As at March 31, 2025
First year	48.35	47.94
Second year	4.30	3.78
Third year	18.73	4.45
Fourth year	12.98	24.52
Fifth year	10.87	14.69
Sixth to Ten year	73.78	55.36

Sensitivity analysis:

Below is the sensitivity analysis determined for significant actuarial assumption for determination of defined obligation and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period.

(In ₹ Lakh)

Particulars	As at March 31, 2026	As at March 31, 2025
Discount rate increase by 100 basis Points	247.64	216.35
Discount rate decrease by 100 basis Points	306.00	266.09
Salary Escalation rate increase by 100 basis points	306.23	266.18
Salary Escalation rate decrease by 100 basis points	247.07	215.93

Note: 2.36 Related party disclosure
(A) Name of related parties and description of relationship
(i) Key Management Personnel (KMPs):

Mr. Prakash Baburao Rane, Managing Director
 Mr. Paresh Golatkar, Chief Financial Officer
 Mrs. Sarika Ghanekar, Company Secretary

(ii) Non-Executive Directors

Mrs. Supriya Prakash Rane
 Mr. Sharadchandra Abhyankar
 Mr. Sumit Dutta Chowdhary
 Mr. Devendra Kamalakar Parulekar
 Mr. Ashokkumar Vitthal Dugade
 Mr. Punit Kumar Jain

(iii) Subsidiary

InstaSafe Technologies Private Limited

(iv) Fellow subsidiary

InstaSafe Inc. (wholly owned subsidiary of InstaSafe Technologies Private Limited)

(v) Associate

Scanit technologies, Inc

(vi) Enterprises over which Directors and Relatives of such personnel exercise significant influence:

Khaitan & Company LLP, Mumbai
 Saffron Studios Private Limited
 Lipsita Projects & Services Private Limited

Notes to Standalone Financial Statement as at for the year ended March 31, 2026
(B) Transactions with related parties

(In ₹ Lakh)

Nature of transactions	As at March 31, 2026	As at March 31, 2025
Purchase of Goods/Services: Khaitan & Company LLP	-	5.35
Other Transaction:		
Transactions with Associate Investment in Associate Purchase of goods or services Remittance of price money received on behalf of Scanit	788.56 33.33 7.50	1,074.67
Transactions with key managerial personnel Remuneration Other long term benefit	267.40 2.21	230.76 3.82
Dividend Mr. Prakash Rane Mrs. Supriya Rane Lipsita Projects & Services Private Limited	119.28 30.68 17.27	119.28 30.68 17.27
Sitting Fees Mrs. Supriya Rane Mr. Sharadchandra Abhyankar Mr. Sumit Dutta Chowdhary Mr. Devendra Kamalakar Parulekar Mr. Ashok Dugade Mr. Punit Jain	2.50 4.50 3.70 3.30 3.70 1.40	2.40 3.80 3.20 2.00 3.40 1.40

Note 2.37 Capital management
Risk management

The company's objectives when managing capital are to:

- (i) Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- (ii) Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the group monitors capital on the basis of the following gearing ratio:

Net debt (total borrowings net of cash and cash equivalents)

divided by

Total 'equity' (as shown in the balance sheet, including non-controlling interests).

The Company's strategy is to maintain a gearing ratio within 1:1. The gearing ratios were as follows :

Year	As at March 31, 2026	As at March 31, 2025
Net debt	-	-
Total equity	24,582.84	23,540.76
Net debt to equity ratio	-	-

Notes to Standalone Financial Statement as at for the year ended March 31, 2026
Note 2.38 Financial Instruments

(i) Method and assumptions used to estimate the fair value

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

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

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

Level 3: Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The cost of unquoted investments included in Level 3 of fair value hierarchy approximate their fair value because there is a wide range of possible fair value measurements and the cost represents estimate of fair value within that range.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy Based on the lowest level input that is significant to the fair value measurement as a whole. The fair value hierarchy is described as below:

March 31, 2026
(In ₹ Lakh)

Particulars	Carrying Value	Classification			Fair Value		
		FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3
Financial assets							
Long Term Loans	207.19	-	-	207.19			
Trade Receivables	6,318.81	-	-	6,318.81			
Cash & Cash equivalents	296.39	-	-	296.39			
Other Bank Balances	931.83	-	-	931.83			
Short term Loans	9.83	-	-	9.83			
Other financial assets	3,011.33	-	-	3,011.33			
Investments	12,156.87	7,763.40	-	4,393.47	7,478.99	284.41	
	22,932.25	7,763.40	-	15,168.85	7,478.99	284.41	-
Financial Liabilities							
Borrowings	-			-			
Trade payables	721.79			721.79			
Other financial liabilities	864.69			864.69			
	1,586.48	-	-	1,586.48	-	-	-

March 31, 2025
(In ₹ Lakh)

