July 20, 2026

To,	To,
BSE LIMITED **Phiroze Jeejeebhoy Towers** **Dalal Street ,Mumbai – 400001** **Tel:022-22721233/34** **Fax: 022-22722131/2037/2061/41** **Email: corp.relations@bseindia.com** **corp.compliance@bseindia.com** **Scrip Code: 532172**	**The National Stock Exchange Limited,** **Exchange Plaza, BandraKurla Complex,** **Bandra (East), Mumbai: 400051** **Tel: 022-26598235/36/452** **Fax: 022-26598237/38** **Email: cmlist@nse.co.in** **Scrip Code: ADROITINFO**

Sub: Submission of Annual Report 2025-2026 and Notice of 36th Annual General Meeting Under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

In compliance with the provisions of Regulation 34 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report 2025-2026 of the Company along with Notice of 36th Annual General Meeting of the Company scheduled on Friday, August 14, 2026 at 09:00 A.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), in compliance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India in this regard.

Detailed instructions for remote e-voting, participation in the AGM through VC/OAVM mode and e-voting at the AGM are provided in the Notice of the AGM.

In terms of Regulation 46 of the SEBI Listing Regulations, the said Annual Report and Notice of the 36th AGM are available on the website of the Company: https://www.adroitinfotech.com/annual-reports.html

You are requested to take the same in your record.

Thanking you.

Yours faithfully,

for **Adroit Infotech Limited**

Piyush Prajapati
Company Secretary &
Compliance Officer

Solutions Simplified

Adroit Infotech Limited

2025-2026

36th

ANNUAL REPORT

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CORPORATE INFORMATION

Board of Directors:

Sudhakiran Reddy Sunkerneni	Managing Director
Sridhar Reddy Pyata	Non-Independent Director
Kanthi Reddy Sunkerneni	Non-Independent Director
Venkateshwara Reddy Varri	Independent Director
Srinivas Ranganath Parankusam	Independent Director
Raja Sekhar Reddy Venkata Jammula	Independent Director

Key Managerial Person:

Sudhakiran Reddy Sunkerneni	Managing Director
Ravichandra Rao Badanidiyoor	Chief Financial Officer
Piyush Prajapati	Company Secretary & Compliance Officer

Statutory Committees

Audit Committee:

Srinivas Ranganath Parankusam	Chairman
Sudhakiran Reddy Sunkerneni	Member
Raja Sekhar Reddy Venkata Jammula	Member

Nomination & Remuneration Committee:

Venkateshwara Reddy Varri	Chairman
Sridhar Reddy Pyata	Member
Srinivas Ranganath Parankusam	Member

Stakeholders and Relationship Committee:

Raja Sekhar Reddy Venkata Jammula	Chairman
Venteshwara Reddy Varri	Member
Sridhar Reddy Pyata	Member

Rights Issue Committee

Srinivas Ranganath Parankusam	Chairman
Venteshwara Reddy Varri	Member
Sudhakiran Reddy Sunkerneni	Member

Registered and Corporate Office:
Plot No. 7A, MLA Colony, Road No. 12,
Banjara Hills, Hyderabad – 500034.
Email: cs@adroitinfotech.com
Website: www.adroitinfotech.com
CIN: L72300TG1990PLC011129
Tel: +91-40-2355 2284/85

Statutory Auditors:
M/s. Rao and Shyam,
Chartered Accountants
110, Taramandal Complex, Saifabad,
Khairtabad, Hyderabad, Telangana - 500016

Internal Auditors:
M/s. Thirumareddy Praveen Kumar.
1-104-1/3, VSL Heights Apartment
G-1, SECTOR-5, MVP Colony
Telangana Veedhi Kumili Village, Vizianagaram

Bankers:
HDFC BANK LIMITED
Plot No. 1355A, Road No. 1 & 45 Jubilee,
Hills, Hyderabad -500033

AXIS BANK LIMITED
Gr Flr, Plot No. 7A, MLA Colony, Road No. 12,
Banjara Hills, Hyderabad -500034, Telangana

Registrar and Share Transfer Agents:
Venture Capital and Corporate Investments Private Limited

"AURUM", Door No.4-50/P-II/57/4F & 5F,
Plot No.57, 4th & 5th Floors, Jayabheri
Enclave Phase – II, Gachibowli, Hyd 500 032
Phone: +91 040-23818475/76/23868023,
E mail: info@vccilindia.com

Stock Exchanges:
National Stock Exchange of India Limited
Bombay Stock Exchange Limited

NOTICE

Notice is hereby given that the **36th Annual General Meeting (AGM)** of the Members of **M/s. Adroit Infotech Limited** ("the Company") will be held **on 14th August day, Friday, 2026 at 09.00 A.M**. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT 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; AND IN THIS REGARD, PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION**:

   "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 laid before this meeting, be and are hereby considered and adopted."

2. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 AND THE REPORT OF THE AUDITORS THEREON AND IN THIS REGARD, PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION**.

   "**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

3. **TO RE-APPOINT MS. KANTHI REDDY SUNKERNENI (DIN: 10732925), WHO RETIRES BY ROTATION AS A DIRECTOR AT THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE SEEKS RE-APPOINTMENT AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, ("the Act") **Ms. Kanthi Reddy Sunkerneni (DIN: 10732925),** who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. **TAKING NOTE OF REVISION IN REMUNERATION OF GROUP CHIEF EXECUTIVE OFFICER AND GROUP CHIEF OPERATING OFFICER OF MATERIAL SUBSIDIARY.**

   "RESOLVED THAT the Board of Directors do hereby take note of the revision in remuneration of Mr. Naveen Naidu, Group Chief Executive Officer (Group CEO), and Mr. Satish Kumar Yadav, Group Chief Operating Officer (Group COO), who are designated as the Key Managerial Personnel of the Company and are employed with Verso Altima India Private Limited, a material subsidiary of the Company, with effect from 1st April, 2026, as approved by the Board of Directors of Verso Altima India Private Limited.

   RESOLVED FURTHER THAT the Board noted that the revision in remuneration has been approved by the Board of Directors of the material subsidiary after taking into consideration their roles and responsibilities, leadership, experience, performance, contribution to the growth and strategic objectives of the Group, prevailing industry benchmarks and market compensation practices.

   RESOLVED FURTHER THAT the Board also noted that the remuneration revision is in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, to the extent applicable**.**

RESOLVED FURTHER THAT the Board places on record its appreciation for the valuable contribution made by Mr. Naveen Naidu and Mr. Satish Kumar Yadav towards the sustained growth and operational excellence of the Company and its subsidiaries**.**

RESOLVED FURTHER THAT the Company Secretary and Compliance Officer be and is hereby authorised to make necessary disclosures, filings and intimations, wherever required, and to do all such acts, deeds, matters and things as may be necessary for giving effect to this Resolution."

5. APPROVAL FOR FORFEITURE OF PARTLY PAID-UP EQUITY SHARES

RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, the rules made thereunder, the Articles of Association of the Company, the Letter of Offer issued in connection with the Rights Issue, and based on the recommendation of the Rights Issue Committee, the consent of the Board be and is hereby accorded for the forfeiture of **26,39,910** (Twenty-Six Lakh Thirty-Nine Thousand Nine Hundred and Ten) partly paid-up equity shares on which the holders thereof have failed to pay the outstanding First Call and/or Final Call monies within the stipulated timelines, despite the Company having issued due notices and provided adequate opportunities for payment**.**

RESOLVED FURTHER THAT the aforesaid **26,39,910** partly paid-up equity shares be and are hereby forfeited with effect from 22nd May, 2026, in accordance with the provisions of the Companies Act, 2013, the Articles of Association of the Company, the terms of the Rights Issue and other applicable laws.

RESOLVED FURTHER THAT upon such forfeiture, all amounts already paid by the holders of the aforesaid partly paid-up equity shares shall stand forfeited to the Company and the said shares shall cease to rank for any rights attached thereto from the effective date of forfeiture**.**

RESOLVED FURTHER THAT the Board authorises the Rights Issue Committee and the officers of the Company to take all consequential actions in relation to the forfeited shares, including maintaining the Register of Members, updating statutory records, making necessary filings and disclosures with the stock exchanges, the Registrar of Companies, depositories and other regulatory authorities, and to undertake such further actions, including reissue, cancellation or otherwise dealing with the forfeited shares, in accordance with the provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Articles of Association of the Company and other applicable laws**.**

RESOLVED FURTHER THAT the Company Secretary and Compliance Officer be and is hereby authorised to sign, execute and file all necessary forms, returns, applications, intimations and documents and to do all such acts, deeds and things as may be necessary or expedient for giving effect to this Resolution."

SPECIAL BUSINESS:

1. APPROVAL FOR BORROWING POWERS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) read with Section 179(3)(d) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorized by the Board to exercise the powers conferred by this Resolution) to borrow, from time to time, such sum or sums of money, in one or more tranches, by way of loans, credit facilities, term loans, working capital facilities, external commercial borrowings, debentures, commercial papers or any other debt instruments or financial assistance from banks, financial institutions, bodies corporate or any other persons, whether secured or unsecured, upon such terms and conditions as the Board may deem fit in the best interests of the Company

RESOLVED FURTHER THAT the Board be and is hereby authorized to borrow such monies notwithstanding that the aggregate amount of monies so borrowed together with the monies already borrowed by the Company (excluding temporary loans obtained from the Company's bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total outstanding borrowings shall not exceed Rs.100,00,00,000 (Rupees One Hundred Crore Only) by way of fund-based facilities and Rs.100,00,00,000 (Rupees One Hundred Crore Only) by way of non-fund-based facilities, over and above the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

2. APPROVAL FOR CREATION OF CHARGE / MORTGAGE ON THE ASSETS OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorized by the Board) to create, from time to time, such mortgages, charges, hypothecations, pledges, liens or other security interests, in addition to the existing security, on all or any part of the movable and/or immovable properties, tangible and/or intangible assets, both present and future, and/or the whole or substantially the whole of any undertaking(s) of the Company, in such form, manner and ranking, whether exclusive, pari-passu, subordinate or otherwise, as the Board may determine, in favour of banks, financial institutions, lenders, trustees, debenture trustees, agents or any other persons or entities for securing the borrowings and financial facilities availed or to be availed by the Company.

RESOLVED FURTHER THAT such security may be created for securing any loans, credit facilities, working capital facilities, term loans, external commercial borrowings, debentures (whether convertible or non-convertible), bonds, commercial papers or any other debt instruments or financial assistance together with interest, additional interest, default interest, commitment charges, costs, charges, expenses, premium, remuneration payable to trustees or agents, and all other monies payable by the Company in respect thereof, within the overall borrowing limits approved by the Members pursuant to Section 180(1)(c) of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms and conditions of such security, including the nature, extent and ranking thereof, to negotiate, finalise and execute all agreements, deeds, declarations, documents and writings, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this Resolution, including delegating any of its powers to any Committee of the Board or any Director(s) or Officer(s) of the Company, as may be deemed appropriate."

3. APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013 FOR MAKING LOANS, GIVING GUARANTEES, PROVIDING SECURITIES AND MAKING INVESTMENTS.

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to such other approvals, consents and permissions as may be required, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board) to:

(a) give any loan to any person or other body corporate;

(b) give any guarantee or provide security in connection with any loan or other financial assistance to any person or other body corporate; and/or

(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

from time to time, in one or more tranches, as the Board may consider expedient and in the best interests of the Company, notwithstanding that the aggregate of the loans, guarantees, securities and investments so far made together with those proposed to be made may exceed the limits prescribed under Section 186(2) of the Companies Act, 2013, provided that the aggregate outstanding amount of such loans, guarantees, securities and investments shall not, at any time, exceed Rs.100,00,00,000 (Rupees One Hundred Crore Only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms and conditions of such loans, guarantees, securities and investments, including the timing, amount, tenure, interest, security, purpose and all other matters incidental thereto, and to negotiate, finalise, execute and deliver all agreements, deeds, documents, writings and other instruments as may be necessary or expedient for giving effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, including filing of necessary forms and returns with the Registrar of Companies or any other statutory authority, and to delegate all or any of its powers conferred herein to any Committee of the Board or any Director(s) or Officer(s) of the Company, as may be considered necessary or desirable for the effective implementation of this Resolution.

4. **APPROVAL UNDER SECTION 185 OF THE COMPANIES ACT, 2013 FOR GRANT OF LOANS, GUARANTEES OR SECURITIES TO ENTITIES IN WHICH DIRECTORS ARE INTERESTED**

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including Regulation 23 relating to Related Party Transactions, the Company's Policy on Related Party Transactions, and subject to such statutory approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board) to:

(a) advance any loan, including any loan represented by book debt;

(b) give any guarantee; and/or

(c) provide any security,

in connection with any loan or financial assistance granted to any entity in which any Director of the Company is interested, as specified under Section 185(2) of the Companies Act, 2013, including any subsidiary, associate company, joint venture or any other body corporate or person covered under the said provisions, from time to time, in one or more tranches, on such terms and conditions, including the rate of interest, tenure, repayment and security, as the Board may deem fit and in the best interests of the Company, provided that the aggregate outstanding amount of such loans, guarantees and securities shall not exceed Rs.50,00,00,000 (Rupees Fifty Crore Only) at any point of time.

RESOLVED FURTHER THAT the Board shall ensure that the loans are utilised by the borrowing entity for its principal business activities in compliance with the provisions of Section 185 of the Companies Act, 2013 and that all transactions shall be undertaken on an arm's length basis, wherever applicable, and in compliance with the applicable provisions of the Companies Act, 2013, the SEBI LODR Regulations and other applicable laws.

RESOLVED FURTHER THAT where any transaction proposed under this Resolution also qualifies as a Related Party Transaction under the SEBI LODR Regulations or any other applicable law, the same shall be undertaken only after obtaining such approvals of the Audit Committee, the Board of Directors and the Members, wherever required under the Companies Act, 2013, the SEBI LODR Regulations and the Company's Policy on Related Party Transactions.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise and execute all agreements, deeds, documents, declarations and other writings as may be necessary, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this Resolution, including delegation of any of its powers to any Committee of the Board or any Director(s) or Officer(s) of the Company.

5. **APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS UNDER REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**
To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the applicable SEBI circulars issued from time to time, the Company's Policy on Related Party Transactions, and subject to such statutory modifications, amendments or re-enactments thereof for the time being in force, the approval of the Members of the Company be and is hereby accorded for entering into the Material Related Party Transaction(s) and/or continuing with the existing Material Related Party Transaction(s), as detailed in the Explanatory Statement annexed to this Notice, with the related party(ies) identified therein, during the period specified therein, on such terms and conditions and for such aggregate value as set out in the Explanatory Statement.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof, including the Audit Committee, or any person(s) authorised by the Board) be and is hereby authorised to negotiate, finalise, amend, modify, renew and execute all agreements, contracts, arrangements and other documents, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution and to take all such steps as may be required to give effect to the transactions approved herein, subject to compliance with the applicable provisions of the Companies Act, 2013, the SEBI LODR Regulations and other applicable laws.

RESOLVED FURTHER THAT all Related Parties, whether or not they are parties to the particular transaction(s), shall abstain from voting on this Resolution in accordance with Regulation 23 of the SEBI LODR Regulations

6. APPROVAL FOR MODIFICATION OF "AIL ESOP-2023" AND IMPLEMENTATION THROUGH "ADROIT INFOTECH EMPLOYEES WELFARE TRUST".

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company, and subject to such statutory approvals, permissions and sanctions as may be necessary, the approval of the Members of the Company be and is hereby accorded for modification of the Employee Stock Option Scheme, namely 'AIL ESOP-2023', implemented through the 'Adroit Infotech Employees Welfare Trust' ("Trust"), to provide, inter alia, that:

(a) the Company may provide financial assistance, including by way of loan(s), advance(s) or other permissible funding, to the Trust from time to time, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI SBEB & SE Regulations, for the purpose of acquisition of equity shares and implementation of the Scheme;

(b) the Trust shall be authorised to acquire equity shares of the Company through direct subscription (primary acquisition), secondary acquisition from the recognised stock exchanges, or a combination of both, in accordance with the provisions of the Scheme and applicable laws;

(c) the Board of Directors, the Nomination and Remuneration Committee and the Trustees of the Adroit Infotech Employees Welfare Trust shall have the authority to determine the quantum, timing, manner and terms of funding, acquisition, holding, transfer and utilization of shares by the Trust in accordance with the Scheme and applicable laws.

RESOLVED FURTHER THAT the existing Employee Stock Option Scheme, Trust Deed, Trust Rules, Administration Policy and all related documents be and are hereby amended to the extent necessary to give effect to the aforesaid modifications.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include the Nomination and Remuneration Committee, the Trustees of the Adroit Infotech Employees Welfare Trust or any other Committee/person authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things, execute all agreements, documents and writings, make applications, filings and obtain approvals from the Stock Exchanges, SEBI and other statutory authorities as may be necessary for implementing the aforesaid modifications and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make such further amendments or modifications to the Scheme as may be required by any statutory or regulatory authority or pursuant to any amendment in applicable laws, provided such modifications are not detrimental to the interests of the employees to whom options have already been granted under the Scheme."

"RESOLVED THAT pursuant to the provisions of Sections 62(1)(b), 67, 179 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded for modification of the existing Employee Stock Option Scheme of the Company titled 'AIL ESOP-2023', as previously approved by the Members, to enable implementation and administration of the Scheme through a trust route by establishing an employee welfare trust in the name and style of 'Adroit Infotech Employees Welfare Trust' ('Trust')."

RESOLVED FURTHER THAT the Trust shall be constituted for the purpose of implementing and administering the **AIL ESOP-2023 Scheme** and shall act in accordance with the provisions of the SEBI SBEB Regulations, the Trust Deed, the Scheme and such other applicable laws as may be in force from time to time.

RESOLVED FURTHER THAT the Trust be and is hereby authorized to acquire, hold, transfer, deal in and/or allocate equity shares of the Company for the benefit of eligible employees under **the AIL ESOP-2023 Scheme**, in accordance with the provisions of the SEBI SBEB Regulations and the terms of the Scheme.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Nomination and Remuneration Committee (Compensation Committee) be and are hereby authorized to formulate, approve and execute the Trust Deed, Trust Bye-Laws, Trust Funding Policy, Share Acquisition Policy and such other documents as may be required for the effective implementation of the Trust.

RESOLVED FURTHER THAT the Board and/or the Nomination and Remuneration Committee be and are hereby authorized to appoint and/or remove Trustees, determine their powers and duties and take all necessary actions for the administration of the Trust and the Scheme.

RESOLVED FURTHER THAT the Company be and is hereby authorized to provide financial assistance, loan, guarantee, security, contribution, grant or such other funding support to the Trust, from time to time, in accordance with the provisions of the Companies Act, 2013 and the SEBI SBEB Regulations, for the purpose of acquisition and holding of shares for implementation of the Scheme.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorized to grant options, determine vesting conditions, exercise price, exercise period and other terms and conditions under the Scheme and to make such modifications as may be required by regulatory authorities from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, applications, forms, writings and instruments as may be necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies, stock exchanges, SEBI and any other statutory authority.”

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has issued General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and the latest General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as the "MCA Circulars"), permitting companies to conduct their Annual General Meetings ("AGMs") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue.
2. The Securities and Exchange Board of India ("SEBI") has also issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as the "SEBI Circulars"), prescribing the procedure for holding AGMs through VC/OAVM by listed entities.
3. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("the Act"), the MCA Circulars, the SEBI Circulars and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the 36th Annual General Meeting ("AGM") of the Company is being convened through VC/OAVM without the physical presence of the Members at a common venue.
4. The deemed venue for the AGM shall be the Registered Office of the Company.
5. The instructions for participation in the AGM through VC/OAVM and the process for remote e-voting and e-voting during the AGM are provided in this Notice.
6. Since this AGM is being held through VC/OAVM, the physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of the Proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to the Notice. However, a Body Corporate Member are entitled to appoint an Authorised Representatives to attend the AGM through VC/OAVM and participate there at and cast their votes

through e-voting. The Body Corporate Member intending to authorize its Representative to attend the AGM is requested to submit to the Company, a certified true copy of the Board Resolution/Authorization document, authorizing their Representative to attend and vote, on its behalf at the AGM.

7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

8. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

10. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cssaradacertifications@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

11. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to Remote e-voting and e-voting are given in these notes. The Company will also send communication relating to Remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.

12. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the items of Special Business as set out above is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking **re-appointment as Director under Item No.3** of the Notice, are also annexed.

