MEGRI SOFT LIMITED
SCO 80 Sector 47-D Chandigarh 160047
Ph. : +91-172- 2631550
Cell : +91-9501168822, 9501168855
Email: legal@megrisoft.com
Website: www.megrisoft.com
CIN: L72200CH1992PLC011996

To

BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001 Email ID: corp.compliance@bseindia.com Scrip Code: 539012	Head- Listing & Compliance Metropolitan Stock Exchange of India Ltd. 205(A), 2nd floor, Piramal Agastya Corporate Park, Kamani Junction, LBS Road, Kurla(West), Mumbai – 400070 Email ID: listingcompliance@msei.in Symbol: MEGRISOFT

Subject: Submission of Annual Report for the Financial Year 2025-26 pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

This is to inform you that the 35th Annual General Meeting ("AGM") of the Members of Megri Soft Limited ("the Company") will be held on Wednesday, September 2, 2026, at 02:30 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the applicable provisions of the Companies Act, 2013 and the circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI").

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report of the Company for the Financial Year 2025-26, together with the Notice convening the 35th Annual General Meeting.

The Annual Report, together with the Notice of the AGM, is being sent electronically to those Members whose email addresses are registered with the Company, its Registrar and Share Transfer Agent (“RTA”) or their respective Depository Participants, in compliance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and the relevant circulars issued by the MCA and SEBI.

Further, a communication containing the web-link for accessing the Annual Report and the Notice of the AGM is being sent to those Members whose e-mail addresses are not registered with the Company, the RTA or the Depository Participants, in accordance with the applicable MCA and SEBI circulars.

The Notice of the 35th AGM and the Annual Report for the financial year 2025-26 have also been made available on the Company’s website at the following links:

Notice of AGM: https://www.megrisoft.com/pdfs/agm-notice-2026.pdf
Annual Report 2025-26: https://www.megrisoft.com/pdfs/annual-report-2025-26.pdf

Kindly take the above information for your records.

Thanking you.

Yours faithfully,
For Megri Soft Limited

Saloni Digitally signed by Saloni Date: 2026.08.03 18:33:41 +05'30'

(Saloni Garg)
Company Secretary & Compliance Officer
Membership No.: A33867

Date: August 03, 2026
Place: Chandigarh

Encl: Annual Report

35th Annual Report 2025-26

Megrisoft

Megri Soft Limited

Megrisoft

COMPANY INFORMATION:

BOARD OF DIRECTORS	Mr. Mohnesh Kohli	Chairman and Non-Executive Director
	Mr. Rajnesh Sharma	Whole-time Director
	Ms. Aprajita Kohli	Non-Executive Director and Women Director
	Mr. Sahil Malhotra	Independent Director
	Mr. Raman Seth	Independent Director
	Ms. Diksha	Independent Director

STATUTORY AUDITOR	M/s Narinder Kumar And Company Chartered Accountants Sco-65B (Ist Floor) City Heart Chandigarh Kharar Road Kharar Sas Nagar Mohali, Punjab Mohali 140301
COMPANY SECRETARY & COMPLIANCE OFFICER	Ms. Saloni Garg
CHIEF FINANCIAL OFFICER (CFO)	Mr. Rajnesh Sharma
CONSULTING COMPANY SECRETARY & SECRETARIAL AUDITOR	Mr. Karan Vir Bindra M/s K V Bindra & Associates Kothi No. 9577, Sector - 125, Sunny Enclave Kharar, Mohali, Punjab
BANKERS	Karnataka Bank Limited
REGISTERED OFFICE OF COMPANY, CIN, EMAIL ID & WEBSITE	Megri Soft Limited S.C.O. 80, Sector 47-D, Chandigarh-160047 Ph. No.: +91-172-2631550 E-mail: legal@megrisoft.com Website: www.megrisoft.com CIN: L72200CH1992PLC011996
REGISTRAR & SHARE TRANSFER AGENT	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, New Delhi.
LISTING	1. BSE LIMITED Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001 2. Metropolitan Stock Exchange of India Ltd(MSEI) 205(A), 2nd floor, Piramal Agastya Corporate Park, Kamani Junction, LBS Road, Kurla (West), Mumbai – 400 070

MEGRI SOFT LIMITED

CIN: L72200CH1992PLC011996
Regd. Office: SCO 80, Sector 47-D, Chandigarh-160047
Tel No.: 0172-2631550**, Fax No.:** 0172-2631561
Website: www.megrisoft.com**, E-mail:** legal@megrisoft.com

NOTICE

NOTICE is hereby given that the **35th (Thirty-fifth) Annual General Meeting ('AGM')** of the members of Megri Soft Limited (the 'Company') will be held on **Wednesday, September 2, 2026, at 02:30 P.M. (IST**) through Video Conferencing (**"VC"**)/Other Audio Visual Means (**"OAVM")**, organized by the Company to transact the following business. The venue of the Meeting shall be deemed to be the Registered Office of the Company situated at SCO 80, Sector 47-D, Chandigarh 160047, and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business.

ORDINARY BUSINESS:

1. To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions:**

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

2. To appoint a Director in place of Ms Aprajita Kohli (DIN: 02489600), who retires by rotation and, being eligible, offers herself for re-appointment, and, in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Aprajita Kohli (DIN: 02489600), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Place: Chandigarh
Date: August 03, 2026

By order of the Board of Directors

Registered Office:
SCO 80, Sector 47- D
Chandigarh 160047
CIN: L72200CH1992PLC011996
Website: www.megrisoft.com
Email: legal@megrisoft.com
Tel.: 91-172-2631550

(Saloni Garg)
Membership No. **A33867**
Company Secretary and Compliance Officer

Notes:

1. The details of Ms Aprajita Kohli, who is seeking re-appointment under Item No. 2 of this Notice, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 on General Meetings, are annexed to this Notice.

2. The Members may note that, in compliance with the applicable provisions of the Companies Act, 2013, read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and the subsequent circulars issued by the Ministry of Corporate Affairs in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as the "MCA Circulars"), and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 35th Annual General Meeting ("AGM") of the Company is being held through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

3. The Notice convening the 35th AGM, together with the Annual Report of the Company for the financial year 2025–26, is being sent through electronic mode to those Members whose email addresses are registered with the Company, the Registrar and Share Transfer Agent ("RTA") or the Depository Participants. A physical copy of the Annual Report will be provided to any Member upon request. The Notice of the 35th AGM and the Annual Report for the financial year 2025–26 will also be available on the Company's website at www.megrisoft.com and on the websites of BSE Limited at www.bseindia.com and the Metropolitan Stock Exchange of India Limited at www.msei.in. The Notice of the 35th AGM will also be available on the website of Central Depository Services (India) Limited ("CDSL"), the agency providing the remote e-voting and VC/OAVM facility, at www.evotingindia.com. Further, pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, a letter containing the web link, including the exact path through which the complete Annual Report for the financial year 2025–26 can be accessed, is being sent to those Members whose email addresses are not registered with the Company, the RTA or the Depository Participants.

4. The Company has enabled its members to participate in the AGM through the VC/OAVM facility provided by Central Depository Services (India) Limited ('CDSL'). The detailed instructions for participation are provided in the subsequent paragraphs. The facility for joining the AGM through VC/OAVM shall be available at least 15 minutes before the scheduled time of the AGM and shall remain available until 15 minutes after its commencement.

5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on the Member's behalf. Since the AGM is being held through VC/OAVM and the physical attendance of Members has been dispensed with, the facility for appointment of proxies will not be available for the AGM. Accordingly, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

6. Corporate Members (i.e., Members other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of the certified Board Resolution/Governing Body Resolution/Authorisation Letter, as applicable, authorizing their representative to attend the 35th AGM through VC/OAVM and to vote on their behalf through remote e-voting and e-voting during the AGM. The same shall be sent to the Company at legal@megrisoft.com and to the Scrutinizer at cavikaswasson@gmail.com, with a copy marked to helpdesk.evoting@cdslindia.com. Institutional investors are encouraged to attend and vote at the AGM through VC/OAVM.

7. The Company has provided the facility to members to exercise their right to vote by electronic means both through remote e-Voting and e-Voting during the AGM. The process of e-Voting with the necessary User ID and password is given in the subsequent paragraphs.

8. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-Voting, shall be able to exercise their right to vote through e-Voting during/at the AGM. Members who have cast their vote by remote e-Voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.

9. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members. The Members seeking to inspect such documents can send an email to legal@megrisoft.com.

11. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company/RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialization.

12. Members holding shares in dematerialized mode are requested to intimate all changes, if any, with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name, etc. to their depository participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better services to the members.

13. Members are requested to note that pursuant to SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, any payment, including dividend, interest or redemption payment, to holders of securities in physical form shall be made only through electronic mode upon furnishing PAN, postal address with PIN code, mobile number, bank account details and specimen signature in respect of the relevant folio. Furnishing of e-mail address and choice of nomination is optional.

    Members are requested to submit the requisite details and documents to the Company's Registrar and Transfer Agent ("RTA") through any one of the following modes:

    a) In-Person Verification ("IPV"): By producing the original documents before the authorised person of the RTA at M/s Beetal Financial & Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi–110062; Phone: 011-29961281–83; Fax: 011-29961284; E-mail: beetalrta@gmail.com. The RTA shall verify the original documents and retain copies thereof.

    b) Hard copy: By submitting dated and self-attested copies of the relevant documents at the aforesaid address.

    c) Electronic mode with e-sign: By sending scanned copies of the relevant documents, duly e-signed, from the email address registered with the Company/RTA to beetalrta@gmail.com. The subject line should read: "KYC Updation – Megri Soft Limited – Folio No. [insert folio number]."

    Members may register a nomination by submitting Form SH-13 or opt out of nomination by submitting Form ISR-3. The prescribed Forms ISR-1, ISR-2, ISR-3, ISR-4, SH-13 and SH-14 are available on the Company's website at https://www.megrisoft.com/information-for-shareholders.

14. Members may note that SEBI has mandated listed companies to issue securities only in dematerialized form while processing service requests relating to the issue of duplicate securities certificates, claims from the Unclaimed Suspense Account, replacement, renewal or exchange of securities certificates, endorsement, subdivision or splitting of securities certificates, consolidation of securities certificates/folios, transmission, transposition and claims from the Suspense Escrow Demat Account. Accordingly, Members are requested to submit a duly completed and signed Form ISR-4 to the Company's Registrar and Transfer Agent ("RTA"), Beetal Financial & Computer Services Private Limited. Such service requests can be processed only after the relevant folio is KYC-compliant.

    Pursuant to the SEBI Circular dated January 30, 2026, a special window has been provided for transfer and dematerialization of physical shares sold/purchased prior to April 01, 2019. Shareholders who purchased such shares and have not lodged them for transfer, or whose transfer requests have been rejected/returned/not processed due to deficiencies in documents or non-compliance with prescribed requirements, may lodge/relodge the shares during the special window period, which remains open until February 4, 2027. Eligible physical shareholders wishing to avail this facility are required to submit the requisite documents to the Company's RTA, M/s Beetal Financial & Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi–110062; Phone: 011-29961281-83; Fax: 011-29961284; Email: beetalrta@gmail.com.

15. SEBI has mandated that securities issued pursuant to investor service requests, including transmission and transposition, shall be issued only in dematerialized form. To eliminate the risks associated with physical securities and avail themselves of the benefits of dematerialization, Members holding shares in physical form are advised to dematerialize their shares. Members may contact the Company or its RTA for assistance in this regard.

16. Members are requested to intimate any changes relating to their name, postal address, email address, telephone/mobile number, PAN, bank mandate, nomination or power of attorney to their respective Depository Participants in case the shares are held in electronic form, or to the Company's RTA, Beetal Financial & Computer Services Private Limited, in case the shares are held in physical form.

17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or of staying abroad or demise of any member as soon as possible. Members are also advised not to leave their de-mat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned depository participants, and holdings should be verified.

18. Pursuant to Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may register a nomination by submitting the prescribed Form SH-13 to the Company's RTA. Members holding shares in dematerialized form may register their nomination with their respective Depository Participants.

19. Non-resident Indian Members are requested to inform the Company, its RTA or their respective Depository Participants, as the case may be, immediately of:
    a. the change in the residential status on return to India for permanent settlement.
    b. the particulars of the NRE Account with a Bank in India, if not furnished earlier

20. Procedure for Registration of Email Address

    Members whose email addresses are not registered or require updating are requested to register/update the same with their respective Depository Participants, where shares are held in dematerialised form, or with the Company's Registrar and Share Transfer Agent ("RTA"), where shares are held in physical form, by following the procedure set out below:

    Registration of email address for Members holding shares in physical form:

    Members holding equity shares of the Company in physical form may register or update their email addresses with the Company's RTA, Beetal Financial & Computer Services Private Limited, by submitting a duly completed Form ISR-1 along with the requisite supporting documents. Form ISR-1 is available on the Company's website at https://www.megrisoft.com/information-for-shareholders.

    Registration of email address for Members holding shares in dematerialised form:

    Members holding equity shares of the Company in dematerialised form are requested to register or update their email addresses with their respective Depository Participants by following the procedure prescribed by the Depository Participant.

    Members who have already registered their email addresses are requested to ensure that the same remain valid and updated in the records of their respective Depository Participants or the Company's RTA, as applicable, to facilitate the electronic delivery of communications and documents.

    In case of any queries, Members may write to the Company at legal@megrisoft.com or to the RTA at beetalrta@gmail.com.

    Registration of an email address will facilitate better and timely communication with Members and reduce the use of paper, thereby contributing to a greener environment.

    A Member may also request a physical copy of the Annual Report, including the Notice of the AGM, by writing to the Company at legal@megrisoft.com or to the RTA at beetalrta@gmail.com.

21. **Procedure for joining the AGM through VC/OAVM:**
    CDSL will provide the facility for voting through Remote E-Voting, for participation in the 35th AGM through VC/OAVM facility and E-Voting during the 35th AGM.

    Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on a 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 respective Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of a first-come, first-served basis.

    Procedure to raise questions/seek clarifications with respect to Annual Report at the 35th AGM:

    Members can submit their questions in advance from their registered e-mail address, mentioning their Name, DP ID and Client ID Number/Folio Number and Mobile Number, so as to reach the Company's e-mail address at **legal@megrisoft.com** at least **seven days** before the commencement of the AGM, i.e., **by August 26, 2026, 2:30 P.M. (IST)**. Such questions received from the Members shall be suitably replied to by the Company during the AGM.

    Members who wish to ask questions during the AGM are requested to register themselves as a speaker by sending their request from their registered e-mail address, mentioning their Name, DP ID and Client ID Number/Folio Number and Mobile Number. The request should reach the Company's e-mail address at **legal@megrisoft.com** at least **seven days** before the commencement of the AGM, i.e., **by August 26, 2026, 2:30 P.M. (IST)**. Only those Members who have registered themselves as speakers will be allowed to express their views or ask questions during the AGM.

The Company reserves the right to restrict the number of questions and the number of speakers, depending upon the availability of time for the AGM.

22. **Voting through electronic means:**

All the shareholders of the Company, including retail individual investors, institutional investors, etc., are encouraged to attend and vote in the AGM to be held through VC/OAVM.

I. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Circulars, members are provided with the facility to cast their votes by electronic means through the Remote E-Voting platform provided by the CDSL. The Remote E-Voting period will commence on Saturday, August 29, 2026, at 09:00 A.M. IST and will end on Tuesday, September 1, 2026, at 05:00 P.M. IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, August 26, 2026, may cast their vote through Remote E-Voting. The Remote E-Voting module will be disabled by CDSL for voting thereafter. The voting shall not be allowed beyond the said date and time. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The manner of Remote E-Voting by members is provided in the 'Instructions for Remote E-Voting' section which forms part of this Notice.

II. You can also update your mobile number and e-mail address in the user profile details of the folio, which may be used for sending future communication(s).

III. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, i.e. Wednesday, 26 August 2026. A person who is not a Member as on the cut-off date shall treat this Notice for information purposes only.

IV. Members who have cast their votes by Remote E-Voting prior to the AGM may also attend/participate in the AGM through VC/OAVM, but they shall not be entitled to cast their vote again in the AGM.

V. The Scrutinizer shall, immediately after the conclusion of e-voting at the 35th AGM, unblock the votes cast through remote e-voting and e-voting during the AGM and prepare a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, not later than two working days in terms of the Listing Regulations or three days in terms of the Act, whichever is earlier, from the conclusion of the 35th AGM. The Report shall be submitted to the Chairman of the Company or any other Director/person duly authorized by him in writing, who shall countersign the same and declare the voting results forthwith.

23. Any person who acquires shares of the Company and becomes a Member after the dispatch of the Notice of the AGM but holds shares as on the cut-off date, i.e., Wednesday, August 26, 2026, may obtain the User ID and password by sending a request to legal@megrisoft.com and thereafter follow the remote e-voting instructions provided in this Notice.

24. The Company has appointed Mr. Vikas Wasson (Membership No. 530011), Proprietor of M/s Vikas Wasson and Associates, Chartered Accountants (Firm Registration No. 026171N), H. No. 1945/8, Street No. 8, Preet Colony, Opp. Civil Hospital Road, Ropar, Punjab–140001, as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.

25. The Chairman shall, at the AGM, after the discussion on the resolutions on which voting is to be held, allow voting, with the assistance of the Scrutinizer, through the e-voting facility for all those Members who are attending the AGM through VC/OAVM but have not cast their votes through remote e-voting.

26. The results shall be declared within two working days from the conclusion of the AGM. The results declared, along with the consolidated Scrutinizer's Report, shall be placed on the Company's website at www.megrisoft.com and on the website of CDSL at www.evotingindia.com and shall also be communicated to the Stock Exchanges.

27. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, August 27, 2026 to Wednesday, September 2, 2026 (both days inclusive).

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

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

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

(i) The remote e-voting period commences on **Saturday, August 29, 2026, at 09:00 A.M. (IST)** and ends on **Tuesday, September 01, 2026, at 05:00 P.M. (IST).** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the **cut-off date, Wednesday, August 26, 2026**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL thereafter

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with CDSL Depository	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.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 with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website https://www.evotingindia.com
2) Click on "Shareholders" module.
3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

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

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the **EVSN 260728022** for the relevant **Megri Soft Limited** on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; legal@megrisoft.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

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

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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

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

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

Annexure To The Notice

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings (SS-2), the following information is furnished in respect of the Director seeking re-appointment at the Annual General Meeting.

Name of the Director	Ms. Aprajita Kohli
Director Identification Number (DIN)	02489600
Category / Designation	Non-Executive Director and Woman Director
Date of Birth	October 25, 1990
Age in years	35 Years
Date of First Appointment on Board	September 30, 2009
Relationship with Directors and Key Managerial Personnel	Relative (Daughter) of Mr. Mohnesh Kohli, Non-Executive Director
Qualification(s)	Graduate in Journalism and Public Relations; Advanced Course in Information Technology; and MBA in International Business from the University of Greenwich, London.
Experience (including expertise in specific functional area) / Brief Resume	Experience in information technology, digital marketing, web development, content marketing and digital public relations.
Terms and conditions of re-appointment, including remuneration	Proposed to be re-appointed as a Non-Executive Director, liable to retire by rotation. She shall be entitled to sitting fees for attending meetings of the Board and its Committees, if applicable, as may be approved by the Board from time to time.
Remuneration last drawn as Director, including sitting fees	Nil from Megri Soft Limited. She received remuneration of ₹10.26 lakh from Megrisoft Limited, UK, a foreign subsidiary of the Company, during the financial year 2025–26.
Number of meetings of the Board attended during the financial year 2025-26	4
Number of Shares held in the Company as on March 31, 2026 including shareholding as a beneficial owner	1,93,000 equity shares
Directorships held in other companies as on March 31, 2026	• Megrisoft Limited, United Kingdom • Maison Neena Limited, United Kingdom
Chairmanships/Memberships of Committees in other listed companies as on March 31, 2026	NIL
Listed entities from which the Director has resigned during the past three years	NIL

By order of the Board of Directors

Place: Chandigarh
Date: August 03, 2026

(Saloni Garg)
Membership No. **A33867**
Company Secretary and Compliance Officer

Registered Office:
SCO 80, Sector 47-D
Chandigarh 160047
CIN:L72200CH1992PLC011996
Website: www.megrisoft.com
Email: legal@megrisoft.com
Tel.: 91-172-2631550

Megrisoft

Board's Report

Dear Members,

The Board of Directors of your Company take pleasure in presenting the 35th Annual Report on the business and operations of the Company together with the audited Standalone and consolidated Financial Statements and the Auditor's Report thereon for the financial year ended March 31, 2026.

The results of operations for the year under review are given below:

➢ Results of operations

(Amount in Lakhs)

Particulars	Standalone		Consolidated	
	FY 2025-26	FY 2024-25	FY 2025-26	FY 2024-25
1. Revenue	236.82	299.80	291.78	355.64
2. Other Income	4.04	5.55	4.04	5.55
3. Total Income	**240.86**	**305.35**	**295.82**	**361.19**
Expenditure:				
a) Employee Benefits Expense	59.71	111.95	70.58	138.13
b) Depreciation and Amortisation Expense	11.11	10.37	12.48	11.40
c) Finance Costs	0.00	0.00	0.00	0.00
d) Other Expenses	88.29	118.39	129.03	137.92
4. Total Expenditure	**159.11**	**240.71**	**212.09**	**287.45**
5. Earnings Before Interest and Tax (EBIT)	**81.75**	**64.64**	**83.73**	**73.74**
6. Exceptional Items	0	0	0	0
7. Net Profit before tax	**81.75**	**64.64**	**83.73**	**73.74**
8. Tax Expenses	21.23	16.67	21.56	18.23
9. Profit After Tax	**60.52**	**47.97**	**62.17**	**55.51**
10. Profit is attributable to:	-	-	-	-
- Owners of the Company	-	-	61.55	55.51
- Non-controlling interests	-	-	0.62	-
11. Other Comprehensive Income (Net of Tax)	**(0.97)**	**0.20**	**(0.97)**	**0.20**
12. Total Comprehensive Income attributable to:	-	-	-	-
- Owners of the Company	59.55	48.17	60.58	55.71
- Non-controlling interests	-	-	0.62	-
13. Total Comprehensive Income	**59.55**	**48.17**	**61.20**	**55.71**

➢ Financial Review

Standalone Financial Statements

The annual audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, and other accounting principles generally accepted in India. During the financial year under review, the Company recorded revenue from operations of ₹236.82 lakh, as compared to ₹299.80 lakh in the previous financial year. The Profit Before Tax (PBT) from ordinary activities (before exceptional items) stood at ₹81.75 lakh for the financial year 2025-26 as against ₹64.64 lakh in the financial year 2024-25, reflecting an improvement in the Company's profitability despite a decline in revenue.

Consolidated Financial Statements

The annual audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, and other accounting principles generally accepted in India. The Consolidated Financial Statements comprise the financial statements of Megri Soft Limited and its subsidiary, Megrisoft Limited, incorporated in the United Kingdom, prepared on the basis of their audited financial statements approved by their respective Boards of Directors.

On a consolidated basis, the Group recorded revenue from operations of ₹291.78 lakh during the financial year under review, as compared to ₹355.64 lakh in the previous financial year. The Profit Before Tax (PBT) stood at ₹83.73 lakh for FY 2025–26, as against ₹73.74 lakh in FY 2024–25. The consolidated Profit After Tax (PAT) stood at ₹62.17 lakh for FY 2025–26, as compared to ₹55.51 lakh in the previous financial year, reflecting an improvement in the Group's overall profitability despite a decline in revenue.

➢ Dividend

To strengthen the financial position of the Company and retain profits for future growth and expansion, the Board of Directors does not recommend any dividend for the financial year under review.

➢ Transfer to Reserves

During the year under review, the balance in Other Equity stood at ₹1,940.27 lakh. The Board of Directors has decided not to transfer any amount to the General Reserve for the financial year under review.

➢ Share Capital

There was no change in the authorised, issued, subscribed and paid-up share capital of the Company during the year under review.

As at March 31, 2026, the authorised share capital of the Company was ₹3,30,00,000, divided into 33,00,000 equity shares of ₹10 each. The issued, subscribed and paid-up share capital of the Company was ₹3,14,07,000, divided into 31,40,700 equity shares of ₹10 each, fully paid-up.

➢ Listing of Shares

The equity shares of the Company are listed on BSE Limited ("BSE") and Metropolitan Stock Exchange of India Limited ("MSEI"). The annual listing fees payable to both stock exchanges for FY 2026–27 have been paid.

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400 001
Email ID: corp.compliance@bseindia.com
Scrip Code: 539012

Metropolitan Stock Exchange of India Ltd.
205(A), 2nd floor, Piramal Agastya Corporate Park,
Kamani Junction, LBS Road,
Kurla (West), Mumbai – 400070
Email ID: listingcompliance@msei.in
Symbol: MEGRISOFT

ISIN Code Of The Company

The International Securities Identification Number ("ISIN") allotted to the equity shares of the Company with both depositories, namely, National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), is **INE756R01013**.