Particulars	Carrying Value	Classification			Fair Value		
		FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3
Financial assets							
Long Term Loans	189.95	-	-	189.95			
Trade Receivables	5,135.82	-	-	5,135.82			
Cash & Cash equivalents	782.47	-	-	782.47			
Other Bank Balances	1,425.00	-	-	1,425.00			
Short term Loans	13.18	-	-	13.18			
Other financial assets	1,656.91	-	-	1,656.91			
Investments	12,843.47	9,238.57	-	3,604.90	8,928.69	309.88	
	22,046.79	9,238.57	-	12,808.22	8,928.69	309.88	-
Financial Liabilities							
Trade payables	315.02			315.02			
Other financial liabilities	509.42			509.42			
	824.44	-	-	824.44	-	-	-

Notes to Standalone Financial Statement as at for the year ended March 31, 2026

Financial Risk Management

The board of director has overall responsibility for the establishment & oversight of the company's risk management framework. The Board of director has established a risk management policy to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risk and adherence to limits. Risk management systems are reviewed periodically to reflect changed market conditions and the company's activities. The audit committee oversees how management monitors compliances with the company's risk management policies and procedures, and reviews the risk management framework. The audit committee is assisted in its oversight role by Internal Audit. Internal Auditor undertakes reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

Note 2.39 Details of Corporate Social Responsibility (CSR) expenditure

As per Section 135 of the Companies Act, 2013, company is require to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, and rural development projects. A CSR committee has been formed by the company as per the act and the CSR funds are used in the areas mentioned above to some extent.

Particulars	As at March 31, 2026	As at March 31, 2025
Amount required to be spent as per Section 135 of the Act for the year	34.00	35.00
Shortfall of previous year/s (if any)	-	-
Total amount required to be spent for the year	34.00	35.00
Amount spent during the year	34.05	35.25
Excess/(short) amount spent	0.05	0.25

* Amount have been spent towards Safeguarding environmental sustainability, vocational training, medical aid & education and self employment training.

Note 2.40

The Company's business activity falls within a single business segment i.e. software and services and hence no additional disclosure other than those already made in the financial statements are required under Accounting Standard 108, "Operating Segments". The Company at present, operates in India only and therefore analysis of geographical segment is not applicable.

Note 2.41

Balance of Sundry Creditors, Debtors, Loans & Advances and Deposits are subject to confirmation and reconciliation if any. For the year, letters for confirmation of balances have been sent to various parties by the Company which have not been responded to. The Management however, does not expect any material changes therein. The balances are as per records available with the company.

Note 2.42 Additional Disclosure

Note 2.42(a) Relationship with Struck off Companies

The Company has not entered into any transactions with the Companies struck off under section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

Note 2.42(b): Details of Benami Property held

No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made

Notes to Standalone Financial Statement as at for the year ended March 31, 2026

thereunder.

Note 2.42(c) : Loans or Advances in the nature of loans

No Loans or Advances in the nature of loans are granted to Promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person.

Note 2.42(d) - Utilisation of Borrowed funds and share premium

- a. The company has not advanced or invested funds (either borrowed funds or share premium or any other source or kind of funds) to any 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.
- b. The company has not received any funds from any person(s) or entity(ies), 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 by or on behalf of the funding party (the ultimate beneficiaries) or provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

Note 2.42 (e) - Registration of Charges or satisfaction with Registrar of Companies

The Company does not have any charge or satisfaction which are yet to be registered with the Registrar of Companies

Note 2.42 (f) Significant Financial Ratio

Ratio	Numerator	Denominator	Current Period	Previous Period	% of Variance	Reason for Variance
(a) Current Ratio	Total Current Assets	Total Current liabilities	8.01	7.53	6.40%	
(b) Return on Equity Ratio (%)	Net profits attributed to equity shareholders	Average Shareholder's Equity	5.37%	6.88%	-21.95%	
(c) Trade Receivables turnover ratio	Net Credit Sales	Avg. Accounts Receivable	1.80	2.02	-10.95%	
(d) Net capital turnover ratio	Revenue	Working Capital	0.58	0.52	10.48%	
(e) Net profit ratio (%)	Net Profit	Revenue	13.92%	19.30%	-27.89%	Note 1
(f) Return on Capital employed (%)	Earning before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	7.13%	8.16%	-12.61%	
(g) Return on investment (%)	Income generated from investments	Average invested fund	5.26%	7.84%	-32.90%	Note 2

Note 1: Net profit margin decreased due to decrease net profits.

Note 2: Return on investment decreased due to the deterioration in the fund's performance.

There is no significant change (I.e. change of 25% or more as compared to the FY 2024-2025 in the other key financial ratios.

Notes to Standalone Financial Statement as at for the year ended March 31, 2026**Note 2.43 Previous year's figures**

The financial statements have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable. The previous year's figures have been regrouped / reclassified wherever necessary, to make them comparable.

As per our report of even date

For A P Sanzgiri & Co.