13. The Register of Members and Share Transfer Books will remain closed from **Tuesday, August 04, 2026 to Friday, August 14, 2026 (both days inclusive).**

14. The members who have not surrendered their old share certificates (Issued by the then M/s. Color (chips) India Limited, now known as Adroit Infotech Limited, under the change of name) are requested to surrender their old share certificates **to M/s. Adroit Infotech Limited at their registered office: Plot No. 7A, MLA Colony, Road No. 12, Banjara Hills, Hyderabad - 500034** obtain their new share certificates of this Company.

15. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Venture Capital and Corporate Investments Private Limited ("RTA") for assistance in this regard.

16. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of services where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's RTA.

17. This AGM Notice is being sent to all the Members; whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL"), It shall also be available on the website https://www.adroitinfotech.com/news-room.html.

18. The Board of Directors of the Company (the "Board") has appointed **Mrs. Sarada Putcha (Membership Number: 21717), Company Secretaries**, as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

19. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent.

20. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.

21. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish a copy of their PAN card to the Company / RTAs for registration of such transfer of shares.

22. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him / her shall vest in the event of his / her death. Members desirous of availing this facility may submit nomination in prescribed Form SH - 13 to the Company / RTA, in case of shares held in physical form, and to their respective depository participant, if held in electronic form.

23. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

24. 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.

25. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before Monday, August 03, 2026 through email on cs@adroitinfotech.com. The same will be replied by the Company suitably.

26. No Dividend on equity shares is recommended by the Board of Directors for the Financial Year ended March 31, 2026.

27. In compliance with the aforesaid MCA and SEBI Circulars Notice of the AGM along with the Annual Report 2025-2026 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2025-2026 will also be available on the Company's website https://www.adroitinfotech.com/news-room.html, and the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. In case of any queries regarding the Annual Report, the Members may write to cs@adroitinfotech.com receive an email response.

28. Instructions for remote e-voting, e-voting at AGM and joining the AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS:

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

ii. The Board of Directors of the Company has appointed **Mrs. Sarada Putcha (Membership Number: 21717), Company Secretary as Scrutinizer** to scrutinize the process for the AGM in a fair and transparent manner.

iii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again and if casted again, then the same shall not be counted.

iv. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, a person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of Remote e-voting.

v. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date, may obtain the User ID and password for Remote e-voting by sending email to CDSL. intimating DP ID and Client ID / Folio No. at www.evotingindia.com

vi. The remote e-voting period commences on from **Monday, August 10, 2026 (9:00 A.M. IST) and ends on Thursday, August 13, 2026 (5:00 P.M. IST**). During this period, Members holding shares either in physical form or in dematerialized form, as on **Monday, August 3, 2026** i.e., cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.

vii. The Remote e-voting will not be allowed beyond the aforesaid date and time and the Remote e-voting module shall be disabled by CDSL upon expiry of aforesaid period.

viii. The Scrutinizer, after scrutinizing the votes cast at the meeting through e-voting and through Remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company and on the website of CDSL at www.evotingindia,com. The results shall simultaneously be communicated to the Stock Exchanges.

ix. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., on Friday, August 14, 2026.

x. The details of the process and manner for remote e-voting are explained herein below:

a. The voting period begins from **Monday, August 10, 2026 (9:00 A.M. IST) and ends on Thursday, August 13, 2026 (5:00 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 on Monday, August 3, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

c. 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.

I. Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

d. 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 e-voting 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**	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

II. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

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

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

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

f. After entering these details appropriately, click on "SUBMIT" tab.

g. 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.

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

i. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

j. 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.

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

l. 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.

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

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

o. 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.

III. **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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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; cs@adroitinfotech.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 (three) **days prior to meeting** mentioning their name, Demat account number/folio number, email id, mobile number at cs@adroitinfotech.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 (three) **days prior to meeting** mentioning their name, Demat account number/folio number, email id, mobile number at cs@adroitinfotech.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 AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall 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), AADHAR (self-attested scanned copy of Aadhar 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.

29. General Guidelines for Shareholders

a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on https://www.evoting.cdsl.com to reset the password

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

c. 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 Future-x, 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.

30. Other Instructions

a. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

b. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.adroitinfotech.com and on the website of CDSL https://www.evoting.cdsl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

By the Order of the Board of Directors
Adroit Infotech Limited

Sd./-
Piyush Prajapati
Company Secretary
Membership No A48320

Place: Hyderabad
Date: July 20, 2026

Registered Office:
#Plot No. 7A, MLA Colony, Road No. 12
Banjara Hills, Hyderabad – 500034
CIN: L72300TG1990PLC011129
Tel: + 91 40 23552284/85, Email: cs@adroitinfotech.com,
Website: www.adroitinfotech.com

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Act, the following Explanatory Statement sets out material facts relating to the business under Item No. 1 to 11 of the accompanying Notice dated: 12th August, 2025 convening the 35th Annual General Meeting of the Company scheduled for 09th September, 2025.]

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 1 and 11 of the accompanying Notice:

Item No. 1

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act"), the Board of Directors of a company cannot borrow monies, where the amount to be borrowed, together with the monies already borrowed by the Company (excluding temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up share capital, free reserves and securities premium of the Company, except with the approval of the Members by way of a Special Resolution.

The Company, in the ordinary course of its business, may require additional financial assistance from time to time to meet its business requirements, including working capital requirements, capital expenditure, expansion of business operations, acquisition of assets, investment in subsidiaries or joint ventures, refinancing of existing borrowings, and other general corporate purposes. Accordingly, it is considered desirable to authorise the Board of Directors to borrow monies, as and when required, within the limits approved by the Members.

The Board has therefore recommended seeking the approval of the Members to authorise borrowing of monies up to an aggregate limit of Rs.100 Crore (Rupees One Hundred Crore Only) by way of fund-based facilities and Rs.100 Crore (Rupees One Hundred Crore Only) by way of non-fund-based facilities, over and above the aggregate of the paid-up share capital, free reserves and securities premium of the Company, excluding temporary loans obtained from the Company's bankers in the ordinary course of business.

The proposed borrowing limit is an enabling approval and does not necessarily imply that the Company will immediately borrow the entire sanctioned amount. The actual borrowings shall be undertaken by the Board from time to time based on the Company's business requirements, cash flows, capital expenditure plans, and financial position, and shall be subject to applicable statutory and regulatory requirements.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 2

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company can create a mortgage, charge or other security on the whole or substantially the whole of the undertaking(s) of the Company only with the approval of the Members by way of a Special Resolution.

In order to facilitate borrowing of funds for the Company's business requirements, including working capital requirements, capital expenditure, expansion plans, acquisition of assets, refinancing of existing borrowings and other general corporate purposes, the Company may be required to create mortgages, charges, hypothecations, pledges or other security interests over its movable and/or immovable properties and assets in favour of banks, financial institutions, lenders, trustees or other financing agencies.

The proposed Resolution is an enabling resolution authorising the Board of Directors to create such security interests as may be required by lenders while availing financial assistance, subject to the overall borrowing limits approved by the Members under Section 180(1)(c) of the Companies Act, 2013. The creation of such security is a standard requirement in financing arrangements and will enable the Company to access funds on competitive terms for its business operations and future growth.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 3

Pursuant to the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a company may make loans, provide guarantees or securities, or acquire securities of any other body corporate within the limits specified under Section 186(2) of the Act. Where the aggregate value of such loans, guarantees, securities and investments exceed the prescribed statutory limits, prior approval of the Members by way of a Special Resolution is required.

Considering the nature of the Company's business and its future business plans, strategic investments, support to subsidiaries, joint ventures, associates and other body corporates, as well as treasury and business requirements, the Company may, from time to time, be required to make investments, extend loans, provide guarantees or furnish securities in excess of the limits specified under Section 186(2) of the Act.

Accordingly, the approval of the Members is sought to authorise the Board of Directors to make loans, provide guarantees, furnish securities and make investments, from time to time, up to an aggregate outstanding limit of Rs.100 Crore (Rupees One Hundred Crore Only).

The proposed Resolution is an enabling approval intended to facilitate operational flexibility and enable the Company to respond efficiently to business opportunities and funding requirements while ensuring compliance with the provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 4

Section 185 of the Companies Act, 2013 permits a company, subject to the approval of the Members by way of a Special Resolution and fulfillment of the prescribed conditions, to advance loans, including loans represented by book debts, or provide guarantees or securities in connection with loans to entities in which any Director of the Company is interested.

The Company, in the ordinary course of its business, may be required to provide financial assistance by way of loans, guarantees or securities to its subsidiaries, associate companies, joint ventures or other eligible entities for meeting their business requirements, working capital needs, capital expenditure, expansion plans or other business purposes. Such financial assistance may also be regarded as a Related Party Transaction under the SEBI LODR Regulations and shall accordingly be subject to the applicable provisions of the Companies Act, 2013, the SEBI LODR Regulations and the Company's Policy on Related Party Transactions.

Accordingly, the approval of the Members is sought to authorise the Board of Directors to grant loans, provide guarantees and/or furnish securities up to an aggregate outstanding limit of Rs.50 Crore (Rupees Fifty Crore Only), subject to compliance with the applicable provisions of the Companies Act, 2013 and the SEBI LODR Regulations.

The proposed Resolution is an enabling resolution intended to provide operational flexibility to the Company for supporting the legitimate business requirements of eligible entities while ensuring full compliance with the applicable legal and regulatory framework.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except to the extent of their interest in the borrowing entity, if any, is concerned or interested, financially or otherwise, in the Resolution.

Item No. 5

The Company, in the ordinary course of its business, enters into transactions with its related parties for purchase and sale of goods and services, availing and rendering of services, reimbursement of expenses, leasing of assets, financial support, loans, guarantees, securities, investments and such other transactions as may be necessary for efficient business operations.

Pursuant to Regulation 23 of the SEBI LODR Regulations, all Material Related Party Transactions and subsequent material modifications thereto require the prior approval of the Members by way of an Ordinary Resolution, irrespective of whether such transactions are in the ordinary course of business and/or on an arm's length basis. Further, all related parties are required to abstain from voting on such resolutions.

The Audit Committee and the Board of Directors have reviewed the proposed transactions and are satisfied that the same are in the interests of the Company and are intended to facilitate its business operations. Accordingly, the approval of the Members is sought for the Material Related Party Transactions proposed to be entered into during the period specified in the accompanying statement.

The particulars of the proposed Material Related Party Transactions, including the name of the related party, nature of relationship, material terms, value of the transaction, tenure, purpose and other disclosures as prescribed under the SEBI LODR Regulations and the applicable SEBI Circulars, are provided in the Annexure to this Explanatory Statement and form an integral part of this Notice.

Except to the extent of their shareholding and/or interest in the respective related party transactions, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution.

Item No. 6

The Members of the Company had earlier approved the Employee Stock Option Scheme namely **"AIL ESOP-2023",** which is administered through the **Adroit Infotech Employees Welfare Trust** in accordance with the provisions of the Companies Act, 2013 and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The Company continuously reviews its employee compensation framework to ensure that the Scheme remains effective in attracting, motivating and retaining talented employees and aligns with the long-term interests of the Company and its stakeholders.

In order to provide greater operational flexibility in implementing the Scheme, it is proposed to modify the Scheme to enable the Company to fund the Trust by way of loans or other permissible financial assistance, in accordance with the applicable provisions of the SEBI SBEB & SE Regulations. The proposed modification would also authorise the Trust to acquire equity shares of the Company through **direct subscription (primary acquisition), secondary acquisition through recognised stock exchanges, or a combination of both**, depending upon the business requirements, market conditions and regulatory framework prevailing at the relevant time.

The proposed modification will facilitate efficient implementation of the Scheme, optimise the funding mechanism of the Trust, ensure timely availability of shares for allocation to eligible employees and provide flexibility in administering the Scheme without altering its fundamental objectives.

The proposed amendments do not adversely affect the rights of the employees who have already been granted options under the Scheme. The modifications are in conformity with the provisions of the Companies Act, 2013 and the SEBI SBEB & SE Regulations, 2021.

A certificate from the Secretarial Auditor/Practising Company Secretary confirming that the modified Scheme complies with the applicable provisions of the Companies Act, 2013 and the SEBI SBEB & SE Regulations, 2021 will be available for inspection by the Members through electronic means during the period specified in the Notice and shall also be available at the Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution except to the extent of the stock options that may be granted to them, if any, under the Scheme, in accordance with the applicable provisions of the Scheme and the SEBI SBEB & SE Regulations.

PROFILE OF DIRECTORS BEING APPOINTED/RE-APPOINTED

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Appointment/Re-appointment of Directors are given below:

Name of the Director	**Mr. Kanthi Reddy Sunkerneni**
Category	Director
DIN	10732925
Date of Birth and Age	31 yrs
Qualification	MBBS, MS (Ophthalmology)
Nature of Expertise/Experience	Mrs. Kanthi Reddy Sunkerneni holds MBBS, MS (Ophthalmology) qualification. She possesses rich experience in Management and Administration Matters include leadership, team management, the ability to monitor, manage risk, negotiation skills, research and strategy, business intelligence and networking in the medical field.
First Appointment on the Board	07-08-2024
Terms & Conditions of Appointment/ Re-appointment	Director liable to retire by rotation
Remuneration Details	Nil
No. of shares held in Adroit Infotech Limited as at March 31, 2026	19,65,000
Relationship with other Directors/ Manager/KMP	Ms. Kanthi Reddy Sunkerneni Non-Executive Non-Independent Directors is daughter of Mr. Sudhakiran Reddy Sunkerneni Managing Director
No. of Board meetings attended out of 6 meetings held during the year 2025-26	(1out of 5)
Other Directorships	**Listed Public Companies:**
	None
	Private Companies:
	None
Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2026	None

Place: Hyderabad
Date: July 20, 2026

Adroit Infotech Limited

Sd./-
Piyush Prajapati
Company Secretary
Membership No A48320

Registered Office:
#Plot No. 7A, MLA Colony, Road No. 12
Banjara Hills, Hyderabad - 500034
CIN: L72300TG1990PLC011129
Tel: + 91 40 23552284/85 Email: cs@adroitinfotech.com,
Website: www.adroitinfotech.com

DIRECTORS' REPORT

Dear Members,
Adroit Infotech Limited
Hyderabad.

Your directors have great pleasure in presenting their 36th Annual Report on the Business and Operations of your Company ('the Company' or 'AIL'), along with the audited financial statements, for the Financial Year ended March 31, 2026. The Consolidated Performance of your Company and its subsidiaries have been referred to wherever required.

FINANCIAL SUMMARY/HIGHLIGHTS:

The performance of the Company for the Financial Year ended March 31, 2026, is as under:

Results of our operations and state of affairs.

(Rupees in Lakhs)

Particulars	Consolidated		Standalone	
	2025-2026	**2024-2025**	**2025-2026**	**2024-2025**
Total Income	5186.53	3391.16	883.86	914.50
Profit before Financial Cost, Depreciation, Taxation and Exceptional items	**832.90**	**893.54**	**176.94**	**642.96**
Less:				
Financial Cost	166.17	87.90	101.15	76.49
Depreciation and Amortization Expenses	195.77	178.34	113.22	126.30
Profit/(Loss) before tax & Exceptional Items	**470.96**	**(204.57)**	**(37.43)**	**(140.56)**
Less:				
Exceptional items/Extra Ordinary Items	-	(370.81)		(293.17)
Profit/(Loss) before tax	**470.96**	**166.24**	**(37.43)**	**152.62**
Less: Tax expenses	141.10	97.42	36.43	147.00
Profit before Minority Interest	**329.87**	**68.83**	**(73.86)**	**5.61**
Less: Minority Interest	50	-		-
Profit/(Loss) after tax	**279.87**	**54.07**	**(77.49)**	**(1.96)**

Standalone and Consolidated Financial Statements:

The standalone and consolidated financial statements of the Company have been prepared in accordance with the Indian Accounting Standards ('Ind AS') as notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended. The financial highlights and the results of the operations, including major developments have been further discussed in detail in the Management Discussion and Analysis Report.

Further, a statement containing the salient features of the financial statements of our subsidiaries pursuant to sub-section 3 of Section 129 of the Companies Act, 2013 in the prescribed form AOC-1 is appended as Annexure 1 to the Board's Report.

The statement also provides the details of performance and the financial positions of each of the subsidiaries, associates and joint venture.

REVIEW OF OPERATIONS:

During the year under review, your Company achieved consolidated revenue of Rs. 5186.53 Lakhs as against revenue of Rs. 3391.16 Lakhs in the previous fiscal. Consolidated EBITDA of Rs. 832.90 Lakhs as against Rs. 893.54 Lakhs of previous year.

At standalone level, your Company recorded revenue of Rs 883.86 Lakhs against a revenue of Rs. 914.50 Lakhs in the previous year, EBITDA of Rs. 176.94 Lakhs as against Rs 642.96 Lakhs of previous year.

DIVIDEND:

Your directors have not recommended any dividend for this financial year 2025-2026.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There is no change in the nature of business of the Company, during the year.

MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There are no material changes and commitments affecting the financial position of the Company which occurred between the end of the Financial Year to which the Financial Statements relate and the date of the report.

DEPOSITS:

Your Company has not accepted any deposits falling within the meaning of section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 during the Financial Year under review and as such no amount of principal or interest on public deposits was outstanding as on the date of balance sheet.

TRANSFER TO RESERVES:

The Company has transferred Nil Lakhs to the reserves during the Financial Year ended March 31, 2026.

FUTURE OUTLOOK:

Renewed thrust with a larger Sales force to tap the growing market during Q 2, Q 3 & Q 4 will take up the Top line under standalone and consolidated revenue level of Rs. 80.00 crores, up from the previous year's consolidated revenue of Rs. 52.00 Crores, an estimated growth of around 54 % YoY.

SHARE CAPITAL:

The Issued, Subscribed and Paid-up Capital of the Company as on March 31, 2026 is Rs. 54,67,72,080/- (Rupees Fifty-Four Crores Sixty-Seven Lakhs Seventy-Two Thousand Eighty Only) divided into 5,46,77,208 (Five Crore Forty-Six Lakhs Seventy-Seven Thousand Two Hundred and Eight) Equity shares of Rs.10/- (Rupees Ten) each.

The Company had Issued, Subscribed and paid-up shares 3,25,01,058 (Three Crores Twenty-Five Lakhs One Thousand Fifty-Eight Only) on Rights basis amounting to Rs. 10/- (Rupees Ten Only) Each Share with Premium of Rs. 5/- each Share. Out of this, 2,94,09,836 (Two Crore Ninety-Four Lakhs Nine Thousand Eight Hundred and thirty-six only) were fully subscribed and fully paid up and there is a balance of 30,91,222 equity shares remained partly paid-up due to non-payment of the First Call and/or Final Call monies by certain shareholders.

Accordingly, the Rights Issue Committee of the Board of Directors, at its meeting held on **27 March 2026**, approved providing a final opportunity to the holders of such partly paid-up equity shares to pay the outstanding First Call and/or Final Call monies within the prescribed timeline, in accordance with the terms of the Rights Issue and the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws.

Pursuant thereto, the Company issued the requisite call notice to the concerned shareholders. Consequent to the receipt of the outstanding call monies, the Rights Issue Committee, at its meeting held on **22 May 2026**, approved the allotment of **4,51,312** equity shares as fully paid-up in respect of the partly paid-up equity shares for which the outstanding call monies were received. The remaining partly paid-up equity shares continued to be subject to the applicable terms of the Rights Issue and the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws.

The Company has not issued any equity shares with differential rights as to dividend, voting or otherwise during the financial year under review. Accordingly, the disclosure requirements under Section 43(a)(ii) of the Companies Act, 2013 read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 are not applicable to the Company.

CONSOLIDATED FINANCIAL STATEMENTS (CFS):

The Consolidated Financial Statements of your Company for the financial year 2025-2026 are prepared in compliance with applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder, applicable Accounting Standards and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “Listing Regulations”). The consolidated financial statements have been prepared on the basis of audited financial statements of your Company, its subsidiaries, as approved by the respective Board of Directors.

The CFS should therefore be read in conjunction with the directors' report, financial notes, cash flow statements and the individual auditor reports of the subsidiaries.