➢ Fixed Deposits

During the year under review, the Company did not invite or accept any deposits from the public or its members pursuant to Sections 73 and 76 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

➢ Operations Review

The Company operates primarily in a single business segment, namely, IT/ITES services. Accordingly, the Company has only one reportable operating segment in accordance with Ind AS 108, "Operating Segments."

➢ Annual Return

The Annual Return of the Company as at March 31, 2026, in Form MGT-7, pursuant to Section 92(3) of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, is available on the Company's website at www.megrisoft.com/investors

➢ Details of Subsidiaries

Megrisoft Limited was incorporated in England and Wales on October 18, 2016, with its registered office in London, United Kingdom. During the financial year under review, Megrisoft Limited ceased to be a wholly owned subsidiary following the allotment of additional equity shares by the subsidiary. As at March 31, 2026, the Company holds **62.50%** of the equity share capital of Megrisoft Limited, which continues to be a subsidiary of the Company. Megrisoft Limited qualifies as a material subsidiary in accordance with Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), based on the applicable turnover or net-worth criteria.

During the year, the Board of Directors reviewed the affairs and performance of the subsidiary. In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared the Consolidated Financial Statements, which form part of this Integrated Annual Report. A statement containing the salient features of the financial statements of the subsidiary in **Form AOC-1**, as prescribed under the Companies Act, 2013, is annexed to this Board's Report as **Annexure I**.

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

The Company has adopted a Policy for Determining Material Subsidiaries in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Policy is available on the Company's website at **www.megrisoft.com**.

As on the last day of the previous financial year, the paid-up equity share capital of the Company does not exceed ₹10 crore and its net worth does not exceed ₹25 crore. Accordingly, the provisions of Regulations 17 to 27 of the SEBI Listing Regulations, including Regulation 24 relating to corporate governance requirements for subsidiary companies, are not applicable to the Company in terms of Regulation 15(2)(a) of the SEBI Listing Regulations.

➢ Particulars of Loans, Guarantees and Investments

The particulars of investments made are given in the notes to the standalone financial statements. (Please refer to Note No. 4 to the standalone financial statements). The company has not given any loans nor provided any securities or guarantees.

➢ Particulars of Contracts or Arrangements With Related Parties

The Company has adopted a Policy on Related Party Transactions to ensure the proper identification, review, approval and disclosure of transactions with related parties. The Policy is available on the Company's website at https://www.megrisoft.com/pdfs/rptp.pdf.

The Policy lays down the framework for dealing with Related Party Transactions in accordance with the applicable provisions of the Companies Act, 2013 and other applicable laws. All Related Party Transactions are placed before the Audit Committee for review and approval.

All Related Party Transactions entered into during the financial year were in the ordinary course of business and on an arm's length basis and were in the best interests of the Company. During FY 2025–26, the Company did not enter into any Related Party Transaction requiring disclosure in Form AOC-2 pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014. Accordingly, Form AOC-2 does not form part of this Report.

Details of the Related Party Transactions entered into during the financial year, as required under the applicable accounting standards, are disclosed in Note No. 30 to the Standalone Financial Statements forming part of this Annual Report.

➢ Disclosure of Accounting Treatment in Preparation of Financial Statements.

The financial statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, and the presentation requirements prescribed under Division II of Schedule III to the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current based on the Company's operating cycle and the criteria specified under Division II of Schedule III to the Companies Act, 2013. Considering the nature of the Company's services and the time between the rendering of services and their realisation in cash or cash equivalents, the Company has determined its operating cycle to be twelve months for the purpose of such classification.

➢ Certificate For Non-Disqualification Of Directors

M/s K V Bindra & Associates, Practising Company Secretaries, have issued a certificate confirming that none of the Directors of the Company has been debarred or disqualified from being appointed or continuing as a Director of the Company by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any such statutory authority. The said certificate is annexed to this Report.

➢ Material changes and commitments, if any, affecting the financial position of the Company occurred between the end of the Financial Year to which this financial statement relates and the date of the report:

There have been no material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of the Report.

As required under section 134(3) of the Act, the Board of Directors informs the members that during the financial year, there have been no material changes, except as disclosed elsewhere in the report:

- In the nature of the Company's business
- In the nature of subsidiary business carried out by them and
- In the classes of business in which the Company has an interest

➢ Future Outlook

Over the years, the Company has made substantial progress in expanding its portfolio of services, including SEO, web design and development, AI solutions, app development, digital marketing and IT services, across the United Kingdom, the United States and European countries. To strengthen its market presence and capitalise on growth opportunities, the Company has established a subsidiary in London, United Kingdom, strategically positioning itself to expand its operations in the UK and Europe.

Building on this foundation, the Company intends to enhance and diversify its service offerings, with a focus on digital marketing, web and app development, and IT-enabled services (ITES). This strategic approach is aimed at strengthening the Company's position as a provider of comprehensive digital solutions in these key global markets and supporting sustained growth in the years ahead.

➢ IT Unit at I.T. City, SAS Nagar, Punjab

As informed in the previous year's Annual Report, the Company commissioned its new 57,000-square-foot IT/ITES facility at I-46, Sector 83 Alpha, I.T. City, SAS Nagar (Mohali), Punjab. The facility commenced commercial operations on October 1, 2023, and continues to support the Company's technology-driven operations and service delivery.

The facility is situated on freehold property owned by the Company, thereby strengthening its asset base and providing long-term operational stability. The Company continues to invest in the development of the facility while ensuring compliance with all applicable statutory and regulatory requirements.

As at March 31, 2026, one floor of the facility was operational for IT/ITES activities, while the interior development of the remaining floors was being undertaken in phases. Upon completion, the expanded infrastructure is expected to enhance the Company's operational capacity and support the development and deployment of advanced technology solutions, including artificial intelligence, cloud computing, software development and digital transformation services. This will enable the Company to cater more effectively to the evolving requirements of its domestic and international clients.

➢ Corporate Governance

Pursuant to Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the corporate governance provisions specified in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46, and paragraphs C, D and E of Schedule V of the SEBI LODR Regulations are not applicable to the Company.

Accordingly, the requirement to submit the **Corporate Governance Report** under Regulation 27(2) of the SEBI LODR Regulations is not applicable to the Company.

The details of the Company's paid-up equity share capital and net worth as at **March 31, 2026** are as follows:

Relevant Particulars of Balance Sheet	Standalone Balance Sheet	Consolidated Balance Sheet
	As on 31.03.2026 (In Crores)	As on 31.03.2026 (In Crores)
Paid Up Equity Share Capital	3.14	3.14

Megrisoft

Net Worth	22.54	22.82

Since the Company's paid-up equity share capital does not exceed ₹10 crore and its net worth does not exceed ₹25 crore as at March 31, 2026, the Company continues to avail the exemption under Regulation 15(2) of the SEBI LODR Regulations. Accordingly, the provisions relating to Corporate Governance, including submission of the Corporate Governance Report under Regulation 27(2), are not applicable to the Company.

➢ Management Discussion And Analysis

The Management Discussion and Analysis Report for the year under review, as stipulated by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of this Annual Report.

➢ Risk Management

Risks are inherent to our business as our operating environment is complex, highly regulated, and dynamic. To attain our strategic growth objectives, protect the interests of all our stakeholders, and meet legal requirements, we have an established process for identifying, analyzing, and responding appropriately to all business risks.
We have a well-embedded Risk Management Framework to ensure we are well-placed to manage any adverse effects posed by financial, operational, strategic, or regulatory risks. Our framework adopts appropriate risk mitigation measures for identified risks across all functions. The process ensures that new risks that might arise, or the impact of existing risks that might have increased, are identified, and a strategy is put in place to mitigate them.

The major risks identified by the management include regulatory and compliance risks, intense competition, technology obsolescence, cybersecurity and data-security risks, dependence on skilled personnel, business continuity risks, and economic and geopolitical risks.

A review of the risk management policy is carried out annually by the Board of Directors, which oversees the company's risk management function. Our performance in the year is a testament to the strength of our risk management system.

➢ Internal Controls and Adequacy

The Company has an adequate and reliable system of internal controls commensurate with the nature of its business and the scale and complexity of its operations. The Company has adopted policies and procedures covering its financial, operational and compliance functions. These controls are designed to provide reasonable assurance regarding:

1. the effectiveness and efficiency of operations;
2. the safeguarding of assets against unauthorised use or loss;
3. compliance with applicable laws and regulations;
4. the prevention and detection of fraud and errors;
5. the accuracy and completeness of accounting records; and
6. the timely preparation of reliable financial information.

The Company's system of Internal Financial Controls is aligned with the requirements of the Companies Act, 2013. The Internal Audit function is carried out by an external firm of Chartered Accountants, which reports functionally to the Chairperson of the Audit Committee, thereby maintaining its independence and objectivity.

The annual internal audit plan, based on identified business, operational, financial and compliance risks, is approved by the Audit Committee. Key control issues identified during the internal audit and the status of corrective actions taken on observations raised in previous reports are periodically presented to the Audit Committee. The Audit Committee deliberates with the management and interacts with the Internal Auditors and Statutory Auditors to ascertain their views on the internal control framework.

The Company recognises that every internal control framework has inherent limitations. Accordingly, it has established a process of periodic audits and reviews to ensure that its systems and controls are reviewed and updated at regular intervals.

➢ Board of Directors

The Board of Directors ("Board") determines the purpose and values of the Company. The primary role of the Board is that of trusteeship to protect and enhance stakeholders' value through the strategic supervision of the Company and its subsidiaries. The Company is headed by a Board that exercises leadership, integrity and sound judgement in directing the affairs of the Company, with a view to achieving sustainable growth and acting in its best interests.

The Board plays a critical role in overseeing how the management serves the short-term and long-term interests of shareholders and other stakeholders. This is reflected in the Company's governance practices, through which it strives to maintain an active, informed and independent Board. The Board ensures that the Company complies with all relevant laws, regulations, governance practices, secretarial, accounting and auditing standards. It identifies key risk areas and key performance indicators of the Company's business and constantly monitors these factors. The Board is entrusted with the ultimate responsibility of the management, general affairs direction and performance of the Company and has been vested with the requisite powers, authorities and duties.

➢ Board Size and Composition

The Board is at the core of the Company's corporate governance practices and oversees how the management serves and protects the stakeholders' long-term interests. The Company believes that an active, well-informed and independent Board is necessary to achieve the highest standards of corporate governance. The Board of the Company has an optimum combination of Executive Director, Non-Executive Non-Independent Directors and Independent Directors who have an in-depth knowledge of business and expertise in their areas of specialisation.

➢ Meetings of the Board

❑ Scheduling and Selection of Agenda Items For Board Meetings

- The meetings of the Board are convened by giving appropriate advance notice to all the Directors. The Company Secretary invites suggestions from the Directors regarding matters requiring discussion or approval by the Board so that the same may be included in the agenda. The dates of the Board meetings are fixed after considering the convenience and availability of the Directors.

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- The agenda and supporting papers, together with appropriate explanatory notes, are circulated to the Directors in advance in accordance with the applicable statutory requirements and Secretarial Standard-1 on Meetings of the Board of Directors. Supplementary agenda items or papers are placed before the meeting only where permitted under the applicable provisions. The minutes of meetings of the Committees of the Board are placed before the Board for noting. Action-taken reports on important decisions of previous Board meetings are also placed before the Board for review.

- The Chairperson conducts the Board meetings, with the Company Secretary facilitating the proceedings and ensuring compliance with the Companies Act, 2013, Secretarial Standard-1 and other applicable requirements. The Company Secretary records the proceedings of each Board and Committee meeting. Draft minutes are circulated to the respective members within 15 days from the conclusion of the meeting for their comments, and the minutes are entered in the respective Minutes Books within 30 days from the conclusion of the meeting.

- Pursuant to Schedule IV to the Companies Act, 2013, and the applicable provisions of the SEBI Listing Regulations, a separate meeting of the Independent Directors was held on August 28, 2025, without the attendance of Non-Independent Directors and members of the management. At the meeting, the Independent Directors reviewed the matters prescribed under the applicable provisions.

- During FY 2025–26, the Board met six times. The maximum interval between any two consecutive Board meetings did not exceed 120 days. Details of the attendance of the Directors at the Board and Committee meetings are provided in this Report.

❖ **No. of Meetings Attended by the Board of Directors**

S.No	Name of the Directors	Number of meetings attended
1.	**Mr. Mohnesh Kohli**	**6**
2.	**Ms. Aprajita Kohli**	**4**
3.	**Mr. Rajnesh Sharma**	**6**
4.	**Mr. Sahil Malhotra**	**6**
5.	**Mr. Raman Seth**	**5**
6.	**Ms. Diksha**	**6**

General Meetings

During the Financial Year 2025-26, 1 (one) Meeting was held by the Company's Shareholders. The details of the Meetings are as follows:

S.No.	Meeting	Date of Meeting
1.	Annual General Meeting	30.09.2025

➢ **COMMITTEES OF THE BOARD**

During the year, the Board had the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

Each Committee operates within its defined terms of reference, which set out its responsibilities, duties and authority. The terms of reference are reviewed by the Board from time to time to ensure that they remain appropriate and aligned with the applicable statutory requirements and the changing business environment.

The composition of the Committees is in accordance with the applicable provisions of law. The proceedings of each Committee meeting are placed before the Board at its subsequent meeting for information and noting. During the year under review, all recommendations made by the Committees that were mandatorily required to be considered by the Board were duly considered and accepted.

The Independent Directors also held a separate meeting during the year in accordance with Schedule IV to the Companies Act, 2013.

A summary of the roles and composition of the Committees, the number of meetings held during the financial year and the attendance of members at such meetings is presented below.

❑ **Audit Committee**

The Company has constituted an Audit Committee pursuant to Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee include the matters specified under Section 177 of the Act and other matters referred to it by the Board.

Composition of the Committee

As of 31 March 2026, the Company's Audit Committee comprises the following members of the Board of Directors.

S. No	Name of the Committee member	Category

1.	Mr. Mohnesh Kohli	Non-Executive Director
2.	Mr. Sahil Malhotra	Non-Executive & Independent Director
3.	Mr. Raman Seth	Non-Executive & Independent Director
4.	Ms. Diksha	Non-Executive & Independent Director

All members of the Audit Committee are financially literate and possess the ability to read and understand financial statements. The composition of the Committee complies with the requirements of Section 177 of the Companies Act, 2013.

Meetings and Attendance During the Year

During the period under review, six (6) meetings were held. The attendance of members is as follows:

S. No	Name of the Committee member	No. of meetings held during the tenure	No. of meetings attended	% of attendance
1.	Mr. Mohnesh Kohli	6	6	100%
2.	Mr. Sahil Malhotra	6	6	100%
3.	Mr. Raman Seth	6	4	67%
4.	Ms. Diksha	6	6	100%

Brief Description Of Terms Of Reference

The Audit Committee's functions and responsibilities include reviewing the Company's financial reporting processes, internal financial controls, audit functions and related party transactions. The Committee also performs such other functions as are prescribed under Section 177 of the Companies Act, 2013, or assigned to it by the Board under its Charter.

The principal terms of reference of the Audit Committee include the following:

1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Review of the annual and quarterly financial statements with the management and auditors before their submission to the Board for approval, with particular reference to:
    - matters required to be included in the Directors' Responsibility Statement;
    - major accounting entries involving estimates based on the exercise of judgement by the management;
    - significant adjustments arising from the audit;
    - compliance with listing and other applicable legal requirements relating to financial statements;
    - disclosure of related party transactions; and
    - qualifications or modified opinions, if any, in the draft audit report;
3. Recommendation regarding the appointment, re-appointment, remuneration and terms of appointment of the Statutory Auditors;
4. Review and monitoring of the independence and performance of the Statutory Auditors and the effectiveness of the audit process;
5. Review of the performance of the Statutory and Internal Auditors and the adequacy of the internal control systems;
6. Review of the adequacy of the internal audit function, including its scope, coverage and reporting structure;
7. Discussion with the Internal Auditors regarding significant findings and follow-up actions thereon;
8. Review of management letters and letters relating to internal control weaknesses issued by the Statutory or Internal Auditors;
9. Evaluation of the Company's internal financial controls and risk-management systems;
10. Approval of Related Party Transactions and any subsequent modifications thereof, in accordance with the applicable provisions of the Companies Act, 2013;
11. Scrutiny of inter-corporate loans and investments;
12. Review of the financial statements, particularly investments made by the Company and its subsidiary;
13. Review of the functioning of the Whistle-Blower Mechanism;
14. Oversight of compliance with applicable regulatory requirements and policies;
15. Review of compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company's Code of Conduct for Prevention of Insider Trading and its Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information;
16. Review and consideration of the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation or other restructuring arrangements on the Company and its shareholders; and
17. Review of such other matters as may be considered appropriate by the Committee or referred to it by the Board.

In accordance with its terms of reference, the Audit Committee is empowered to:

1. investigate any matter falling within its scope and obtain such information as it may require from any employee; and
2. obtain legal or other independent professional advice and, where considered necessary, invite external experts possessing relevant experience to participate in its deliberations.

During the year under review, all recommendations made by the Audit Committee were accepted by the Board.

- **Nomination & Remuneration Committee**

The Company has constituted a Nomination and Remuneration Committee ("NRC") pursuant to Section 178 of the Companies Act, 2013. The terms of reference of the NRC include the matters prescribed under Section 178 of the Act and other matters referred to it by the Board.

Composition of the Committee

As of 31 March 2026, the Company's Nomination & Remuneration Committee (the 'NRC') comprises the following members of the Board of Directors.

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S. No	Name of the Committee member	Category
1.	Mr. Mohnesh Kohli	Non-Executive Director
2.	Mr. Sahil Malhotra	Non-Executive & Independent Director
3.	Mr. Raman Seth	Non-Executive & Independent Director
4.	Ms. Diksha	Non-Executive & Independent Director

All members of the NRC are Non-Executive Directors, and a majority of its members are Independent Directors. The composition of the NRC complies with Section 178 of the Companies Act, 2013. The Company Secretary acts as the Secretary to the Committee.

Meetings and Attendance During the Year

During the period under review, three (3) meetings were held. The attendance of members is as follows:

S. No	Name of the Committee member	No. of meetings held during the tenure	No. of meetings attended	% of attendance
1.	Mr. Mohnesh Kohli	3	3	100%
2.	Mr. Sahil Malhotra	3	3	100%
3.	Mr. Raman Seth	3	3	100%
4.	Ms. Diksha	3	3	100%

Brief Description Of Terms Of Reference

As per its Charter approved by the Board, the NRC is responsible for formulating criteria for determining the qualifications, positive attributes and independence of Directors and for identifying, screening and reviewing candidates for appointment as Directors and members of Senior Management.

The principal terms of reference of the NRC include the following:

1. assisting the Board in reviewing its size and composition to ensure that they are conducive to effective decision-making;
2. reviewing the structure and composition of the Board Committees and recommending the appointment of their members and Chairpersons;
3. ensuring that appropriate induction and familiarisation procedures are in place for newly appointed Directors and members of Senior Management;
4. formulating the criteria and specifying the manner for evaluating the performance of the Board, its Committees and individual Directors;
5. reviewing the implementation of and compliance with the performance-evaluation system;
6. formulating and recommending to the Board a remuneration policy for Directors, Key Managerial Personnel and other employees;
7. recommending to the Board all remuneration, in whatever form, payable to Senior Management;
8. ensuring that remuneration appropriately balances fixed and variable components and aligns short-term and long-term performance objectives with the Company's goals;
9. devising a policy on the diversity of the Board;
10. identifying persons qualified to become Directors or to be appointed as members of Senior Management, in accordance with the prescribed criteria, and recommending their appointment or removal to the Board;
11. recommending whether the term of appointment of an Independent Director should be extended or continued, based on the report of the performance evaluation of the Independent Director;
12. ensuring that appropriate programmes for the induction and continuing familiarisation of Directors are developed and implemented; and
13. assessing the balance of skills, knowledge and experience on the Board and, for every appointment of an Independent Director, defining the role and capabilities required of such Independent Director. For identifying suitable candidates, the NRC may:
    a. engage external agencies, if required;
    b. . consider candidates from a wide range of backgrounds, having due regard to diversity; and
    c. consider the time commitments of prospective candidates.

- **Stakeholders' Relationship Committee**

The Company has constituted a Stakeholders' Relationship Committee ("SRC") pursuant to Section 178(5) of the Companies Act, 2013. The Committee considers and resolves the grievances of the Company's security holders, including complaints relating to the transfer and transmission of securities, non-receipt of annual reports, non-receipt of declared dividends and other investor-related matters.

Composition of the Committee:

As of 31 March 2026, the Company's Stakeholders' Relationship Committee (SRC) comprises the following members of the Board of Directors.

S. No	Name of the Committee member	Category
1.	Mr. Mohnesh Kohli	Non-Executive Director
2.	Mr. Sahil Malhotra	Non-Executive & Independent Director
3.	Mr. Raman Seth	Non-Executive & Independent Director
4.	Ms. Diksha	Non-Executive & Independent Director

Meetings and Attendance During the Year

During the period under review, two (2) meetings were held. The attendance of members is as follows:

S. No	Name of the Committee member	No. of meetings held during the tenure	No. of meetings attended	% of attendance
1.	Mr. Mohnesh Kohli	2	2	100%
2.	Mr. Sahil Malhotra	2	2	100%
3.	Mr. Raman Seth	2	2	100%
4.	Ms. Diksha	2	2	100%

Brief Description Of Terms Of Reference

The principal terms of reference of the Stakeholders' Relationship Committee include the following:

1. considering and resolving grievances of security holders, including complaints relating to the transfer and transmission of securities, non-receipt of annual reports, non-receipt of declared dividends and other investor-related matters;
2. reviewing investor service requests relating to transmission, transposition, issue of duplicate securities, split, consolidation, renewal and other matters concerning securities, in accordance with the applicable regulatory requirements;
3. reviewing and analysing reports received periodically from the Registrar and Share Transfer Agent;
4. reviewing measures taken for the effective exercise of voting rights by the Members;
5. reviewing compliance with the service standards adopted by the Company in respect of services provided by the Registrar and Share Transfer Agent; and
6. reviewing such other matters relating to the interests of security holders as may be referred to the Committee by the Board.

Details of grievances received and attended to by the Company during FY26 are given below.

Status of Complaints Received and Resolved During F.Y 2025–26

Complaints pending as on April 1, 2025	NIL
Complaints received during the year	NIL
Complaints resolved during the year	NIL
Complaints pending as on March 31, 2026	NIL

The Company and its Registrar and Share Transfer Agent attend to all grievances received from shareholders. Efforts are made to ensure that such grievances are resolved expeditiously and satisfactorily. The Company has designated a separate email address, legal@megrisoft.com, for shareholders to lodge their complaints and queries.

Shareholders holding securities in physical form may address their correspondence either to the Company Secretary of the Company or to Beetal Financial & Computer Services (P) Limited, the Registrar and Share Transfer Agent of the Company. However, queries relating to the non-receipt of annual reports and other Company-related communications should be addressed to the Company.

Members are requested to quote their DP ID and Client ID or Folio Number, as applicable, in all correspondence with the Company and to provide their email addresses and telephone numbers to facilitate a prompt response.

SEBI Complaints Redressal System (SCORES):

The Company is registered on SCORES, SEBI's web-based platform for investor grievance redressal. SCORES facilitates the centralised handling of investor complaints, online submission of Action Taken Reports by the Company and online tracking of complaint status by investors. During FY 2025–26, the Company did not receive any shareholder or investor complaint through SCORES. Accordingly, no complaint remained unresolved or pending as at March 31, 2026.

- **Board Evaluation Process**

Pursuant to the applicable provisions of the Companies Act, 2013, the Rules made thereunder and Schedule IV to the Act, the Board carried out the annual evaluation of its own performance, its Committees and individual Directors.

The performance of the Board was evaluated after seeking inputs from all the Directors based on criteria such as the composition and structure of the Board, the effectiveness of Board processes, the adequacy and timeliness of information provided to the Board and the overall functioning of the Board.

The performance of the Board Committees was evaluated after seeking inputs from the respective Committee members based on criteria such as the composition of the Committees, the effectiveness of Committee meetings and the discharge of their respective functions and responsibilities.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual Directors based on criteria such as their preparedness for meetings, attendance and participation in Board and Committee meetings, contribution to discussions and decision-making, and meaningful and constructive inputs provided during meetings.

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The Independent Directors, at their separate meeting, reviewed the performance of the Non-Independent Directors, the Board as a whole and the Chairperson of the Company. The performance of the Independent Directors was evaluated by the entire Board, excluding the Director being evaluated.

The Directors expressed their satisfaction with the overall evaluation process and its outcome.

- **Meeting of Independent Directors**

The Independent Directors of the Company shall hold at least one meeting in each financial year without the attendance of Non-Independent Directors and members of management. During FY 2025–26, a separate meeting of the Independent Directors was held on August 28, 2025, inter alia, to:

- review the performance of the Non-Independent Directors and the Board of Directors as a whole;
- review the performance of the Chairperson of the Company, taking into account the views of the Executive and Non-Executive Directors; and
- assess the quality, quantity and timeliness of the flow of information between the management of the Company and the Board that is necessary for the Board to effectively and reasonably perform its duties.