Chartered Accountants

Firm Registration No.:101569W

Rajesh Agrawal

Partner

Membership No.: 111207

Mumbai

May 29, 2026

For and on behalf of the Board of Directors

Prakash B. Rane - Managing Director

(DIN : 00152393)

Sharadchandra D. Abhyankar - Director

(DIN : 00108866)

Sarika A. Ghanekar - Company Secretary

Paresh M. Golatkar - Chief Financial Officer

FORM NO. AOC.1
Statement containing salient features of the financial statement of Subsidiary

(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 Subsidiary/associate companies/Joint ventures

Part "A": Subsidiary

(In ₹ Lakh)

Sr. No.	Name of the subsidiary	INSTASAFE TECHNOLOGIES PRIVATE LIMITED	INSTASAFE INC.
	Particulars		
1	Date when Subsidiary was acquired / incorporated	12.05.2017	23.08.2018
2	Reporting currency	INR	USD
3	Share capital	12.12	1.75
4	Reserves & surplus	824.24	76.28
5	Total assets	1,578.84	141.55
6	Total Liabilities	742.49	63.51
7	Investments	8.34	-
8	Turnover	1,204.35	842.91
9	Profit/(Loss) before taxation	94.99	28.18
10	Provision for taxation	22.07	1.83
11	Profit (Loss) after taxation	72.92	26.35
12	Other Comprehensive Income	9.75	6.77
13	Total Comprehensive income	82.68	33.12
14	Proposed Dividend	-	-
15	% of shareholding	20.82%	100.00%

For and on behalf of the Board of Directors
Prakash B. Rane
 Managing Director
 (DIN: 00152393)

Sharadchandra D. Abhyankar
 Director
 (DIN: 00108866)

Place: Mumbai
Date : 29th May, 2026
Sarika A. Ghanekar
 Company Secretary

Paresh M. Golatkar
 Chief Financial Officer

**Statement pursuant to Section 129 (3) of the Companies Act, 2013
related to Associate Companies and Joint Ventures**

Part "B": Associates and Joint Ventures

(In ₹ Lakh)

Sr. No.	Name of the subsidiary	Scanit Technologies Inc
	Particulars	
1	Latest audited Balance Sheet Date	Note-1
2	Shares of Associate/Joint Ventures held by the company on the year end:	
	No.	53,40,003
	Amount of Investment in Associates/Joint Venture	4,065.54
	Extend of Holding %	35.20%
3	Description of how there is significant influence	Note-2
4	Reason why the associate/joint venture is not consolidated	N/A
5	Networth attributable to Shareholding as per latest audited Balance Sheet	186.64
6	Profit / Loss for the year	
	i. Considered in Consolidation	(331.19)
	i. Not Considered in Consolidation	-

Note:1 The Associate company is not required to be audited as per regulatory laws in the United States. Hence the management-certified accounts have been considered for consolidation.

Note:2 There is significant influence due to the percentage(%) of the voting power.

For and on behalf of the Board of Directors

Prakash B. Rane
Managing Director
(DIN: 00152393)

Sharadchandra D. Abhyankar
Director
(DIN: 00108866)

Place: Mumbai
Date : 29th May, 2026

Sarika A. Ghanekar
Company Secretary

Paresh M. Golatkar
Chief Financial Officer

Achievements, Awards & Recognitions 2025-2026

1. ABM's CMMI V3.0 Multimodal Achievement

ABM has achieved CMMI Version 3.0 (DEV + SVC) Maturity Level 5 certification — the highest level of process excellence — placing us among an elite group of global organizations recognized for optimizing workflows through data and innovation. Our Multimodal status spanning both Software Development and Service Operations validates our expertise in Business Process Reengineering and high-level back-end management.



2. KDMC bagged State-Level recognition for Digital Excellence

The Kalyan Dombivli Municipal Corporation (KDMC) has won the Rajiv Gandhi Administrative Dynamism Mission & Competition 2024–2025 at the State level for excellence in Property Tax management. An impressive ₹450 crores were collected through PARIVARTAN, developed by ABM under our flagship product MAINet2.0.



3. Scanit's Casebook featured at the India AI Impact Summit 2026

ABM's US-based associate company, Scanit Technologies, has been featured in the Government of India's prestigious "Casebook on the Real-World Impact of Artificial Intelligence in Agriculture," selected as one of 26 case studies from hundreds of abstracts submitted across 14 countries. Scanit's inclusion — following a rigorous multi-stage evaluation by ICAR scientists assessing scientific credibility, scalability, and alignment with the SDGs — is a testament to its farmer-centric, impactful AI innovation.



4. Scanit Achieves a Major Milestone with New Partnership

Scanit has signed a Memorandum of Understanding (MOU) with the prestigious Agharkar Research Institute (ARI), Pune, marking the beginning of a powerful collaboration focused on identifying and teaching new fungal pathogens for our advanced pathogen detection system.



5. Scanit Technologies Certified by Two Leading State Agricultural Universities (SAU)

As the awardee of the first International Agri Hackathon, Scanit's innovation underwent rigorous validation trials sponsored by the Government of Maharashtra across two leading State Agricultural Universities – MPKV, Rahuri & BSKKV, Dapoli. Scientists at both institutions independently confirmed that our SporeCams™ possess the capability to detect and monitor otherwise invisible airborne fungal spores in real time - an advancement with significant implications for proactive crop disease management.