Pursuant to provisions of section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial statements of the Company’s subsidiaries is attached to the financial statements of the Company**.**

ABRIDGED ANNUAL ACCOUNTS:

Pursuant to the provisions of the first proviso to Section 136(1) of the Act and Rule 10 of Companies (Accounts) Rules, 2014, the abridged annual accounts are being sent to all shareholders whose e-mail id’s are not registered with the Company. The full annual report is available on the website of your Company at www.adroitinfotech.com and available for inspection at the registered office of the Company during working hours. Any member interested in obtaining the full annual report may write to the Company Secretary and the same will be furnished on request

SUBSIDIARY COMPANIES:

The Company has 3 [three] subsidiary Company as on March 31, 2026. There are no associate or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 (“Act”). There has been no material change in the nature of the business of the subsidiaries.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the website of the Company https://www.adroitinfotech.com/investor-relations.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under section 134(3) and 134(5) of the Companies Act, 2013, with respect to the Directors' Responsibility Statement relating to the Company (Standalone), your board of directors to the best of their knowledge and ability confirm that:

a) That in the preparation of the annual accounts for the financial year ended March 31, 2026, the applicable accounting standards had been followed along with proper explanation relating to material departure;

b) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 and loss of the Company for the financial year ended March 31, 2026;

c) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) That the Directors had prepared the annual accounts on a 'going concern’ basis,

e) That the Directors laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and

f) That the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are 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 and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during Financial Year 2025-26.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

The composition of the Board is in accordance with provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, with an appropriate combination of Non-executive and Independent Directors.

Appointment / Resignation of Directors:

In accordance with the provision of section 152(6) and the Articles of Association of Company Ms. Kanthi Reddy Sunkerneni shall retire by rotation at the ensuing Annual General Meeting of the Company and, being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

Evaluation of Board, its committees & Directors:

Pursuant to the provisions of Companies Act, 2013 and Regulation 17 of Listing Regulations, the Board carried out evaluation of its own as well as performance of that of its committees. The Board also carried out performance evaluation of all the Individual Directors. Additionally, the Nomination and Remuneration committee of the Board also carried out the evaluation of the performance of the individual directors. The performance evaluation was carried out by the way of obtaining feedback from the directors through a structured questionnaire prepared in accordance with the Board Evaluation Policy.

The structured questionnaire prepared to evaluate the performance of Individual Directors, the Board and committees contained various different parameters.

The performance evaluation of the non-independent directors was carried out by the Independent Directors at their separate meeting.

Independent Directors

Declaration by independent directors:

Pursuant to the provisions of Section 149 of the Act, the independent directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as independent directors of the Company.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission, if any and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board / Committee of the Company.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

Independent Directors are familiarized about the Company's operations and businesses. Interaction with the Business heads and key executives of the Company is also facilitated. Detailed presentations on important policies of the Company is also made to the directors. Direct meetings with the Chairman is further facilitated to familiarize the incumbent Director about the Company/its businesses and the group practices.

The details of familiarization programme held in Financial Year 2025-2026 are also disclosed on the Company's website at http://adroitinfotech.com/policies.html

Women Director:

In terms of the provision of Section 149 of the Companies Act, 2013 and Regulation 17 (1) of SEBI (LODR) Regulation, 2015 a listed company shall have at least one-woman director on the board of the company. Your Company has appointed Ms. Kanthi Reddy Sunkerneni as Woman Director on the Board w.e.f. 07-08-2024.

Key Managerial Personnel:

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2026 are:

S.NO.	NAME	DESIGNATION
1.	Mr. Sudhakiran Reddy Sunkerneni	Managing Director
2.	Mr. Ravichandra Rao Badanidiyoor	Chief Financial Officer
3.	Mr. Piyush Prajapati	Company Secretary and Compliance Officer

MEETINGS OF THE BOARD AND COMMITTEES:

The Board of Directors duly met five (5) times during the Financial Year 2025-26. The dates on which the meetings were held are 22/05/2025, 22/07/2025, 12/08/2025, 06/11/2025, and 03/02/2026. For further details on the meetings and the attendance of directors/members, please refer report on Corporate Governance of this Annual Report.

The intervening gap between the Meetings was within the period of 120 (One Hundred and Twenty) days as prescribed under the Companies Act, 2013.

The number of meetings attended by the Directors during the Financial Year 2024-25 is as follows:

S.No.	Date of Board Meeting	No. of Directors entitled to attend	No. of Directors who attended	% of their attendance
1.	22/05/2025	6	5	83.33%
2.	22/07/2025	6	4	66.67%
3.	12/08/2025	6	4	66.67%
4.	06/11/2025	6	4	66.67%
5.	03/02/2026	6	4	66.67%

The Company has various Committees which have been constituted as a part of good corporate governance practices and the same are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

Details of the following committees constituted by the Board along with their composition, terms of reference and meetings held during the year are provided in the Report on Corporate Governance which forms part of this Annual Report:

i) Audit Committee

ii) Nomination and Remuneration Committee

iii) Stakeholders Relationship Committee

iv) Rights Issue Committee

The details with respect to the composition, powers, roles, terms of reference, Meetings held and attendance of the Directors at such Meetings of the relevant Committees are given in detail in the Report on Corporate Governance of the Company which forms part of this Annual Report.

BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out an annual performance evaluation of their own, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and other Committees. The manner in which the evaluation has been carried out has been explained hereunder.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of

India on January 5, 2017.

In a separate meeting of independent directors, performance of non-independent directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of executive directors and non-executive directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. At the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the Board, its committees, and individual directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the independent director being evaluated.

SECRETARIAL STANDARDS:

The Company has duly complied with the applicable Secretarial Standards, i.e., SS-1 and SS-2, relating to ‘Meetings of the Board of Directors’ and ‘General Meetings’, respectively.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The information required under Section 197 of the Act read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The remuneration paid to your Directors is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) for the time being in force). The salient aspects covered in the Nomination and Remuneration Policy has been outlined in the Corporate Governance Report which forms part of this report.

The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2025-2026 and percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2024-2025, are as under:

The median remuneration is Rs. 6,00,000 P.A. and the percentage increase in the median remuneration of employees in the financial year is 15%.

The number of permanent employees on the rolls of company including subsidiaries as on March 31, 2026: 245+22+2 = **269Nos**

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided as below:

Detail of the Employees who were in receipt of remuneration throughout the financial year aggregating to not less than ₹1,02,00,000 during the financial year: NIL

Detail of Employees who were employed for a part of the financial year and were in receipt of remuneration at a rate which, in the aggregate, was not less than ₹8,50,000 per month: NIL

Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

The average annual increase was 5% to 12% in India. However, during the course of the year, the total increase is approximately 15 %, after accounting for promotions and other event-based compensation revisions. The increase in remuneration is in line with the market trends in the respective countries.

Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms that the remuneration is as per the remuneration policy of the Company.

REMUNERATION POLICY:

Your directors have, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management Personnel and their remuneration. The Remuneration Policy forms part of the Corporate Governance Report.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, forms part of the Financial Statements.

VIGIL MECHANISM:

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, a Vigil Mechanism for directors and employees to report genuine concerns about any instance of any irregularity, unethical practice and/or misconduct has been established. Further, the details as aforesaid are available on the website of your company at www.adroitinfotech.com.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment.

No case of sexual harassment was reported during the financial year.

DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The Board of Directors of the Company has formed a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management policy has been covered in the Management Discussion and Analysis, which forms part of this report.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Your Company has established and maintained a framework of internal financial controls and compliance systems. Based on the same and the work performed by the internal auditors, statutory auditors and external agencies and the reviews performed by Top Management team and the Audit Committee, your directors are of the opinion that your Company's Internal Financial Controls were adequate and effective during the financial year 2024-2025.

Further the statutory auditors of your company have also issued an attestation report on internal control over financial reporting (as defined in section 143 of Companies Act 2013) for the financial year ended March 31, 2025, which forms part to the Statutory Auditors Report.

TRANSACTIONS WITH RELATED PARTIES:

None of the transactions with related parties fall under the scope of Section 188(1) of the Act. The information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given is Annexure-2 in **Form No. AOC-2** and the same forms part of this report.

AUDITORS':

A. STATUTORY AUDITORS:

At the Thirty-Second AGM held on July 25, 2022 the Members approved appointment of M/s. Rao & Shyam, Chartered Accountants, Hyderabad (Firm Registration No.006186S), as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of Thirty-Second AGM till the conclusion of the thirty-seventh AGM.

The Auditors have confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India (ICAI) and hold valid certificate issued by the Peer Review Board of the ICAI.

There are no qualifications, reservations or adverse remarks made by M/s Rao & Shyam, Statutory Auditors in their report for the financial year ended 31st March, 2026. The Auditor's Report is enclosed with the financial statements in this Annual Report.

B. SECRETARIAL AUDITOR:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed Mrs. Sarada Putcha- Practising Company Secretaries, to undertake the Secretarial Audit of your Company. The Secretarial Audit Report submitted by Mrs. Sarada Putcha, Practising Company Secretaries is enclosed as **Annexure – 3 to this report.**

Further, Practising Company Secretaries/Chartered Accountants carries out Reconciliation of Share Capital Audit every quarter and the report thereon is submitted to the Stock Exchanges.

DETAILS IN RESPECT OF FRAUD REPORTED BY AUDITOR:

There have been no instances of fraud reported by the Auditors of the Company under Section 143(12) of the Companies Act, 2013 and the Rules framed there under either to the Company or to the Central Government.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORT:

a. STATUTORY AUDITOR'S REPORT:

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2026 and has noted that the observation made in the Auditors' Report read together with relevant notes thereon are self-explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013

b. SECRETARIAL AUDIT REPORT:

The Board has duly reviewed the Secretarial Auditor's Report for the year ended March 31, 2024 and has noted that the observation made in the Secretarial Auditors' Report read together with relevant notes thereon are self-explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

INTERNAL AUDITOR:

Pursuant to the provisions of Section 138 of the Companies read with rules made there under, the Board has appointed M/s. D Ravi & Co., Chartered Accountants as Internal Auditor of the Company for the Financial Year 2025-2026.

MAINTENANCE OF COST RECORDS AND COST AUDIT:

Maintenance of cost records and requirement of cost audit as prescribed under sub-section (1) of Section 148 of the Companies Act, 2013, are not applicable for the business activities carried out by the Company.

DISCLOSURE REQUIREMENTS:

As per SEBI Listing Regulations, the Corporate Governance Report with the Auditors' Certificate thereon, and the integrated Management Discussion and Analysis are attached, which forms part of this report.

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

ANNUAL RETURN:

Annual Return as at March 31, 2026 is placed on the Company's website at http://www.adroitinfotech.com/news-room.html. By virtue of amendment to Section 92(3) of the Companies Act, 2013, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of the Board's Report.

LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the Financial Year 2025-26 to BSE Limited as well as National Stock Exchange of India Limited where the Company's Shares are listed.

POLICIES:

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All the policies are available on our website http://www.adroitinfotech.com/policies.html The policies are reviewed periodically by the Board and updated based on need and new compliance requirement.

DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

a) **Conservation of Energy:**

The Company is in the business of development of Information Technology and does not require large quantities of energy. However, wherever possible energy saving efforts are made.

b) **Technology Absorption:**

We firmly believe that technology is the genesis of innovative business practices, which in turn enable the organization to carry out business effectively and efficiently. Even though the Information Technology industry is technology intensive, we believe that there is an increasing need to mechanize the processes involved in order to minimize costs and increase efficiency. We intend to make investments in innovative techniques for this regard.

c) **Foreign Exchange earnings and outgo:**

The particulars of earning and expenditure in foreign exchange during the year are given as additional information in note no. 41 in Notes on Financial Statements.

Sl. No	Foreign exchange earnings and outgo	FY. 2025-26	FY. 2024-25
A	Foreign exchange earnings	426.86	581.30
B	CIF Value of imports	0	0
C	Expenditure in foreign currency	0	8.79

CORPORATE GOVERNANCE:

Your Company is committed to maintain the high standards of corporate governance and adhere to the corporate governance requirements set out by Securities and Exchange Board of India. The Report on corporate governance as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 forms part of the Annual Report.

The requisite certificate from the Practicing Company Secretary confirming compliance with the conditions of corporate governance as stipulated under the aforesaid Regulations is included as a part of this report.

MANAGEMENT DISCUSSION AND ANALYSIS (MD&A):

The Management Discussion and Analysis Report for the financial year under review, as stipulated under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, is presented in a separate section forming part of the Annual Report.

BUSINESS RESPONSIBILITY REPORT (BRR):

Securities Exchange Board of India (SEBI) vide circular CIR/CFD/DIL/8/2012 dated August 13, 2012 has mandated the inclusion of BRR as part of the Annual Report for the top 100 listed entities based on their market capitalization on BSE Limited and National Stock Exchange of India Limited as at March 31, 2026. In view of the requirements specified, the Company is not mandated for the providing the BRR and hence it does not form a part of this Report.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016):

There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

During the period under review, there was no instance of onetime settlement with any Bank or Financial Institution.

GENERAL:

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 financial year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of your Company under any scheme save and except ESOS referred to in this Report.
3. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
4. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
5. During the year under review, your company has not declared any dividend neither has transferred any amount to reserves.
6. Non-applicability of Corporate Social Responsibility under Section 135 of the Companies Act, 2013.
7. There were no qualifications mentioned by the Auditors in their report.
8. The policies, as framed by the company is available on the web link as provided hereunder: http://www.adroitinfotech.com/policies-our-company.html

ACKNOWLEDGMENT:

The Directors thank the Company's employees, customers, vendors, investors, Banks, Financial Institutions, and other business partners for their continuous support. The Directors also thank the Government of India, Governments of various states in India, and concerned Government departments and agencies for their co-operation extended by them to your company. The Directors appreciate and value the contribution made by every member of the Adroit family.

***for* Adroit *I*nfotech *L*imited**

Sd/-	Sd/-
Sudhakiran Sunkerneni Reddy	**Sridhar Pyata Reddy**
Managing Director	Director
DIN: 001436242	DIN: 07268714

Place: Hyderabad
Date: 20th July 2026

ANNEXURE
FORM NO AOC-1

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

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures.

PART-A SUBSIDIARIES

(Information in respect of each subsidiary to be presented with amount in Rs in lakhs)

FY 2025-2026

SI.No.	Name of the subsidiary	Verso Altima India Pvt Ltd	Adroit Infotech LLC FZ	Verso Altima India Pte Ltd. Singapore
		INR In Lakhs	INR In Lakhs	INR In Lakhs
a	Share Capital	50.00	12.88	0.73
b	Reserves and Surplus	610.56	112.07	(4.54)
c	Total Assets	2057.34	178.21	2.25
d	Total Liabilities	1396.78	53.26	6.06
0e	Details of Investments	-	-	-
f	Turnover	4540.95	228.62	-
g	Profit before tax	486.70	95.56	(2.32)
h	Provision for tax	131.86	-	-
I	Profit After Tax	361.57	95.56	(2.32)
j	Proposed Dividend	-	-	-
k	% of Share Holding	100%	100%	100%
	Reporting Currency	-	-	-
	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	-	-	-

* Subsidiaries for USA and India are consolidated.

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

1) Names of subsidiaries which are yet to commence operations. – 1 No (as on 31st March 2026)

2) Names of subsidiaries which have been liquidated or ~~sold~~ during the year. – 1 No (i.e. Adroit Infotech US Inc. on 22 July 2025)

Part B: Associates and Joint Ventures

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

Name of associates/Joint Ventures	Name 1	Name 2	Name 3
1.Latest audited Balance Sheet Date	----	----	----
2.Date on which the Associate or Joint Venture was associated or acquired	----	----	----
3.Shares of Associate or Joint Ventures held by the company on the year end	----	----	----
No. Shares	----	----	----
Amount of Investment in Associates or Joint Venture	----	----	----
Extent of Holding (in percentage)	----	----	----
4.Description of how there is significant influence	----	----	----
5.Reason why the associate/joint venture is not consolidated	----	----	----
6.Networth attributable to shareholding as per latest audited Balance Sheet	----	----	----
7.Profit or Loss for the year	----	----	----
i. Considered in Consolidation	----	----	----
ii. Not Considered in Consolidation	----	----	----

1) Names of associates or joint ventures which are yet to commence operations. - Nil

2) Names of associates or joint ventures which have been liquidated or sold during the year. - Nil

Form AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts / arrangements entered in to by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto (Pursuant to clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

S.No.	Particular	Details
a.	Name (s) of the related party & nature of relationship	Nil
b.	Nature of contracts/arrangements/transaction	Nil
c.	Duration of the contracts/arrangements/transaction	Nil
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e.	Justification for entering into such contracts or arrangements or transactions'	Nil
f.	Date of approval by the Board	Nil
g.	Amount paid as advances, if any	Nil
h.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

2. Details of contracts or arrangements or transactions at Arm's length basis.

S.No.	Particular	Details
a.	Name (s) of the related party & nature of relationship	Nil
b.	Nature of contracts/arrangements/transaction	Nil
c.	Duration of the contracts/arrangements/transaction	Nil
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e.	Date of approval by the Board	Nil
f.	Amount paid as advances, if any	Nil

By order of the board
***for* Adroit Infotech Limited**

Sd./-	Sd./-
Sudhakiran Sunkerneni Reddy	**Sridhar Pyata Reddy**
Managing Director	Director
DIN: 001436242	DIN: 07268714

Place: Hyderabad
Date: 20th July, 2026

ANNEXURE-A

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March'2026
[Pursuant to section 204 (1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Adroit Infotech Limited
CIN: L72300TG1990PLC011129
Plot No. 7A, MLA Colony, Road # 12, Banjara Hills,
Hyderabad, Telangana, India - 500034.

I have conducted the Secretarial Audit on the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Adroit Infotech Limited** (hereinafter referred as the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to me and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2026, (i.e. from 1st April, 2025 to 31st March, 2026) complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter

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

1) The Companies Act, 2013 ('the Act') and the rules made there under;
2) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4) Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
    a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;
    c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time.
    d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
    e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: ***(Not applicable to the Company during the financial year);***
    f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (***Not applicable to the Company during the financial year);***
    g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2018 regarding the Companies Act and dealing with client;
    h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2018***: (Not applicable to the Company during the financial year)***;

i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: ***(Not applicable to the Company during the financial year);***

6) I have also examined compliance with the applicable clauses/regulations of the following:

i. The applicable Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India (ICSI).

ii. The applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement entered into by the Company with the Stock Exchange(s)

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

I further report that, having regard to the compliance system prevailing in the Company and on examination of relevant documents and records in pursuance thereof, on test check basis, the Company has complied with all the applicable laws.

I further report that:

During the year under review, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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/Listing Agreement.

Adequate notice is given to all directors to schedule the board meetings, agenda and detailed notes on agenda were sent in advance as required, 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 the 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. I 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.

The compliance by the Company of the applicable financial laws, labour laws, filing of periodical returns, maintenance of financial records and books of accounts have not been reviewed by me since the same have been subject to review by Statutory Auditors, Internal Auditors and other professionals.

As informed, the Company has responded appropriately to notices received from various statutory / regulatory authorities including actions for corrective measures, wherever found necessary.

I further report during the audit period; the Company had following specific events/actions having a major bearing on the Company's affairs:

a) Mr. Raja Sekhar Reddy Venkata Jammula (DIN: 11204525) appointed as Independent Directors w.e.f. 22nd July 2025. subsequently approved by the members in their 35th Annual General Meeting held on September 09, 2025

b) Mr. Srinivas Ranganath Parankusam (DIN: 02042457) appointed as Independent Directors w.e.f. 22nd July 2025. subsequently approved by the members in their 35th Annual General Meeting held on September 09, 2025

c) The Company, through the Rights Issue Committee constituted by the Board of Directors, reviewed the status of unpaid First Call and Final Call monies in respect of partly paid-up equity shares issued pursuant to the Rights Issue.

d) The Rights Issue Committee approved providing a final opportunity to the holders of partly paid-up equity shares to pay the outstanding call monies in accordance with the provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Letter of Offer and the Articles of Association of the Company.

e) The Committee noted that call monies and securities premium aggregating to Rs.3,03,08,948/- remained outstanding in respect of 30,91,222 partly paid-up equity shares, comprising:

(a) 18,99,942 shares on which only application money had been paid and First Call and Final Call amounts remained outstanding; and
(b) 11,91,280 shares on which application money and First Call money had been paid and Final Call amounts remained outstanding.

f) The Company issued requisite notices and communications to the concerned shareholders providing an opportunity to remit the outstanding call monies within the stipulated period and undertook necessary corporate actions in accordance with the applicable regulatory framework.

g) The Rights Issue Committee, after considering the matter and with a view to facilitating recovery of outstanding call monies and protecting the interests of shareholders and the Company, approved the waiver of interest that was earlier proposed to be levied on unpaid First Call and/or Final Call monies. Accordingly, no interest was levied or collected on such outstanding call monies pursuant to the revised decision of the Committee.

h) Based on the records examined by us, the aforesaid actions were carried out in compliance with the applicable provisions of the Companies Act, 2013, the rules made thereunder, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and the approvals granted by the Board of Directors and the Rights Issue Committee

Sd./-
Putcha Sarada
Practicing Company Secretary
ACS No: 21717
CP No: 8735
UDIN: A021717H000594014

Place: Hyderabad
Date: 8th June 2026

This Report is to be read with my letter of even date which is annexed as Annexure 1 and forms an integral part of this report.