➢ **Familiarisation Programme for Independent Directors**

The Independent Directors are provided with necessary documents, reports and internal policies to familiarise them with the Company's business, procedures and practices. Periodic presentations are made at meetings of the Board and its Committees covering the Company's operations, financial performance, business strategy, regulatory developments and key risks. Updates on relevant statutory and regulatory changes are also provided to the Directors from time to time.

Upon appointment, each Independent Director is issued a formal letter of appointment setting out the terms and conditions of appointment, including their roles, functions, responsibilities and fiduciary duties as a Director of the Company.

➢ **Declaration by Independent Directors**

The Company has received the necessary declarations from each Independent Director confirming that he or she meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, the Independent Directors possess the requisite integrity, expertise, experience and proficiency required for discharging their duties.

➢ **Disclosure Under Section 164(2) of the Companies Act, 2013**

The Company has received declarations in Form DIR-8 from the Directors being appointed or re-appointed and has noted that none of them is disqualified from being appointed as a Director under Section 164(2) of the Companies Act, 2013, read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

➢ **Details of Significant and Material Orders Passed by The Regulators/Courts/Tribunals**

The Company has received an Assessment Order under Section 143(3) read with Section 254 read with Section 144B of the Income-tax Act, 1961, for Assessment Year 2013-14, wherein the deduction claimed by the Company under Section 80IC of the Income-tax Act, 1961 has been disallowed and a Gross Demand of Rs. 1,50,07,633/- has been raised, against which the Amount Payable (Net Demand) is Rs. 89,41,520/-, including Interest under Section 234B of Rs. 54,64,278/-. Further, the Company has also received a notice for initiation of penalty proceedings under Section 274 read with Section 271(1)(c) of the Income-tax Act, 1961 in connection with the aforesaid disallowance.

The Company believes that it has adequate legal grounds to contest the Assessment Order and has already filed an appeal before the appropriate appellate authority against the said Assessment Order. The Company has also submitted an appropriate response to the notice for initiation of penalty proceedings and shall continue to contest the matter in accordance with law. The management believes that the ultimate outcome of the above proceedings will not have any material adverse effect on the Company's financial position, results of operations or its ability to continue as a going concern.

➢ **Details of Non-Compliance by the Company**

During FY 2025–26, there was no instance of non-compliance by the Company in relation to capital-market matters, and no penalty or stricture was imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority.

➢ **Vigil Mechanism/Whistle Blower Policy**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, the Company has established a Vigil Mechanism/Whistle-Blower Policy to provide a structured process for reporting concerns relating to unethical conduct, suspected fraud or violations of the Company's Code of Conduct or Ethics Policy. The mechanism provides adequate safeguards against the victimisation of persons who use it and enables direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

The said policy has been uploaded on the website of the Company at **https://www.megrisoft.com/pdfs/wbp.pdf**.

➢ **Risk Management Policy**

The Company has established a risk-management framework, overseen by the Board of Directors, for identifying, assessing, mitigating, monitoring and reviewing risks that may affect the achievement of the Company's objectives or threaten its existence.

The Board has formulated a Risk Management Policy to strengthen and streamline the Company's risk-assessment and risk-minimisation procedures. The Policy is available on the Company's website at: https://www.megrisoft.com/pdfs/rmp.pdf.

➢ **Internal Financial Control**

Your Company has established adequate internal financial controls with reference to the financial statements. Such controls were tested during the year, and no reportable material weaknesses in their design or operation were observed. The Company has also put in place adequate internal control systems commensurate with the size, scale and complexity of its operations.

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The Board has adopted policies and procedures to ensure the orderly and efficient conduct of the Company's business, including adherence to its policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial disclosures

➢ Directors and Key Managerial Personnel (KMPs)

At Megrisoft, we believe that a strong Board is essential for fostering effective leadership, providing long-term strategic direction and maintaining high standards of governance.

The composition of the Board of Directors is in accordance with the applicable provisions of the Companies Act, 2013, with an appropriate combination of Executive, Non-Executive and Independent Directors. Details relating to the composition of the Board, appointment or re-appointment of Directors, retirement by rotation and declarations received from the Independent Directors are provided in the relevant sections of this Report.

❑ **Appointment/ Re-Appointment**

- At the 34th Annual General Meeting held on September 30, 2025, the Members approved the re-appointment of Mr. Mohnesh Kohli (DIN: 01784617), who retired by rotation and, being eligible, offered himself for re-appointment.

❑ **Change in Designation**

During the financial year under review, there was **no change in the designation** of any Director of the Company

❑ **Cessation**

- During the financial year under review, no Director or Key Managerial Personnel resigned, ceased to hold office or was removed from office, except for the retirement by rotation and subsequent re-appointment of Mr. Mohnesh Kohli as stated above.

❑ **Retirement by Rotation**

- In accordance with Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Mohnesh Kohli (DIN: 01784617) retired by rotation at the 34th Annual General Meeting held on September 30, 2025. Being eligible, he offered himself for re-appointment, which was approved by the Members at the said AGM.

❑ **Key Managerial Personnel**

Pursuant to Section 2(51) read with Section 203 of the Companies Act, 2013 and the Rules made thereunder, the following persons were the Key Managerial Personnel of the Company as at March 31, 2026:

S.No.	Name	Designation
1.	Mr. Rajnesh Sharma	Whole-time Director and Chief Financial Officer
2.	Ms. Saloni Garg	Company Secretary & Compliance Officer

❑ **Performance Evaluation of the Board**

Pursuant to Section 134 and other applicable provisions of the Companies Act, 2013, read with Schedule IV thereto, the Board carried out the annual evaluation of its own performance, its Committees and individual Directors. The performance of the Independent Directors was evaluated by the entire Board, excluding the Independent Director being evaluated.

❑ **Company's Policy Relating to Directors' Appointment, Remuneration and Discharge of Their Duties**

Pursuant to Section 178(3) of the Companies Act, 2013, the Board has, on the recommendation of the Nomination and Remuneration Committee, formulated a policy relating to the appointment and remuneration of Directors, Key Managerial Personnel and other employees. The Policy contains, inter alia, criteria for determining the qualifications, positive attributes and independence of Directors. The Nomination and Remuneration Policy is annexed to and forms part of this Report as **Annexure II** and is also available on the Company's website at: **https://www.megrisoft.com/pdfs/NMR-Poilcy.pdf**

➢ Auditors & Auditor's Report

❑ **Statutory Auditor**

M/s. Narinder Kumar and Company, Chartered Accountants (Firm Registration No. 030737N), were appointed as the Statutory Auditors of the Company at the 33rd Annual General Meeting to hold office for a term of five consecutive years, from the conclusion of the 33rd Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company.

The Statutory Auditors have submitted their Audit Reports on the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026.

The Notes to the Standalone and Consolidated Financial Statements referred to in the Statutory Auditors' Reports are self-explanatory and do not call for any further comments by the Board. The Statutory Auditors' Reports do not contain any qualification, reservation, adverse remark or disclaimer, and accordingly, no explanation or comment of the Board is required in terms of Section 134(3)(f) of the Companies Act, 2013.

❑ **Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and based on the recommendation of the Board of Directors, the Members of the Company at their 34th Annual General Meeting held on

September 30, 2025, approved the appointment of M/s K V Bindra & Associates, Practicing Company Secretaries (Membership No. F10074 and Certificate of Practice No. 12962) as the Secretarial Auditor of the Company for a term of four (4) consecutive financial years, commencing from the financial year 2025-26 and ending with the financial year 2028-29, on such remuneration and terms and conditions as may be determined by the Board of Directors from time to time.

M/s K V Bindra & Associates, Practicing Company Secretaries, conducted the Secretarial Audit of the Company for the financial year ended **March 31, 2026**. The Secretarial Audit Report in **Form MR-3** for the financial year ended March 31, 2026 is annexed to this Board's Report as **Annexure III** and forms an integral part of this Report.

The Secretarial Audit Report does not contain any **qualification, reservation, adverse remark or disclaimer**, and accordingly, no explanation or comments of the Board are required in this regard.

- **Internal Auditors**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Rules made thereunder, M/s Vikas Wasson and Associates, Chartered Accountants (Firm Registration No. 026171N), continued as the Internal Auditor of the Company during the financial year under review.

The Internal Auditor carried out the internal audit of the Company's operations for the financial year ended March 31, 2026. The internal audit reports, together with the management's responses thereon, were periodically reviewed by the Audit Committee, which monitored the implementation of the recommendations and the adequacy and effectiveness of the Company's internal financial controls and risk management processes.

- **Secretarial Standards**

The company has established robust systems to ensure adherence to all applicable Secretarial Standards issued by the Institute of Company Secretaries of India ('ICSI') and approved by the Central Government. These systems are designed to facilitate compliance with the provisions of the Act, specifically Section 118(10), which mandates the observance of Secretarial Standards concerning General and Board Meetings.

To maintain effective implementation, the company regularly reviews and updates its internal processes to align with the evolving standards and best practices.This proactive approach ensures that the systems remain adequate and operate effectively, thereby upholding the highest standards of corporate governance.

- **Reporting Of Frauds By Auditors**

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor reported any fraud under Section 143(12) of the Companies Act, 2013.

- **Maintenance of Cost Records**

The provisions of maintenance of Cost Records as specified by the Central Government under subsection (1) of Section 148 of the Act are not applicable to the Company.

➢ Conservation of Energy, Technology Absorption, Research and Development, and Foreign Exchange Earnings and Outgo

- **Conservation of Energy, Technology Absorption, and Research and Development**

Considering the nature of the Company's operations as a service-sector company without any manufacturing facility, the particulars relating to conservation of energy and technology absorption prescribed under Section 134(3)(m) of the Companies Act, 2013, read with the applicable Rules, are not applicable to the Company. Nevertheless, the Company continues to adopt modern technology to improve the productivity and quality of its services and invests in appropriate hardware and software infrastructure. During the year under review, the Company did not incur any expenditure on research and development.
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- **Foreign Exchange Earnings and Outgo**

During the year under review, foreign exchange earnings amounted to ₹228.92 lakhs, compared with ₹201.26 lakhs in the previous year. Expenditure in foreign currency amounted to ₹14.78 lakhs, compared with ₹6.00 lakhs in the previous year.

➢ Corporate Social Responsibility (CSR) Policy

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility were not applicable to the Company during the financial year under review.

➢ Human Resource Management

Human resources management at Megri Soft Ltd. goes beyond the set boundaries of compensation, performance reviews and development. Your Company considers people its biggest assets, and 'Believing in People' is at the heart of its human resource strategy. Your Company has put concerted efforts in talent management and succession planning, practices, strong performance management and learning and training initiatives to ensure that your Company consistently develops inspiring, strong and credible leadership.

During the year, the focus of your Company was to ensure that young talent is nurtured and mentored consistently, that rewards and recognition are commensurate with performance and that employees have the opportunity to develop and grow. Your Company has established an organisational structure that is agile and focused on delivering business results.

Regular communication and sustained efforts ensure employees are aligned on common objectives and have the right information on business evolution. Your Company strongly believes in fostering a culture of trust and mutual respect in all its employees. It seeks to ensure that everyone understands the company's values and principles and is the reference point in all people-related matters.

➢ Sexual Harassment of Women at Workplace

The Company has zero tolerance towards sexual harassment of women at the workplace and has adopted a policy in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The Company has complied with the applicable provisions relating to the constitution of the Internal Complaints Committee.

The details of complaints during FY 2025–26 are as follows:

S.No.	**Particulars**	**Number**
1.	Complaints received during the year	Nil
2.	Complaints disposed of during the year	Nil
3.	Complaints pending for more than 90 days	Nil

➢ Managerial Remuneration And Other Disclosures

Disclosure pursuant to Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

(a) The disclosures required under Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are provided below.

(b) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company and other particulars required under Rule 5(1) of the said Rules are annexed to and form part of this Report as **Annexure IV**.

(c) The statement containing the particulars of employees required under Rule 5(2), read with Rule 5(3), of the said Rules forms part of this Report. During the year under review, no employee received remuneration exceeding the limits prescribed under Rule 5(2). In accordance with Section 136 of the Companies Act, 2013, the Annual Report is being sent to the Members without the aforesaid statement. The statement is available for inspection at the Registered Office of the Company during business hours, and any Member interested in obtaining a copy may write to the Company.

(d) During the year under review, no Director of the Company, including the Managing Director or Whole-time Director, received any commission from the Company or its subsidiary.

➢ Directors Responsibility Statement

As required under Section 134(3)(c) of the Act, your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, confirm that:

A. In the preparation of annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures, wherever applicable, within the statutory prescribed timeline.

B. The Directors 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 as at March 31, 2026, and of the profit of the Company for that year;

C. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

D. The Directors have prepared the Annual Accounts on a going concern basis.

E. The Directors have laid down internal financial controls to be followed by the Company, and that such financial controls are adequate and are operating effectively;

F. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2025-2026.

➢ General Disclosures

Your Directors state that no disclosure or reporting is required in respect of the following items, as there were no transactions on these items during the year under review:

1) The Company did not accept any deposits covered under Chapter V of the Companies Act, 2013.
2) The Company did not issue any equity shares with differential rights as to dividend, voting or otherwise.
3) No material changes or commitments affecting the financial position of the Company occurred between the end of the financial year and the date of this Report.
4) There was no change in the nature of the Company's business.

Your Directors further state that no cases were filed during the year under review pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

➢ Code of Conduct

The Board of Directors has approved a Code of Conduct applicable to the Members of the Board and Senior Management Personnel in the conduct of the Company's business operations. The Company follows a policy of zero tolerance towards bribery, corruption and unethical conduct in any form, and the Board has laid down appropriate directives to prevent such acts. The Code lays down the standards of business conduct expected to be followed by the Directors and Senior Management Personnel, particularly in matters relating to integrity at the workplace, ethical business practices and dealings with stakeholders. The Code is available on the Company's website at: https://www.megrisoft.com/pdfs/code-of-conduct.pdf

➢ **Other disclosures**

1. Disclosures pertaining to compliance with Secretarial Standards: During the year under review, the Company has complied with the applicable Secretarial Standards
2. Details of deposits in terms of Rule 8(5) of the Companies (Accounts) Rules, 2014: During the year under review, the Company has not accepted any deposits falling within the purview of Section 73 of the Companies Act, 2013.
3. Details of equity shares with differential voting rights in terms of Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014: During the year under review, the Company has not issued any equity shares with differential voting rights as to dividend, voting or otherwise
4. Details of sweat equity shares in terms of Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014: During the year under review, the Company has not issued any sweat equity shares.
5. The Company has not reduced or bought back its share capital, has not changed the share capital structure from any restructuring.
6. The company's securities were not suspended for trading during the year.
7. Details of shares held in trust for the benefit of employees where the voting rights are not exercised directly by the employees in terms of Section 67 of the Companies Act, 2013: Not applicable.
8. The disclosure pertaining to explanation for any variations or deviation in connection with certain terms of a public issue, right issue, preferential issue etc is not applicable to the company.
9. Details pertaining to application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016): During the year under review, there are no proceedings admitted or pending against the Company under the Insolvency and Bankruptcy Code, 2016 before National Company Law Tribunal or other courts.
10. Detailed reasons for revision of financial statements and report of the Board in terms of Section 131(1) of the Companies Act, 2013: The Company has not revised its financial statements or the Directors' Report during the year under review in terms of Section 131 of the Companies Act, 2013
11. The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking a loan from the Banks or Financial Institutions, along with the reasons thereof, is not applicable.

➢ **Appreciation**

The Board places on record its sincere appreciation for the continued support and cooperation received from the Company's clients, vendors, investors, bankers, employees and other stakeholders during the year under review. The Board also acknowledges the valuable assistance and support extended by the Government of India, various State Governments, regulatory authorities, tax authorities, the Reserve Bank of India, the Greater Mohali Area Development Authority, Software Technology Parks of India, Special Economic Zone authorities and other government agencies in India and the countries where the Company operates.

The Board further appreciates the dedication, commitment and valuable contributions of employees at all levels, whose collective efforts have contributed significantly to the Company's growth and performance.

For and on behalf of the Board

Place: Chandigarh	**Mohnesh Kohli**	**Rajnesh Sharma**
Date: 19.05.2026	**Director**	**Whole-Time Director**
	DIN:01784617	**DIN:02528435**

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Management Discussion and Analysis

The Management Discussion and Analysis Report, as stipulated under Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Annual Report.

➢ Overview

Megri Soft Limited ("the Company") is a listed IT/ITES services and consulting company offering a wide range of digital solutions and web-based products designed to address the evolving needs of the global digital economy. Headquartered in Chandigarh, the Company also operates an IT facility in Mohali and serves clients in India and international markets. As the Company moves forward, it remains committed to enhancing its service portfolio, adopting emerging technologies and strengthening its position in the IT/ITES and digital services sector.

Our service portfolio spans across web design and development, e-commerce solutions, SaaS platforms, mobile app development for iOS and Android, web hosting, domain registration, and advanced web programming. With a strong focus on digital transformation, we also specialize in artificial intelligence (AI) models and applications, accounting outsourcing, and the development of proprietary web tools and software solutions tailored to diverse industry requirements.

In the field of digital marketing, Megri Soft Limited continues to build on its expertise in search engine optimization (SEO), pay-per-click (PPC) advertising, social media management, link building, and comprehensive online reputation management. These services have enabled our clients to expand their digital footprint, attract targeted audiences, and enhance business outcomes.

During the year under review, the Company has actively expanded its IT/ITES service offerings, supported by the rising demand for digital adoption across industries in India and globally. The proliferation of smartphones, tablets, and high-speed connectivity, along with growing reliance on technology-enabled business solutions, has provided significant growth opportunities for our services.

In addition to client services, the Company continues to invest in and operate a portfolio of Indian and international web portals and vortals on varied subjects, strengthening its presence as a digital content and service provider.

➢ Industry Structure and Development

The global Information Technology and IT-enabled Services (IT/ITES) industry continues to support digital transformation and innovation across economies and businesses. The industry is characterised by rapid technological advancements, increasing enterprise adoption of cloud computing, mobile technologies and artificial intelligence, and growing reliance on digital platforms to improve operational efficiency and customer engagement.

India remains one of the world's leading destinations for IT/ITES services, supported by a skilled talent pool, competitive costs and an established record of delivering technology solutions. The Government of India's focus on digitalisation, expansion of digital infrastructure and promotion of innovation and startups continues to support the industry's development. Rising internet penetration, increasing smartphone usage and the adoption of 5G technology are creating opportunities for businesses to connect with customers and expand their operations.

The digital services segment, covering web development, e-commerce platforms, SaaS solutions, digital marketing and AI-enabled applications, continues to expand. Enterprises in India and international markets are investing in their online presence, data-driven marketing and intelligent automation to remain competitive. This has increased demand for services such as search engine optimisation, social media management, e-commerce enablement and cloud-based solutions, areas in which the Company operates.

At the same time, the industry is undergoing structural changes, with an increased focus on cybersecurity, compliance with data-protection and privacy regulations, and sustainable business practices. Outsourcing models are also evolving, as clients increasingly seek strategic technology partners that can provide innovation, scalability and measurable business outcomes in addition to cost efficiencies.

Overall, the IT/ITES industry remains well positioned for continued growth, supported by domestic demand, global outsourcing opportunities, government initiatives and the ongoing digitalisation of businesses. This environment presents both opportunities and challenges for the Company and requires continuous innovation, operational agility and a clear understanding of client requirements across different markets.

➢ Opportunities and Threats

Opportunities

Megri Soft Limited is well positioned to capitalize on the expanding global IT/ITES and digital services market. With its strong technological expertise and service portfolio spanning web development, digital marketing, SaaS, e-commerce, and AI solutions, the Company is prepared to address both domestic and international demand for next-generation digital transformation.

1. **Expanding IT Export Market**
   India's position as a global IT outsourcing hub provides significant opportunities. Megri Soft Limited, with its track record of delivering quality solutions, is well placed to expand its footprint in international markets.

2. **Skilled and Committed Workforce**
   The Company's pool of highly qualified, English-speaking professionals remains a cornerstone of growth. Their technical competence, adaptability, and commitment to work ethics ensure high standards of delivery, innovation, and client satisfaction.

3. **24x7 Service Advantage**
   Leveraging its strategic location and time zone advantage, the Company offers round-the-clock services, enabling faster turnaround times and providing added value to global clients. This delivery model strengthens client trust and long-term partnerships.

4. **Digital Marketing and Online Visibility**
   With businesses increasingly focusing on online branding and performance-driven marketing, demand for SEO, PPC, and social media services continues to grow. Megri Soft Limited's expertise in digital marketing positions it strongly in this high-growth area.

5. **E-commerce and Mobile Application Growth**
The surge in online shopping, mobile-first customer engagement, and digital payments creates opportunities for customized e-commerce solutions and mobile app development.

6. **Artificial Intelligence and SaaS Adoption**
The increasing reliance on AI-driven tools, automation, and SaaS platforms provides new avenues for service expansion. Megri Soft Limited's early adoption of AI and SaaS offerings allows it to serve clients seeking intelligent and scalable solutions.

7. **Government and Industry Support**
Initiatives such as Digital India, 5G rollout, and policies promoting startups and innovation provide a favorable environment for growth. These reforms further enhance opportunities for IT/ITES providers like Megri Soft Limited.

By combining its technological expertise, strong workforce, global delivery capability, and ability to adapt to emerging technologies, the Company is well placed to sustain growth and deliver long-term value to its stakeholders.

Threats

While the IT/ITES and digital services industry offers vast potential, it also presents certain risks and challenges that may impact growth and operations of Megri Soft Limited. The key threats are as follows:

1. **Intense Competition**
The IT/ITES sector is highly competitive, with both domestic and international players offering similar services. Price pressures and the constant need to differentiate through innovation could affect profitability and market share.

2. **Rapid Technological Changes**
The industry is evolving rapidly with emerging technologies such as artificial intelligence, blockchain and cloud automation. Any inability to keep pace with technological developments or make appropriate investments in innovation and workforce capabilities may affect the Company's competitiveness.

3. **Cybersecurity and Data Privacy Risks**
Increasing reliance on digital platforms brings heightened risks of cyberattacks, data breaches, and compliance requirements with global regulations (such as GDPR and data protection laws in multiple jurisdictions). Failure to safeguard client data could impact reputation and client trust.

4. **Talent Retention and Rising Costs**
The Company's growth depends significantly on its skilled workforce. Rising demand for qualified IT professionals has led to increased attrition and higher employee costs, which may impact margins and resource continuity.

5. **Regulatory and Policy Changes**
Changes in domestic and international tax laws, export regulations, visa restrictions, or compliance frameworks can affect business operations, particularly in the IT export segment.

6. **Global Economic Uncertainty**
Slowdowns in key international markets, currency fluctuations, inflationary pressures, and geopolitical risks may reduce client spending on IT projects and outsourcing, impacting revenues.

7. **Client Concentration and Dependency**
Dependence on a limited number of clients or geographical markets may expose the Company to revenue volatility arising from project delays, reductions in client budgets or changes in business priorities. The Company seeks to mitigate this risk by diversifying its client base across industries and markets.

Mitigation Measures

Megri Soft Limited actively monitors industry developments, regulatory changes, and emerging technologies to remain agile and adaptive. The Company invests in continuous upskilling of its workforce, adoption of new technologies such as AI and SaaS, and enhancement of cybersecurity frameworks to address evolving risks. By diversifying its client base across geographies and industry sectors, the Company reduces dependency on a limited set of markets. Further, robust governance practices, compliance systems, and a strong focus on innovation help mitigate risks arising from competition, regulatory changes, and global uncertainties.

➢ Outlook

Megri Soft Limited is positioned for sustainable growth, supported by its strategic focus on expanding international operations and strengthening its digital services portfolio. The Company has established a presence in key markets and continues to deepen its engagement across Europe, the United Kingdom, the United States, Canada, Australia and New Zealand.

To support its international operations, the Company has a subsidiary in the United Kingdom, which supports its business activities in the UK and European markets. The subsidiary enables Megri Soft Limited to deliver localised and AI-driven digital solutions, including search engine optimisation, IT consulting and performance marketing, tailored to the requirements of European businesses. Its presence in the region enables the Company to improve client engagement, enhance responsiveness and strengthen long-term business relationships.

In the United Kingdom, where the Company has developed its business in SEO and IT services, it continues to broaden its service offerings in response to the evolving requirements of the digital economy. The United States and Canada also remain important markets due to their advanced adoption of technology and demand for digital transformation services. The Company intends to leverage its capabilities in digital marketing, SaaS and IT-enabled services to address the changing requirements of clients in these markets.

The Company also continues to explore growth opportunities in Australia and New Zealand. Increasing digital adoption and the evolving business environment in these markets provide opportunities for the delivery of customised e-commerce, SaaS and digital marketing solutions.

Looking ahead, Megri Soft Limited will continue to focus on innovation, scalability and client-centric service delivery. By diversifying geographically and expanding its technology-driven offerings, the Company remains committed to building a resilient global presence, enhancing shareholder value and strengthening its position as a provider of IT/ITES and digital solutions.