‘Annexure’
SECRETARIAL AUDIT REPORT
Annexure 1

To,
The Members,
ADROIT INFOTECH LIMITED
CIN: L72300TG1990PLC011129
Plot No. 7A, MLA Colony, Road No.12
Banjara Hills, Hyderabad – 500034.

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

Management’s Responsibility Statement

Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on audit.

Auditor’s Responsibility Statement

a) I have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices that I follow provide a responsible basis for my opinion.

b) I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

c) Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

I. *The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.*

II. *The secretarial audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.*

III. *Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices.*

Sd./-
Putcha Sarada
Practicing Company Secretary
ACS No: 21717
CP No: 8735
UDIN: A021717H000594014

Place: Hyderabad
Date: 8th June 2026

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March'2026
[Pursuant to section 204 (1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
VERSO ALTIMA INDIA LIMITED
CIN: U72900MH2020PTC339852
1107/1108 , Shelton Cubix, Plot no 87,
Sector 15, CBD Belapur, Navi Mumbai,
Maharashtra 400614

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

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

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

1) The Companies Act, 2013 ('the Act') and the rules made there under;
2) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4) Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - **NOT APPLICABLE**
   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **NOT APPLICABLE**
   c. The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **NOT APPLICABLE**
6) Contract Labour (Regulation and Abolition) Act, 1970
7) Employees State Insurance Act, 1948
8) Employees Compensation Act, 1923
9) Employees Provident Fund and Miscellaneous Provisions Act, 1952
10) Factories Act, 1948
11) Industrial Disputes Act, 1947

12) Industrial Employment (Standing Orders) Act, 1946
13) Indian Contract Act, 1872
14) Income Tax Act, 1961 and Indirect Tax Laws
15) Indian Stamp Act, 1999
16) Minimum Wages Act, 1948
17) Payment of Bonus Act, 1965
18) Payment of Gratuity Act, 1972
19) Payment of Wages Act, 1936

We have also examined compliance with:

a) Secretarial Standard-1 relating to Meetings of the Board of Directors;

b) Secretarial Standard-2 relating to General Meetings;

c) Applicable provisions relating to Material Subsidiaries under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable through its holding company, Adroit Infotech Limited

The Board of Directors of the Company was duly constituted with proper balance of Directors. Changes in the composition of the Board, if any, that took place during the year were carried out in compliance with the applicable provisions of the Companies Act, 2013

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on 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 the major decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

All meetings were duly held in compliance with provisions of the Companies Act, 2013, rules thereof and the Secretarial Standard 1 issued by the Institute of Company Secretaries of India 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 the decisions in the Board meeting were taken unanimously during the audit period.

I 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.

I further report that during the audit period:

1. The Company continued to function as a Material Subsidiary of Adroit Infotech Limited during the Financial Year 2025-26.
2. The minutes of the Board Meetings of the Company were placed before the Board of Directors of Adroit Infotech Limited in accordance with the applicable provisions of Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The management periodically reported to the Board of Directors of Adroit Infotech Limited regarding significant transactions and arrangements entered into by the Company.

4. During the year under review, no material disposal of assets amounting to more than twenty percent of the assets of the material subsidiary was undertaken requiring prior approval of the shareholders of the listed holding company.
5. The Company complied with the applicable provisions of the Companies Act, 2013 relating to maintenance of statutory registers, conduct of Board Meetings, filing of statutory returns and maintenance of records.

6. Based on the records and information made available to us, no event occurred during the year which had a material adverse impact on the affairs of the Company requiring specific reporting under this Report, except as disclosed in the financial statements and records of the Company.

Sd./-
Putcha Sarada
Practicing Company Secretary
ACS No: 21717
CP No: 8735
UDIN: A021717H000594071

Place: Hyderabad
Date: 8th June 2026

This Report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.

‘Annexure’
SECRETARIAL AUDIT REPORT
Annexure 1

To,
The Members,
VERSO ALTIMA INDIA LIMITED
CIN: U72900MH2020PTC339852
1107/1108 , Shelton Cubix, Plot no 87,
Sector 15, CBD Belapur, Navi Mumbai,
Maharashtra 400614

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

1) Maintenance of Secretarial Records 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 carried out on a test-check basis to ensure that correct facts are reflected in the Secretarial Records. We believe that the processes and practices followed by us 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 regarding compliance of laws, rules and regulations and the occurrence of events, etc.

5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards and secretarial practices is the responsibility of the Management. Our examination was limited to the verification of procedures on a test-check basis.

6) We have examined the Secretarial Records, statutory registers, forms, returns, minutes, documents and records maintained by the Company under the provisions of the Companies Act, 2013 and other applicable laws. We have also examined compliance relating to the applicable provisions governing a Material Subsidiary under Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable through its holding company, Adroit Infotech Limited.

7) We have relied on the records, documents, information and explanations provided by the Company, its officers, employees and authorized representatives for the purpose of issuing this Report.

8) 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.

9) This Report has been issued based on the records and information made available to us and should be read in conjunction with our observations, if any, contained in the Secretarial Audit Report.

Sd./-
Putcha Sarada
Practicing Company Secretary
ACS No: 21717
CP No: 8735
UDIN: A021717H000594071

Place: Hyderabad
Date: 8th June 2026

REPORT ON CORPORATE GOVERNANCE

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

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

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Adroit Infotech Limited ("**AIL**" or '**Company**') believes that timely disclosures, transparent accounting policies and a strong and independent Board go a long way in maintaining good corporate governance, preserving shareholders' trust and maximizing long-term corporate value.

The Company's philosophy on Corporate Governance focuses on the attainment of the highest standards of transparency, accountability, ethics and equity with management flexibility, empowerment and responsiveness in the interest of shareholders, customers, employees, business associates and the society at large.

AIL's corporate governance framework is based on the following main principles:

- Appropriate composition and size of the Board;
- Timely flow of information to the members of the Board and Board Committees;
- Well-developed systems and processes for risk management and financial reporting;
- Timely and accurate disclosure of all material operational and financial information.

BOARD OF DIRECTORS:

Half (50%) of the Board, 3 out of 6, are Independent non-executive Directors. The Board's actions and decisions are aligned with the Company's best interests. It is committed to the goal of sustainably elevating the Company's value creation. The Board critically evaluates the Company's strategic direction, management policies and their effectiveness.

None of the Directors on the Board holds directorships in more than ten public companies. None of the Independent Directors serves as an independent director on more than seven listed entities. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2026 have been made by the Directors. None of the Directors is related to each other.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

As on March 31, 2026, the Board has Six Directors, comprising (i) Three Independent Directors, (ii) One Executive Director (iii) Two Non-independent Director. The composition of the Board is in conformity with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations).

Name*	Designation	Audit Committee	Nomination & Remuneration Committee	Stakeholder Relationship Committee	Rights Issue Committee
Sudhakiran Reddy Sunkerneni	Managing Director	Member	---	---	Member
Venkateswar Reddy Vari	Independent Director	---	Chairperson	Member	Member
Raja Sekhar Reddy Jammula Venkata	Independent Director	Member	---	Chairperson	
Kanthi Reddy Sunkerneni	Non-Independent Director	---	---	---	---
Srinivas Ranganath Parankusam	Independent Director	Chairperson	Member	---	Chairperson
Sridhar Reddy Pyata	Non-Independent Director	---	Member	Member	---

Except for Mr. Sudhakiran Reddy Sunkerneni and Ms. Kanthi Reddy Sunkerneni, who are related to each other, none of the other Directors on the Board are related inter se within the meaning of the Companies Act, 2013. The composition of the Board of Directors and its Committees is in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever applicable, and is available on the website of the Company http://adroitinfotech.com/committees.html.

Each Director informs the Company on an Annual Basis about the Board and Board Committee positions he occupies in other companies including Chairmanships and notifies changes periodically and regularly during the term of their directorship in the Company. None of the Directors on the Board are Members of more than ten Committees or Chairman of more than five Committees across all the public companies in which they are Directors.

MEETINGS OF THE BOARD AND COMMITTEES:

Five (5) Meetings of the Board of Directors were held during the year. For further details on the meetings and the attendance of directors/members, please refer report on Corporate Governance of this Annual Report.

No. of Board Meetings held and dates on which they were held during 2025-2026.

Quarter	No. of Meetings	Dates on which held
April- June	01	22nd May.2025
July – September	02	22nd July ,2025 and 12th August,2025
October – December	01	06th November, 2025
January – March	01	03rd February 2026
Total	**05**	

The gap between any two consecutive meetings of the Board of Directors did not exceed 120 (One Hundred and Twenty) days, thereby complying with the requirements of the Companies Act, 2013.

All the directors have attended AGM held on 09th September, 2025. The number of meetings attended by the Directors during the Financial Year 2025-2026 is as follows:

S.No.	Date of Board Meeting	No. of Directors entitled to attend	No. of Directors who attended	% of their attendance
1.	22/05/2025	6	5	83.33%
2.	22/07/2025	6	4	66.67%
3.	12/08/2025	6	4	66.67%
4.	06/11/2025	6	4	66.67%
5.	03/02/2026	6	4	66.67%

The details of attendance of Directors at the Board Meetings and at the Last Annual General Meeting are as under:

Name of the Director	Number of Board Meetings held during their tenure in the financial year 2025-2026	Number of Board Meetings attended during the year 2025-2026	Whether attended the last AGM held on 09th Sept 2025
Mr. Sudhakiran Reddy Sunkerneni	05	05	Yes
Mr. Srinivas Ranganath Parankusam	03	03	Yes
Mr. Venkateswar Reddy Vari	05	03	No
Mr. Sridhar Pyata Reddy	05	04	Yes
Mr. Raja Sekhar Reddy Venkata Jammula	03		Yes
Ms. Kanthi Reddy Sunkerneni	05	01	Yes
Mr. Rajashekar Reddy Sunkireddy	02	00	N/A
Mr. Patlola Venkata Lakshma Reddy	02	02	N/A

1. Mr. Patlola Venkata Lakshma Reddy ceased to be existed as Independent Director w.e.f. 22nd July, 2025
2. Mr. Rajashekar Reddy Sunkireddy ceased to be existed as Non-Independent Director w.e.f. 22nd July, 2025
3. Mr. Srinivas Ranganath Parankusam appointed as Independent Directors w.e.f. 22nd July, 2025.
4. Mr. Raja Sekhar Reddy Venkata Jammula appointed as Independent Directors w.e.f. 22nd July, 2025.

DECLARATION BY INDEPENDENT DIRECTORS:

The Independent Directors of the Company are Non-Executive Directors and satisfy the criteria of independence prescribed under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Section 149(6) of the Companies Act, 2013 ("the Act"). The tenure of the Independent Directors is in accordance with the provisions of the Act and the SEBI Listing Regulations.

The Company has received the requisite declarations from all the Independent Directors confirming that they continue to meet the criteria of independence prescribed under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act and that they have complied with the Code for Independent Directors as prescribed under Schedule IV to the Act. The Board, after taking these declarations on record and considering the integrity, expertise, experience and proficiency of the Independent Directors, is of the opinion that they fulfil the conditions of independence as specified under the Act and the SEBI Listing Regulations and are independent of the management.

During the financial year 2025-26, all the information required to be placed before the Board pursuant to Part A of Schedule II to the SEBI Listing Regulations was duly placed before the Board for its consideration and deliberation.

The terms and conditions of appointment of the Independent Directors are available on the website of the Company.

During the financial year 2025-26, one Independent Director ceased to hold office upon completion of his/her prescribed term of appointment in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. Accordingly, the disclosure requirements relating to the resignation of an Independent Director before the expiry of his/her tenure, including the reasons for such resignation and the confirmation that there were no other material reasons for resignation, are not applicable to the Company for the financial year under review.

SEPARATE MEETINGS OF THE INDEPENDENT DIRECTORS:

Pursuant to the provisions of Schedule IV to the Companies Act, 2013 and Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors held a separate meeting on **03 February 2026**, without the presence of the Non-Independent Directors and members of the Management.

At the meeting, the Independent Directors, inter alia, reviewed and evaluated:

- The performance of the Non-Independent Directors and the Board of Directors as a whole;
- The performance of the Chairperson of the Company, taking into account the views of the Executive Directors and Non-Executive Directors; and
- The quality, adequacy and timeliness of the flow of information between the Management and the Board, which is necessary for the Board to effectively and reasonably discharge its duties.

All the Independent Directors were present at the meeting

REASON FOR RESIGNATION OF INDEPENDENT DIRECTOR

1. Mr. Patlola Venkata Lakshma Reddy (DIN: 01108707), Independent Director of the Company, ceased to be a Director with effect from 22 July 2025 upon completion of his term of appointment as an Independent Director, in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Consequently, he demitted office upon the expiry of his tenure. The Board placed on record its sincere appreciation for his valuable guidance, support and significant contributions during his tenure as an Independent Director and wished him success in his future endeavours

FAMILIARISATION PROGRAMMES TO INDEPENDENT DIRECTORS:

In terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a structured familiarization programme for its Independent Directors to enable them to understand the Company's business, industry, operations, business model, strategic plans, regulatory environment, risk management framework, internal control systems and governance practices.

The Independent Directors are periodically apprised of the Company's operational and business developments through presentations made by the Managing Director, Key Managerial Personnel and Senior Management. They are also provided with updates on changes in the regulatory and business environment, industry trends, significant developments, business performance, financial performance, internal control framework, risk management practices and other matters relevant to the effective discharge of their responsibilities.

The Independent Directors have opportunities to interact with the Chairman, Executive Directors, Key Managerial Personnel and Senior Management to gain a comprehensive understanding of the Company's operations, business strategies and governance framework. Such interactions facilitate meaningful participation in Board deliberations and enable the Independent Directors to effectively discharge their fiduciary responsibilities.

The details of the Familiarization Programme imparted to the Independent Directors, including the information required under the SEBI Listing Regulations, are available on the Company's website at http://adroitinfotech.com/policies.html.

Core Skills, Expertise and Competencies of the Board of Directors

Pursuant to Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has identified the core skills, expertise and competencies required in the context of the Company's business and industry for its effective functioning. The Board comprises Directors possessing a diverse mix of qualifications, professional expertise and industry experience, enabling effective oversight and strategic guidance.

The core skills, expertise and competencies identified by the Board include, inter alia:

- Leadership and Strategic Planning;
- Information Technology and Digital Transformation;
- Software Development and Technology Services;
- Finance, Accounting and Financial Reporting;
- Corporate Governance, Legal and Regulatory Compliance;
- Risk Management and Internal Controls;
- Business Strategy and Operations Management;
- Human Resource Management and Organisational Development;
- Sales, Marketing and Business Development; and
- Industry Knowledge and Global Business Management.

The Board is satisfied that these core skills, expertise and competencies are adequately represented amongst its members and collectively enable the Board to effectively discharge its roles and responsibilities

Name of Directors	Skills/Expertise/Competence of Directors						
	Knowledge	Strategic thinking and decision making	Financial Skills	Technical /Professional skills and specialized Knowledge to business	Governance, Ethics & Regulatory Oversight	Audit & Risk Management	Sustainability
Sudhakiran Reddy Sunkerneni	✓	✓	✓	✓	✓	✓	✓
Kanthi Reddy Sunkerneni	✓	✓	✓	----	✓	----	✓
Srinivas Ranganath Parankusam	✓	✓	✓	✓	✓	✓	✓
Sridhar Pyata Reddy	✓	✓	----	✓	✓	✓	✓
Raja Sekhar Reddy Venkata Jammula	✓	✓	✓	✓	✓	✓	✓
Venkateshwara Reddy Vari	✓	✓	✓	✓	✓	✓	✓

COMMITTEES OF THE BOARD:

The Board of Directors has constituted various statutory and other Committees in accordance with the requirements of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, to facilitate focused attention on specific areas of governance and to ensure effective oversight of the Company's affairs.

Each Committee functions within the scope of authority delegated by the Board and is governed by a well-defined Charter/Terms of Reference, which sets out its composition, roles, responsibilities and powers. The Committees review matters falling within their respective mandates, deliberate on key issues and, wherever necessary, make recommendations to the Board for its consideration and approval.

The minutes of the meetings of the Committees are placed before the Board for its noting, review and/or approval, as applicable, thereby ensuring effective coordination between the Committees and the Board and enabling informed decision-making in the best interests of the Company and its stakeholders

THE COMPANY HAS FOUR BOARD-LEVEL COMMITTEES, NAMELY:

1. Audit Committee;
2. Nomination & Remuneration Committee/Compensation Committee
3. Stakeholders Relationship Committee; and
4. Rights Issue Committee

AUDIT COMMITTEE:

The Audit Committee of the Board of Directors has been constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The composition of the Committee is in conformity with the applicable statutory and regulatory requirements.

The management is responsible for establishing and maintaining adequate internal financial controls, preparing the financial statements and ensuring the integrity of the financial reporting process. The Statutory Auditors are responsible for conducting an independent audit of the Company's financial statements in accordance with the applicable auditing standards and expressing an opinion thereon. The Audit Committee assists the Board in discharging its oversight responsibilities by reviewing the financial reporting process, the effectiveness of internal financial controls, the audit process, compliance with applicable laws and regulations, and the adequacy of the Company's risk management framework, thereby ensuring transparency, integrity and reliability in financial reporting.

The members of the Audit Committee possess appropriate accounting, financial, legal and management expertise, enabling them to effectively discharge the responsibilities entrusted to the Committee.

During the financial year ended 31 March 2026, the composition of the Audit Committee and the attendance of its members at the meetings are set out below:

Name of Directors	Category	Status / Designation	No of Meetings during their tenure attended in the year 2025-2026	No. of Meetings attended
Venkat Lakshma Reddy Patlola [4]	Independent Director	Chairperson	2	2
Venkateswar Reddy Vari [3]	Independent Director	Member	2	2
Sudhakiran Reddy Sunkerneni	Managing Director	Member	5	5
Srinivas Ranganath Parankusam [1]	Independent Director	Chairperson	3	3
Raja Sekhar Reddy Venkata Jammula [2]	Independent Director	Member	3	3

1. Mr. Srinivas Ranganath Parankusam appointed as Committee Chairperson member w.e.f. 22nd July, 2025
2. Mr. Raja Sekhar Reddy Venkata Jammula appointed as Committee member w.e.f. 22nd July, 2025 and
3. Mr. Venkat Lakshma Reddy Patlola ceased to be a Committee Chairperson member w.e.f. 22nd July, 2025.
4. Mr. Venkateswar Reddy Vari ceased to be a Committee member w.e.f. 22nd July, 2025.

The Committee met Five (5) times during the year 2025−2026. The dates on which the Audit Committee meetings were held are 22/05/2025, 22/07/2025, 12/08/2025, 06/11/2025, and 03/02/2026. The maximum time gap between any two consecutive meetings was not more than 120 days.

Terms of Reference

The terms of reference of the Audit Committee are in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II to the SEBI Listing Regulations. The Committee, inter alia, performs the following functions:

1. Oversees the Company's financial reporting process and ensures the accuracy, completeness and credibility of the financial statements and related disclosures.
2. Reviews the quarterly, half-yearly and annual financial statements before submission to the Board, together with the Auditors' Reports and all related disclosures required under the SEBI Listing Regulations.
3. Reviews the adequacy and effectiveness of the internal financial controls, internal control systems and internal audit function, including the scope, coverage, audit plans, significant audit findings and follow-up actions.
4. Evaluates the Company's risk management framework and reviews major financial, operational, legal and compliance risks together with the mitigation measures adopted by the management.
5. Reviews the scope of statutory audit, discusses significant audit observations with the Statutory Auditors and monitors the effectiveness and independence of the audit process.
6. Recommends to the Board the appointment, re-appointment, remuneration, terms of appointment and, where necessary, replacement or removal of the Statutory Auditors and reviews their independence and performance.
7. Monitors compliance with applicable Accounting Standards, Indian Accounting Standards (Ind AS), the Companies Act, 2013, the SEBI Listing Regulations and other applicable statutory and regulatory requirements relating to financial reporting.
8. Reviews the adequacy of systems and processes established by the management to ensure compliance with applicable laws, regulations and internal policies.
9. Reviews, approves or recommends for approval all Related Party Transactions in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.
10. Reviews the quarterly statement of deviation(s) or variation(s), if any, including the report of the monitoring agency, wherever applicable, submitted to the Stock Exchanges pursuant to Regulation 32(1) of the SEBI Listing Regulations.
11. Reviews the annual statement of utilisation of funds raised through public issues, rights issues, preferential issues or qualified institutions placement for purposes other than those stated in the offer document or explanatory statement, if any, in accordance with Regulation 32(7) of the SEBI Listing Regulations.
12. Performs such other functions and exercises such powers as may be entrusted by the Board from time to time in accordance with the provisions of the Companies Act, 2013, the SEBI Listing Regulations and other applicable laws.