➢ Risks and Concerns

Megri Soft Limited operates in a rapidly evolving IT/ITES environment and is exposed to various external and internal risks. Key concerns include dependence on international markets, talent retention, regulatory and compliance requirements across multiple jurisdictions, foreign currency fluctuations, cybersecurity threats and changes in client budgets, any of which may affect the Company's operations and financial performance.

The Company monitors these risks on an ongoing basis and seeks to mitigate them by diversifying its client base, investing in employee development, strengthening data security and maintaining appropriate compliance systems. Although risks cannot be eliminated entirely, the Company continues to review and strengthen its risk-management measures to support business continuity and protect stakeholder interests.

➢ Discussion on Financial Performance

The financial statements of the Company have been prepared in accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder, the Indian Accounting Standards (Ind AS) and the applicable requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Management accepts responsibility for the integrity, accuracy and objectivity of the financial statements and for the estimates and judgements used in their preparation. Such estimates and assumptions have been made on a prudent and reasonable basis to ensure that the financial statements present a true and fair view of the Company's financial position, financial performance and cash flows for the year.

During the year under review, the Company maintained a sound operational and financial position. Through prudent financial management and efficient operations, the Company generated adequate internal resources to support its business requirements and growth initiatives without reliance on external borrowings.

The Company continued to build on its capabilities as a provider of IT/ITES services, search engine optimisation, digital marketing, artificial intelligence solutions, SaaS platforms and web development services. Its focus on expanding service offerings, enhancing digital capabilities and improving operational efficiency enabled it to maintain stable performance in a competitive business environment.

Looking ahead, the Company intends to strengthen its financial and operational position by investing in innovation, expanding its market reach and leveraging the capabilities of its workforce. Combined with prudent financial management, these initiatives are expected to support sustainable growth and long-term value creation for shareholders and other stakeholders.

➢ Internal Control Systems and Their Adequacy

The Company has established an internal control framework designed to safeguard its assets, ensure the accuracy and reliability of financial reporting, promote operational efficiency and ensure compliance with applicable laws and regulations. The internal control systems are commensurate with the size, nature and complexity of the Company's operations and are reviewed periodically to assess their adequacy and effectiveness.

The internal control framework includes documented policies, defined levels of authority and standard operating procedures intended to promote effective decision-making and accountability. Periodic reviews and internal audits are conducted to identify risks, evaluate the effectiveness of controls and recommend improvements wherever necessary.

The Audit Committee, in consultation with the Statutory Auditors and Internal Auditors, reviews the adequacy and effectiveness of the Company's internal control systems. The observations and recommendations arising from the audits are placed before the Management and the Audit Committee, and necessary corrective measures are undertaken.

Based on the reviews conducted during the year, the Board is of the opinion that the Company's internal control systems, including internal financial controls over financial reporting, were adequate and operating effectively and were commensurate with the nature and scale of its operations.

➢ Material Developments in Human Resources and Environmental Initiatives

Human resources remain central to Megri Soft Limited's growth strategy. The Company recognises that its performance is driven by the talent, skills and dedication of its workforce. Accordingly, it continues to promote a work environment that supports innovation, learning and professional development. The Company had 26 permanent employees on its rolls as at March 31, 2026.

During the year under review, the Company undertook initiatives to strengthen employee capabilities, including training and skill-development programmes covering emerging technologies, artificial intelligence, digital marketing, SaaS and cloud solutions. Employee engagement and well-being remained a priority, with initiatives aimed at supporting work-life balance, inclusivity, collaboration and open communication.

The Company is also conscious of its responsibility towards the environment and continues to adopt measures aimed at conserving resources, reducing its environmental impact and encouraging digital-first practices to minimise paper consumption. Employees are encouraged to practise energy conservation and responsible waste management.

The Board acknowledges the importance of the Company's employees and its environmental responsibilities and remains committed to strengthening its initiatives in these areas in alignment with its long-term objectives.

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Cautionary / Forward-Looking Statement

This Management Discussion and Analysis contains certain forward-looking statements relating to the Company's business strategies, growth prospects, future performance and industry outlook. These statements are based on the Management's current expectations, estimates, projections and assumptions and are subject to known and unknown risks and uncertainties. Actual results, performance or achievements may differ materially from those expressed or implied in such statements.

Factors that may affect the Company's performance include changes in economic conditions, demand for IT/ITES and digital services, technological developments, competitive pressures, regulatory and policy changes, cybersecurity risks, availability and retention of skilled personnel, foreign currency fluctuations and other factors beyond the Company's control.

The Company undertakes no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as required under applicable law. These statements do not constitute a guarantee of future performance and should be read in conjunction with the Company's audited financial statements and the accompanying notes.

Annexure I

Form AOC-1

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

Statement containing salient features of the financial statements of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

S. No.	Particulars	Details
1.	Name of the subsidiary	MEGRISOFT LIMITED
2.	Date since when subsidiary was acquired	18 October, 2016
3.	The reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as the Holding Company
4.	Reporting currency and Exchange rate as of the last date of the relevant Financial year in the case of foreign subsidiaries	British Pound Sterling (GBP) (Closing Exchange Rate: Rs. 125.63 per GBP as at March 31, 2026)
5.	Share capital	₹ 0.20 Lakh (GBP 160)
6.	Reserves & surplus	₹ 43.98 Lakhs
7.	Total assets	₹ 80.59 Lakhs
8.	Total Liabilities	₹ 80.59 Lakhs
9.	Investments	N.A.
10.	Turnover	₹ 54.96 Lakhs
11.	Profit before taxation	₹ 1.98 Lakhs
12.	Provision for taxation	₹ 0.34 Lakhs
13.	Profit after taxation	₹ 1.64 Lakhs
14.	Proposed Dividend	N.A.
15.	% of shareholding	62.50%

Notes: The following information shall be furnished at the end of the statement:

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

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013, related to Associate Companies and Joint Ventures

1. Name of Associates/Joint Ventures	**N.A.**
2. Latest audited Balance Sheet Date	**N.A**
3. Date on which the Associate or Joint Venture was associated or acquired	**N.A**
4. Shares of Associate/Joint Ventures held by the company on the year-end	**N.A**
A. Number	**N.A**
B. Amount of Investment in Associates/Joint Venture	**N.A**
C. Extent of Holding%	**N.A**
5. Description of how there is significant influence	**N.A**
6. Reason why the associate/joint venture is not consolidated	**N.A**
7. Net worth attributable to shareholding as per latest audited Balance Sheet	**N.A**
8. Profit/Loss for the year	**N.A**
i. Considered in Consolidation	**N.A**
ii. Not Considered in Consolidation	**N.A**

Note:
1. Names of associates or joint ventures which are yet to commence operations - N.A.
2. Names of associates or joint ventures which have been liquidated or sold during the year. - N.A.

For and on behalf of the Board

Place: Chandigarh
Date: 19.05.2026

Mohnesh Kohli
Director
DIN:01784617

Rajnesh Sharma
Whole-Time Director
DIN:02528435

Annexure II

NOMINATION AND REMUNERATION POLICY
OF
MEGRI SOFT LIMITED
(U/s 178 of the Companies Act, 2013 and Clause 49 (IV) of the Amended Listing Agreement)

1. PREFACE:

In terms of the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, this policy on Nomination and Remuneration of Directors and Senior Management has been formulated by the Committee and approved by the Board of Directors in their meeting held on 1st November 2014. The policy is as under:-

2. ROLE OF THE COMMITTEE:

a) To identify persons who are qualified to become Directors and who may be app Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal
b) To formulate criteria for determining qualifications, positive attributes and independence of a Director.
c) To recommend to the Board remuneration policy related to remuneration of Directors (whole time Directors, Executive Directors etc.), Key Managerial Personnel and other employees while ensuring the following:-
    1. That the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.
    2. The relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
    3. That remuneration to directors, key managerial personnel and senior management, involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
d) To formulate criteria for evaluation of Directors and the Board.
e) To devise a policy on Board diversity.

3. MEMBERSHIP:

a) The Committee shall consist of a minimum of 3 non-executive directors, the majority of them being independent.
b) A minimum of two (2) members shall constitute a quorum for the Committee meeting.
c) Membership of the Committee shall be disclosed in the Annual Report.
d) Terms of the Committee shall be continued unless terminated by the Board of Directors.

4. CHAIRMAN:

a) The chairman of the Committee shall be an Independent Director.
b) The chairman of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
d) The chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

5. FREQUENCY OF MEETINGS:

The meeting of the Committee shall be held at such regular intervals as may be required.

6. COMMITTEE MEMBERS' INTERESTS:

a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
b) The Committee may invite such executives as it considers appropriate to be present at the meetings of the Committee.

7. SECRETARY:

The Company Secretary of the Company shall act as Secretary of the Committee.

8. VOTING:

a) Decisions of the Committee shall be decided by a majority of votes of Members present and voting, and any such decision shall, for all purposes, be deemed a decision of the Committee.
b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

9. MINUTES OF COMMITTEE MEETING:

The minutes of all the proceedings of all meetings must be signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board meetings.

10. EFFECTIVE DATE & AMENDMENTS:

This policy will be effective from 1st November 2014 and may be amended subject to the approval of the Board of Directors.

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Annexure III

Form No. MR-3
Secretarial Audit Report
For the Financial Year Ended March 31, 2026
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Megri Soft Limited
CIN: L72200CH1992PLC011996
SCO 80, Sector 47D,
Chandigarh 160047

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

Based on our verification of the company's statutory registers, 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 March 31, 2026 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has followed proper Board-processes 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 Megri Soft Limited ("The Company") for the period ended on March 31, 2026, to the extent applicable and according to the provisions of :

a. The Companies Act, 2013 (the Act) and the Rules made thereunder;
b. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
c. The Depositories Act, 1996, and the Regulations and Bye-laws framed thereunder;
d. Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder for compliance to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. During the Financial Year under review, there were no reportable transactions/ events in respect of Overseas Direct Investment and External Commercial Borrowings.
e. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), as amended from time to time;
   i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (including amendments thereto);
   iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company during the Audit Period);
   iv. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. (Not applicable to the Company during the Audit Period);
   v. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025, regarding the Companies Act and dealing with clients; (Not applicable to the Company during the period under review)
   vi. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during the Audit Period);
   vii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the Audit Period);
   viii. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during the Audit Period);
   ix. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

f. Other specifically business/ industry related law applicable to the Company

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

I. Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India; and

II. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors, Independent Directors, and a Women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda, and detailed notes on the agenda were sent at least 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines. As informed, the Company has responded appropriately to communication received from various statutory/regulatory authorities, including initiating actions for corrective measures, wherever found necessary.

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

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.

For K V Bindra & Associates
Company Secretaries

CS Karan Vir Bindra
Proprietor
Membership No.: FCS 10074
(Certificate of Practice No: 12962)
Peer Review Certificate No. 2522/2022
UDIN: F010074H000328348
Place: Mohali
Dated: May 11, 2026

Annexure-A

To,

The Members,
Megri Soft Limited
SCO 80, Sector 47D,
Chandigarh 160047
CIN: L72200CH1992PLC011996

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial and other records of applicable laws 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 a random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a 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 laws, rules, and regulations and the happening of events, etc.

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, and standards is the responsibility of management. Our examination was limited to the verification of procedures on a random test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For K V Bindra & Associates
Company Secretaries

CS Karan Vir Bindra
Proprietor
Membership No.: FCS 10074
(Certificate of Practice No 12962)
Peer Review Certificate No. 2522/2022
UDIN: F010074H000328348
Place: Mohali
Dated: May 11, 2026

Annexure IV

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year is given below:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for Financial Year 2025-26 (` In Lakhs)	Increase / (Decrease) in Remuneration In Financial Year 2025-26	Ratio of remuneration of each Director to median remuneration of employees
1.	Rajnesh Sharma, Whole Time Director & CFO	3.93	(0.88%)	2.12
2.	Ms. Saloni Garg	2.18	N.A.	N.A.

1. The percentage increase in the median remuneration of employees during the financial year was 24.98%.
2. The number of permanent employees on the rolls of the Company as at March 31, 2026 was 26.
3. The average decrease in the salaries of employees other than managerial personnel during FY 2025-26 was 44.68%, compared with an average increase in the remuneration of managerial personnel of 151.05%.
4. The Whole-time Director did not receive any variable pay, commission, bonus or performance-linked incentive during the financial year.
5. Ms. Saloni Garg was appointed as Company Secretary and Compliance Officer with effect from January 31, 2025. Since her remuneration for FY 2024–25 related only to part of that financial year, the percentage increase or decrease in her remuneration for FY 2025–26 is not comparable and has therefore been stated as not applicable. The ratio to median remuneration is not applicable since she is not a Director of the Company.
6. It is hereby affirmed that the remuneration paid during the financial year is in accordance with the Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees.

ANNEXURE V

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,
Megri Soft Limited
SCO 80, Sector 47D,
Chandigarh 160047

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Megri Soft Limited, having CIN: L72200CH1992PLC011996 and having registered office at SCO 80, Sector-47D Chandigarh 160047 (hereinafter referred to as '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 and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **March 31, 2026,** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

S. No	Name of the Director	DIN	Date of appointment / re-appointment
1.	Mohnesh Kohli	01784617	09/09/1994
2.	Aprajita Kohli	02489600	30/09/2009
3.	Rajnesh Sharma	02528435	18/08/1998
4.	Sahil Malhotra	10167054	04/07/2023
5.	Raman Seth	07986684	29/09/2023
6.	Diksha	07072776	30/09/2024

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

For K V Bindra & Associates
Company Secretaries

CS Karan Vir Bindra
Proprietor
Membership No.: FCS 10074
(Certificate of Practice No: 12962)
Peer Review Certificate No. 2522/2022
UDIN: F010074H000328183
Place: Mohali
Dated: May 11, 2026

Megrisoft

ANNEXURE VI

CEO/CFO COMPLIANCE CERTIFICATE

Based on the principles specified in Part B of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors
Megri Soft Limited
S.C.O. 80, Sector 47-D
Chandigarh – 160047

Dear Members of the Board,

I, Rajnesh Sharma, Whole-time Director and Chief Financial Officer of Megri Soft Limited, to the best of my knowledge and belief, certify that:

A. I have reviewed the annual financial statements and the cash flow statement of the Company for the financial year ended March 31, 2026, and, to the best of my knowledge and belief:

1. these statements do not contain any materially untrue statement, omit any material fact or contain statements that might be misleading; and
2. these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards and applicable laws and regulations.

B. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the financial year that are fraudulent, illegal or violative of the Company's Code of Conduct.

C. I accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the Company's internal control systems pertaining to financial reporting. I have disclosed to the Statutory Auditors and the Audit Committee deficiencies, if any, in the design or operation of such internal controls of which I am aware and the steps taken or proposed to be taken to rectify such deficiencies.

D. I have indicated to the Statutory Auditors and the Audit Committee:

1. significant changes, if any, in internal control over financial reporting during the financial year;
2. significant changes, if any, in accounting policies during the financial year and that the same have been disclosed in the notes to the financial statements; and
3. instances of significant fraud, if any, of which I have become aware and the involvement therein of the Management or any employee having a significant role in the Company's internal control system over financial reporting.

Rajnesh Sharma
DIN: 02528435
Whole-time Director and Chief Financial Officer

Date: May 19, 2026
Place: Chandigarh

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ANNEXURE VII

DECLARATION REGARDING COMPLIANCE WITH THE CODE OF CONDUCT

The Company has adopted a Code of Conduct for the Members of the Board and Senior Management Personnel, which is available on the Company's website.

I hereby confirm that, for the financial year ended March 31, 2026, the Company has received affirmations from all Members of the Board and Senior Management Personnel regarding compliance with the Code of Conduct applicable to them.

Rajnesh Sharma
Whole Time Director and Chief Financial Officer
DIN 02528435
Date: 19.05.2026
Place: Chandigarh

Independent Auditors' Report

To
The Members of Megri Soft Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Megri Soft Limited ("the Company"), which comprise the Balance sheet as at March 31, 2026, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

S.No.	Key Audit Matter	Auditor's Response
01.	Evaluation of uncertain tax positions	The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes. Refer Note 25 to the Standalone Financial Statements

Response to key audit matters & conclusion

Principal Audit Procedures
We performed the following substantive procedures: Obtained details of completed tax assessments and demands upto the year ended March 31, 2026 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2025 to evaluate whether any change was required to management's position on these uncertainties. Relying on relevant external evidence available including legal opinion relevant judicial precedents and industry practices getting management confirmation wherever considered necessary. We agree with management's evaluation.

Information other than the Standalone Financial Statements and Auditors' Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.

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 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.

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

Management's Responsibility for the Standalone Financial Statements
The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Standalone 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 an 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's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2026 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:
    a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
    b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
    c. The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
    d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
    e. On the basis of written representations received from the directors as on March 31, 2026, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026, from being appointed as a director in terms of Section 164(2) of the Act;

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion, the managerial remuneration for the year ended March 31, 2026 has been paid/provided by the Company to its 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 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 25 & 33** to the standalone financial statements;

    ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise;

    iii. During the year, the company was not liable to transfer any amount to the Investor Education Protection Fund

    iv. a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("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 its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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 the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement

v. The company has not declared or paid any dividend during the year. Hence compliance with Section 123 of the Act is not applicable on the company.

vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of accounts for the financial year ended March 31, 2026 which has a features of recording Audit Trail (edit log) facility and the same has operated throughout the year for all relevant transactions records in the software . Further, during the course of our audit, we did not come across any instance of the audit trail features being tampered with.

For Narinder Kumar And Company
Chartered Accountants
ICAI Firm Registration Number: 030737N

Narinder Kumar Garg
Partner
Membership Number: 080287
Place of Signature: Chandigarh
Date: 19th May, 2026
ICAI UDIN: 26080287IAVDFU4321

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF MEGRI SOFT LIMITED

(Referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" section of our report of even date)

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

I. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

b) The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all the assets over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification

c) According to the information and explanations given by the management, the title deeds of all the immovable properties of land which are freehold, are held in the name of the company except one plot refer to Note no 32

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

e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026, for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.

II.

a) The Company is in the business of rendering software services, and consequently, does not hold any inventory. Therefore, the provisions of Clause (ii) of paragraph 3 of the said Order are not applicable to the Company.
b) The Company has not been sanctioned working capital limits in excess of Rs 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable

III. According to the information and explanations are given to us and on the basis of our examination of the records of the Company, the Company has not provided a guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. The Company has not granted any loans, secured or unsecured, to firms, limited liability partnerships or any other parties during the year. In our opinion, the investments made and the terms and conditions of the investment during the year are, prima facie, not prejudicial to the Company's interest. Accordingly, the provisions of clause 3 (iii) (a) (c) to (f) of the Order are not applicable to the Company and hence not commented upon.

IV. In our opinion and according to the information and explanations given to us, provisions of section 186 of the Companies Act 2013 in respect of investments made have been complied with by the company. There are no loans, guarantees, and securities given in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.

V. The Company has not accepted any deposits from the public during the year and hence the provisions of clause 3 (v) of the Order are 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 Companies Act, 2013 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. According to the information and explanations given to us and based on the records of the company examined by us:

a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, service tax, value added tax, goods and service tax, cess and other statutory dues applicable to it.
b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material Statutory dues in arrears as at March 31, 2026 for a period of more than six months from the date they became payable.
c) However, according to information and explanations given to us, the following dues of income tax have not been deposited / disputed by the Company:

Nature of Statute	Nature of Dues	Amount (in Rs.)	Period to which amount relates	Forum where dispute is pending
Income tax Act, 1961	Tax and interest	1,50,07,633	A.Y 2013-14	CIT(Appeals)
Income tax Act, 1961	Tax and interest	65,15,710	A.Y 2014-15	CIT(Appeals)
Income tax Act, 1961	Tax and interest	18,67,998	A.Y 2016-17	CIT(Appeals)

VIII. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

IX. a. The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.

b. In our opinion and according to the information and explanation given to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority

c. The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

d. In our opinion and according to the information and explanation given to us, there are no funds raised on short term basis which have been utilised for long term basis.

e. In our opinion and according to the information and explanation given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

f. In our opinion and according to the information and explanation given to us, The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, associates or joint ventures.

X.

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

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

XI.

a) On the basis of books and records of the company examined by us and according to the information and explanations given to us, we report no fraud by the Company and no material fraud on the Company has been noticed or reported during the year in the course of audit

b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report

c) As represented to us by the Management, the company has not received any whistle blower complaints received by the Company during the year (and upto the date of this report), and hence reporting under clause 3(xi)(b) of the Order is not applicable.

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

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

XIV.

a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

XV. According to the information and explanations given to us and on the basis of books and records examined by us , the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company. Accordingly, reporting under clause 3(xv) of the order is not applicable.

XVI.

a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable

XVII. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year

XVIII. There has been no resignation of the statutory auditors of the Company during the year.

XIX. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of the balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

XX. In our opinion and according to the information and explanations are given to us, Corporate Social Responsibility (CSR) is not applicable to the company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For Narinder Kumar And Company
Chartered Accountants
ICAI Firm Registration Number: 030737N

Narinder Kumar Garg
Partner
Membership Number: 080287
Place of Signature: Chandigarh
Date: 19th May, 2026
ICAI UDIN: 26080287IAVDFU4321

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF MEGRI SOFT LIMITED
(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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

We have audited the internal financial controls over financial reporting of Megri Soft Limited ("the Company") as of March 31, 2026, in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 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 information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone financial statements 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 as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. 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 with reference to these standalone financial statements 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 with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone financial statements, 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 is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to these standalone financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting with reference to these standalone financial statements 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 with reference to these standalone financial statements 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 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 financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to these standalone financial statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone financial statements, 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 with reference to these standalone financial statements to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to these standalone financial statements and such internal financial controls over financial reporting with reference to these standalone financial statements 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

For Narinder Kumar And Company
Chartered Accountants
ICAI Firm Registration Number: 030737N

Narinder Kumar Garg
Partner
Membership Number: 080287
Place of Signature: Chandigarh
Date: 19th May, 2026
ICAI UDIN: 26080287IAVDFU4321

MEGRI SOFT LIMITED
CIN : L72200CH1992PLC011996
Regd. Office : SCO 80, Sector 47D, Chandigarh -160047
AUDITED STANDALONE BALANCE SHEET AS AT MARCH 31, 2026

(Amount in '000)

S. No.	Particulars	Note	As At March 31, 2026	As At March 31, 2025
A	**ASSETS**			
1	**NON-CURRENT ASSETS**			
	Property, Plant and Equipment	3	78548	78314
	Other Intangible Assets	3	594	604
	Intangible Assets Under Development	3	20007	20007
	Capital Work In Progress	3	18191	8387
	lnvestment Property	3(a)	44701	44701
	Financial Assets			
	Investments	4(a)	15759	15434
	Deferred Tax Assets (Net)	5	311	283
	Other Non-Current Assets	6	32224	33103
	Total Non-Current Assets		**210335**	**200833**
2	**CURRENT ASSETS**			
	Financial Assets			
	a) Investments	4(b)	2358	348
	b) Trade Receivables	4(c)	2204	2491
	c) Cash and Cash Equivalents	7	1487	540
	d) Bank Balance Other Than (c) Above	8	5507	4618
	e) Other Current Assets	9	7699	13582
	Total Current Assets		**19255**	**21579**
	Total Assets		**229590**	**222412**
B	**EQUITY & LIABILITIES**			
1	**SHAREHOLDERS' FUNDS**			
	(a) Equity Share Capital	10(a)	31407	31407
	(b) Other Equity	10(b)	194027	188072
	Total Equity		**225434**	**219479**
2	**NON CURRENT LIABILTIES**			
	Financial Liabilities			
	(a) Long-Term Borrowings		-	-
	(b) Deferred Tax Liabilities (Net)		-	-
	Total Non-Current Liabilities		-	-
3	**CURRENT LIABILTIES**			
	Financial Liabilities			
	(a) Trade Payables	11	-	-
	(b) Other Current Liabilities	12	1276	351
	(c) Provisions	13	2880	2582
	Total Current Liabilities		4156	2933
	Total Equity and Liabilities		**229590**	**222412**

The accompanying notes 1 to 35 are in integral part of the Financial Statements.

As per our report of even date
For Narinder Kumar And Company
Chartered Accountants
Firm Registration No. 030737N

For and on behalf of Board of Directors

Mohnesh Kohli
(Director)
DIN: 01784617

Rajnesh Sharma
(Whole Time Director & CFO)
DIN: 02528435

(Narinder Kumar Garg)
Partner
Membership No. 080287

Saloni Garg
Company Secretary & Compliance Officer
M.No: A33867

Place: Chandigarh
Date: 19th May, 2026

MEGRI SOFT LIMITED

CIN : L72200CH1992PLC011996

Regd. Office : SCO 80, Sector 47D, Chandigarh -160047

STATEMENT OF AUDITED STANDALONE PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026

(Amount in '000) except EPS

S. No.	Particulars	Note	Year Ended March 31, 2026	Year Ended March 31, 2025
	Revenue From Operations	14	23682	29980
	Other Income	15	404	555
I	**Total Revenue**		**24086**	**30535**
	EXPENSES			
	a) Employee Benefit Expense	16	5971	11195
	b) Finance Costs	17	0	0
	c) Depreciation and Amortisation Expense	18	1111	1037
	d) Other Operating Expenses	19	8829	11839
II	**Total Expenses**		**15911**	**24071**
III	**Profit Before Tax (I-II)**		**8175**	**6464**
	Tax Expense			
	a) Current Tax		2151	1636
	b) Deferred Tax (Assets)/Liabilities		(28)	31
IV	**Total Tax Expenses**		**2123**	**1667**
V	**Profit for the year (after Tax) (III-IV)**		**6052**	**4797**
	Other Comprehensive Income			
	a) Items that will not be reclassified subsequently to profit or loss			
	Equity Investment through other comprehensive income		(131)	27
	Income tax relating to above		34	(7)
VI	**Total other comprehensive income**		**(97)**	**20**
VII	**Total Comprehensive income (V+VI)**		**5955**	**4817**
	Paid-up Equity Share Capital (face value of Rs. 10 per equity share)		31407	31407
	Earnings per Equity share of Rs. 10/- each:			
	1) Basic	20	1.93	1.53
	2) Diluted		1.93	1.53

The accompanying notes 1 to 35 are in integral part of the Financial Statements.

As per our report of even date
For Narinder Kumar And Company
Chartered Accountants
Firm Registration No. 030737N

For and on behalf of Board of Directors

Mohnesh Kohli
(Director)
DIN: 01784617

Rajnesh Sharma
(Whole Time Director & CFO)
DIN: 02528435

(Narinder Kumar Garg)
Partner
Membership No. 080287

Saloni Garg
Company Secretary & Compliance Officer
M.No: A33867

Place: Chandigarh
Date: 19th May, 2026

MEGRI SOFT LIMITED

CIN : L72200CH1992PLC011996

Regd. Office : SCO 80, Sector 47D, Chandigarh -160047

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

(Amount in '000)

Particulars	**Year ended March 31, 2026**		**Year ended March 31, 2025**	
CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax		**8175**		**6464**
Adjustments for:				
Interest Expenses	0		0	
Depreciation and Amortization	1111		1037	
Profit on Sale of Assets	(20)		0	
Profit on Sale of Investments	(24)		4	
Discount Received	-		-	
Interest Income on FDR's	(352)		(544)	
Dividend Income	(2)	713	(1)	496
Operating Profit before Working Capital Changes		**8888**		**6960**
Adjustments for:				
Short Term Borrowings	-		-	
Trade Payables	-		-	
Other Current Liabilities	925		(746)	
Provisions	298		(170)	
Trade Receivables	287		999	
Short Term Loans & Advances	-		-	
Other Current Assets	5883		(1986)	
Other Non Current Assets	879	8272	910	(993)
Cash Generated From Operations		**17160**		**5967**
Income Tax		(2151)		(1636)
Net Cash Flow From Operating Activities		**15009**		**4331**
CASH FLOW FROM INVESTING ACTIVITIES				
Loang Term Loans & Advances			0	
Expenditure on property, plant and equipment and intangibles	(11149)		(3687)	
Sale/Transfer of Fixed Assets	10		0	
Bank deposits	(889)		2998	
Investment	(2432)		(6195)	
Interest Income on FDR's	352		544	
Dividend Income	2		1	
Profit On Sale of Assets	20		0	
Income From Sale of Investment	24		(4)	
Net Cash Used In Investing Activities		**(14062)**		**(6343)**
CASH FLOW FROM FINANCING ACTIVITIES				
Interest on overdraft facility	0		0	
Net Cash Used In Financing Activities		**0**		**0**
Net increase in cash & Cash Equivalents		947		(2012)
Cash and Cash equivalents (Opening Balance)		540		2552
Cash and Cash equivalents (Closing Balance)		1487		540

Notes:

1. Figures in brackets indicate cash outflow.
2. The above Statement of Cash Flows has been prepared under the Indirect method as set out in IND AS - 7 on Statement of Cash Flows notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015], as amended.
3. The accompanying notes 1 to 35 are in integral part of the Financial Statements.

As per our report of even date

For Narinder Kumar And Company
Chartered Accountants
Firm Registration No. 030737N

For and on behalf of Board of Directors

Mohnesh Kohli
Director
DIN: 01784617

Rajnesh Sharma
(Whole Time Director & CFO)
DIN: 02528435

(Narinder Kumar Garg)
Partner
Membership No. 080287

Saloni Garg
Company Secretary & Compliance Officer
M.No: A33867

Place: Chandigarh
Date: 19th May, 2026

MEGRI SOFT LIMITED
CIN : L72200CH1992PLC011996
Regd. Office : SCO 80, Sector 47D, Chandigarh -160047
STATEMENT OF CHANGE IN EQUITY (F.Y.2025-26)

A. Equity Share Capital (F.Y.2025-26) **(Amount in '000)**

Balance as at April 1, 2025	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2025	Changes in equity share capital during the year	Balance as at March 31, 2026
31407	-	31407	-	31407

Equity Share Capital (F.Y.2024-25) **(Amount in '000)**

Balance as at April 1, 2024	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2024	Changes in equity share capital during the year	Balance as at March 31, 2025
31407	-	31407	-	31407

B. Other Equity (F.Y.2025-26) **(Amount in '000)**

Particulars	Reserves and surplus						Other comprehensive income				Total equity attributable to equity holders of the Company
	Capital equity reserve	Capital redemption reserve	Securities Premium	Retained earnings	General reserve	Statutory reserve	Equity Instruments through other comprehensive income	Effective portion of Cash Flow Hedges	Other items of other comprehensive income / (loss)	Foreign currency translation reserve	
Balance as at April 1, 2025	**-**	**-**	**-**	**182636**	**5295**	**-**	**141**	**-**	**-**	**-**	**188072**
Profit for the year	-	-	-	6052	-	-	-	-	-	-	6052
Total comprehensive income	-	-	-	-	-	-	(97)	-	-	-	(97)
Dividend	-	-	-	-	-	-	-	-	-	-	-
Transfer to reserves	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2026	**0**	**0**	**0**	**188688**	**5295**	**0**	**44**	**0**	**0**	**0**	**194027**

Other Equity (F.Y.2024-25) **(Amount in '000)**

Particulars	Reserves and surplus						Other comprehensive income				Total equity attributable to equity holders of the Company
	Capital equity reserve	Capital redemption reserve	Securities Premium	Retained earnings	General reserve	Statutory reserve	Equity Instruments through other comprehensive income	Effective portion of Cash Flow Hedges	Other items of other comprehensive income / (loss)	Foreign currency translation reserve	
Balance as at April 1, 2024	**-**	**-**	**-**	**177839**	**5295**	**-**	**121**	**-**	**-**	**-**	**183255**
Profit for the year	-	-	-	4797	-	-	-	-	-	-	4797
Total Comprehensive Income	-	-	-	-	-	-	20	-	-	-	20
Dividend	-	-	-	-	-	-	-	-	-	-	-
Transfer to reserves	-	-	-	-	-	-		-	-	-	-
Balance as at March 31, 2025	**0**	**0**	**0**	**182636**	**5295**	**0**	**141**	**0**	**0**	**0**	**188072**

The accompanying notes 1 to 35 are in integral part of the Financial Statements.

As per our report of even date
For Narinder Kumar And Company
Chartered Accountants
Firm Registration No. 030737N

For and on behalf of Board of Directors

Mohnesh Kohli
(Director)
DIN: 01784617

Rajnesh Sharma
(Whole Time Director & CFO)
DIN: 02528435

(Narinder Kumar Garg)
Partner
Membership No. 080287

Saloni Garg
Company Secretary & Compliance Officer
M.No: A33867

Place: Chandigarh
Date: 19th May, 2026

Notes to the Standalone Financial Statements for the year ended March 31, 2026

1. **Corporate Information -** Megri Soft Limited (the company) is a public limited company incorporated under the Companies Act, 2013, in India, with its registered office at SCO 80, Sector 47-D, Chandigarh, India 160047. Its shares are listed on two stock exchanges in India: the Bombay Stock Exchange (BSE Ltd) and the Metropolitan Stock Exchange of India (MSE). The company is registered with the Software Technology Parks of India (STPI) as a 100% Software Export-Oriented Unit and operates as an IT/ITES provider. The company specializes in web design and development, digital marketing, SEO, e-strategy consulting, eCommerce solutions, web hosting, AI consulting and development, SaaS projects, outsourcing, and next-generation digital services.

   The standalone financial statements are approved for issue by the Company's Board of Directors on 19 May 2026.

2. **Significant Accounting Policies**

2.1. Basis of Preparation of Financial Statements— This note provides a list of the significant accounting policies adopted in preparing these financial statements. These policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy hitherto in use.

2.1.1. Compliance with Ind AS - These standalone financial statements are prepared in accordance with the provisions of the Companies Act, 2013 (''the Act''), guidelines issued by the Securities and Exchange Board of India (SEBI) and Indian Accounting Standard (Ind AS) under the historical cost convention on accrual basis except for certain financial instruments which are measured at fair values, defined benefit liability/(asset) which is recognized at the present value of defined benefit obligation less fair value of plan assets. The Ind AS are prescribed under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The material accounting policy information used in preparation of the audited standalone financial statements have been discussed in the respective notes.

The financial statements are presented in Indian Rupees, and all amounts disclosed in the financial statements and notes are expressed in thousands, rounded to the nearest thousand, in accordance with the requirements of Schedule III of the Companies Act, 2013.

2.1.2. Presentation of financial statements

The financial statements (including balance sheet, statement of profit and loss and the statement of changes in equity) are prepared and presented in accordance with the format prescribed in Division II of Schedule III to the Companies Act, 2013, as amended from time to time. The statement of cash flows has been prepared using the indirect method. The disclosure requirements with respect to items in the balance sheet and statement of profit and loss, as prescribed in Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards.

2.1.3. Operating cycle for current and non-current classification

The Company identifies assets/liabilities as current if the same are receivable/payable within twelve months else the same are considered as non-current

2.1.4. Use of Estimates and Judgments

Preparation of financial statements in conformity with Indian Accounting Standards (Ind AS) requires the management of the Company to make estimates and assumptions that affect the income and expense reported for the period and assets, liabilities and disclosures reported as of the date of the financial statements. Examples of such estimates include useful lives of tangible and intangible assets, allowance for expected credit loss, future obligations in respect of retirement benefit plans, considering the extension period for the determination of lease term, etc. Actual results could vary from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised, and by giving prospective impact in the standalone financial statements.

2.2. Property, plant and equipment - Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are recognized in profit or loss during the reporting period in which they are incurred. Depreciation is provided pro-rata on the straight line method over the estimated useful lives of assets, based on internal assessment and independent technical evaluation done by the Management.

Assets Estimated useful life (Years)

Assets	Estimated useful life (Years)
Building	60
Computers	3
Plant and Machinery	10
Furniture and Fixtures	10
Office Equipment	5
Vehicles	6

Gains and losses on disposals are determined by comparing net disposal proceeds with the carrying amount of the asset. These are included in profit or loss within other income.

2.3. Intangible Assets - Intangible assets are stated at cost less accumulated amortization and impairment, wherever applicable. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis from the date they are available for use. The estimated useful life of an identifiable asset is based on a number of factors, including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flow from the asset. The research costs are expensed as incurred. The development costs, which can be capitalized, include the cost of material, direct labour and overhead costs that are directly attributable to preparing the asset for its intended use. Amortization methods and useful lives are reviewed periodically including at each financial year's end.

Assets Estimated useful life (Years)

Assets	Estimated useful life (Years)
Softwares	6
Web Properties	10

Useful lives and residual values are reviewed at each reporting date.

2.4. Impairment of non-financial assets -

Assessment is done at each balance sheet date as to whether there is any indication that an asset may be impaired. If any such indication exists or when annual impairment testing for an asset is required, an estimate of the recoverable amount of the asset/cash-generating unit is made. The recoverable amount is higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purpose of assessing impairment, the recoverable amount is determined for an individual asset unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. The smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit (CGU). An asset or CGU whose carrying value exceeds its recoverable amount is considered impaired and is written down to its recoverable amount. Assessment is also done at each balance sheet for possible reversal of an impairment loss recognized for an asset in prior accounting periods.

2.5. Foreign currency translations

2.5.1. Functional and presentation currency -Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency') i.e., Indian Rupee (INR) which is its presentation currency as well.

2.5.2. Initial recognition - On initial recognition, all foreign currency transactions are recorded 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.

2.5.3. Subsequent recognition - As at the reporting date, foreign currency monetary items are translated using the closing rate and non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the initial transaction. Exchange gains and losses arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the year or in previous financial statements are recognised in profit or loss in the year in which they arise.

2.5.4. Translation of foreign operations- The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into the presentation currency of the Group (Indian Rupees) at the closing exchange rate prevailing at the reporting date. Income and expenses of foreign operations are translated at the exchange rates prevailing on the dates of the transactions. For practical reasons, an average exchange rate for the reporting period is used where it approximates the actual exchange rates.

2.6. Revenue Recognition

2.6.1. Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration we expect to receive in exchange for those services.

2.6.2. Dividend income is recognized as and when the right to receive is established. Interest on Bank fixed deposits is recognized on an accrual basis on certificates of interest issued by banks.

2.6.3. Export benefits and other benefits are accounted for on an accrual basis. Export entitlements are recognized as a reduction from material consumption when the right to receive credit is established in respect of the exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

2.7. Income tax

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

2.7.2. The current income tax is calculated on the basis of the tax rates and the tax laws enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation. It establishes provisions or makes reversals of provisions made in earlier years, where appropriate, on the basis of amounts expected to be paid to / received from the tax authorities.

2.7.3. Deferred tax is recognized for all the temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only if it is probable that sufficient future taxable amounts will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized, or the deferred income tax liability is settled. The carrying amount of deferred tax assets are reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

2.7.4. Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associates and interest in joint arrangements where the company is able to control the timing of the reversal of the temporary differences, and it is probable that the differences will not reverse in the foreseeable future.

2.7.5. Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

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

2.7.7. Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets and liabilities and the deferred tax balances relate to the same taxable authority. Current tax assets and liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

2.8. Provisions

2.8.1. Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

2.8.2. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

2.8.3. If the effect of the time value of money is material, provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects the risks specific to the liability. The increase in the provision due to the passage of time is recognized as a financial cost

2.8.4. The company has adopted the following accounting policy for making provisions in respect of income-tax cases under appeal: "In respect of disputed income-tax demand, where the company is in appeal, provision for tax is made when the matter is finally decided."

2.9. Trade and other payables

These amounts represent liabilities for goods and services provided prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

2.10. Earnings Per Share (EPS)

2.10.1. Basic earnings per share calculation.

2.10.1.1. Basic earnings per share is calculated by dividing the profit attributable to the equity shareholders of the Parent by the weighted average number of equity shares outstanding during the year.

2.10.2. Diluted earnings per share

2.10.2.1. Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account - the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential instruments into equity shares.

2.11. Employee Retirement Benefits

2.11.1. Short term employee benefits - All employee benefits payable/available within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages and bonuses etc., are recognised in the statement of profit and loss in the period in which the employee renders the related service.

2.11.2. Post–employment benefits

Defined contribution plans – Retirement benefits in the form of a provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. Payments to defined contribution plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Defined benefit plans – Gratuity

The company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity payment plan provides for a lump sum payment to the vested employees at retirement, death, incapacitation while in employment or on termination of employment of an amount based on the respective employee's salary and tenure of employment. Vesting occurs upon the completion of five years of service.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method. Re-measurements comprising of actuarial gains and losses are recognised in other comprehensive income which are not reclassified to profit or loss in the subsequent periods

2.11.3. Bonus Plans - The Company recognises a liability and an expense for bonuses. The Company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2.11.4. Long – term employee benefits -Leave Encashment The liability of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date Using the projected unit credit method.

2.12. Segment Reporting

The Company has primarily one business segment: IT/ITES service, and accordingly, there is no separate reportable segment as per Ind AS-108 ' Operating Segments' specified under section 133 of the Companies Act, 2013.

2.13. Cash and Cash equivalents

Cash and cash equivalent in the balance sheet comprise cash on hand, the amount at banks and other short-term deposits with an original maturity of three months or less that are readily convertible to a known amount of cash and, which are subject to an insignificant risk of changes in value.

2.14. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

2.14.1. **Initial Recognition and measurement -** On initial recognition, all the financial assets and liabilities are recognized at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability except financial asset or financial liability measured at fair value through profit or loss ("FVTPL"). Transaction costs of financial assets and liabilities carried at fair value through the Profit and Loss are immediately recognized in the Statement of Profit and Loss.

2.14.2. Subsequent measurement

2.14.2.1. **Financial assets carried at amortised cost -** A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset 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.

2.14.2.2. **Financial assets at fair value through other comprehensive income (FVTOCI) -** A financial asset is subsequently measured at fair value through other comprehensive income if it 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.

2.14.2.3. **Financial assets at fair value through profit or loss (FVTPL) -** A financial asset is measured at fair value through profit and loss unless it is measured at amortized cost or at fair value through other comprehensive income.

2.14.2.4. **Investments in subsidiaries -** The Company has adopted to measure investments in subsidiaries at a cost in accordance with Ind AS 27 and the carrying amount as per previous GAAP at the date of transition has been considered as deemed cost in accordance with Ind AS 101.

2.14.2.5. **Financial Liabilities -** Financial liabilities are classified, at initial recognition, as loans and borrowings, payables, as appropriate. The Company's financial liabilities include trade and other payables. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to short term maturity of these instruments.

2.14.3. **Derecognition of financial instruments -** A financial asset is derecognized when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when the obligation specified in the contract is discharged or cancelled or expired.

2.14.4. **Fair value measurement of financial instruments -** The fair value of financial instruments is determined using the valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Based on the three level fair value hierarchy, the methods used to determine the fair value of financial assets and liabilities include quoted market price, discounted cash flow analysis and valuation certified by the external valuer. In case of financial instruments where the carrying amount approximates fair value due to the short maturity of those instruments, carrying amount is considered as fair value.

2.15. Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of resources can be reliably estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate. A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

Note 3

Changes in the carrying value of Property, Plant & Equipment For the Financial Year 2025-26

(Amount in '000)

Particulars	Gross Block				Depreciation					Net Block	
	Carrying Value As On April 01,2025	Additions	Deductions	Carrying Value As On March 31,2026	As On March 31, 2025	Current Year	Written Off	Transfer	As On March 31, 2026	Carrying Value As On March 31, 2026	Carrying Value As On March 31, 2025
(a)Land & Building											
Land	34154	0	0	34154	0	0	0	0	0	34154	34154
Building	38174	0	0	38174	151	101	0	0	252	37922	38023
Total	**72328**	**0**	**0**	**72328**	**151**	**101**	**0**	**0**	**252**	**72076**	**72177**
(b)Tangible Assets											
Furinture & Fixtures	3493	13	0	3506	2337	117	0	0	2454	1052	1156
Computer	3719	0	0	3719	3240	207	0	0	3447	272	479
Air Conditioner	770	0	0	770	651	32	0	0	683	87	119
Office Equipment	4384	1332	0	5716	1379	158	0	0	1537	4179	3005
Vehicles	8908	0	1278	7630	7530	486	0	1268	6748	882	1378
Total	**21274**	**1345**	**1278**	**21341**	**15137**	**1000**	0	**1268**	**14869**	**6472**	**6137**
(I) Property, Plant and Equipment (a+b)	**93602**	**1345**	**1278**	**93669**	**15288**	**1101**	**0**	**1268**	**15121**	**78548**	**78314**
Note 3 -											
(II) Other Intangible Assets											
Computer Software	966	0	0	966	807	10	0	0	817	149	159
Web Properties	8909	0	0	8909	8464	0	0	0	8464	445	445
Total	**9875**	**0**	**0**	**9875**	**9271**	**10**	**0**	**0**	**9281**	**594**	**604**
(II) Intangible Assets under Development	20007	0	0	20007	0	0	0	0	0	20007	20007
Capital work in progress	8387	9804	0	18191	0	0	0	0	0	18191	8387
GRAND TOTAL	**131871**	**11149**	**1278**	**141742**	**24559**	**1111**	0	**1268**	**24402**	**117340**	**107312**

Capital Work -In-Progress

The capital work-in-progress ageing schedule for the year ended March 31, 2026 and March 31, 2025 is as follows:

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	9804	1691	6696	0	18191
Total Capital work-in-progress 31st March 2026					**18191**
Projects in progress	1691	6696	0	0	8387
Total Capital work-in-progress 31st March 2025					**8387**

As of March 31, 2026, and March 31, 2025, there are no capital work-in-progress projects that are overdue for completion, have exceeded their original planned costs, or have been suspended.

Intangible assets under development:

The Intangible assets under development ageing schedule for the year ended March 31, 2026 and March 31, 2025 is as follows:

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress Projects temporarily suspended	0	0	528	19479	20007
Total Intangible assets under development 31st March 2026					**20007**
Projects in progress Projects temporarily suspended	0	528	1095	18384	20007
Total Intangible assets under development 31st March 2025					**20007**

As of March 31, 2026, and March 31, 2025, there are no intangible assets under development that are overdue for completion, have exceeded their original planned costs, or have been suspended.

Note 3 (a)
Investment Property For the Financial Year 2025-26

(Amount in '000)

Particulars	Carrying Value As On April 01,2025	Additions	Deductions	Carrying Value As On March 31,2026
(a)Land (At Cost)				
Plots at DLF Mullanpur and Panchkula	44701	0	0	44701
Total	**44701**	**0**	**0**	**44701**
Investments carried at cost	**44701**			**44701**

The investment properties (freehold land) are measured using the cost model. The Company owns two properties located in DLF Mullanpur (New Chandigarh), Mohali, Punjab, and one property in DLF Valley, Panchkula, Haryana. No impairment losses were recognized, as there were no indicators of impairment. No changes in fair value have been recognized in the Statement of Profit and Loss or Other Comprehensive Income, as the cost model is applied. Based on management's internal assessment, the fair value of these properties is estimated at ₹5.25 crore.

Note 4

(a) Non-Current Investments

Particulars	As At March 31,2026			As At March 31,2025		
	Number of Unit	Face value (₹)	('000)	Number of Unit	Face value (₹)	('000)
Investment in Equity shares (fully paid up)						
(Quoted)						
BSE Limited	7	2	19	0	0	0
EClerx Services Limited	20	10	28	0	0	0
HDFC Limited	90	1	66	0	0	0
Infosys Limited	35	5	44	0	0	0
IDFC First Bank Limited	100	10	6	0	0	0
ITC Limited	100	1	29	0	0	0
Kotak Mahindra Bank Ltd	75	1	26	0	0	0
Larsen And Toubro Limited	5	2	17	0	0	0
National Securities Dep Ltd (NSDL)	30	2	23	0	0	0
ICICI Bank Limited	25	2	30	0	0	0
Tata Consultancy Services Ltd	16	1	37	0	0	0
Investments at fair value through other comprehensive income (FVOCI) - A			**325**			**0**
Aggregate amount of quoted investments at cost						0
Investment in Equity shares - fully paid up (Unquoted)						
Dynamic Petro Products Limited	262000	10	2620	262000	10	2620
Basel Investments Limited	998800	10	9988	988800	10	9988
Himalyan Financial Services Ltd.	281600	10	2816	281600	10	2816
Aggregate amount of unquoted investments at cost - B			**15424**			**15424**
Investment in Subsidiary Companies -fully paid up (Unquoted)						
Megrisoft Limited (UK)			10			10
Aggregate amount of unquoted investments at cost - C			**10**			**10**
Total Non current investments (A+B+C)			**15759**			**15434**
Investments carried at cost			**15434**			**15434**
Investments carried at fair value			**325**			**0**

(b) Current investments

Particulars	As At March 31,2026			As At March 31,2025		
	Number of Unit	Amount per unit Rs	('000)	Number of Unit	Amount per unit Rs	('000)
Investment in Mutual Funds (unquoted) (Liquid/ Liquid Plus) (At Cost)						
Mirae Asset Large cap fund growth plan	3,324	97	331	3,324	48	348
Aditya Birla Sun Life Credit Risk Fund - Growth	1721	24	42	0	0	0
Aditya Birla Sun Life Medium Term Plan - Growth	4896	42	207	0	0	0
Groww Nifty Midcap 150 ETF	89	223	20	0	0	0
HDFC Flexicap Fund - Growth Option	48	1818	87	0	0	0
HDFC Liquid Fund Regular Plan Growth	58	5348	309	0	0	0
HDFC Technology Fund - Regular Plan Growth	3692	11	39	0	0	0
HSBC Credit Risk Fund - Growth	1511	33	50	0	0	0
ICICI Prudential Corporate Bond Fund - Growth	3238	31	100	0	0	0
ICICI Prudential Equity and Debt Fund - Growth	303	375	113	0	0	0
ICICI Prudential liquid fund- Growth	1276	403	515	0	0	0
ICICI Prudential Ultra Short Term Fund - Growth	7032	29	204	0	0	0
Nippon India Large Cap Fund - Growth Plan - Growth	796	82	65	0	0	0
Parag Parikh Flexi Cap Fund - Growth	932	78	73	0	0	0
UTI Low Duration Fund-Regular Growth	27	3706	102	0	0	0
UTI Money Market Fund-Regular Growth	31	3225	101	0	0	0
Investments at fair value through other comprehensive income (FVOCI)			**2358**			**348**
Investments carried at cost			**2218**			**159**
Investments carried at fair value through other comprehensive income (FVOCI)			**2358**			**348**

(c) Trade Receivables

Particulars	As At March 31,2026	As At March 31,2025
Trade receivable outstanding for a period exceeding six months	**('000)**	**('000)**
Unsecured		
Considered good - Against Sale of Investments	-	-
Considered doubtful	-	-
Trade receivable outstanding for a period less than six months		
Unsecured		
Considered good	2204	2491
Considered doubtful	-	-
Total	**2204**	**2491**

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person.
The trade receivable for curreent year 2204 (Thousands)(Previous Year 2491 Thousands).