The Audit Committee also oversees the implementation and effectiveness of the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and the Code of Conduct for Prevention of Insider Trading framed under the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Committee reviews the report of the Compliance Officer on compliance with the said Regulations at least once in every financial year and satisfies itself regarding the adequacy and effectiveness of the internal control systems relating to insider trading compliance.

Related Party Transactions

As a part of the mandate under the SEBI Listing Regulations and the terms of reference, the Audit Committee undertakes quarterly review of related party transactions entered into by the Company with its related parties. Pursuant to Regulation 23 of SEBI Listing Regulations and Section 177 of the Companies Act, 2013 read with rules made thereunder, the Audit Committee has granted omnibus approval in respect of transactions which are repetitive in nature, which may or may not be foreseen, not exceeding the limits specified thereunder. The transactions under the purview of omnibus approval are reviewed on quarterly basis by the Audit Committee. Pursuant to Regulation 23 of the Listing Regulations, only the Independent Directors of the Committee participate and vote in respect of Related Party Transactions.

The Audit Committee comprises of Director and Independent Directors. All members of the Audit Committee are financially literate and bring in expertise in the fields of finance, economics, strategy and management.

The Audit Committee invites such of the executives, as it considers appropriate, Statutory Auditors and Internal Auditors to be present at its meetings. The Company Secretary acts as the Secretary to the Audit Committee. The Audit Committee also meets the Statutory Auditors and Internal Auditors separately, without the presence of management representative.

NOMINATION & REMUNERATION COMMITTEE:

The Board has constituted Nomination & Remuneration Committee consisting of three Independent Directors.

Name of Directors	Category	Status / Designation	No of Meetings during their tenure attended in the year 2024-25	No. of Meetings attended
Venkateswar Reddy Vari	Independent Director	Chairperson	3	3
Sridhar Reddy Pyata	Non-Independent Director	Member	3	3
Srinivas Ranganath Parankusam[1]	Independent Director	Member	2	2
Venkat Lakshma Reddy Patlola[2]	Independent Director	Member	1	1

1. Mr. Srinivas Ranganath Parankusam appointed as committee member w.e.f.22nd July, 2025 and
2. Mr. Venkat Lakshma Reddy Patlola ceased to be a committee member w.e.f. 22nd July, 2025.

The Nomination and Remuneration Committee ("NRC") of the Board is constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the Financial Year 2025-26, three (3) meetings of the Nomination and Remuneration Committee were held on (i) 22 July 2025, (ii) 12 August 2025, and (iii) 6 November 2025.

The Committee assists the Board in discharging its responsibilities relating to the appointment, re-appointment, remuneration, evaluation and succession planning of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel. The Committee also oversees the implementation of the Company's Nomination and Remuneration Policy and, wherever applicable, employee stock option schemes and other employee benefit programs.

The principal roles and responsibilities of the Committee include, inter alia:

- Formulating the criteria for determining qualifications, positive attributes and independence of Directors.
- Recommending to the Board the appointment, re-appointment, removal and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel.
- Recommending the composition of the Board and its Committees to ensure an appropriate balance of skills, experience, diversity and independence.
- Formulating and reviewing the Nomination and Remuneration Policy of the Company and recommending changes, wherever considered necessary.
- Carrying out the evaluation of the performance of the Board, its Committees, individual Directors, the Chairperson and Independent Directors, and making appropriate recommendations to the Board.
- Reviewing succession planning for the Board, Key Managerial Personnel and Senior Management.
- Administering and overseeing employee stock option schemes and other long-term incentive plans, wherever applicable.

Performing such other functions as may be assigned by the Board or as prescribed under the Companies Act, 2013, the SEBI Listing Regulations and other applicable laws.

Criteria for Selection of Non-Executive Directors

The Nomination and Remuneration Committee adopts a transparent and merit-based approach while recommending the appointment of Non-Executive Directors. The Committee considers, inter alia, the following criteria:

a. The candidate should possess integrity, sound professional reputation, relevant qualifications, expertise and experience, enabling the Board to benefit from diverse knowledge and perspectives in areas such as information technology, finance, accounting, taxation, law, governance, business management, strategy, risk management and other relevant disciplines.

b. In the case of appointment or re-appointment of an Independent Director, the Committee satisfies itself that the proposed appointee meets the criteria of independence prescribed under the Companies Act, 2013 and the SEBI Listing Regulations and is capable of exercising objective and independent judgement.

c. The Committee ensures that the proposed candidate is eligible for appointment and is not disqualified under the provisions of Section 164 of the Companies Act, 2013 or any other applicable law.

d. While recommending any appointment or re-appointment, the Committee considers, among other factors:

- Educational qualifications, professional expertise and industry experience;
- Integrity, ethical standards and leadership qualities;
- Business acumen and strategic insight;
- Contribution towards Board diversity, including diversity of skills, experience, gender and background;
- Availability and willingness to devote sufficient time to the affairs of the Company; and
- In the case of re-appointment, the Director's performance, participation in Board and Committee meetings, and overall contribution to the functioning of the Board.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee ("SRC") of the Board is constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee oversees and reviews all matters relating to investor services and shareholder grievances and ensures effective redressal of stakeholder concerns. The Committee focuses on strengthening investor relations and maintaining high standards of stakeholder service.

During the Financial Year 2025-26, **one (1)** meeting of the Stakeholders' Relationship Committee was held on **3 February 2026**.
The terms of reference of the Committee, inter alia, include the following:

- Considering and resolving the grievances of security holders of the Company, including complaints relating to transfer, transmission, transposition, issue of duplicate share certificates, non-receipt of annual reports, dividends and other investor-related matters.
- Reviewing and monitoring the performance and service standards of the Registrar and Share Transfer Agent (RTA).
- Reviewing measures taken for effective exercise of voting rights by shareholders.
- Reviewing adherence to the service standards adopted by the Company in respect of services rendered by the Registrar and Share Transfer Agent.

- Reviewing the various measures and initiatives undertaken for reducing unclaimed dividends and ensuring timely receipt of dividends, annual reports and other statutory communications by shareholders.
- Recommending measures to enhance investor services and strengthen stakeholder engagement.
- Performing such other functions as may be delegated by the Board or as prescribed under the Companies Act, 2013, the SEBI Listing Regulations and other applicable laws.

The **Company Secretary and Compliance Officer** acts as the Secretary to the Committee and is responsible for ensuring compliance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and other securities laws, as well as for facilitating prompt resolution of investor grievances.

To ensure timely processing of investor service requests, the Board has delegated appropriate powers to authorised officers of the Company, in coordination with the Registrar and Share Transfer Agent, for matters relating to transfer, transmission, transposition, issue of duplicate share certificates and other routine shareholder services, in accordance with the applicable statutory and regulatory requirements

The Stakeholders' Relationship Committee comprises of the following Directors:

Name of Directors	Category	Status / Designation	No of Meetings during their tenure attended in the year 2025-2026	No. of Meetings attended
Raja Sekhar Reddy Venkata Jammula[1]	Independent Director	Chairperson	1	1
Sridhar Reddy Pyata	Non-Independent Director	Member	1	1
Venkateswar Reddy Vari	Independent Director	Member	1	1
Venkat Lakshma Reddy Patlola[2]	Independent Director	Chairperson	0	0

1. Mr. Raja Sekhar Reddy Venkata Jammula appointed as Committee Chairperson member w.e.f. 22nd July, 2025 and
2. Mr. Venkat Lakshma Reddy Patlola ceased to be a Committee Chairperson w.e.f. 22nd July, 2025.

An analysis of the investor complaints received and redressed during the financial year 2025-2026 is given below:

1	No. of complaints as on April 1, 2025	1
2	No. of complaints received during the Financial Year 2025-2026	2
3	No. of complaints resolved up to March 31, 2026	3
4	No. of complaints pending as on March 31, 2026	None

RIGHTS ISSUE COMMITTEE:

The Board has constituted Rights Issue Committee consisting of two (2) Independent Directors and one Non-Independent Director

Name of Directors	Category	Status / Designation	No of Meetings during their tenure attended in the year 2025-2026	No. of Meetings attended
Srinivas Ranganath Parankusam[1]	Independent Director	Chairperson	2	2
Sudhakiran Sunkerneni Reddy	Non-Independent Director	Member	2	2
Venkateswar Reddy Vari[1]	Independent Director	Member	2	2
Patlola Venkata Lakshma Reddy[2]	Independent Director	Chairperson	0	0

1. Mr. Srinivas Ranganath Parankusam appointed as Committee Chairperson w.e.f. 22nd July, 2025 and
2. Mr. Patlola Venkata Lakshma Reddy ceased to be a Committee Chairperson w.e.f. 22nd July, 2025.

To facilitate and oversee the implementation of the Rights Issue of equity shares and to ensure compliance with the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, the Board of Directors had constituted a **Rights Issue Committee** and delegated to it such powers as were necessary for the efficient execution and completion of the Rights Issue.

During the Financial Year 2025-26, **two (2)** meetings of the Rights Issue Committee were held on **27 March 2026** and **30 March 2026**.

The Committee was entrusted with the responsibility of overseeing and implementing all matters relating to the Rights Issue, including, inter alia:

- overseeing the implementation of the Rights Issue in accordance with the applicable statutory and regulatory requirements;
- determining the terms and conditions of the Rights Issue within the authority delegated by the Board;
- approving the issue schedule and other operational matters relating to the Rights Issue;
- appointing and coordinating with intermediaries, including the Lead Manager(s)/Merchant Banker(s), Registrar to the Issue, Bankers to the Issue, legal advisors and other agencies connected with the Rights Issue;
- approving allotment of equity shares, handling matters relating to partly paid-up shares, call money notices and other consequential actions arising out of the Rights Issue;
- considering and resolving issues relating to allotment, renunciation, applications, refunds (where applicable), investor queries and other matters connected with the Rights Issue;
- monitoring compliance with the applicable provisions of the Companies Act, 2013, the SEBI ICDR Regulations, the SEBI Listing Regulations and other applicable laws; and
- carrying out such other acts, deeds and matters as may be necessary or incidental for the successful completion of the Rights Issue.

The **Company Secretary and Compliance Officer** acted as the Secretary to the Committee and coordinated with the regulatory authorities and various intermediaries to ensure timely completion of all statutory and procedural requirements relating to the Rights Issue.

To facilitate the efficient implementation of the Rights Issue, the Board also authorised designated officers of the Company to undertake routine operational and procedural activities, execute documents, coordinate with intermediaries and regulatory authorities, and perform such acts as were necessary for the successful completion of the Rights Issue in accordance with the powers delegated by the Board.

REMUNERATION:

The remuneration payable to the Directors of the Company is governed by the provisions of the Companies Act, 2013, the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Nomination and Remuneration Policy of the Company.

The Non-Executive Directors are entitled to receive sitting fees for attending meetings of the Board of Directors and its Committees, reimbursement of expenses incurred for participation in such meetings, and such remuneration by way of commission, if any, as may be approved by the Board and the Members of the Company in accordance with the applicable provisions of the Companies Act, 2013.

The Independent Directors are not entitled to any stock options and shall not participate in any employee stock option scheme of the Company, in accordance with the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV thereto and the applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

CRITERIA FOR SELECTION/APPOINTMENT OF CEO, CFO& MANAGING DIRECTOR:

The Nomination and Remuneration Committee ("NRC") adopts a transparent and merit-based process for the selection and appointment of the Managing Director ("MD"), Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO").

While recommending a candidate to the Board, the NRC considers, inter alia, the following criteria:

- integrity, ethical standards and professional reputation;
- educational qualifications, professional competence, industry knowledge and relevant experience;
- leadership qualities, strategic vision, managerial capability and ability to drive business growth;
- business acumen, decision-making ability and commitment to the Company's values and objectives;
- recommendations, if any, received from the Board of Directors or other appropriate sources; and
- such other criteria as may be considered appropriate by the NRC.

The Committee also ensures that the proposed appointee satisfies the eligibility criteria and is not disqualified for appointment under the provisions of the Companies Act, 2013, the SEBI Listing Regulations and other applicable statutory and regulatory requirements.

REMUNERATION FOR THE CEO, CFO & MANAGING DIRECTOR:

The remuneration of the Managing Director, CEO and CFO is determined by the Board based on the recommendations of the Nomination and Remuneration Committee and is designed to attract, motivate and retain competent professionals while promoting sustainable long-term value creation.

The remuneration framework is based on the following principles:

- The remuneration shall be within the limits prescribed under the Companies Act, 2013 and other applicable laws.
- Wherever required under the Companies Act, 2013, the remuneration shall be subject to the approval of the shareholders of the Company.
- The remuneration structure may comprise fixed and variable components. The fixed component may include basic salary, allowances, perquisites, retirement benefits and other benefits. The variable component may comprise performance-linked incentives, bonuses or such other incentives as may be approved from time to time.

- While determining the remuneration, annual increments and performance-linked incentives, the NRC considers, inter alia:
    - The responsibilities and complexity of the role;
    - Qualifications, experience, expertise and overall contribution of the individual;
    - Achievement of Key Result Areas (KRAs), Key Performance Indicators (KPIs) and other performance objectives;
    - The financial and operational performance of the Company;
    - Prevailing industry practices, market benchmarks and compensation trends; and
    - The need to maintain an appropriate balance between fixed remuneration and performance-linked incentives, reflecting both short-term and long-term business objectives

REMUNERATION POLICY FOR THE SENIOR MANAGEMENT EMPLOYEES:
The remuneration of Senior Management Personnel, including Key Managerial Personnel (other than the Managing Director, CEO and CFO, where applicable), is structured to ensure competitiveness, reward merit, recognise individual performance and support the Company's strategic objectives.

The remuneration generally comprises fixed pay, including salary, allowances, perquisites and retirement benefits, together with performance-linked incentives, wherever applicable.

While determining remuneration, annual increments and performance incentives, the Nomination and Remuneration Committee considers, inter alia:

- The nature and significance of the role and responsibilities;
- Qualifications, professional experience, competence and leadership capabilities;
- Achievement of individual KRAs, KPIs and performance objectives;
- The overall financial and operational performance of the Company;
- Industry benchmarks, prevailing market practices and internal pay equity; and
- The need to maintain a balanced remuneration structure comprising fixed and variable components linked to individual and organisational performance.

The performance of Senior Management Personnel is evaluated through a structured performance appraisal process based on pre-defined Key Result Areas (KRAs), Key Performance Indicators (KPIs) and other performance objectives and other qualitative and quantitative parameters. The Managing Director or the Chief Executive Officer, as applicable, carries out the performance evaluation and recommends annual remuneration revisions and performance-linked incentives to the Nomination and Remuneration Committee for its review and recommendation to the Board, wherever required.

The Nomination and Remuneration Committee reviews the Remuneration Policy from time to time to ensure continued compliance with the provisions of the Companies Act, 2013, the SEBI Listing Regulations and other applicable laws, while aligning the Policy with the Company's business strategy, governance framework and best corporate governance practices.

DIRECTORS REMUNERATION:
The remuneration paid/payable to the Executive Directors is given below:
EXECUTIVE DIRECTORS:

S.No.	Particulars	Mr. Sudhakiran Reddy Sunkerneni
1	**Salary (p.a)**	54.00 Lakhs
2	**Contribution to Provident & Other Funds (p.a)**	Nil
3	**Rent Free Accommodation / Perks (p.a)**	Nil
	TOTAL	**54.00 Lakhs**

Stock Option (nos.): NIL Notice period: NIL

NON-EXECUTIVE DIRECTORS:

The remuneration payable to the Non-Executive Directors is governed by the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination and Remuneration Policy of the Company.

The Non-Executive Directors are remunerated by way of sitting fees for attending meetings of the Board of Directors and its Committees, reimbursement of expenses incurred in connection with such meetings and, where applicable, commission, as approved by the Board of Directors and the shareholders of the Company, within the limits prescribed under the Companies Act, 2013.

The Independent Directors are not entitled to participate in any employee stock option scheme of the Company in accordance with the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV thereto and the applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The details of sitting fees paid to the Non-Executive Directors (including Independent Directors), commission, if any, and stock options granted, vested, exercised and outstanding during the Financial Year 2025-26 are set out below:

(INR in ‘000)

Name	Sitting Face	Commission	Stock Options*
	(Rs).	(Rs).	(Numbers)
Raja Sekhar Reddy Venkata Jammula	20	Nil	Nil
Venkat Lakshma Reddy Patlola	Nil	Nil	Nil
Sudhakiran Reddy Sunkerneni	Nil	Nil	Nil
Sridhar Pyata Reddy	20	Nil	Nil
Sunkireddy Rajashekar Reddy	Nil	Nil	Nil
Srinivas Ranganath Parankusam	20	Nil	Nil
Venkateswar Reddy Vari	20	Nil	Nil
Kanthi Reddy Sunkerneni	Nil	Nil	Nil

Except as disclosed elsewhere in this Annual Report, there were no material pecuniary relationships or transactions between the Non-Executive Directors and the Company, other than the payment of remuneration, sitting fees and reimbursement of expenses, wherever applicable, in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Sudhakiran Reddy Sunkerneni and Ms. Kanthi Reddy Sunkerneni are related to each other, and the details of such relationship have been appropriately disclosed in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

All Directors have furnished the necessary disclosures and declarations relating to their directorships, interests and relationships as required under the Companies Act, 2013 and the SEBI Listing Regulations at the beginning of the financial year and as and when any change occurs

Service Contracts, Notice Period, Severance Fees:

The appointment and remuneration of the Executive Directors are governed by the resolutions passed by the Board of Directors and the Members of the Company, in accordance with the provisions of the Companies Act, 2013, the Articles of Association of the Company and other applicable statutory and regulatory requirements.

The terms and conditions of appointment, including remuneration, duties and responsibilities, are approved by the Board and the shareholders, wherever required. The Executive Directors are also governed by the applicable policies and service rules of the Company.

No separate service contracts have been entered into between the Company and its Executive Directors.

Either the Company or the Executive Director may terminate the appointment by giving **three (3) months' prior written notice** or payment of salary in lieu of such notice, subject to the terms of appointment and the applicable provisions of law.

No severance fee or special termination compensation is payable to any Director, except as may be required under the applicable laws or approved by the shareholders of the Company.

Code of Conduct:

The Company has adopted a **Code of Conduct for the Board of Directors and Senior Management Personnel** ("Code") in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Code sets out the standards of ethical conduct, integrity, transparency and accountability expected from the Directors and Senior Management Personnel in the discharge of their duties.

The Code provides guiding principles for conducting the Company's business with honesty, fairness and professionalism and covers, inter alia, ethical business practices, compliance with applicable laws and regulations, avoidance and disclosure of conflicts of interest, protection of the Company's assets and confidential information, fair dealing with stakeholders, and maintenance of the highest standards of corporate governance.

The Code is available on the Company's website at **http://adroitinfotech.com**.

The Board of Directors and the Senior Management Personnel have affirmed their compliance with the Code for the Financial Year ended **31 March 2026**. A declaration to this effect, signed by the Managing Director, forms part of the Annual Report.

GENERAL BODY MEETINGS:

A. ANNUAL GENERAL MEETING:

Year(s)	Date of AGM	Time	Venue	Ordinary/ Special Resolution
2022-2023	30.09.2023	9:00 am	Through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)	3 Ordinary Resolution 3 Special Resolution
2023-2024	30.09.2024	9:00 am	Through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)	3 Ordinary Resolution 11 Special Resolution
2024-2025	09.09.2025	9:00 am	Through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)	3 Ordinary Resolution 12 Special Resolution

B. EXTRAORDINARY GENERAL MEETING:

There was no Extraordinary General Meeting (EGM) held during the financial year 2025-2026

POSTAL BALLOT:

Details of special resolution passed through postal ballot, the persons who conducted the postal ballot exercise, details of the voting pattern and procedure of postal ballot:

No postal ballot was conducted during the Financial Year 2025-2026.

None of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any such statutory authority. A Certificate to this effect, duly signed by the Practicing Company Secretary is annexed to this Report.

M/s. Rao & Shyam, Chartered Accountants (Firm Registration No. 006186S), continue as the Statutory Auditors of the Company and have been serving as the Statutory Auditors since their appointment by the Members of the Company. The particulars of the Statutory Auditors' remuneration are provided below:

(Amount In Rs.)