Trade receivables ageing schedule for the year ended as on March 31, 2026 and March 31, 2025:

Particulars	Outstanding for following periods from due date of payment						
	Not Due	**Less than 6 months**	**6 months to 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed Trade receivables – considered good	-	2491	-	-	-	-	2491
Undisputed Trade receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables – considered good	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-
	0	2491	0	0	0	0	2491
Less: Allowance for credit loss	-	-	-	-	-	-	0
Total Trade Receivables 31st March 2026							**2491**
Undisputed Trade receivables – considered good	-	2491	-	-	-	-	2491
Undisputed Trade receivables – credit impaired	-	-	-	-	-	-	0
Disputed Trade receivables – considered good	-	-	-	-	-	-	0
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	0
	0	2491	0	0	0	0	2491
Less: Allowance for credit loss	-	-	-	-	-	-	0
Total Trade Receivables 31st March 2025							**2491**

Note 5
Deferred Tax Assets (Net)

Particulars	As At March 31, 2026	As At March 31, 2025
	('000)	**('000)**
Opening Balance	283	314
Less: Deferred Tax Liabilities on Depreciation	28	-31
Total	**311**	**283**

Note 6
Other Non-Current Assets

Particulars	As At March 31,2026	As At March 31,2025
(Unsecured, considered good, unless otherwise stated)	**('000)**	**('000)**
Capital Advances (Against Land & Building)	22067	22025
Other Loans and Advances	9755	10676
Securities	402	402
Total	**32224**	**33103**

Note 7
Cash & Cash Equivalents

Particulars	As At March 31,2026	As At March 31,2025
Balances with banks	**('000)**	**('000)**
In Current Account & Deposit Accounts	1479	484
Cash in hand	8	56
Total	**1487**	**540**

Note 8
Bank balance other than (7) above

Particulars	As At March 31,2026	As At March 31,2025
	('000)	**('000)**
Balances with bank:-		
In Fixed Deposit	5507	4618
Total	**5507**	**4618**

Note 9
Other Current Assets

Particulars	As At March 31,2026	As At March 31,2025
(Unsecured, considered good, unless otherwise stated)	**('000)**	**('000)**
Advances with suppliers & others	2960	8897
Other Advances	3176	3180
Advance Tax	850	300
TDS/TCS Recoverable	324	811
Other Current Assets	389	394
Total	**7699**	**13582**

Note 10 (a)
Share Capital

Particulars	As At March 31, 2026	As At March 31, 2025
	('000)	('000)
Authorised		
3300000 Equity Shares of Rs. 10/- each	33000	33000
	33000	33000
Issued & subscribed		
3140700 equity shares of Rs. 10/- each fully paid	31407	31407
	31407	31407
Issued, Subscribed & Paid up		
3140700 equity shares of Rs. 10/- each fully paid	31407	31407
Total	**31407**	**31407**

a. Reconciliation of Shares outstanding at the beginning and at the end of the reporting year

Particulars	As At March 31, 2026	As At March 31, 2025
	('000)	('000)
EQUITY SHARES		
At the beginning of the year	31407	31407
Add: Issued during the year	-	-
Outstanding at the end of the year	**31407**	**31407**

b. Terms/Rights attached to equiy shares

The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company in proportion to their shareholding.

c. During last 5 years immediately preeceding the balance sheet date, no Equity Share has been issued pursuant to any contract without payment being received in cash. Further the company has neither allotted any share by way of bonus shares, nor it had bought back any Equity during aforesaid period of 5 years. Unpaid Calls - NIL (Previos Year NIL) No shares have been forfeited by the company during the year.

d. The details of the shares held by promoters as at March 31, 2026 are as follows:

Particulars	As at March 31,2026		As At March 31, 2025	
	No. of Shares	% Holding	No. of Shares	% Holding
Mohnesh Kohli	1168100	37.19%	1168100	37.19%
Mohnesh Kohli HUF	715700	22.79%	715700	22.79%
Aprajita Kohli	193000	6.15%	193000	6.15%
Austin Kohli	254200	8.09%	254200	8.09%
Greenwich Fintech Private Limited	24200	0.77%	24200	0.77%
Total	**2355200**	**74.99%**	**2355200**	**74.99%**

Note 10(b)
Other Equity

Particulars	As At March 31, 2026	As At March 31, 2025
	('000)	('000)
General reserve	5295	5295
Retained earnings	188732	182777
Total	**194027**	**188072**

Note 11
Trade Payables

Particulars	As At March 31, 2026	As At March 31, 2025
	('000)	('000)
Trade Payables	-	-
Total	**0**	**0**

Based on information available with the Company, there are no dues to micro, small and medium enterprises, as defined in Micro, Small and Medium Enterprises Development Act, 2006 as on March 31, 2026.

Trade payables ageing schedule for the year ended as on March 31, 2026 and March 31, 2025:

Particulars	Not Due	Less than 1 year months	1-2 years year	2-3 years	More than 3 year	Total
Outstanding dues to MSME	-	-		-	-	-
Others	-	-		-	-	-
Disputed dues – MSME	-	-		-	-	-
Disputed dues - Others	-	-		-	-	-
Total trade payables 31st March 2026						**0**
Outstanding dues to MSME	-	-		-	-	-
Others	-	-		-	-	-
Disputed dues – MSME	-	-		-	-	-
Disputed dues - Others	-	-		-	-	-
Total trade payables 31st March 2025						**0**

Note 12
Other Current Liabilities

Particulars	As At March 31, 2026	As At March 31, 2025
	('000)	('000)
Audit Fees Payable	90	85
Contribution to Provident & Other Funds	8	9
Other Payables	1178	257
Total	**1276**	**351**

Note 13
Provisions

Particulars	As At March 31, 2026	As At March 31, 2025
	('000)	('000)
Provision for Income Tax	2166	1685
Provision for Employee Benefits	714	897
Total	**2880**	**2582**

Note 14
Revenue From Operations

Particulars	**As At March 31,2026**	**As At March 31,2025**
	('000)	**('000)**
Information Technology Services		
Income From IT Exports Of Services	22892	20126
Income From Domestic IT Services	790	9854
Total	**23682**	**29980**

Note 15
Other Income

Particulars	**As At March 31,2026**	**As At March 31,2025**
	('000)	**('000)**
Interest on Fixed Deposits with Bank	352	544
Income from Investment (Dividend and Profits on Investments etc.)	46	(3)
Other Income	6	14
Total	**404**	**555**

Note 16
Employee Benefit Expenses

Particulars	**As At March 31,2026**	**As At March 31,2025**
	('000)	**('000)**
Salary & Wages (Including Director Remuneration see note no. 31)	5785	10926
Contribution to Provident & Other Funds	73	99
Staff Welfare Expenses	113	170
Total	**5971**	**11195**

Note 17
Finance Cost

Particulars	**As At March 31,2026**	**As At March 31,2025**
	('000)	**('000)**
Borrowings Cost	0	0
Total	**0**	**0**

Note 18
Depreciation & Amortisation

Particulars	**As At March 31,2026**	**As At March 31,2025**
	('000)	**('000)**
Depreciation & Amortization Expenses	1111	1037
Total	**1111**	**1037**

Note 19
Other Operating Expenses

Particulars	**As At March 31,2026**	**As At March 31,2025**
	('000)	**('000)**
Advertisement & Marketing expenses	410	434
Bank Charges	62	63
Communication & Internet Expenses	263	384
Insurance Expenses	69	65
IT Operating Expenses	5751	8471
Legal & Professional Expenses	677	729
Miscellaneous Expenses	186	259
Payment to auditors (refer Note 19.1 below)	60	60
Power Fuel & Water Charges	302	284
Printing & stationery	15	26
Rent Rates & Taxes	235	180
Repair & Maintenance Expenses	244	389
Travelling & conveyence expenses (Including Director Foreign travelling Expenses)	555	495
Total	**8829**	**11839**

Note 19.1
Payment to Auditors

Particulars	**As At March 31,2026**	**As At March 31,2025**
Payment to auditor	**('000)**	**('000)**
As Auditor Statutory Audit	60	60
Total	**60**	**60**

Note 20
Earning Per Share

Particulars	As At March 31,2026	As At March 31,2025
Earnings per share	**('000)**	**('000)**
Basic		
Net profit / (loss) for the year from continuing operations attributable to the equity shareholders	6052	4797
Weighted average number of equity shares	3140700	3140700
Par value per share	10	10
Earnings per share from continuing operations - Basic	1.93	1.53
Diluted	1.93	1.53

20.1 Ratios
The ratios for the years ended March 31, 2026 and March 31, 2025 are as follows:

Particulars	Numerator	Denominator	31st March 2026	31st March 2025	Variance	Reason for Variance
Current Ratio	Current assets	Current liabilities	4.63	6.64	(30.22%)	Refer Note 1
Debt – Equity Ratio	Total Debt (represents lease liabilities)	Shareholder's Equity	-	-	-	-
Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	-	-	-	-
Return on Equity (ROE)	Net Profits after taxes	Shareholder's Equity	2.68%	2.19%	22.83%	-
Trade receivables turnover ratio	Revenue	Average Trade Receivable	10.09	10.03	0.58%	
Trade payables turnover ratio	Purchases of services and other expenses	Average Current Liabilities	10.85	16.35	(33.62%)	Refer Note 2
Net working capital turnover ratio	Revenue	Working Capital	1.57	1.61	(2.48%)	
Net profit ratio	Net Profit	Revenue	25.56%	16.07%	59.03%	Refer Note 3
Return on capital employed (ROCE)	Earning before interest and taxes	Capital Employed	3.63%	2.95%	23.05%	-
Return on Investment(ROI)	Income generated from investments	Average investments	0.14%	-0.02%	(800%)	Refer Note 4

Notes:-
1. The Current Ratio decreased during the year, primarily due to a proportionately higher increase in current liabilities compared to the increase in current assets.
2. The Trade Payables Turnover Ratio decreased mainly due to higher average trade payables during the year, resulting in a lower turnover ratio.
3. The Net Profit Ratio improved during the year primarily due to an increase in net profit relative to revenue, reflecting improved overall financial performance.
4. The Return on Investment (ROI) improved during the year primarily due to higher income generated from investments.

Note 21

Current Assets, Loans & Advances:

In the opinion of the Board, current assets, loans and advances have a value at least equal to the amount shown in the balance sheet, if realized in the ordinary course of the business. The provisions for all known liabilities are made and not in excess of the amount considered reasonably necessary.

Note 22

Impairment

In the view of management, no impairment conditions existed on 31st March 2026. Hence, no provision is required in the accounts for the year under review.

Note 23

Auditor's Remuneration

Statutory Auditors' remuneration for the financial year 2025-26 is Rs 60 thousand, excluding GST (Previous Year Rs. 60 thousand)

Note 24

Foreign Exchange Earnings

The particulars regarding foreign exchange earnings during the year are Rs. 22892 Thousand only (Previous year Rs. 20126 Thousand), and expenditure in foreign currency is Rs. 1478 Thousand only (Previous year 600 Thousand).

Note 25

Contingent Liabilities and Litigations

Disputed income tax demands aggregating to Rs 23,392 thousand are under appeal before the respective appellate authorities. Considering the facts of the cases, judicial precedents, and legal opinions obtained, management believes that the likelihood of an outflow of economic resources is not probable. Accordingly, no provision has been recognised in the financial statements, and the matter has been disclosed as a contingent liability. The details are as follows:

Nature of Statute	Nature of Dues	Amount (in ‘000)	Period to which the amount relates	Forum where the dispute is pending
Income tax Act, 1961	Tax and interest	15008	A.Y 2013-14	CIT(Appeals)
Income tax Act, 1961	Tax and interest	6516	A.Y 2014-15	CIT(Appeals)
Income tax Act, 1961	Tax and interest	1868	A.Y 2016-17	CIT(Appeals)

Note 26

Employee Benefits

A. Defined Contribution Plans - The Company has a defined contribution plan in respect of provident fund. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to a registered provident fund administered by the Government. The obligation of the company is limited to the amount contributed, and it has no further contractual nor any constructive obligation.
During the year, the Company has recognised the following amounts towards the defined contribution plan in the Statement of Profit and Loss –

Amount (000)

Particulars	As At March 31, 2026,	As At March 31, 2025
Employers' Contribution to Provident Fund	16	16
Employer's Contribution to Employees State Insurance	57	83

B. Other long-term benefits—The leave obligations cover the Company's liability for earned leave. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next twelve months.

C. Defined Benefit Plans - Contribution to Gratuity Funds – The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The company does not have any employees who are in continuous service for a period of 5 years Hence, The Company doesn't operate a defined benefit gratuity plan, which requires contributions to be made to the recognised fund.

Note 27

Regulation 34(3) read with para A of Schedule V to Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015:

Amount (000)

Particulars	As at March 31, 2026,	As At March 31, 2025
Advance given to the subsidiary		
Megrisoft Limited (UK Subsidiary)		
Balance at the year-end	2019	2019
Maximum amount outstanding at any time during the year	2019	2019

Note 28

Foreign Travelling Expenses
Rs. 812 Thousand was incurred on foreign travel during the financial year under review, compared with Rs. 385 Thousand during the preceding financial year. The entire amount was incurred on foreign travel expenses of the director.

Notes 29

The company has completed the main construction of its IT plot located at I-46, Sector-83 Alpha, I.T. City, SAS Nagar, Punjab – 160055. However, some miscellaneous construction activities are still ongoing. As of the reporting date, the capital work in progress amounts to 18,191 thousand (Previous year: 8,387 thousand). Since construction is not fully completed, this amount is reflected under 'Capital Work in Progress' in the Fixed Assets Schedule (Note 3).

Note 30

Related Party Disclosures:
In accordance with the requirements of IND AS 24, on related party disclosures, name of the related party, related party relationship, transactions and outstanding balances, including commitments where control exits and with whom transactions have taken place during the reporting period, are:

A) Disclosure of Related Parties and the relationship between the parties.

Name of Related Parties	Nature of Relationship
(i) Key Management Personnel (KMP)	
Mr. Mohnesh Kohli	Promoter, Non-Executive Chairman & Person having significant influence
Ms. Aprajita Kohli	Non-Executive Director
Mr. Rajnesh Sharma	Whole Time Director
Ms. Saloni Garg	Company Secretary
(iii) Independent Directors - KMP	
Mr. Sahil Malhotra	Independent Director
Mr. Raman Seth	Independent Director
Ms. Diksha	Independent Director
(iv) Relatives of Key Management Personnel	
Mr. Austin Kohli	A relative of a person having a significant influence
Mr. Mahesh Kohli	
M/s Mahesh Kohli HUF	
Ms. Jyoti Kohli	
Mohnesh Kohli & Co.	Enterprise Over which the controlling person has significant influence
Mohnesh Kohli HUF	

(v) List of related parties over which control exists/exercised	
Megrisoft Limited (UK)	Subsidiary Company in UK
(vi) Companies in which some of the Directors or other relatives are interested	
Greenwich Fintech Private Limited	A company over which the promoter and its relatives are directors and promoters.
Ad Accounting & Bookkeeping Services Private Limited	A relative of Mohnesh Kohli is the director of the company.
Basel Investments Limited	A company in which Mr. Mohnesh Kohli, Non-Executive Chairman of the Company, is a Non-Executive Director.
Megri Homes Private Limited	A company over which the promoter and its relatives are directors and promoters

B) Details of transactions with related parties in the ordinary course of business:

(Amount in ‘000)

Particulars	**Year ended 31 March 2026**	**Year ended 31 March 2025**
(i) Remuneration to Key Management Personnel (KMP)		
(a) Short Term Employee Benefits (Monthly Remuneration)		
Mr. Rajnesh Sharma	393	397
Ms. Saloni Garg	218	35
(b) Short Term Reimbursement Benefits (Travelling)		
Mr. Mohnesh Kohli	401	261
Ms. Aprajita Kohli	614	148
(ii) Rent paid to Key Management Personnel (KMP)		
Mr. Mohnesh Kohli	180	180
(iii) Payment to relatives of Key Management Personnel (KMP)		
(a) Purchase of Assets		
Mr. Mahesh Kohli	50	1900
M/s Mahesh Kohli HUF	1000	-
Ms. Jyoti Kohli	400	-
(iv) Sitting Fees paid to Non-Executive Directors		
Mr. Mohnesh Kohli	30	35
Mr. Sahil Malhotra	30	35
Mr. Raman Seth	15	30

Ms. Diksha	30	15
(v) Investment in a Company in which directors are interested		
Basel Investments Limited - Investment in Equity Shares	-	6188

C) Balances payable/receivable)

Particulars	**Year ended 31 March 2026**	**Year ended 31 March 2025**
(i) Dues Payable/(Receivable) to KMPs and their relatives:		
Mr. Rajnesh Sharma	50	85
Ms. Saloni Garg	25	18
Mr. Raman Seth	50	36
(ii) Others Payable / (Receivable)		
Mr. Mahesh Kohli	-	(50)
(iii) Advances Receivable		
Megrisoft Limited (UK Subsidiary)	2019	2019
(iv) Security Deposits (Rental)		
Mohnesh Kohli	100	100

The company hold investment in the equity shares of Basel Investments Limited, a company in which Mr Mohnesh Kohli, Non-Executive Chairman of the Company, is a Non-Executive Director. The carrying amount of the investment as at March 31, 2026 is ₹9,988 thousand (Previous Year: ₹9,988 thousand).

Note 31

Salary and wages include director remuneration 393 thousand (Previous Year 397 thousand) and sitting fee 105 thousand (Previous Year 115 thousand)

Note 32

The Company owns plot no. G1/34, measuring 400.06 sq. meters, at DLF Valley Panchkula, Haryana, which is allotted in its name. The title deed for the plot in the company's favour has yet to be registered.

Note 33

The Company had filed a consumer complaint against Godrej Estate Developers Private Limited before the State Consumer Disputes Redressal Commission, U.T. Chandigarh, on July 31, 2020, seeking a refund of 13842 thousand paid towards the purchase of a commercial unit, together with applicable interest and other consequential reliefs.

The State Consumer Disputes Redressal Commission, U.T. Chandigarh, vide its order dated April 18, 2022, directed Godrej Estate Developers Private Limited to refund the aforesaid amount together with interest at the rate of 12% per annum and litigation costs of 50 thousand. The said order has been challenged by Godrej Estate Developers Private Limited before the National Consumer Disputes Redressal Commission, New Delhi, where the appeal is currently pending.

Note 34 Other statutory information (as required by schedule III to the Companies Act, 2013)

A. The Company has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
B. The Company is not declared wilful defaulter by any bank or financial institution or other lender.
C. The Company has not traded or invested in crypto currency or virtual currency during the financial year.
D. The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the year.
E. 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 there under.
F. No loans or advances in the nature of loans are granted to promoters, Directors, Key Managerial Personnel and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person.
G. The Company does not have any charges or satisfaction of charges which is yet to be registered with the Registrar of Companies beyond the statutory period.
H. The company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

Note 35

Previous Year Figures Regrouping/Reclassification
Previous year figures have been regrouped/reclassified to conform to the current year classification.

As per the report of the event date attached.

For and on behalf of the Board of Directors

For **Narinder Kumar And Company**
Chartered Accountants
ICAI Firm Registration Number: 030737N

Mohnesh Kohli
(Director)
DIN: 01784617

Rajnesh Sharma
(Director & CFO)
DIN: 02528435

Narinder Kumar Garg
Partner
Membership Number: 080287
Place of Signature: Chandigarh
Date: 19th May, 2026
ICAI UDIN:

Saloni Garg
Company Secretary &
Compliance Officer
M. No: ACS A33867

Independent Auditors' Report

To the Members of Megri Soft Limited

Report on the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Megri Soft Limited (hereinafter referred to as “the Holding Company”), its subsidiary (the Holding Company and its subsidiary together referred to as “the Group”) comprising of the Consolidated Balance sheet as at March 31 2026, the Consolidated Statement of Profit and Loss, including other comprehensive income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated financial statements, including a summary of significant 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, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2026, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the ‘Auditor’s Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements of the current period. 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.

S.No.	Key Audit Matter	Auditor's Response
01.	Evaluation of uncertain tax positions	The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes. Refer Note 25 to the Consolidated Financial Statements.

Response to key audit matters & conclusion

Principal Audit Procedures

We performed the following substantive procedures:
Obtained details of completed tax assessments and demands up to the year ended March 31, 2026 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2025 to evaluate whether any change was required to management's position on these uncertainties. Relying on relevant external evidence available including legal opinion relevant and judicial precedents and industry practices. We also obtained management representations wherever considered necessary. Based on the audit procedures performed, we found management's assessment to be reasonable

Information other than the Consolidated Financial Statements and Auditors' Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon.

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 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.

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

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

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

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated 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 on the basis 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 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 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's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our

auditor’s report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group to express an opinion on the consolidated annual financial results. We are responsible for the direction, supervision and performance of the audit procedures on the financial information of such entities included in the consolidated financial statements. 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 of the Holding Company and its subsidiary included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2026 and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Companies Act, 2013, based on our audit of the consolidated financial statements and the audit procedures performed by us on the financial information of the foreign subsidiary incorporated outside India, we report, to the extent applicable, 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 purpose of our audit;
    b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books;

c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

d. In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2026 taken on record by the Board of Directors of the Holding Company that none of the directors of the companies incorporated in/outside India 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 and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements of the Holding Company and its subsidiary company, refer to our separate Report in "Annexure 1" to this report;

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion, the managerial remuneration for the year ended March 31, 2026 has been paid / provided by the Holding Company 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 explanations given to us as also the other financial information of the subsidiary:

    i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, in its consolidated financial statements – Refer Note 25 & 33 to the consolidated financial statements;

    ii. The Group did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise;

    iii. During the year, the company was not liable to transfer any amount to the Investor Education Protection Fund.

    iv.

        a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("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 its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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 the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement

v. The company has not declared or paid any dividend during the year. Hence compliance with Section 123 of the Act is not applicable on the company.

vi. Based on our examination, which included test checks, the Holding Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026, which has the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant 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. The audit trail has been preserved by the Holding Company as per the statutory requirements for record retention, as applicable.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For **Narinder Kumar And Company**
Chartered Accountants
ICAI Firm Registration Number: 030737N

Narinder Kumar Garg
Partner
Membership Number: 080287
Place of Signature: Chandigarh
Date: 19th May, 2026
ICAI UDIN: 26080287ZTVVVR3265

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED Ind AS FINANCIAL STATEMENTS OF MEGRI SOFT LIMITED

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls 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 Ind AS financial statements of Megri Soft Limited as of and for the year ended March 31, 2026, we have audited the internal financial controls over financial reporting of Megri Soft Limited (hereinafter referred to as the "Holding Company") and its subsidiary company (the Holding Company and its subsidiary together referred to as "the Group"), which is the company incorporated outside India, as of that date

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, and its subsidiary company which is a company incorporated outside India, is 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 Institute of Chartered Accountants of India. 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 the respective 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 with reference to these consolidated financial statements 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, both, issued by Institute of Chartered Accountants of India, 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 with reference to these consolidated financial statements 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 over financial reporting with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated financial statements.

Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Consolidated Financial Statements

A company's internal financial control over financial reporting with reference to these consolidated financial statements 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 with reference to these consolidated financial statements 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 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 financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Consolidated Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these consolidated financial statements, 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 with reference to these consolidated financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, and its subsidiary company, which is the company incorporated outside India, have maintained in all material respects, adequate internal financial controls over financial reporting with reference to these consolidated financial statements and such internal financial controls over financial reporting with reference to these consolidated financial statements 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 issued by the Institute of Chartered Accountants of India.

For **Narinder Kumar And Company**
Chartered Accountants
ICAI Firm Registration Number: 030737N

Narinder Kumar Garg
Partner
Membership Number: 080287
Place of Signature: Chandigarh
Date: 19th May, 2026
ICAI UDIN: 26080287ZTVVVR3265

MEGRI SOFT LIMITED
CIN : L72200CH1992PLC011996
Regd. Office : SCO 80, Sector 47D, Chandigarh -160047
AUDITED CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2026

(Amount in '000)

S. No.	Particulars	Note	As At March 31, 2026	As At March 31, 2025
A	**ASSETS**			
1	**NON-CURRENT ASSETS**			
	Property, Plant and Equipment	3	79011	78780
	Other Intangible Assets	3	594	604
	Intangible Assets Under Development	3	22889	21162
	Capital Work In Progress	3	18191	8387
	lnvestment Property	3(a)	44701	44701
	Financial Assets			
	Investments	4(a)	15749	15424
	Deferred Tax Assets (Net)	5	311	282
	Other Non-Current Assets	6	28909	30497
	Total Non-Current Assets		**210355**	**199837**
2	**CURRENT ASSETS**			
	Financial Assets			
	a) Investments	4(b)	2358	348
	b) Trade Receivables	4(c)	2483	3153
	c) Cash and Cash Equivalents	7	5773	5915
	d) Bank Balance Other Than (c) Above	8	5507	4618
	e) Other Current Assets	9	7848	14150
	Total Current Assets		**23969**	**28184**
	Total Assets		**234324**	**228021**
B	**EQUITY & LIABILITIES**			
1	**SHAREHOLDERS' FUNDS**			
	(a) Equity Share Capital	10(a)	31407	31407
	(b) Other Equity	10(b)	196771	192297
	Equity attributable to owners of the Company		**228178**	**223704**
	Non-controlling interests		1654	-
	Total Equity		**229832**	**223704**
2	**NON CURRENT LIABILTIES**			
	Financial Liabilities			
	(a) Long-Term Borrowings		-	-
	(b) Deferred Tax Liabilities (Net)		-	-
	Total Non-Current Liabilities		-	-
3	**CURRENT LIABILTIES**			
	Financial Liabilities			
	(a) Trade Payables	11	-	-
	(b) Other Current Liabilities	12	1573	1298
	(c) Provisions	13	2919	3019
	Total Current Liabilities		4492	4317
	Total Equity and Liabilities		**234324**	**228021**

The accompanying notes 1 to 35 are in integral part of the Financial Statements.

As per our report of even date
For Narinder Kumar And Company
Chartered Accountants
Firm Registration No. 030737N

For and on behalf of Board of Directors

Mohnesh Kohli
(Director)
DIN: 01784617

Rajnesh Sharma
(Whole Time Director & CFO)
DIN: 02528435

(Narinder Kumar Garg)
Partner
Membership No. 080287

Saloni Garg
Company Secretary & Compliance Officer
M.No: A33867

Place: Chandigarh
Date: 19th May, 2026

MEGRI SOFT LIMITED

CIN : L72200CH1992PLC011996

Regd. Office : SCO 80, Sector 47D, Chandigarh -160047

STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026

(Amount in '000) except EPS

S. No.	Particulars	Note	Year Ended March 31, 2026	Year Ended March 31, 2025
	Revenue From Operations	14	29178	35564
	Other Income	15	404	555
I	**Total Revenue**		**29582**	**36119**
	EXPENSES			
	a) Employee Benefit Expense	16	7058	13813
	b) Finance Costs	17	0	0
	c) Depreciation and Amortisation Expense	18	1248	1140
	d) Other Operating Expenses	19	12903	13792
II	**Total Expenses**		**21209**	**28745**
III	**Profit Before Tax (I-II)**		**8373**	**7374**
	Tax Expense			
	a) Current Tax		2185	1792
	b) Deferred Tax (Assets)/Liabilities		(29)	31
IV	**Total Tax Expenses**		**2156**	**1823**
V	**Profit for the year (after Tax) (III-IV)**		**6217**	**5551**
	Other Comprehensive Income			
	a) Items that will not be reclassified subsequently to profit or loss			
	Equity Investment through other comprehensive income		(131)	27
	Income tax relating to above		34	(7)
VI	**Total other comprehensive income**		**(97)**	**20**
VII	**Total Comprehensive income (V+VI)**		**6120**	**5571**
VIII	**Profit is attributable to:**			
	Owners of the Company		6155	5551
	Non-controlling interests		62	0
			6217	**5551**
IX	**Other comprehensive income is attributable to:**			
	Owners of the Company		(97)	20
	Non-controlling interests		0	0
			(97)	**20**
X	**Total comprehensive income is attributable to:**			
	Owners of the Company		6058	5571
	Non-controlling interests		62	0
			6120	**5571**
	Paid-up Equity Share Capital (face value of Rs. 10 per equity share)		31407	31407
	Earnings per Equity share of Rs. 10/- each:			
	1) Basic	20	1.96	1.77
	2) Diluted		1.96	1.77

The accompanying notes 1 to 35 are in integral part of the Financial Statements.

As per our report of even date

For Narinder Kumar And Company
Chartered Accountants
Firm Registration No. 030737N

For and on behalf of Board of Directors

Mohnesh Kohli
(Director)
DIN: 01784617

Rajnesh Sharma
(Whole Time Director & CFO)
DIN: 02528435

(Narinder Kumar Garg)
Partner
Membership No. 080287

Saloni Garg
Company Secretary & Compliance Officer
M.No: A33867

Place: Chandigarh
Date: 19th May, 2026

MEGRI SOFT LIMITED

CIN : L72200CH1992PLC011996

Regd. Office : SCO 80, Sector 47D, Chandigarh -160047

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

(Amount in '000)

Particulars	Year ended March 31, 2026		Year ended March 31, 2025	
CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax		**8373**		**7374**
Adjustments for:				
Interest Expenses	0		0	
Depreciation and Amortization	1248		1140	
Profit on Sale of Assets	(20)		0	
Profit on Sale of Investments	(24)		4	
Discount Received	-		-	
Interest Income on FDR's	(352)		(544)	
Dividend Income	(2)	850	(1)	599
Operating Profit before Working Capital Changes		**9223**		**7973**
Adjustments for:				
Short Term Borrowings	-		-	
Trade Payables	-		-	
Other Current Liabilities	275		42	
Provisions	(100)		83	
Trade Receivables	670		446	
Short Term Loans & Advances	-		-	
Other Current Assets	6302		(2214)	
Other Non Current Assets	1588	8735	1135	(508)
Cash generated from operations		**17958**		**7465**
Income Tax		(2185)		(1792)
Net Cash flow from Operating activities		**15773**		**5673**
CASH FLOW FROM INVESTING ACTIVITIES				
Loang Term Loans & Advances	0		0	
Expenditure on property, plant and equipment and intangibles	(13010)		(3899)	
Sale/Transfer of Fixed Assets	10		0	
Bank deposits	(889)		2998	
Investment	(2432)		(6195)	
Interest Income on FDR's	352		544	
Dividend Income	2		1	
Profit on Sale of Assets	20		0	
Income From Sale of Investment	24		(4)	
Net Cash used in Investing activities		**(15923)**		**(6555)**
CASH FLOW FROM FINANCING ACTIVITIES				
Interest on overdraft facility	0		0	
Transaction with non-controlling interests	8		0	
Net Cash used in financing activities		**8**		**0**
Net Increase in cash & Cash Equivalents		(142)		(882)
Cash and Cash equivalents (Opening Balance)		5915		6797
Cash and Cash equivalents (Closing Balance)		5773		5915

Notes:
1. Figures in brackets indicate cash outflow.
2. The above Statement of Cash Flows has been prepared under the Indirect method as set out in IND AS - 7 on Statement of Cash Flows notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015], as amended.
3. The accompanying notes 1 to 35 are in integral part of the Financial Statements.

As per our report of even date

For Narinder Kumar And Company
Chartered Accountants
Firm Registration No. 030737N

For and on behalf of Board of Directors

Mohnesh Kohli
Director
DIN: 01784617

Rajnesh Sharma
(Whole Time Director & CFO)
DIN: 02528435

(Narinder Kumar Garg)
Partner
Membership No. 080287

Saloni Garg
Company Secretary & Compliance Officer
M.No: A33867

Place: Chandigarh
Date: 19th May, 2026

MEGRI SOFT LIMITED
CIN : L72200CH1992PLC011996
Regd. Office : SCO 80, Sector 47D, Chandigarh -160047
STATEMENT OF CHANGE IN EQUITY (F.Y.2025-26)

A. Equity Share Capital (F.Y.2025-26) **(Amount in '000)**

Balance as at April 1, 2025	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2025	Changes in equity share capital during the year	Balance as at March 31, 2026
31407	-	31407	-	31407

Equity Share Capital (F.Y.2024-25) **(Amount in '000)**

Balance as at April 1, 2024	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2024	Changes in equity share capital during the year	Balance as at March 31, 2025
31407	-	31407	-	31407

B. Other Equity (F.Y.2025-26) **(Amount in '000)**

Particulars	Reserves and surplus						Other comprehensive income						
	Capital equity reserve	Capital redemption reserve	Securities Premium	Retained earnings	General reserve	Statutory reserve	Equity Instruments through other comprehensive income	Effective portion of Cash Flow Hedges	Other items of other comprehensive income / (loss)	Foreign currency translation reserve	Total equity attributable to equity holders of the Company	Noncontrolling interest	Total
Balance as at April 1, 2025	**-**	**-**	**-**	**186815**	**5341**	**-**	**141**	**-**	**-**	**-**	**192297**	0	192297
Profit for the year	-	-	-	6155	-	-	-	-	-	-	6155	62	6217
Total comprehensive income	-	-	-	-	-	-	(97)	-	-	-	(97)	0	(97)
Dividend	-	-	-	-	-	-	-	-	-	-	-	0	0
Transfer to reserves	-	-	-	-	-	-	-	-	-	-	-	0	0
Transactions with non-controlling interests	-	-	-	(1584)	-	-	-	-	-	-	(1584)	1592	8
Balance as at March 31, 2026	**0**	**0**	**0**	**191386**	**5341**	**0**	**44**	**0**	**0**	**0**	**196771**	**1654**	**198425**

Note:Transfer between equity attributable to owners and non-controlling interests due to change in ownership interest without loss of control1584 thousand

Other Equity (F.Y.2024-25) **(Amount in '000)**

Particulars	Reserves and surplus						Other comprehensive income						
	Capital equity reserve	Capital redemption reserve	Securities Premium	Retained earnings	General reserve	Statutory reserve	Equity Instruments through other comprehensive income	Effective portion of Cash Flow Hedges	Other items of other comprehensive income / (loss)	Foreign currency translation reserve	Total equity attributable to equity holders of the Company	Noncontrolling interest	Total
Balance as at April 1, 2024	**-**	**-**	**-**	**181264**	**5341**	**-**	**121**	**-**	**-**	**-**	**186726**	0	186726
Profit for the year	-	-	-	5551	-	-	-	-	-	-	5551	0	5551
Total Comprehensive Income	-	-	-	-	-	-	20	-	-	-	20	0	20
Dividend	-	-	-	-	-	-	-	-	-	-	0	0	0
Transfer to reserves	-	-	-	-	-	-		-	-	-	0	0	0
Balance as at March 31, 2025	**0**	**0**	**0**	**186815**	**5341**	**0**	**141**	**0**	**0**	**0**	**192297**		**192297**

The accompanying notes 1 to 35 are in integral part of the Financial Statements.

As per our report of even date
For Narinder Kumar And Company
Chartered Accountants
Firm Registration No. 030737N

For and on behalf of Board of Directors

Mohnesh Kohli
(Director)
DIN: 01784617

Rajnesh Sharma
(Whole Time Director & CFO)
DIN: 02528435

(Narinder Kumar Garg)
Partner
Membership No. 080287

Saloni Garg
Company Secretary & Compliance Officer
M.No: A33867

Place: Chandigarh
Date: 19th May, 2026

Notes to the Consolidated Financial Statements for the year ended March 31, 2026

1. **Corporate Information -** Megri Soft Limited (the company) is a public limited company incorporated under the Companies Act, 2013, in India, with its registered office at SCO 80, Sector 47-D, Chandigarh, India 160047. Its shares are listed on two stock exchanges in India: the Bombay Stock Exchange (BSE Ltd) and the Metropolitan Stock Exchange of India (MSE). The company is registered with the Software Technology Parks of India (STPI) as a 100% Software Export-Oriented Unit and operates as an IT/ITES provider. The company specializes in web design and development, digital marketing, SEO, e-strategy consulting, eCommerce solutions, web hosting, AI consulting and development, SaaS projects, outsourcing, and next-generation digital services. Megrisoft Limited, incorporated in England and Wales, is a subsidiary of the Company. As at March 31, 2026.

   The consolidated financial statements are approved for issue by the Company's Board of Directors on 19 May 2026.

2. **Significant Accounting Policies**

   2.1. Basis of Preparation of Financial Statements - This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy hitherto in use.

   2.1.1. **Compliance with Ind AS -** These consolidated financial statements are prepared in accordance with the provisions of the Companies Act, 2013 ("the Act"), guidelines issued by the Securities and Exchange Board of India (SEBI) and Indian Accounting Standard (Ind AS) under the historical cost convention on accrual basis except for certain financial instruments which are measured at fair values, defined benefit liability/(asset) which is recognized at the present value of defined benefit obligation less fair value of plan assets. The Ind AS are prescribed under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

   Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The material accounting policy information used in preparation of the audited consolidated financial statements have been discussed in the respective notes.

   The financial statements are presented in Indian Rupees, and all amounts disclosed in the financial statements and notes are expressed in thousands, rounded to the nearest thousand, in accordance with the requirements of Schedule III of the Companies Act, 2013.

   The consolidated financial statements consist of the financial statements of Megri Soft Limited (parent company) and its subsidiary, company namely Megrisoft Limited, registered in England and Wales. Financial statements of the foreign subsidiary have been restated for the purpose of consolidation.

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. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. The financial statements of all entities used for the purpose of consolidation are drawn up to the same reporting date as that of the parent company, i.e, year ended on March 31 2026.

Non-controlling interests represent the portion of equity and profit or loss attributable to equity holders other than the Parent. Non-controlling interests are presented separately in the Consolidated Balance Sheet within equity and separately in the Consolidated Statement of Profit and Loss.

2.1.2. Presentation of financial statements

The financial statements (including balance sheet, statement of profit and loss and the statement of changes in equity) are prepared and presented in accordance with the format prescribed in Division II of Schedule III to the Companies Act, 2013, as amended from time to time. The statement of cash flows has been prepared using the indirect method. The disclosure requirements with respect to items in the balance sheet and statement of profit and loss, as prescribed in Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards.

2.1.3. Operating cycle for current and non-current classification

The Company identifies assets/liabilities as current if the same are receivable/payable within twelve months else the same are considered as non-current

2.1.4. Use of Estimates and Judgments Preparation of financial statements in conformity with Indian Accounting Standards (Ind AS) requires the management of the Company to make estimates and assumptions that affect the income and expense reported for the period and assets, liabilities and disclosures reported as of the date of the financial statements. Examples of such estimates include useful lives of tangible and intangible assets, allowance for expected credit loss, future obligations in respect of retirement benefit plans, considering the extension period for the determination of lease term, etc. Actual results could vary from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised, and by giving prospective impact in the consolidated financial statements.

2.2. Property, plant and equipment - Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are recognized in profit or loss during the reporting period, in which they are incurred. Depreciation is provided on a pro-rata basis, using the straight line method, over the estimated useful lives of assets, based on internal assessment and independent technical evaluation done by the management.

Assets Estimated useful life (Years)

Assets	Estimated useful life (Years)
Building	60
Computers	3
Plant and Machinery	10
Furniture and Fixtures	10
Office Equipments	5
Vehicles	6

Gains and losses on disposals are determined by comparing net disposal proceeds with the carrying amount of the asset. These are included in profit or loss within other income.

2.3. **Intangible Assets -** Intangible assets are stated at cost less accumulated amortization and impairment, wherever applicable. Intangible assets are amortized over their respective individual estimated useful lives on a straight line basis, from the date they are available for use. The estimated useful life of an identifiable asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. The research costs are expensed as incurred. The development costs, which can be capitalized, include the cost of material, direct labour and overhead costs that are directly attributable to preparing the asset for its intended use. Amortization methods and useful lives are reviewed periodically including at each financial year end.

Assets Estimated useful life (Years)

Assets	Estimated useful life (Years)
Softwares	6
Web Properties	10

2.4. Impairment of non-financial assets

Assessment is done at each balance sheet date as to whether there is any indication that an asset may be impaired. If any such indication exists or when annual impairment testing for an asset is required, an estimate of the recoverable amount of the asset/cash generating unit is made. Recoverable amount is higher of an asset's or cash generating unit's fair value less costs of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purpose of assessing impairment, the recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. The smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit (CGU). An asset or CGU whose carrying value exceeds its recoverable amount is considered impaired and is written down to its recoverable amount. Assessment is also done at each balance sheet for possible reversal of an impairment loss recognized for an asset, in prior accounting periods.

2.5. Foreign currency translations

2.5.1. **Functional and presentation currency** -Items included in the financial statements of the Group are measured using the currency of the primary economic environment in which the Company operates ('the functional currency') i.e., Indian Rupee (INR) which is its presentation currency as well.

2.5.2. **Initial recognition** - On initial recognition, all foreign currency transactions are recorded 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.

2.5.3. **Subsequent recognition** - As at the reporting date, foreign currency monetary items are translated using the closing rate and non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the initial transaction. Exchange gains and losses arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the year or in previous financial statements are recognised in profit or loss in the year in which they arise.

2.5.4. **Translation of foreign operations**- The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into the presentation currency of the Group (Indian Rupees) at the closing exchange rate prevailing at the reporting date. Income and expenses of foreign operations are translated at the exchange rates prevailing on the dates of the transactions. For practical reasons, an average exchange rate for the reporting period is used where it approximates the actual exchange rates.

2.6. Revenue Recognition

2.6.1. Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration we expect to receive in exchange for those services.

2.6.2. Dividend income is recognized as and when the right to receive is established. Interest on Bank fixed deposit is recognized on an accrual basis on certificates of interest issued by banks.

2.6.3. Export benefits and other benefits are accounted for on an accrual basis. Export entitlements are recognized as reduction from material consumption when the right to receive credit is established in respect of the exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

2.7. Income tax

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

2.7.2. The current income tax is calculated on the basis of the tax rates and the tax laws enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation. It establishes provisions or make reversals of provisions made in earlier years, where appropriate, on the basis of amounts expected to be paid to / received from the tax authorities

2.7.3. Deferred tax is recognized for all the temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only if it is probable that sufficient future taxable amounts will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. The carrying amount of deferred tax assets are reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

2.7.4. Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associates and interest in joint arrangements where the group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

2.7.5. Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

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

2.7.7. Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets and liabilities and the deferred tax balances relate to the same taxable authority. Current tax assets and liabilities are offset where the

entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

2.8. Provisions

2.8.1. Provisions are recognised when the group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

2.8.2. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

2.8.3. If the effect of the time value of money is material, provisions are measured at the present value of management’s best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects the risks specific to the liability. The increase in the provision due to the passage of time is recognized as a finance cost

2.8.4. The company has adopted the following accounting policy for making provision in respect of income-tax cases under appeal: “In respect of disputed income-tax demand, where the company is in appeal, provision for tax is made when the matter is finally decided.”

2.9. Trade and other payables

These amounts represent liabilities for goods and services provided prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

2.10. Earnings Per Share (EPS)

2.10.1. Basic earnings per share calculations

2.10.1.1. Basic earnings per share is calculated by dividing the profit attributable to the equity shareholders of the Parent by the weighted average number of equity shares outstanding during the year.

2.10.2. Diluted earnings per share

2.10.2.1. Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account - the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential instruments into equity shares.

2.11. Employee Retirement Benefits

2.11.1. **Short term employee benefits -** All employee benefits payable/available within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages and bonus etc., are recognised in the statement of profit and loss in the period in which the employee renders the related service.

2.11.2. **Post – employment benefits**

Defined contribution plans – Retirement benefits in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. Payments to defined contribution plans are recognised as an expense when employees have rendered service Entitling them to the contributions.

Defined benefit plans – Gratuity

The company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity payment plan provides for a lump sum payment to the vested employees at retirement, death, incapacitation while in employment or on termination of employment of an amount based on the respective employee's salary and tenure of employment. Vesting occurs upon completion of five years of service.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method. Re-measurements comprising of actuarial gains and losses, are recognised in other comprehensive income which are not reclassified to profit or loss in the subsequent periods

2.11.3. **Bonus Plans -** The Company recognises a liability and an expense for bonuses. The Company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2.11.4. **Long – term employee benefits -**Leave Encashment The liability of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date Using projected unit credit method.

2.12. Segment Reporting

The Company has primarily one business segment of IT/ITES service and accordingly there is no separate reportable segment as per Ind AS -108 ' Operating Segments' specified under section 133 of the Companies Act, 2013.

2.13. Cash and Cash equivalents

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

2.14. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

2.14.1. **Initial Recognition and measurement** - On initial recognition, all the financial assets and liabilities are recognized at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability except financial asset or financial liability measured at fair value through profit or loss ("FVTPL"). Transaction costs of financial assets and liabilities carried at fair value through the Profit and Loss are immediately recognized in the Statement of Profit and Loss.

2.14.2. **Subsequent measurement**

2.14.2.1. **Financial assets carried at amortised cost -** A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset 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.

2.14.2.2. **Financial assets at fair value through other comprehensive income (FVTOCI) -** A financial asset is subsequently measured at fair value through other comprehensive income if it 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.

2.14.2.3. **Financial assets at fair value through profit or loss (FVTPL)** - A financial asset is measured at fair value through profit and loss unless it is measured at amortized cost or at fair value through other comprehensive income.

2.14.2.4. **Investments in subsidiaries -** The Company has adopted to measure investments in subsidiaries at cost in accordance with Ind AS 27 and carrying amount as per previous GAAP at the date of transition has been considered as deemed cost in accordance with Ind AS 101.

2.14.2.5. **Financial Liabilities -** Financial liabilities are classified, at initial recognition, as loans and borrowings, payables, as appropriate. The Company's financial liabilities include trade and other payables. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to short term maturity of these instrument**s.**

2.14.3. **Derecognition of financial instruments -** A financial asset is derecognized when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when the obligation specified in the contract is discharged or cancelled or expired.

2.14.4. **Fair value measurement of financial instruments** - The fair value of financial instruments is determined using the valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Based on the three level fair value hierarchy, the methods used to determine the fair value of financial assets and liabilities include quoted market price, discounted cash flow analysis and valuation certified by the external valuer. In case of financial instruments where the carrying amount approximates fair value due to the short maturity of those instruments, carrying amount is considered as fair value.

2.15. Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate. A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non -occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

Note 3

Changes in the carrying value of Property, Plant & Equipment For the Financial Year 2025-26

(Amount in '000)

Particulars	**Gross Block**				**Depreciation**					**Net Block**	
	Carrying Value As On April 01,2025	**Additions**	**Deductions**	**Carrying Value As On March 31,2026**	**As On March 31, 2025**	**Current Year**	**Written Off**	**Transfer**	**As On March 31, 2026**	**Carrying Value As On March 31, 2026**	**Carrying Value As On March 31, 2025**
(a)Land & Building							-				
Land	34154	0	0	34154	0	0		0	0	34154	34154
Building	38174	0	0	38174	151	101	0	0	252	37922	38023
Total	**72328**	**0**	**0**	**72328**	**151**	**101**	**0**	**0**	**252**	**72076**	**72177**
(b)Tangible Assets											
Furinture & Fixtures	3493	13	0	3506	2337	117	0	0	2454	1052	1156
Computer	4611	134	0	4745	3665	344	0	0	4009	736	946
Air Conditioner	770	0	0	770	651	32	0	0	683	87	119
Office Equipment	4384	1332		5716	1379	158	0	0	1537	4179	3005
Vehicles	8907	0	1278	7629	7530	486	0	1268	6748	881	1377
Total	**22165**	**1479**	**1278**	**22366**	**15562**	**1137**	0	**1268**	**15431**	**6935**	**6603**
(I) Property, Plant and Equipment (a+b)	**94493**	**1479**	**1278**	**94694**	**15713**	**1238**	**0**	**1268**	**15683**	**79011**	**78780**
Note 3 -											
(II) Other Intangible Assets											
Computer Software	966	0	0	966	807	10	0	0	817	149	159
Web Properties	8909	0	0	8909	8464	0	0	0	8464	445	445
Total	**9875**	**0**	**0**	**9875**	**9271**	**10**	**0**	**0**	**9281**	**594**	**604**
(II) Intangible Assets under Development	21162	1727	0	22889	0	0	0	0	0	22889	21162
Capital work in progress	8387	9804	0	18191	0	0	0	0	0	18191	8387
GRAND TOTAL	**133917**	**13010**	**1278**	**145649**	**24984**	**1248**	0	**1268**	**24964**	**120685**	**108933**

Capital Work -In-Progress

The capital work-in-progress ageing schedule for the year ended March 31, 2026 and March 31, 2025 is as follows:

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	9804	1691	6696	0	18191
Total Capital work-in-progress 31st March 2026					**18191**
Projects in progress	1691	6696	0	0	8387
Total Capital work-in-progress 31st March 2025					**8387**

As of March 31, 2026, and March 31, 2025, there are no capital work-in-progress projects that are overdue for completion, have exceeded their original planned costs, or have been suspended.