Services as Statutory Auditors	2,00,000
Tax Audit	20,000
Services for Tax Matters	30,000
Total	**2,50,000**

OTHER DISCLOSURES:

a. 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 compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b. There were no materially significant Related Party Transactions entered into by the Company with its Promoters, Directors, Key Managerial Personnel or other related parties that could have had a potential conflict with the interests of the Company at large.

c. The details of Related Party Transactions are disclosed in the Notes forming part of the Standalone and Consolidated Financial Statements. The Policy on Related Party Transactions is available on the Company's website at www.adroitinfotech.com.

d. Disclosures on materially significant related party transactions, which may have potential conflict with the interest of the Company at large:

   There are no materially significant related party transactions that may have potential conflict with the interest of the Company at large. However, the other related party transactions forms part of the financial statements. The related party transactions policy is available on the website of the Company i.e. http://adroitinfotech.com/policies.html

e. There was no non-compliance by the Company, penalties, and strictures imposed on the Company by the Stock Exchanges or Securities and Exchange Board of India or any statutory authority, on any matter related to capital markets, during the last three years.

f. Whistle blower policy:

   The Company has established a Vigil Mechanism/Whistle Blower Policy in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI Listing Regulations to enable Directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud, violation of the Company's Code of Conduct or any other improper practices.

   The Vigil Mechanism provides adequate safeguards against victimisation of persons using the mechanism and ensures direct access to the Chairperson of the Audit Committee in appropriate cases. During the year under review, no person was denied access to the Chairperson of the Audit Committee.

   The Whistle Blower Policy is available on the Company's website at **www.adroitinfotech.com**.

g. The Company has complied with all the applicable mandatory requirements prescribed under the SEBI Listing Regulations.

h. Subsidiary Companies:

   The Company has adopted a Policy for Determining Material Subsidiaries in accordance with Regulation 16(1)(c) of the SEBI Listing Regulations, which is available on the Company's website http://adroitinfotech.com/policies.html

During the year under review, the Audit Committee reviewed the financial statements of the unlisted material subsidiary and the significant transactions and arrangements entered into by such subsidiaries. The Board of Directors also periodically reviewed the minutes of the Board meetings and the affairs of the material subsidiary in accordance with Regulation 24 of the SEBI Listing Regulations.

i. As on 31 March 2026, the Company had overseas subsidiaries, 1) Adroit Infotech L.L.C. FZ. (Dubai) 2) Verso Altima India Pte. Ltd. (Singapore).

j. The Company is not engaged in any business involving commodities. Accordingly, disclosure relating to commodity price risk and commodity hedging activities is not applicable.

The Company has prepared its Standalone and Consolidated Financial Statements in accordance with the applicable 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.

During the Financial Year under review, the Company did not raise any funds through a public issue, preferential issue or qualified institutions placement.

DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS:
The Company has complied with all the applicable mandatory requirements prescribed under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations.

NON-MANDATORY REQUIREMENTS:
The Company has adopted the non-mandatory requirements to the extent considered appropriate by the Board, having regard to the nature and scale of its operations.

REPORTING OF INTERNAL AUDITOR:
The Internal Auditor reports functionally to the Audit Committee, thereby ensuring independence in the internal audit process and effectiveness of the internal control framework.

CEO AND CFO CERTIFICATION:
The Managing Director/Chief Executive Officer and the Chief Financial Officer have furnished the certificate prescribed under Regulation 17(8) read with Part B of Schedule II of the SEBI Listing Regulations to the Board of Directors for the Financial Year ended 31 March 2026. The certificate forms part of the Annual Report.

MEANS OF COMMUNICATION:
PUBLICATION OF RESULTS:
The quarterly, half-yearly and annual financial results of the Company are approved by the Board of Directors and promptly submitted to **BSE Limited** and the **National Stock Exchange of India Limited (NSE)** in accordance with the SEBI Listing Regulations. The financial results are also published in widely circulated English and regional language newspapers as required under the applicable regulations.

WEBSITE AND NEWS RELEASE:
The Company maintains a comprehensive website at www.adroitinfotech.com, which serves as an important source of information for investors and stakeholders. The website contains, inter alia, financial results, annual reports, shareholding pattern, corporate governance disclosures, statutory policies, investor presentations, stock exchange disclosures and other information required under the SEBI Listing Regulations.

The Company also disseminates all material information and disclosures to the Stock Exchanges in a timely manner in accordance with the applicable provisions of the SEBI Listing Regulations and other applicable laws.

The following information, among others, is available on the Company's website:

- business overview and corporate information;
- Annual Reports and financial statements;
- quarterly and annual financial results;
- shareholding pattern and corporate governance reports;
- terms and conditions of appointment of Independent Directors;
- composition of the Board and its Committees;
- Code of Conduct for Directors and Senior Management Personnel;
- Vigil Mechanism/Whistle Blower Policy;
- Nomination and Remuneration Policy, including criteria for payment to Non-Executive Directors;
- Related Party Transactions Policy;
- Policy for Determining Material Subsidiaries;
- familiarisation programme for Independent Directors;
- Policy for Determination of Materiality of Events and Information;
- archival policy and other statutory policies and disclosures required under the Companies Act, 2013 and the SEBI Listing Regulations.

NSE ELECTRONIC APPLICATION PROCESSING SYSTEM (NEAPS):
The NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on NEAPS.

BSE CORPORATE COMPLIANCE & LISTING CENTRE (THE ‘LISTING CENTRE’):
BSE’s Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

E-VOTING:
Pursuant to the requirements of the Companies Act, 2013 and the SEBI Listing Regulations, company is providing e-voting facility to its shareholders, in respect of all shareholders’ resolutions, to be passed at the General Meetings.

Additional Shareholders’ Information

Annual General Meeting:
Date : 14.08.2026
Time : 9.00 AM

Venue of AGM: The Company is conducting meeting through VC / OAVM as such there is no requirement to have a venue for the AGM.

Financial Calendar
Financial Year : 1st April to 31st March
Book Closure dates : As mentioned in the Notice of this AGM

DIVIDEND / UNCLAIMED DIVIDEND:

Your directors have not recommended any dividend.

UNCLAIMED SHARES:

The Company is in the process of sending reminders to the shareholders whose shares were lying with the Company unclaimed/undelivered. These will be transferred to the Demat Suspense Account /unclaimed suspense account as required in accordance with the procedural requirements of the SEBI Listing Regulations.

CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING:

Your company had adopted a Code of conduct as per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. All Directors, Senior Management Personnel, person forming part of Promoter(s)/Promoter(s) Group(s) and such other Designated Employees who could have access to the Unpublished Price Sensitive Information of the Company are governed by this Code. During the year under review, the Company had made due compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The code of conduct is available on the website of the Company i.e. www.adroitinfotech.in Company Secretary of the Company was appointed as the Compliance Officer by the Board to ensure compliance and effective implementation of the Insider Trading Code.

LISTING ON STOCK EXCHANGES:

The Company's shares are listed on BSE Ltd, Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 and
The National Stock Exchange of India Limited (NSE), Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.

Stock Code:

a) Trading scrip code on BSE : 532172

b) Trading scrip code on NSE : ADROITINFO

International Securities Identification Number (ISIN): ISIN is a unique identification number of traded scrip. The Company's' ISIN for equity shares is INE737B01033 the listing fee as applicable has been paid to all stock exchanges.

Corporate Identity Number (CIN) of the Company: L72300TG1990PLC011129

Market Price Data

The Monthly high and low prices of your company's share at BSE and NSE for the year ended March 31, 2026 are as under:

Month	NSE		BSE	
	High	Low	High	Low
Apr-2025	13.48	10.87	13.50	10.89
May-2025	12.49	10.16	12.59	10..06
Jun-2025	12.34	10.57	12.43	10.20
Jul-2025	11.50	10.11	12.23	10.06
Aug-2025	11.99	10.11	12.85	10.15
Sep-2025	12.20	9.56	11.98	9.52
Oct-2025	12.00	10.29	12.20	10.21
Nov-2025	11.85	9.92	11.99	9.84
Dec-2025	11.97	9.11	11.45	9.80
Jan-2026	10.50	9..00	10.44	8.50
Feb-2026	10.69	8.10	10.95	8.85
Mar-2026	10.24	7.55	10.72	7.82

SHARE TRANSFER SYSTEM:

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, securities can be transferred only in dematerialized form w.e.f. April 1, 2020, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are affected through the depositories with no involvement of the Company. The Directors and certain Company officials including Chief Financial Officer and Company Secretary) are authorized by the Board severally to approve transfers, which are noted at subsequent Board Meetings.

All queries and requests relating to share transfers/transmissions may be addressed to our Registrar and Transfer Agent:

Venture Capital and Corporate Investments Private Limited

Contact Person: Mr. Prasad
"AURUM", Door No.4-50/P-II/57/4F & 5F, PLOT No.57, 4th & 5th Floors,
Jayabheri Enclave Phase – II Gachibowli, Hyderabad – 500 032
Phone: + +91 040 23818475 / +91 040 35164940
Fax: +91 040-23868024, E mail: info@vccilindia.com

DEMATERIALIZATION OF SHARES AND LIQUIDITY:

The Company's shares are compulsorily traded in dematerialized form on NSE and BSE. Equity shares of the Company representing 99.76% of the total shares have been dematerialized up-to March 31, 2026. Dematerialization of shares is done through M/s. Venture Capital and Corporate Investments Pvt. Ltd. and on an average the dematerialization process is completed within 7 days from the date of receipt of a valid dematerialization request along with the relevant documents.

a) Fully Paid-up Equity Share Capital as on 31st March;2026

Particulars	Number of Shares on March 31,2026	% of Total Issued Capital
CDSL	3,40,47,178	59.45
NSDL	2,30,84,979	40.31
Physical Shares	1,36,273	0.24
Total	**5,72,68,430**	**100.00**

**Out of the above total equity share capital include 30,91,222 Partly Paid-up Equity Shares.*

b) Total Equity Share Capital of the company as on 31st March 2025

Particulars	Number of Shares on March 31,2025	% of Total Issued Capital
CDSL	3,37,35,706	58.90
NSDL	2,33,96,351	40.85
Physical Shares	1,36,373	0.25
Total	**5,72,68,430**	**100.00**

**Out of the above total equity share capital include 30,91,222 Partly Paid-up Equity Shares.*

SECRETARIAL AUDIT:

The Company has undertaken secretarial audit for the financial year 2025-2026 which, inter alia, includes audit of compliance with the Companies Act, 2013, and the rules made under the Act, SEBI Listing Regulations and applicable regulations prescribed by the Securities and Exchange Board of India and Foreign Exchange Management Act, 1999 and Secretarial Standard issued by the Institute of the Company Secretaries of India. The Secretarial Audit Report forms part of the Annual Report.

As stipulated by Securities and Exchange Board of India, a Qualified Practicing Company Secretary carries out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The Audit confirms that the total Listed and Paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form and in physical form.

Categories of equity shareholding as on March 31, 2026:

Sl. No.	Description	No. of Shares	% of Total Capital
1	Company Promoter / Promoter group	2,19,25,104	38.28
2	Foreign Institutional Investors	0	0
3	Banks / Mutual Funds / NBFC	0	0
4	Bodies Corporates and Any others	43,30,975	7.56
5	Individuals / HUF	2,85,06,074	49.78
6	Non-Resident Indians	2,88,857	0.50
7	Foreign Bodies Corporate	0	0
8	Clearing Members and Trusts & Others	22,17,420	3.87
	Total	**5,72,68,430**	**100.00**

**Out of the above total equity share capital include 30,91,222 Partly Paid-up Equity Shares.*

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

The Company has not issued any convertible Share Warrants on preferential basis to the Promoters and Non-Promoters during the year.

Plant Locations:

The Company does not have any plant locations; however, the Company has its IT Centre at Plot No. 7A, MLA Colony, Road No. 12, Banjara Hills, Hyderabad -500034, Telangana, India.

Investor Correspondence

For queries relating to shares:

Venture Capital and Corporate Investments Private Limited
"AURUM", Door No.4-50/P-II/57/4F & 5F, PLOT No.57, 4th & 5th Floors,
Jayabheri Enclave Phase – II Gachibowli, Hyderabad – 500 032
Phone: + +91 040 23818475 / +91 040 35164940
Fax: +91 040-23868024, E mail: info@vccilindia.com

For queries relating to Financial Statements and other contents of Annual Report:
Adroit Infotech Limited
Company Secretary & Compliance Officer
Plot No. 7A, MLA Colony, Road No. 12
Banjara Hills, Hyderabad-500034
Tel: +91-040-2355 2284/85, E mail: cs@adroitinfotech.com

PRACTICING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Adroit Infotech Limited
CIN: L72300TG1990PLC011129
Plot No. 7A, MLA Colony, Road No. 12
Banjara Hills, Hyderabad-500034

I, **Putcha Sarada, Practicing Company Secretary**, have examined the compliance of the conditions of Corporate Governance by **Adroit Infotech Limited ("the Company")** for the financial year ended March 31, 2026, as stipulated in Regulations 17 to 27, Clauses (b) to (i) and (t) of Regulation 46(2) and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations").

Management's Responsibility
The compliance with the conditions of Corporate Governance is the responsibility of the Management of the Company. This responsibility includes the design, implementation and maintenance of adequate internal controls, policies and procedures to ensure compliance with the conditions of Corporate Governance prescribed under the SEBI Listing Regulations.

Practicing Company Secretary's Responsibility
My responsibility is to examine the compliance of the conditions of Corporate Governance by the Company and to issue this certificate thereon.

My examination was limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated under the SEBI Listing Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company or the effectiveness with which the Management has conducted the affairs of the Company.

I have examined the relevant records, registers, documents, minutes of meetings, policies and other records maintained by the Company and furnished to me for the purpose of certifying compliance with the conditions of Corporate Governance and have relied upon the information and explanations provided by the Management.

My examination was carried out in accordance with the applicable Guidance Note(s) and Standards issued by the Institute of Company Secretaries of India (ICSI), to the extent applicable.

Opinion
Based on my examination of the relevant records and according to the information and explanations furnished to me by the Company, its Directors and Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, Clauses (b) to (i) and (t) of Regulation 46(2) and Para C, D and E of Schedule V of the SEBI Listing Regulations during the financial year ended March 31, 2026.

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

Sd./-
Sarada Putcha
Practicing Company Secretary
Membership No. 21717
Certificate of Practice No. 8735
UDIN: A021717H000579881

Place: Hyderabad
Date: 4th Jun 2026

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) read with Schedule V of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Adroit Infotech Limited
CIN: L72300TG1990PLC011129
Plot No. 7A, MLA Colony, Road No. 12
Banjara Hills, Hyderabad-500034
.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s Adroit Infotech Limited ("the Company") having CIN: L72300TG1990PLC011129** and having its Registered Office at **Plot No. 7A, MLA Colony, Road No. 12, Banjara Hills, Hyderabad – 500034, Telangana, India**, 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 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 MCA portal) (i.e. https://www.mca.gov.in/content/mca/global/en/home.html) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 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 (SEBI), Ministry of Corporate Affairs (MCA), or any such other Statutory Authority.

Sl. No	Name of the Director	DIN	Designation
1	SUDHAKIRAN SUNKERNENI REDDY	01436242	Managing Director
2	SRIDHAR REDDY PYATA	07268714	Non-Executive - Non-Independent Director
3	VENKATESWAR REDDY VARI	00534590	Non- Executive-Independent Director
4	KANTHI REDDY SUNKERNENI	10732925	Non-Executive - Non-Independent Director
5	SRINIVAS RANGANATH PARANKUSAM	02042457	Non- Executive-Independent Director
6	RAJA SEKHAR REDDY JAMMULA VENKATA	11204525	Non- Executive-Independent Director

Ensuring the eligibility of Directors for appointment or continuation on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion 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.

This Certificate has been issued at the request of the Company to comply with Regulation 34(3) read with Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and for inclusion in the Annual Report of the Company for the Financial Year ended March 31, 2026.

Sd./-
Sarada Putcha
Practicing Company Secretary
Membership No. 21717
Certificate of Practice No. 8735
UDIN: A021717H000579923

Place: Hyderabad
Date:4th Jun, 2026

DECLARATION ON CODE OF CONDUCT FOR THE YEAR 2025-2026
(Pursuant to Part D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members
Adroit Infotech Limited

I, Sudhakiran Sunkerneni Reddy, Managing Director of Adroit Infotech Limited, hereby declare that the Company has adopted a Code of Conduct for the Members of the Board of Directors and Senior Management Personnel in compliance with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Code of Conduct is available on the website of the Company.

I further confirm that all the Members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for the Financial Year ended March 31, 2026.
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BY ORDER OF THE BOARD
***for* Adroit Infotech Limited**

Sd./-
Sudhakiran Reddy Sunkerneni
Managing Director
DIN: 01436242

Place: Hyderabad
Date:20th July, 2026

MANAGEMENT DISCUSSION & ANALYSIS

OVERVIEW OF THE ECONOMY

INDUSTRY STRUCTURE ANDDEVELOPMENTS:

The global Information Technology (IT) industry continues to undergo rapid transformation, driven by advancements in Artificial Intelligence (AI), Generative AI, cloud computing, cybersecurity, data analytics, automation, Internet of Things (IoT), blockchain and intelligent enterprise solutions. Organisations across industries are increasingly leveraging digital technologies to improve operational efficiency, enhance customer experience, optimise costs and accelerate business innovation.

The widespread adoption of cloud-native platforms, Software-as-a-Service (SaaS), enterprise resource planning (ERP), intelligent automation and AI-powered business applications is fundamentally changing the way enterprises design, manage and scale their operations. At the same time, increasing cyber threats and evolving regulatory requirements have heightened the focus on information security, data privacy and resilient digital infrastructure.

The rapid pace of technological innovation and the increasing complexity of enterprise IT environments have significantly increased the demand for specialised technology consulting, implementation, application management and managed services. Businesses are increasingly partnering with experienced technology service providers to support cloud migration, enterprise application modernisation, AI adoption, cybersecurity, digital engineering and business process transformation.

India continues to strengthen its position as a global technology and innovation hub, supported by a large pool of skilled professionals, robust digital infrastructure and favorable government initiatives such as Digital India, Make in India and the rapid adoption of Artificial Intelligence and emerging technologies. The Indian IT industry remains well-positioned to benefit from sustained global demand for digital transformation, enterprise modernisation, cloud services, cybersecurity and intelligent automation solutions.

The Company continues to align its service offerings with these evolving industry trends by delivering enterprise software solutions, digital transformation services, managed services and technology consulting, enabling customers to achieve operational excellence, business agility and sustainable growth

GLOBAL DELIVERY MODEL

The Company follows a scalable Global Delivery Model that integrates onsite, offshore and remote delivery capabilities, enabling efficient utilisation of global talent and resources. Supported by standardised delivery processes, agile methodologies and secure digital collaboration platforms, the delivery model enables timely execution of projects, operational flexibility, business continuity and cost optimisation.

The Company continues to enhance its delivery capabilities through process automation, cloud-based collaboration, DevSecOps (Development, Security, and Operations) practices and digital project management tools, thereby improving productivity, quality and customer experience.

OPPORTUNITIES AND THREATS

OUR STRENGTHS

The Company continues to leverage its technology expertise, customer-centric approach and scalable delivery capabilities to strengthen its competitive position in an increasingly digital and technology-driven business environment. Our focus on innovation, operational excellence and long-term customer relationships enables us to deliver sustainable value to clients across diverse industry segments.

OUR KEY STRENGTHS INCLUDE:

Technology and Digital Transformation Expertise

The Company provides comprehensive technology consulting and digital transformation solutions that enable customers to modernize their IT landscape, optimize business processes and accelerate digital adoption. Our capabilities span enterprise applications, cloud technologies, managed services, automation, data analytics, artificial intelligence (AI), system integration and application lifecycle management.

Strong Consulting and Domain Knowledge

Our experienced professionals possess deep industry, functional and technology expertise, enabling us to understand complex business challenges and deliver innovative, scalable and value-driven solutions. We partner with our clients to improve operational efficiency, enhance business agility, optimize costs and achieve measurable business outcomes.

Comprehensive Service Portfolio

The Company offers an integrated portfolio of end-to-end technology solutions and services, including:

Technology consulting and digital transformation;
Enterprise application implementation and support;
SAP consulting and managed services;
Custom application development and modernization;
Application maintenance and production support;
Cloud migration and cloud-managed services;
Infrastructure management services;
Data integration, analytics and automation solutions;
Product engineering and software lifecycle management; and
Business process and technology support services.

This diversified service portfolio enables the Company to address evolving customer requirements and build long-term strategic partnerships.

Scalable Global Delivery Capabilities

Our Global Delivery Model combines skilled professionals, standardized delivery processes, agile methodologies and secure digital infrastructure to deliver high-quality solutions efficiently across multiple geographies. This enables faster project execution, operational flexibility, cost optimization and consistent service delivery.