Intangible assets under development:

The Intangible assets under development ageing schedule for the year ended March 31, 2026 and March 31, 2025 is as follows:

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1727	8	528	20626	22889
Projects temporarily suspended					
Total Intangible assets under development 31st March 2026					**22889**
Projects in progress	8	528	1124	19502	21162
Projects temporarily suspended					
Total Intangible assets under development 31st March 2025					**21162**

As of March 31, 2026, and March 31, 2025, there are no intangible assets under development that are overdue for completion, have exceeded their original planned costs, or have been suspended.

Note 3 (a)
Investment Property For the Financial Year 2025-26

(Amount in '000)

Particulars	Carrying Value As On April 01,2025	Additions	Deductions	Carrying Value As On March 31,2026
(a)Land (At Cost)				
Plots at DLF Mullanpur and Panchkula	44701	0	0	44701
Total	**44701**	**0**	**0**	**44701**
Investments carried at cost	**44701**			**44701**

The investment properties (freehold land) are measured using the cost model. The Company owns two properties located in DLF Mullanpur (New Chandigarh), Mohali, Punjab, and one property in DLF Valley, Panchkula, Haryana. No impairment losses were recognized, as there were no indicators of impairment. No changes in fair value have been recognized in the Statement of Profit and Loss or Other Comprehensive Income, as the cost model is applied. Based on management's internal assessment, the fair value of these properties is estimated at ₹5.25 crore.

Note 4

(a) Non-Current Investments

Particulars	As At March 31,2026			As At March 31,2025		
	Number of Unit	Face value (₹)	('000)	Number of Unit	Face value (₹)	('000)
Investment in Equity shares (fully paid up)						
(Quoted)						
BSE Limited	7	2	19	0	0	0
EClerx Services Limited	20	10	28	0	0	0
HDFC Limited	90	1	66	0	0	0
Infosys Limited	35	5	44	0	0	0
IDFC First Bank Limited	100	10	6	0	0	0
ITC Limited	100	1	29	0	0	0
Kotak Mahindra Bank Ltd	75	1	26	0	0	0
Larsen And Toubro Limited	5	2	17	0	0	0
National Securities Dep Ltd (NSDL)	30	2	23	0	0	0
ICICI Bank Limited	25	2	30	0	0	0
Tata Consultancy Services Ltd	16	1	37	0	0	0
Investments at fair value through other comprehensive income (FVOCI) - A			**325**			**0**
Aggregate amount of quoted investments at cost			0			0
Investment in Equity shares - fully paid up (Unquoted)						
Dynamic Petro Products Limited	262000	10	2620	262000	10	2620
Basel Investments Limited	998800	10	9988	380000	10	9988
Himalyan Financial Services Ltd.	281600	10	2816	281600	10	2816
Aggregate amount of unquoted investments at cost - B			**15424**			**15424**
Total Non current investments (A+B)			**15749**			**15424**
Investments carried at cost			**15424**			**15424**
Investments carried at fair value			**325**			**0**

(b) Current investments

Particulars	As At March 31,2026			As At March 31,2025		
	Number of Unit	Amount per unit Rs	('000)	Number of Unit	Amount per unit Rs	('000)
Investment in Mutual Funds (unquoted) (Liquid/ Liquid Plus) (At Cost)						
Mirae Asset Large cap fund growth plan	3,324	97	331	3,324	48	348
Aditya Birla Sun Life Credit Risk Fund - Growth	1721	24	42	0	0	0
Aditya Birla Sun Life Medium Term Plan - Growth	4896	42	207	0	0	0
Groww Nifty Midcap 150 ETF	89	223	20	0	0	0
HDFC Flexicap Fund - Growth Option	48	1818	87	0	0	0
HDFC Liquid Fund Regular Plan Growth	58	5348	309	0	0	0
HDFC Technology Fund - Regular Plan Growth	3692	11	39	0	0	0
HSBC Credit Risk Fund - Growth	1511	33	50	0	0	0
ICICI Prudential Corporate Bond Fund - Growth	3238	31	100	0	0	0
ICICI Prudential Equity and Debt Fund - Growth	303	375	113	0	0	0
ICICI Prudential liquid fund- Growth	1276	403	515	0	0	0
ICICI Prudential Ultra Short Term Fund - Growth	7032	29	204	0	0	0
Nippon India Large Cap Fund - Growth Plan - Growth	796	82	65	0	0	0
Parag Parikh Flexi Cap Fund - Growth	932	78	73	0	0	0
UTI Low Duration Fund-Regular Growth	27	3706	102	0	0	0
UTI Money Market Fund-Regular Growth	31	3225	101	0	0	0
Investments at fair value through other comprehensive income (FVOCI)			**2358**			**348**
Investments carried at cost			**2218**			**159**
Investments carried at fair value through other comprehensive income (FVOCI)			**2358**			**348**

(c) Trade Receivables

Particulars	As At March 31,2026	As At March 31,2025
Trade receivable outstanding for a period exceeding six months	**('000)**	**('000)**
Unsecured		
Considered good - Against Sale of Investments	0	0
Considered doubtful	-	-
Trade receivable outstanding for a period less than six months		
Unsecured		
Considered good	2483	3153
Considered doubtful	-	-
Total	**2483**	**3153**

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person.
The trade receivable for curreent year 2483 (Thousand) (Previous Year 3153 Thousand).

Trade receivables ageing schedule for the year ended as on March 31, 2026 and March 31, 2025:

Particulars	Outstanding for following periods from due date of payment						
	Not Due	**Less than 6 months**	**6 months to 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed Trade receivables – considered good	-	2483	-	-	-	-	2483
Undisputed Trade receivables – credit impaired	-	-	-	-	-	-	0
Disputed Trade receivables – considered good	-	-	-	-	-	-	0
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	0
	-	2483	-	-	-	-	2483
Less: Allowance for credit loss	-	-	-	-	-	-	0
Total Trade Receivables 31st March 2026							**2483**
Undisputed Trade receivables – considered good	-	3153	-	-	-	-	3153
Undisputed Trade receivables – credit impaired	-	-	-	-	-	-	0
Disputed Trade receivables – considered good	-	-	-	-	-	-	0
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	0
	-	3153	-	-	-	-	3153
Less: Allowance for credit loss	-	-	-	-	-	-	0
Total Trade Receivables 31st March 2025							**3153**

Note 5
Deferred Tax Assets (Net)

Particulars	As At March 31, 2026	As At March 31, 2025
	('000)	**('000)**
Opening Balance	282	313
Less: Deferred Tax Liabilities on Depreciation	29	(31)
Total	**311**	**282**

Note 6
Other Non-Current Assets

Particulars	As At March 31,2026	As At March 31,2025
(Unsecured, considered good, unless otherwise stated)	**('000)**	**('000)**
Capital Advances (Against Land & Building)	22067	22025
Other Loans and Advances	6440	8070
Securities	402	402
Total	**28909**	**30497**

Note 7
Cash & Cash Equivalents

Particulars	As At March 31,2026	As At March 31,2025
Balances with banks	**('000)**	**('000)**
In Current Account & Deposit Accounts	5726	5824
Cash in hand	47	91
Total	**5773**	**5915**

Note 8
Bank balance other than (7) above

Particulars	As At March 31,2026	As At March 31,2025
	('000)	**('000)**
Balances with bank:-		
In Fixed Deposit	5507	4618
Total	**5507**	**4618**

Note 9
Other Current Assets

Particulars	As At March 31,2026	As At March 31,2025
(Unsecured, considered good, unless otherwise stated)	**('000)**	**('000)**
Advances with suppliers & others	2960	8897
Other Advances	3176	3180
Advance Tax	850	300
TDS/TCS Recoverable	324	811
Other Current Assets	538	962
Total	**7848**	**14150**

Note 10 (a)
Share Capital

Particulars	As At March 31, 2026	As At March 31, 2025
	('000)	('000)
Authorised		
3300000 Equity Shares of Rs. 10/- each	33000	33000
	33000	33000
Issued & subscribed		
3140700 equity shares of Rs. 10/- each fully paid	31407	31407
	31407	31407
Issued, Subscribed & Paid up		
3140700 equity shares of Rs. 10/- each fully paid	31407	31407
Total	**31407**	**31407**

a. Reconciliation of Shares outstanding at the beginning and at the end of the reporting year

Particulars	As At March 31, 2026	As At March 31, 2025
	('000)	('000)
EQUITY SHARES		
At the beginning of the year	31407	31407
Add: Issued during the year	-	-
Outstanding at the end of the year	**31407**	**31407**

b. Terms/Rights attached to equiy shares
The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company in proportion to their shareholding.

c. During last 5 years immediately preeceding the balance sheet date, no Equity Share has been issued pursuant to any contract without payment being received in cash. Further the company has neither allotted any share by way of bonus shares, nor it had bought back any Equity during aforesaid period of 5 years. Unpaid Calls - NIL (Previos Year NIL) No shares have been forfeited by the company during the year.

d. The details of the shares held by promoters as at March 31, 2025 are as follows:

Particulars	As at March 31,2026		As At March 31, 2025	
	No. of Shares	% Holding	No. of Shares	% Holding
Mohnesh Kohli	1168100	37.19%	1168100	37.19%
Mohnesh Kohli HUF	715700	22.79%	715700	22.79%
Aprajita Kohli	193000	6.15%	193000	6.15%
Austin Kohli	254200	8.09%	254200	8.09%
Greenwich Fintech Private Limited	24200	0.77%	24200	0.77%
Total	**2355200**	**74.99%**	**2355200**	**74.99%**

Note 10(b)
Other Equity

Particulars	As At March 31, 2026	As At March 31, 2025
	('000)	('000)
General reserve	5341	5341
Retained earnings	191430	186956
Total	**196771**	**192297**

Note 11
Trade Payables

Particulars	As At March 31, 2025	As At March 31, 2024
	('000)	('000)
Trade Payables	-	-
Total	**0**	**0**

Based on information available with the Company, there are no dues to micro, small and medium enterprises, as defined in Micro, Small and Medium Enterprises Development Act, 2006 as on March 31, 2026

Trade payables ageing schedule for the year ended as on March 31, 2026 and March 31, 2025:

Particulars	Not Due	Less than 1 year months	1-2 years year	2-3 years	More than 3 year	Total
Outstanding dues to MSME	-	-		-	-	-
Others	-	-		-	-	-
Disputed dues – MSME	-	-		-	-	-
Disputed dues - Others	-	-		-	-	-
Total trade payables 31st March 2026						0
Outstanding dues to MSME	-	-		-	-	-
Others	-	-		-	-	-
Disputed dues – MSME	-	-		-	-	-
Disputed dues - Others	-	-		-	-	-
Total trade payables 31st March 2025						0

Note 12
Other Current Liabilities

Particulars	As At March 31, 2026	As At March 31, 2025
	('000)	('000)
Audit Fees Payable	90	85
Contribution to Provident & Other Funds	8	468
Other Payables	1475	745
Total	**1573**	**1298**

Note 13
Provisions

Particulars	As At March 31, 2026	As At March 31, 2025
	('000)	('000)
Provision for Income Tax	2205	1859
Provision for Employee Benefits	714	1160
Total	**2919**	**3019**

Note 14
Revenue From Operations

Particulars	As At March 31,2026	As At March 31,2025
	('000)	**('000)**
<u>Information Technology Services</u>		
Income From IT Exports Of Services	28388	25710
Income From Domestic IT Services	790	9854
Total	**29178**	**35564**

Note 15
Other Income

Particulars	As At March 31,2026	As At March 31,2025
	('000)	**('000)**
Interest on Fixed Deposits with Bank	352	544
Income from Investment (Dividend and Profits on Investments etc.)	46	-3
Other Income	6	14
Total	**404**	**555**

Note 16
Employee Benefit Expenses

Particulars	As At March 31,2026	As At March 31,2025
	('000)	**('000)**
Salary & Wages (Including Director Remuneration see note no. 31)	6811	13251
Contribution to Provident & Other Funds	73	339
Staff Welfare Expenses	174	223
Total	**7058**	**13813**

Note 17
Finance Cost

Particulars	As At March 31,2026	As At March 31,2025
	('000)	**('000)**
Borrowings Cost	0	0
Total	**0**	**0**

Note 18
Depreciation & Amortisation

Particulars	As At March 31,2026	As At March 31,2025
	('000)	**('000)**
Depreciation & Amortization Expenses	1248	1140
Total	**1248**	**1140**

Note 19
Other Operating Expenses

Particulars	As At March 31,2026	As At March 31,2025
	('000)	**('000)**
Advertisement & Marketing expenses	410	434
Bank Charges	62	63
Communication & Internet Expenses	263	384
Insurance Expenses	68	65
IT Operating Expenses	7944	9897
Legal & Professional Expenses	1594	787
Miscellaneous Expenses	449	450
Payment to auditors (refer Note 19.1 below)	60	60
Power Fuel & Water Charges	302	284
Printing & stationery	18	26
Rent Rates & Taxes	319	258
Repair & Maintenance Expenses	244	389
Travelling & conveyence expenses (Including Director Foreign travelling Expenses)	1170	695
Total	**12903**	**13792**

Note 19.1
Payment to Auditors

Particulars	As At March 31,2026	As At March 31,2025
Payment to auditor	**('000)**	**('000)**
As Auditor Statutory Audit	60	60
Total	**60**	**60**

Note 20

Earning Per Share

Particulars	As At March 31,2026	As At March 31,2025
Earnings per share	**('000)**	**('000)**
Basic		
Net profit / (loss) for the year from continuing operations attributable to the equity shareholders	6155	5551
Weighted average number of equity shares	3140700	3140700
Par value per share	10	10
Earnings per share from continuing operations - Basic	1.96	1.77
Diluted	1.96	1.77

20.1 Ratios

The ratios for the years ended March 31, 2026 and March 31, 2025 are as follows:

Particulars	Numerator	Denominator	31st March 2026	31st March 2025	Variance	Reason for Variance
Current Ratio	Current assets	Current liabilities	5.34	6.53	(18.27%)	
Debt – Equity Ratio	Total Debt (represents lease liabilities)	Shareholder's Equity	-	-	-	
Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	-	-	-	
Return on Equity (ROE)	Net Profits after taxes	Shareholder's Equity	2.70%	2.48%	9.01%	
Trade receivables turnover ratio	Revenue	Average Trade Receivable	10.35	10.53	(1.67%)	
Trade payables turnover ratio	Purchases of services and other expenses	Average Current Liabilities	8.99	10.80	(16.77%)	
Net working capital turnover ratio	Revenue	Working Capital	1.50	1.49	0.67%	
Net profit ratio	Net Profit	Revenue	21.31%	15.66%	36.06%	Refer Note 1
Return on capital employed (ROCE)	Earning before interest and taxes	Capital Employed	3.64%	3.30%	10.30%	-
Return on Investment(ROI)	Income generated from investments	Average investments	0.14%	-0.02%	(800%)	Refer Note 2

Notes:-

1.The Net Profit Ratio improved during the year primarily due to an increase in net profit relative to revenue, reflecting improved overall financial performance.

2. The Return on Investment (ROI) improved during the year primarily due to higher income generated from investments.

Note 21

Non-Controlling Interest (NCI)
Non-controlling interest represents the 37.50% equity interest in Megrisoft Limited, a subsidiary incorporated in England and Wales, which is not attributable to the equity shareholders of the Parent Company. During the financial year, Megrisoft Limited ceased to be a wholly owned subsidiary following the allotment of additional equity shares by the subsidiary. Consequently, the Parent Company's shareholding reduced from 100% to 62.50%, while it continues to retain control over the subsidiary.

The profit attributable to the non-controlling interest for the year ended March 31, 2026 amounted to ₹0.62 lakh. The carrying amount of the non-controlling interest is disclosed in the Consolidated Statement of Changes in Equity.

Note 22

Impairment
In the view of management, no impairment conditions existed on 31 March 2026. Hence, no provision is required in the accounts for the year under review.

Note 23

Auditor's Remuneration
Statutory Auditors' remuneration for the financial year 2025-26 is Rs 60 thousand, excluding GST (Previous Year Rs. 60 thousand)

Note 24

Foreign Exchange Earnings
The particulars regarding foreign exchange earnings of holding company during the year of Rs. 22892 thousand only (Previous Year Rs. 20126 thousand) and expenditure in foreign currency is Rs. 1478 thousand only (Previous year 600 thousand).

Note 25

Contingent Liabilities and Litigations
Disputed income tax demands aggregating to Rs 23,392 thousand are under appeal before the respective appellate authorities. Considering the facts of the cases, judicial precedents, and legal opinions obtained, management believes that the likelihood of an outflow of economic resources is not probable. Accordingly, no provision has been recognised in the financial statements, and the matter has been disclosed as a contingent liability. The details are as follows:

Nature of Statute	Nature of Dues	Amount (in '000)	Period to which the amount relates	Forum where the dispute is pending
Income tax Act, 1961	Tax and interest	15008	A.Y 2013-14	CIT(Appeals)
Income tax Act, 1961	Tax and interest	6516	A.Y 2014-15	CIT(Appeals)
Income tax Act, 1961	Tax and interest	1868	A.Y 2016-17	CIT(Appeals)

Note 26

Employee Benefits

A. Defined Contribution Plans - The Company has a defined contribution plan in respect of provident fund. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to a registered provident fund administered by the Government. The obligation of the company is limited to the amount contributed and it has no further contractual nor any constructive obligation.
During the year, the Company has recognised the following amounts towards defined contribution plan in the Statement of Profit and Loss –

Amount (000)

Particulars	As At March 31,2026	As At March 31,2025
Employers' Contribution to Provident Fund	16	16
Employer's Contribution to Employees State Insurance	57	323

B. Other Long term benefits - The leave obligations cover the Company's liability for earned leave.. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next twelve months.

C. Defined Benefit Plans - Contribution to Gratuity Funds – The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The company does not have any employees who are in continuous service for a period of 5 years Hence The Company doesn't operate a defined benefit gratuity plan, which requires contributions to be made to the recognised fund.

Note 27

Regulation 34(3) read with para A of Schedule V to Securities And Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015:

Amount (000)

Particulars	As At March 31, 2026	As At March 31, 2025
Advance given to the subsidiary		
Megrisoft Limited (UK Subsidiary)		
Balance at the year-end	2019	2019
Maximum amount outstanding at any time during the year	2019	2019

Note 28

Foreign Travelling Expenses

Rs. 812 Thousand was incurred on foreign travel during the financial year under review, compared with Rs. 385 Thousand during the preceding financial year. The entire amount was incurred on foreign travel expenses of the director.

Notes 29

The company has completed the main construction of its IT plot located at I-46, Sector-83 Alpha, I.T. City, SAS Nagar, Punjab – 160055. However, some miscellaneous construction activities are still ongoing. As of the reporting date, the capital work in progress amounts to 18,191 thousand (Previous year: 8,387 thousand). Since construction is not fully completed, this amount is reflected under 'Capital Work in Progress' in the Fixed Assets Schedule (Note 3).

Note 30

Related Party Disclosures:

In accordance with the requirements of IND AS 24, on related party disclosures, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exits and with whom transactions have taken place during reporting period, are:

A) Disclosure of Related Parties and the relationship between the parties.

Name of Related Parties	Nature of Relationship
(i) Key Management Personnel (KMP)	
Mr. Mohnesh Kohli	Promoter, Non-Executive Chairman & Person having significant influence
Ms. Aprajita Kohli	Non-Executive Director
Mr. Rajnesh Sharma	Whole Time Director
Ms. Saloni Garg	Company Secretary
(iii) Independent Directors - KMP	
Mr. Sahil Malhotra	Independent Director
Mr. Raman Seth	Independent Director
Ms. Diksha	Independent Director
(iv) Relatives of Key Management Personnel	
Mr. Austin Kohli	A relative of a person having a significant influence
Mr. Mahesh Kohli	
M/s Mahesh Kohli HUF	
Ms. Jyoti Kohli	
Mohnesh Kohli & Co.	Enterprise Over which the controlling person has significant influence
Mohnesh Kohli HUF	
(v) List of related parties over which control exists/exercised	
Megrisoft Limited (UK)	Subsidiary Company in UK
(vi) Companies in which some of the Directors or other relatives are interested	
Greenwich Fintech Private Limited	A company over which the promoter and its relatives are directors and promoters.

Ad Accounting & Bookkeeping Services Private Limited	A relative of Mohnesh Kohli is the director of the company.
Basel Investments Limited	A company in which Mr. Mohnesh Kohli, Non-Executive Chairman of the Company, is a Non-Executive Director.
Megri Homes Private Limited	A company over which the promoter and its relatives are directors and promoters
Maison Neena Limited (UK)	A Company in the UK controlled by Ms Aprajita Kohli, Non-Executive Director

B) Details of transactions with related parties in the ordinary course of business:

(Amount in '000)

Particulars	**Year ended 31 March 2026**	**Year ended 31 March 2025**
(i) Remuneration to Key Management Personnel (KMP)		
(a) Short Term Employee Benefits (Monthly Remuneration)		
Mr. Rajnesh Sharma	393	397
Ms. Aprajita Kohli	1026	2326
Ms. Saloni Garg	218	35
(b) Short Term Reimbursement Benefits (Travelling)		
Mr. Mohnesh Kohli	401	261
Ms. Aprajita Kohli	614	348
(ii) Rent paid to Key Management Personnel (KMP)		
Mr. Mohnesh Kohli	180	180
(iii) Payment to relatives of Key Management Personnel (KMP)		
(a) Purchase of Assets		
Mr. Mahesh Kohli	50	1900
M/s Mahesh Kohli HUF	1000	-
Ms. Jyoti Kohli	400	-
(iv) Sitting Fees paid to Non-Executive Directors		
Mr. Mohnesh Kohli	30	35
Mr. Sahil Malhotra	30	35
Mr. Raman Seth	15	30
Ms. Diksha	30	15
(v) Investment in a Company in which directors are interested		

Basel Investments Limited - Investment in Equity Shares	-	6188
(vi) Related parties: Entities controlled by a Director		
Maison Neena Limited (Paid by Megrisoft Limited UK)	1721	-

C) Balances payable/receivable)

Particulars	**Year ended 31 March 2026**	**Year ended 31 March 2025**
(i) Dues Payable/(Receivable) to KMPs and their relatives:		
Mr. Rajnesh Sharma	50	85
Ms. Saloni Garg	25	18
Mr. Raman Seth	50	36
(ii) Others Payable / (Receivable)		
Mr. Mahesh Kohli	-	(50)
(iii) Advances Receivable		
Megrisoft Limited (UK Subsidiary)	2019	2019
(iv) Security Deposits (Rental)		
Mohnesh Kohli	100	100

The company hold investment in the equity shares of Basel Investments Limited, a company in which Mr Mohnesh Kohli, Non-Executive Chairman of the Company, is a Non-Executive Director. The carrying amount of the investment as at March 31, 2026, is ₹9,988 thousand (Previous Year: ₹9,988 thousand).

Note 31
Salary and wages include director remuneration 1419 thousand (Previous Year 2723 thousand) and sitting fee 105 thousand (Previous Year 115 thousand).

Note 32
The Company owns plot no. G1/34, measuring 400.06 sq. meters, at DLF Valley Panchkula, Haryana, which is allotted in its name. The title deed for the plot in the company's favour has yet to be registered.

Note 33

The Company had filed a consumer complaint against Godrej Estate Developers Private Limited before the State Consumer Disputes Redressal Commission, U.T. Chandigarh, on July 31, 2020, seeking a refund of 13842 thousand paid towards the purchase of a commercial unit, together with applicable interest and other consequential reliefs.

The State Consumer Disputes Redressal Commission, U.T. Chandigarh, vide its order dated April 18, 2022, directed Godrej Estate Developers Private Limited to refund the aforesaid amount together with interest at the rate of 12% per annum and litigation costs of 50 thousand. The said order has been challenged by Godrej Estate Developers Private Limited before the National Consumer Disputes Redressal Commission, New Delhi, where the appeal is currently pending.

Note 34 Other statutory information (as required by schedule III to the Companies Act, 2013)

A. The Parent and Indian subsidiaries have not entered into any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
B. The Group is not declared wilful defaulter by any bank or financial institution or other lender.
C. The Group has not traded or invested in crypto currency or virtual currency during the financial year.
D. The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the year.
E. No proceedings have been initiated or are pending against the Parent and Indian subsidiaries for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made there under.
F. No loans or advances in the nature of loans are granted to promoters, Directors, Key Managerial Personnel and the related parties (as defined under the Companies Act, 2013) either severally or jointly with any other person.
G. The Parent and Indian subsidiaries do not have any charges or satisfaction of charges which are yet to be registered with the Registrar of Companies beyond the statutory period.
H. The company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

Note 35
Previous Year Figures Regrouping/Reclassification

Previous year figures have been regrouped/reclassified to conform to the current year classification.

As per the report of even date attached.

For and on behalf of the Board of Director

For **Narinder Kumar And Company**
Chartered Accountants
ICAI Firm Registration Number: 030737N

Mohnesh Kohli
(Director)
DIN: 01784617

Rajnesh Sharma
(Director & CFO)
DIN: 02528435

Narinder Kumar Garg
Partner
Membership Number: 080287
Place of Signature: Chandigarh
Date: 19th May, 2026
ICAI UDIN:

Saloni Garg
Company Secretary &
Compliance Officer
M.No: ACS A33867