Customer Relationships and Trusted Brand

The Company has established long-standing relationships with customers across various industry sectors by consistently delivering quality solutions and reliable services. Our commitment to customer satisfaction, timely project execution and continuous innovation has strengthened our reputation as a trusted technology partner and contributed to high customer retention and repeat business.

Focus on Innovation and Operational Excellence

The Company continuously invests in emerging technologies, process improvements, employee capability development and quality management practices to enhance service delivery and operational efficiency. We remain committed to adopting industry best practices and technology innovations that enable our clients to achieve sustainable business growth.

Opportunities

The increasing adoption of digital technologies, Artificial Intelligence (AI), cloud computing, enterprise automation, cybersecurity solutions and data-driven decision-making continues to create significant growth opportunities for the Company. The growing demand for digital transformation, enterprise application services, managed services and cloud-based solutions across domestic and international markets provides a strong platform for expanding the Company's business.

Threats

The Company operates in a highly competitive and rapidly evolving technology landscape. Key challenges include intense competition from global and domestic IT service providers, rapid technological advancements, cybersecurity threats, evolving regulatory requirements, talent acquisition and retention, pricing pressures and global macroeconomic uncertainties. The Company continues to address these challenges through continuous innovation, investments in employee capabilities, robust risk management practices and a customer-focused business strategy.

OUR STRATEGY

The Company's strategy is focused on achieving sustainable and profitable growth by strengthening customer relationships, enhancing service capabilities and delivering long-term value to all stakeholders. The Company continues to align its business objectives with evolving market dynamics and technological advancements while maintaining operational excellence and financial discipline.

The strategic priorities of the Company include:

- Strengthening existing customer relationships while expanding the customer base across domestic and international markets.
- Enhancing service offerings through continuous innovation and adoption of emerging technologies in line with evolving customer requirements.
- Improving operational efficiency through process optimisation, effective resource utilisation and digital enablement.
- Investing in employee capability development to build a highly skilled and future-ready workforce.
- Maintaining a strong governance framework, effective risk management practices and robust internal controls to support sustainable business growth.
- Pursuing strategic partnerships and business opportunities that complement the Company's core competencies and enhance long-term shareholder value.
- Focusing on prudent financial management, profitability and sustainable value creation through disciplined execution and customer-centric delivery.

The Company remains committed to executing its growth strategy with agility and resilience while adapting to changing business environments and creating long-term value for its customers, employees, investors and other stakeholders.

THESE TRANSLATE TO THE FOLLOWING STRATEGIC FOCUS AREAS:

Strategic Focus Areas

To achieve its long-term strategic objectives, the Company continues to focus on the following key strategic priorities:

Strengthening Customer Relationships

The Company is committed to deepening its engagement with existing customers while expanding its presence across new industry segments and geographies. The focus remains on delivering customer-centric solutions, enhancing service quality and building long-term strategic partnerships through consistent execution and value creation.

Expanding Service Capabilities

The Company continues to strengthen its portfolio of technology solutions and services by enhancing its capabilities in enterprise applications, digital transformation, managed services and emerging technology solutions. This enables the Company to address evolving customer requirements and create new business opportunities.

Operational Excellence

Continuous improvement in operational efficiency remains a key focus area. The Company regularly reviews its business processes, governance framework and delivery practices to improve productivity, optimise resource utilisation, strengthen quality standards and enhance overall business performance.

Innovation and Technology Enablement

The Company continues to invest in innovation, process automation and technology enablement to improve service delivery, accelerate execution and enhance customer experience. The focus remains on adopting industry best practices and leveraging technology to create sustainable business value.

People and Organisational Development

Recognising that its employees are its most valuable asset, the Company continues to invest in talent acquisition, capability development, leadership development and employee engagement initiatives. The Company strives to foster a collaborative, inclusive and performance-oriented work environment that encourages continuous learning and innovation.

Sustainable Growth and Value Creation

The Company remains committed to pursuing sustainable and profitable growth through disciplined financial management, prudent capital allocation, strategic partnerships and selective business opportunities that complement its core competencies and support long-term shareholder value creation.

OUR COMPETITION

We experience intense competition in traditional services and see a rapidly-changing marketplace with new competitors arising in new technologies who are focused on agility, flexibility and innovation. We typically compete with other technology services providers in response to requests for proposals.

Clients often cite our industry expertise, comprehensive end-to-end solutions, ability to scale, superior quality and process execution, Global Delivery Model, experienced management team, talented professionals and track record as reasons for awarding us contracts.

The Information Technology services industry remains highly competitive, with global technology companies, specialised consulting firms, digital engineering organisations and emerging technology startups competing across various service segments.

The Company differentiates itself through its customer-centric approach, domain expertise, quality-focused execution, flexible delivery capabilities and commitment to building long-term customer partnerships. The Company continues to invest in capability enhancement and operational excellence to strengthen its competitive position.

OUTLOOK, RISKS AND CONCERNS;

OUTLOOK:

The long-term outlook for the Information Technology industry remains positive, supported by increasing enterprise investments in digital transformation, cloud adoption, cybersecurity, intelligent automation and enterprise applications.

The Company remains optimistic about its growth prospects and will continue to focus on strengthening customer relationships, expanding service offerings, improving operational efficiency and delivering sustainable value to stakeholders while maintaining financial discipline and effective risk management.

RISKS AND CONCERNS:

The Company has established an enterprise-wide risk management framework to identify, assess, monitor and mitigate business risks on a continuous basis.

Key risks monitored by the management include:

- strategic and business risks;
- technology and cybersecurity risks;
- operational and project execution risks;
- regulatory and compliance risks;
- financial and foreign exchange risks;
- human resource and talent management risks; and
- customer concentration and market risks.

The Board of Directors and the Audit Committee periodically review the Company's risk management framework and mitigation initiatives to ensure business resilience.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has established adequate internal financial controls and an effective internal control framework commensurate with the size, nature and complexity of its operations. The internal control systems are designed to safeguard assets, ensure the accuracy and reliability of financial reporting, promote operational efficiency and ensure compliance with applicable laws, regulations and internal policies.

The Internal Auditor conducts periodic risk-based audits in accordance with the annual internal audit plan approved by the Audit Committee. Audit observations and recommendations are reviewed by the Audit Committee, and appropriate corrective actions are implemented by the management.

The Company continuously reviews and strengthens its internal control environment to support sound corporate governance.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE –STANDALONE & CONSOLIDATED

Standalone Performance

During the Financial Year 2025-26, the Company recorded standalone revenue from operations of **₹883.86 Lakhs** and reported a **loss of ₹37.43 Lakhs**.

Consolidated Performance

On a consolidated basis, the Company recorded revenue from operations of **₹5,186.53 Lakhs** and a **profit after tax of ₹470.96 Lakhs** during the Financial Year ended 31 March 2026.

The management remains focused on improving operational efficiency, enhancing profitability and creating sustainable value through disciplined execution and prudent financial management.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES.

The Company firmly believes that its employees are its most valuable asset and the cornerstone of its long-term success. The Company continues to invest in talent acquisition, learning and development, leadership development, employee engagement and performance management initiatives to build a skilled, motivated and future-ready workforce.

Employee relations remained cordial throughout the year. The Company continues to provide a safe, inclusive and healthy workplace while ensuring compliance with applicable labour laws and promoting a culture of integrity, collaboration and continuous learning

CAUTIONARY STATEMENT

Statements made in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may constitute forward-looking statements within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied due to various factors including changes in economic conditions, market conditions, technological developments, government policies, taxation, foreign exchange fluctuations, competitive pressures, geopolitical developments, natural calamities and other factors beyond the Company's control. The Company undertakes no obligation to publicly update any forward-looking statements except as required under applicable laws

Key Financial Ratios

Sl. No	Particulars	Year Ended 31-03-2026	Year Ended 31-03-2025	Variance
a	Current Ratio (Current Assets / Current Liabilities)	2.18	2.85	-23.55%
b	Debt-Equity Ratio, (Non- Current Borrowings+ Current Borrowings)/Total Equity	0.37	0.21	77.96%
c	Return on Equity Ratio ROE = (Net Earnings / Shareholders' Equity) x 100	-0.11	0.01	-1429.46%
d	Trade Receivables turnover ratio (Sales (net of discounts) / Average Trade Receivables)	0.80	1.11	-27.93%
e	Net capital turnover ratio (Net annual sales / Working capital) the working capital is calculated by subtracting a company's current liabilities from its current assets	0.18	0.25	--26.51%
f	Net profit ratio Net profit after Tax / Net sales) x 100	-14.26	0.78	-1938.95%
g	Return on Capital employed, (Earnings before interest and taxes (EBIT), by (capital employed) (Capital Employed = Total Assets - Current Liabilities)	2.34%	4.92%	-52.40%

COMPLIANCE CERTIFICATE

(Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors,
Adroit Infotech Limited

Dear members of the Board,

We, Sudhakiran Sunkerneni Reddy, Managing Director and Ravichandra Rao Badanidiyoor (CFO) of Adroit Infotech Limited certify that:

A. We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2026 and that to the best of our knowledge and belief:

   I. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   II. These statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. To Their best of Knowledge and belief, no transactions entered into by the company during the year which are fraudulent, Illegal or violate of the Company’s code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for Financial Reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to Financial Reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the Auditors and the Audit Committee.

   I. Significant changes in internal control over Financial Reporting during the year;

   II. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the Financial Statement; and

   III. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over Financial Reporting.

By Order Of The Board
For Adroit Infotech Limited

	Sd/-	Sd/-
Place: Hyderabad	**Ravichandra Rao Badanidiyoor**	**Sudhakiran Sunkerneni Reddy**
Date: 20th July, 2026	Chief Financial Officer	Managing Director
		DIN: 01436242

Independent Auditor's Report
To the Members of Adroit Infotech Limited
Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Adroit Infotech Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2026, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matter

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr.no	Key Audit Matter
1	**Revenue recognition** The Company's contracts with customers include contracts with multiple products and services. The Company derives revenues from IT services comprising software consulting and package implementation, maintenance and business process management services. The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligations to determine the deliverables and the ability of the customer to benefit independently from such deliverables involves significant judgment. In certain integrated services arrangements, contracts with customers include subcontractor services or third-party vendor equipment or software. In these types of arrangements, revenue from sales of third-party vendor products or services is recorded net of costs when the Company is acting as an agent between the customer and the vendor and gross when the Company is the principal for the transaction. In doing so, the Company first evaluates whether it controls the products or service before it is transferred to the customer. The Company considers whether it has the primary obligation to fulfil the contract, inventory risk, pricing discretion and other factors to determine whether it controls the products or service and therefore, is acting as a principal or an agent. Fixed price maintenance revenue is recognized rate ably either on (1) a straight-line basis when services are performed through an indefinite number of repetitive acts over a specified period or (2) using a percentage of completion method

	when the pattern of benefits from the services rendered to the customer and the Company's costs to fulfill the contract is not even through the period of contract because the services are generally discrete in nature and not repetitive. The use of method to recognize the maintenance revenues requires judgment and is based on the promises in the contract and nature of the deliverables. As certain contracts with customers involve management's judgment in (1) identifying distinct performance obligations, (2) determining whether the Company is acting as a principal or an agent and (3) whether fixed price maintenance revenue is recognized on a straight-line basis or using the percentage of completion method, revenue recognition from these judgments were identified as a key audit matter and required a higher extent of audit effort. Refer relevant Notes to the standalone financial statements
	Auditor's Response
	Principal Audit Procedures Performed Our audit procedures related to the (1) identification of distinct performance obligations, (2) determination of whether the Company is acting as a principal or agent and (3) whether fixed price maintenance revenue is recognized on a straight-line basis or using the percentage of completion method included the following, among others: • We tested the effectiveness of controls relating to the (a) identification of distinct performance obligations, (b) determination of whether the Company is acting as a principal or an agent and (c) determination of whether fixed price maintenance revenue for certain contracts is recognized on a straight-line basis or using the percentage of completion method. • We selected a sample of contracts with customers and performed the following procedures: – Obtained and read contract documents for each selection, including master service agreements, and other documents that were part of the agreement. Identified significant terms and deliverables in the contract to assess management's conclusions regarding the (i) identification of distinct performance obligations (ii) whether the Company is acting as a principal or an agent and (iii) whether fixed price maintenance revenue is recognized on a straight-line basis or using the percentage of completion method.
2.	**Revenue recognition - Fixed price contracts using the percentage of completion method** Fixed price maintenance revenue is recognized rateably either (1) on a straight-line basis when services are performed through an indefinite number of repetitive acts over a specified period or (2) using a percentage of completion method when the pattern of benefits from services rendered to the customer and the Company's costs to fulfil the contract is not even through the period of contract because the services are generally discrete in nature and not repetitive. Revenue from other fixed-price, fixed-timeframe contracts, where the performance obligations are satisfied over time is recognized using the percentage-of-completion method. Use of the percentage-of-completion method requires the Company to determine the actual efforts or costs expended to date as a proportion of the estimated total efforts or costs to be incurred. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. The estimation of total efforts or costs involves significant judgement and is assessed throughout the period of the contract to reflect any changes based on the latest available information. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the estimated efforts or costs to complete the contract. We identified the estimate of total efforts or costs to complete fixed price contracts measured using the percentage of completion method as a key audit matter as the estimation of total efforts or costs involves significant judgement and is assessed throughout the period of the contract to reflect any changes based on the latest available information. This estimate has a high inherent uncertainty and requires consideration of progress of the contract, efforts or costs incurred to date and estimates of efforts or costs required to complete the remaining contract performance obligations over the term of the contracts.

	This required a high degree of auditor judgment in evaluating the audit evidence and a higher extent of audit effort to evaluate the reasonableness of the total estimated amount of revenue recognized on fixed-price contracts. Refer relevant notes to the standalone financial statements.
	Auditor's Response
	Principal Audit Procedures Performed Our audit procedures related to estimates of total expected costs or efforts to complete for fixed-price contracts included the following, among others: • We tested the effectiveness of controls relating to (1) recording of efforts or costs incurred and estimation of efforts or costs required to complete the remaining contract performance obligations and (2) access and application controls pertaining to time recording, allocation and budgeting systems which prevents unauthorised changes to recording of efforts incurred. • We selected a sample of fixed price contracts with customers measured the using percentage-of-completion method and performed the following: – Evaluated management's ability to reasonably estimate the progress towards satisfying the performance obligation by comparing actual efforts or costs incurred to prior year estimates of efforts or costs budgeted for performance obligations that have been fulfilled. – Compared efforts or costs incurred with Company's estimate of efforts or costs incurred to date to identify significant variations and evaluate whether those variations have been considered appropriately in estimating the remaining costs or efforts to complete the contract. – Tested the estimate for consistency with the status of delivery of milestones and customer acceptances and sign off from customers to identify possible delays in achieving milestones, which require changes in estimated costs or efforts to complete the remaining performance obligations.

Information other than the Financial Statements and Auditor's Report thereon

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's 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. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting

records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

10. Our objectives are to obtain reasonable assurance about whether the 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 Standards on Auditing 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 financial statements.

11. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

- Conclude on the appropriateness of Board of Directors' 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

- Obtain sufficient appropriate audit evidence regarding the financial information of the Company and its branches or the business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of the Company and such branches included in the financial statements, of which we are the independent auditors. For the other branches included in the financial statements, which have been audited by the branch auditors, such branch auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

12. 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.

13. 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.

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

Report on Other Legal and Regulatory Requirements

15. As required by section 197(16) of the Act based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

16. Further to our comments in Annexure A, as required by section 143(3) of the Act based on our audit, 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 of the accompanying standalone financial statements;

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books. Further, the back-up of the books of accounts and other books and papers of the Company maintained in electronic mode has not been maintained on servers physically located in India, on Daily Basis.;

c) The standalone financial statements dealt with by this report are in agreement with the books of account;

d) in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;

e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of section 164(2) of the Act;

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2026 and the operating effectiveness of such controls, refer to our separate report in Annexure B wherein we have expressed an unmodified opinion; and

g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

i. the Company does not have any pending litigation which would impact its financial position as at 31 March 2026;

ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2026;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2026;

iv.

a. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the 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 ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

b. The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the 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; and

c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. The Company has not declared or paid any dividend during the year ended 31 March 2026.

vi. Based on our examination which included test checks, the Company, in respect of financial year commencing on 1 April 2025, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility at the application level and the same has been 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 audit trail feature being tampered with. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention at application level since commencement of audit trail requirement.

For **Rao and Shyam**
Chartered Accountants
Firm's Registration No.: 006186S

Sd./-
Kandarp Kumar Dudhoria
Partner
Membership No.: 228416
UDIN: 26228416QBAIRU2257

Place: Hyderabad
Date: 22 May 2026

Annexure A

A referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of Adroit Infotech Limited on the standalone financial statements for the year ended 31 March 2026

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

(i) (a) A The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and right of use assets

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

(b) The Company has a regular programme of physical verification of its property, plant and equipment, capital work in progress, investment property and relevant details of right-of-use assets and under which the assets are physically verified in a phased manner over a period of 3 years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property, plant and equipment, capital work in progress, right of use assets and investment property were verified during the year and no material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties (including investment properties) held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in Note to the standalone financial statements, are held in the name of the Company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or Intangible assets during the year.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.

(ii) (a) The Company does not hold any inventory/tangible inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.

(b) As disclosed in notes to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of Rs 5 crore by banks or financial institutions based on the security of current assets. There are no requirements to submit any reports either quarterly returns/statements, in respect of the working capital limits to the banks and there fore the note is not applicable.

(iii) (a) The Company has provided loans or advances in the nature of loans, or guarantee, or security to Subsidiaries/Joint Ventures/Associates/Others during the year as per details given below:

Particulars	Guarantees	Security	Loans	Advances in the nature of loans
Aggregate amount provided/granted during the year (₹):				
Subsidiaries	-	-	3,154.50	-
Joint Ventures	-	-	-	-

Associates	-	-	-	-
Others	-	-	155.10	-
Balance outstanding as at balance sheet date				
Subsidiaries	-	-	411.35	-
Joint Ventures	-	-	-	-
Associates	-	-	-	-
Others	-	-	-	-

(b) In our opinion and according to the information and explanations given to us, the investments made, guarantees made and terms and conditions of the grant of all loans provided are, prima facie, not prejudicial to the interest of the Company.

(c) In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal and the payment of the interest has not been stipulated and accordingly, we are unable to comment as to whether the repayments/receipts of principal interest are regular.

(d) In the absence of stipulated schedule of repayment of principal and payment of interest in respect of loans or advances in the nature of loans, we are unable to comment as to whether there is any amount which is overdue for more than 90 days. Reasonable steps have been taken by the Company for recovery of such principal amounts and interest.

(e) In respect of loan(s) or advance(s) in the nature of loans granted by the Company, the schedule of repayment of principal has not been stipulated for the loans which are still outstanding. Further, no interest is receivable on such loan or advance in the nature of loan. According to the information and explanation given to us, such loans have not been demanded for repayment as on date

(f) The Company has granted loan or advance(s) in the nature of loans which is repayable on demand or without specifying any terms or period of repayment, as per details below:

Particulars	All Parties	Promoters	Related Parties
Aggregate of loans/advances in nature of loan - Repayable on demand (A) - Agreement does not specify any terms or period of repayment (B)	 - -	 - -	 - 411.35
Total (A+B)	-	-	411.35
Percentage of loans/advances in nature of loan to the total loans	-	-	100%

(iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of loans and investments made and guarantees and security provided by it, as applicable.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/ services / business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

(vii)	(a)	In our opinion and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
(vii)	(b)	According to the information and explanations given to us, there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.
(viii)		According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.
(ix)	(a)	According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
	(b)	According to the information and explanations given to us including confirmations received from banks, representation received from the management of the Company and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
	(c)	In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
	(d)	In our opinion and according to the information and explanations given to us and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.
	(e)	According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and associates.
	(f)	According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries and associate companies.
(x)	(a)	The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
	(b)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
(xi)	(a)	To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or no material fraud on the Company has been noticed or reported during the period covered by our audit.

(b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under subsection 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us, the Company has received whistle blower complaints during the year, which have been considered by us while determining the nature, timing and extent of audit procedures.

(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

(Xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.

(xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as per the provisions of section 138 of the Act which is commensurate with the size and nature of its business.

(b) We were unable to obtain any of the Internal Audit Reports of the Company on timely basis, hence the Internal Audit Reports have not been considered by us, only to the extent made available to us.

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a),(b) and (c) of the Order are not applicable to the Company.

(xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and 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 standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due

(xx) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Rao and Shyam**
Chartered Accountants
Firm's Registration No.: 006186S

Sd./-
Kandarp Kumar Dudhoria
Partner
Membership No.: 228416
UDIN: 26228416QBAIRU2257

Place: Hyderabad
Date: 22 May 2026

Annexure B

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of Adroit Infotech Limited ('the Company') as at and for the year ended 31 March 2026, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements 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 ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's 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 Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, 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.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to 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 controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2026, based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Rao and Shyam**
Chartered Accountants
Firm's Registration No.: 006186S

Sd./-
Kandarp Kumar Dudhoria
Partner
Membership No.: 228416
UDIN: 26228416QBAIRU2257

Hyderabad
22 May 2026

ADROIT INFOTECH LIMITED
(CIN: L72300TG1990PLC011129)
(All amounts in ₹ lakhs, except share data and where otherwise stated)
Standalone Balance Sheet as at March 31, 2026

Particulars	Note No	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment		108.74	**156.06**
(b) Intangible Assets Others	2	566.62	**629.58**
(c) Intangible Assets under development		543.77	**642.35**
(d) Right of Use of Asset (RoU)	14	-	-
(e) Financial Assets			
(i) Investments	3	3,388.68	2,810.05
(f) Deferred tax Assets (net)	4	0.21	-
(g) Income Tax Assets (net)	5	65.86	26.04
Total Non-Current Assets		**4,673.88**	**4,264.08**
Current Assets			
(a) Financial Assets			
(i) Trade Receivables	6	729.30	559.94
(ii) Cash and Cash Equivalents	7	3,948.72	3,740.56
(iii) Loans	8	634.59	243.86
(b) Current Tax Assets (Net)	9	1.12	6.75
(c) Other Current Assets	10	2.00	0.99
Total Current Assets		**5,315.73**	**4,552.09**
TOTAL ASSETS		**9,989.60**	**8,816.18**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	11	5,417.72	5,417.72
(b) Other Equity	12	1,563.68	1,637.76
Total Equity		**6,981.40**	**7,055.48**
Share Application Money Pending for Allotment	11 (H)	**107.06**	**107.06**
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	13	318.05	15.92
(ii) Lease liabilities	14	-	-
(b) Provisions	15	10.71	3.89
(c) Deferred Tax Liabilities	5	72.82	36.82
(d) Other Non-Current Liabilities	16	60.13	-
Total Non-Current Liabilities		**461.72**	**56.64**
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	2,248.35	1,441.48
(ii) Lease liabilities	14	-	-
(iii) Trade payables	18		
- Total outstanding dues of micro enterprises and small enterprises		-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises		109.57	51.72
(b) Provisions	19	14.69	25.04
(c) Income Tax Liabilities (net)	20	0.65	19.94
(d) Other current liabilities	21	66.16	58.82
Total Current Liabilities		**2,439.42**	**1,597.00**
TOTAL EQUITY AND LIABILITIES		**9,989.60**	**8,816.18**
Significant Accounting Policies	1		
Corporate Information and Basis of Preparation-Refer Page No.			

For RAO & SHYAM
Chartered Accountants
Firm Registration Number : 006186S
Sd./-
Kandarp Kumar Dudhoria
Partner
Membership Number : 228416
UDIN: 26228416QBAIRU2257

Place: Hyderabad
Date: 22 May 2026

for and on behalf of Adroit Infotech Limited

Sd./-
Sudhakiran Reddy Sunkerneni
Managing Director
DIN 01436242

Sd./-
Sridhar Pyata Reddy
Director
DIN 07268714

Sd./-
Ravichandra Rao Badanidiyoor
Chief Finance officer

Sd./-
Piyush Prajapati
Company Secretary & Compliance officer
Membership No. A48320

ADROIT INFOTECH LIMITED
(CIN: L72300TG1990PLC011129)
Standalone Statement of Profit and Loss for the year ended March 31, 2026
(All amounts in ₹ lakhs, except share data and where otherwise stated)

Particulars	Note No.	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Income			
i) Revenue From Operations	22	517.93	724.02
ii) Other Income	23	365.93	190.49
Total Income		**883.86**	**914.50**
Expenses			
i) Employee benefits expense	24	182.94	172.00
ii) Finance Costs	25	101.15	76.49
iii) Depreciation and amortisation expense	26	113.22	126.30
iv) Other Expenses	27	523.97	680.27
Total expenses		**921.29**	**1,055.06**
Profit/(loss) before exceptional items and tax		**(37.43)**	**(140.56)**
Exceptional Items		-	(293.17)
Profit Before Tax		**(37.43)**	**152.62**
Tax Expenses			
-Current Tax	20	0.65	19.89
-Deferred Tax	4	35.79	127.12
Profit/(loss) for the period from continuing operations		**(73.86)**	**5.61**
Profit/(loss) from discontinued operations		-	-
Tax expense of discontinued operations		-	-
Profit/(loss) from discontinued operations after tax		-	-
I Profit/(loss) for the Year		**(73.86)**	**5.61**
II Other Comprehensive Income		**-**	**-**
i) Items that will not be reclassified to profit or loss:		**(3.63)**	**(7.57)**
-Impairment of allowances in doubt ful debt		-	-
-Actuarial (loss)/gain on defined benefit obligation		(3.63)	(7.57)
-Equity Instruments through other comprehensive income		-	-
-Income Tax relating to these items		-	-
ii) Items that will be reclassified to profit or loss:		**-**	**-**
-Debt Instruments through Other Comprehensive Income		-	-
-The effective portion of gains and loss on hedging instruments in a cash flow hedge		-	-
-Income Tax relating to these items		-	-
Other Comprehensive Income		**(3.63)**	**(7.57)**
Total Comprehensive Income for the period		**(77.49)**	**(1.96)**
Earnings per equity share :			
(1) Basic		(0.14)	0.01
(2) Diluted		(0.14)	0.01

for RAO & SHYAM
Chartered Accountants
Firm Registration Number : 006186S
Sd./-
Kandarp Kumar Dudhoria
Partner
Membership Number : 228416
UDIN: 26228416QBAIRU2257

Place: Hyderabad
Date: 22 May 2026

for and on behalf of Adroit Infotech Limited

Sd./-
Sudhakiran Reddy Sunkerneni
Managing Director
DIN 01436242

Sd./-
Sridhar Pyata Reddy
Director
DIN 07268714

Sd./-
Ravichandra Rao Badanidiyoor
Chief Finance officer

Sd./-
Piyush Prajapati
Company Secretary & Compliance officer
Membership No. A48320

ADROIT INFOTECH LIMITED
(CIN: L72300TG1990PLC011129)
Standalone Cash Flow Statement For The Year Ended March 31, 2026

(INR In Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Cash flow from operating activities		
Profit before income tax from		
Continuing operations	(37.43)	152.62
Profit before income tax including discontinued operations		
Adjustments for		
Depreciation and amortisation expense	113.22	126.30
Interest Income	(259.15)	128.45
Other Income	(104.80)	-
Profit on Sale of Intangible Assets	(72.21)	-
Finance costs(net)	101.15	76.49
Operating Profit Before working Capital Charges	**(259.22)**	**483.86**
Adjustments For :		
Changes in Short Term Borrowings	806.87	1,381.03
Changes in Trade payables	57.85	17.25
Changes in Other Current Liabilities	7.34	(133.77)
Changes in Non-Current Liabilities	60.13	(434.33)
Changes in Long Term Provisions	6.82	(2.13)
Changes in Short Tem Provisions	(10.35)	(63.75)
Changes in Trade receivables	1.43	179.02
Changes in Other Non-Current Assets	(0.21)	95.49
Changes in Short Term Loans and advances	(390.74)	(110.09)
Changes in Other Current Assets	4.62	(0.22)
Cash generated from operations	**284.55**	**1,412.37**
Interest Paid	(101.15)	(75.72)
Direct Taxes	45.03	25.56
Net cash inflow from operating activities	**228.44**	**1,362.21**
Cash flows from investing activities		
Purchase of property, plant and equipment and intangible assets and Intangible Assets Under Development.	(2.94)	(784.93)
Proceeds/Sales of Intangible Assets Under Development	-	-
Proceeds/purchase on or Investments	(578.62)	(1,592.86)
Interest Income	259.15	(128.45)
Sale/ (Purchase) of Investment made in Long Term Fixed Deposits	-	998.75
Net cash outflow from investing activities	**(322.41)**	**(1,507.49)**
Cash flows from financing activities		
Proceeds from Issue of share capital (net of Share Issue Expenses)	-	3,850.23
Share Application Money	-	(86.69)
Changes in Long Term Borrowing	302.13	(13.87)
Repayment of lease liabilities	-	(9.65)
Net cash inflow (outflow) from financing activities	**302.13**	**3,740.02**
Net increase (decrease) in cash and cash equivalents	**208.16**	**3,594.74**
Cash and cash equivalents at the beginning of the financial year	3,740.56	145.82
Effects of exchange rate changes on cash and cash equivalents		-
Cash and cash equivalents at end of the year	**3,948.72**	**3,740.56**

The accompanying notes form an integral part of these standalone financial statements

Notes:

The above statement of cash flow from operating activities has been prepared under the 'Indirect method' as set out in Indian Accounting Standard (Ind AS) 7 - Statement of Cash Flows

for RAO & SHYAM
Chartered Accountants
Firm Registration Number : 006186S
Sd./-
Kandarp Kumar Dudhoria
Partner
Membership Number : 228416
UDIN: 26228416QBAIRU2257

Place: Hyderabad
Date: 22 May 2026

for and on behalf of Adroit Infotech Limited

Sd./-
Sudhakiran Reddy Sunkerneni
Managing Director
DIN 01436242

Sd./-
Sridhar Pyata Reddy
Director
DIN 07268714

Sd./-
Ravichandra Rao Badanidiyoor
Chief Finance officer

Sd./-
Piyush Prajapati
Company Secretary & Compliance officer
Membership No. A48320

ADROIT INFOTECH LIMITED
(CIN: L72300TG1990PLC011129)

(All Amounts in ₹ lakhs, except share data and where otherwise stated)
Statement of Changes in Equity as at March 31,2026

Equity Shares

Particulars	As at March 31, 2026	As at March 31, 2025
Authorized		
Ordinary shares of par value of Rs. 10/- each		
Number	650.00	650.00
Amount	6,500.00	6,500.00
Issued, subscribed and fully paid		
Ordinary shares of par value of Rs.10/- each		
Number	541.77	541.77
Amount	**5,417.72**	**5,417.72**

A. Equity share capital

	Amount
Balance as at April 01, 2024	**2979.26**
Changes in equity share capital	2,438.46
Balance as at March 31, 2025	**5,417.72**
Changes in equity share capital	-
Balance as at March 31, 2026	**5,417.72**

B. Other Equity

Statement of Changes in Equity for 2025-2026

	Reserves and surplus			Other items of other comprehensive income	Total
	Capital reserve	Retained earnings	Securities premium	Remeasurement of defined benefit plans	
Balance as at 31 March 2025	**290.00**	**(1,082.69)**	**2,421.17**	**9.27**	**1,637.76**
Total comprehensive income	-	-	-	-	-
Premium on shares issued during the year	-	-	(0.27)	-	(0.27)
Actuarial loss/(gain) on defined benefit obligation	-	(3.63)	-	3.63	-
shares issued to promoters	-	-	-	-	-
Transfer to retained earnings	-	(73.86)	-	-	(73.86)
Any other changes	-	0.05	-	-	0.05
Balance as at 31 March 2026	**290.00**	**(1,160.13)**	**2,420.90**	**12.90**	**1,563.68**

Statement of Changes in equity for the previous Year 24-25					
	Reserves and surplus			Other items of other comprehensive income	Total
	Capital reserve	Retained earnings	Securities premium	Remeasurement of defined benefit plans	
Balance as at 31 March 2024	**290.00**	**(1,073.23)**	**854.89**	**1.70**	**73.36**
Total comprehensive income	-	-	-	-	-
Dividends	-	-	-	-	-
Premium on shares issued during the year	-	-	1,566.29	-	1,566.29
Actuarial loss/(gain) on defined benefit obligation	-	(7.57)	-	7.57	-
shares issued to promoters	-	-	-	-	-
Transfer to retained earnings	-	(1.96)	-	-	(1.96)
Any other changes	-	0.07	-	-	0.07
Balance as at 31 March 2025	**290.00**	**(1,082.69)**	**2,421.17**	**9.27**	**1,637.76**

for RAO & SHYAM
Chartered Accountants
Firm Registration Number: 006186S
Sd./-
Kandarp Kumar Dudhoria
Partner
Membership Number: 228416
UDIN: 26228416QBAIRU2257

Place: Hyderabad
Date: 22-May-2026

for and on behalf of Adroit Infotech Limited

Sd./-
Sudhakiran Reddy Sunkerneni
Managing Director
DIN 01436242

Sd./-
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Director
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Company Secretary &
Compliance officer
Membership No. A48320

ADROIT INFOTECH LIMITED
(CIN: L72300TG1990PLC011129)
Notes to accounts for the year ended March 31, 2026
(All amounts in ₹ lakhs, except share data and where otherwise stated)

Note: 2 Property, Plant and Equipment

Particulars	Rate of Dep.	Gross carrying value as at April 1, 2025	Additions	Disposal/adjustments	Gross carrying value as at March 31, 2026	Accumulated depreciation as at April 1, 2025	Depreciation for the year	Disposal/ adjustments	Accumulated depreciation as at March 31, 2026	Carrying Value as at March 31, 2026	Carrying Value as at March 31, 2025
Computers	63.16%	188.28	0.57	-	188.85	187.29	0.97	-	188.26	0.59	0.98
Servers & Networks	39.30%	18.20	-	-	18.20	18.00	0.08	-	18.08	0.12	0.20
Furniture and Fixtures	25.89%	33.33	-	-	33.33	29.38	1.02	-	30.41	2.92	3.94
Elecrical Equipements	25.89%	4.24	1.11	-	5.35	3.57	0.36	-	3.93	1.42	0.66
Office Equipments	45.07%	18.28	-	-	18.28	12.59	2.57	-	15.15	3.13	5.70
Motor Vechicles	31.23%	292.26		-	292.26	148.01	45.05	-	193.06	99.20	144.25
Genset	18.10%	3.50	1.26	-	4.76	3.34	0.12	-	3.46	1.30	0.17
Buildings (Temporary Structures)	63.16%	4.85	-	-	4.85	4.70	0.09	-	4.80	0.05	0.14
Total 1		**562.94**	**2.94**	**-**	**565.88**	**406.89**	**50.26**	**-**	**457.14**	**108.74**	**156.06**

Intangible Assets

Particulars		Gross carrying value as at April 1, 2025	Additions	Disposal/adjustments	Gross carrying value as at March 31, 2026	Accumulated depreciation as at April 1, 2026	Depreciation for the year	Disposal/ adjustments	Accumulated depreciation as at March 31, 2026	Carrying Value as at March 31, 2026	Carrying Value as at March 31, 2025
Computer Sofware	63.16%	13.29	-	-	13.29	13.28	0.01	-	13.29	0.00	0.01
Intangible Assets others	10.00%	1,046.58	-	-	1,046.58	417.01	62.96	-	479.97	566.61	629.57
Total 2		**1,059.88**	**-**	**-**	**1,059.88**	**430.29**	**62.96**	**-**	**493.26**	**566.62**	**629.58**

All the above properties are held in the name of the Company

A. Intangible Assets under Development

Particulars	31-Mar-26	31-Mar-25
Opening Balance	**642.35**	-
Add: Additions	**144.30**	**642.35**
Less: Transfer	**(242.88)**	-
Less: Capitalised during the year	-	-
Closing Balance	**543.77**	**642.35**

B. Ageing schedule 2026

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	As at March 31, 2026
Software Solutions for Billing Programming	-	543.77	-	-	**543.77**

Ageing schedule 2025

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	As at March 31, 2025
Software Solutions for Billing Programming	642.35	-	-	-	**642.35**

FY 2024-2025

Particulars	Rate of Dep.	Gross carrying value as at April 1, 2024	Additions	Disposal/adjustments	Gross carrying value as at March 31, 2025	Accumulated depreciation as at April 1, 2024	Depreciation for the year	Disposal/ adjustments	Accumulated depreciation as at March 31, 2025	Carrying Value as at March 31, 2025	Carrying Value as at March 31, 2024
Computers	63.16%	187.23	1.05	-	188.28	187.17	0.13	-	187.29	0.98	0.06
Servers & Networks	39.30%	18.20	-	-	18.20	17.87	0.13	-	18.00	0.20	0.33
Furniture and Fixtures	25.89%	33.33	-	-	33.33	28.01	1.38	-	29.38	3.94	5.32
Elecrical Equipements	25.89%	4.24	-	-	4.24	3.34	0.23	-	3.57	0.66	0.90
Office Equipments	45.07%	10.56	7.73	-	18.28	10.40	2.18	-	12.59	5.70	0.16
Motor Vechicles	31.23%	158.45	133.81	-	292.26	104.14	43.87	-	148.01	144.25	54.31
Genset	18.10%	3.50	-	-	3.50	3.30	0.04	-	3.34	0.17	0.20
Buildings (Temporary Structures)	63.16%	4.85	-	-	4.85	4.46	0.25	-	4.70	0.14	0.39
Total 1		**420.36**	**142.58**	**-**	**562.94**	**358.68**	**48.20**	**-**	**406.89**	**156.06**	**61.68**

Intangible Assets

Particulars		Gross carrying value as at April 1, 2024	Additions	Disposal/adjustments	Gross carrying value as at March 31, 2025	Accumulated depreciation as at April 1, 2024	Depreciation for the year	Disposal/ adjustments	Accumulated depreciation as at March 31, 2025	Carrying Value as at March 31, 2025	Carrying Value as at March 31, 2024
Computer Sofware	63.16%	13.29	-	-	13.29	13.26	0.02	-	13.28	0.01	0.03
Intangible Assets others	10.00%	1,046.58		-	1,046.58	347.06	69.95	-	417.01	629.57	699.52
Total 2		**1,059.88**	**-**	**-**	**1,059.88**	**360.32**	**69.97**	**-**	**430.29**	**629.58**	**699.55**

All the above properties are held in the name of the Company

A. Intangible Assets under Development

Particulars	31-Mar-25	31-Mar-24
Opening Balance	-	-
Add: Additions	**642.35**	-
Less: Capitalised during the year	-	-
Closing Balance	**642.35**	-

B. Ageing schedule 2025

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	As at March 31, 2025
Software Solutions for Billing Programming	642.35	-	-	-	**642.35**

Ageing schedule 2024

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	As at March 31, 2025
Software Solutions for Billing Programming	-	-	-	-	-

ADROIT INFOTECH LIMITED
(CIN: L72300TG1990PLC011129)
Notes to accounts for the year ended March 31, 2026, all Amounts are in Rs. Lakhs

Adroit Infotech Limited is developing the following intangible assets which are software products.

1.Adroit Intel Hub-X – Various stages of development.
2.Adroit ITSM Incident Management Platform- various stages of development.
3.Adroit Migration Utility-SAP S/4 HANA Data Transformation- various stages of development.

Adroit has sold under developed SAP S/4 HANA Data Transformation and sold to Verso Altima India Pvt Ltd which is the wholly owned subsidiary company. The product was sold for Rs. 242.88 lakhs in the Financial Year 2025-26 as an arm's length transaction. The same has been valued by a Registered Valuer.

A. Brief note on "Adroit Migration Utility-SAP S/4 HANA".

Adroit Migration Utility is an intelligent ABAP-based migration accelerator designed to streamline Customer and Finance data migration from legacy systems into SAP S/4HANA environments.

Built with deep SAP expertise, the solution enables organizations to accelerate ERP transformation initiatives by simplifying data extraction, cleansing, validation, transformation, reconciliation, and loading processes with minimal business disruption.

The utility supports enterprises undergoing SAP ECC to SAP S/4HANA migration, legacy ERP modernization, finance transformation, and customer master harmonization projects.

As on 31st March, 2026 the amount incurred to develop the software is Rs. 543.77 Lakhs.

B. Brief note on "Accelerating Digital Connectivity Across Enterprise Ecosystems".

Intel Hub-X is an intelligent enterprise gateway and integration platform designed to simplify connectivity between billing systems, CRM platforms, operators, partners, and digital ecosystems.

Built for telecom, broadband, cable, media, and digital service providers, Intel Hub-X eliminates the complexity of managing multiple operator-specific integrations and enables organizations to accelerate onboarding, streamline transactions, improve operational transparency, and enhance customer experience.

The platform empowers enterprises with a centralized integration layer that supports seamless interoperability between diverse business applications, customer channels, and operational systems.

C. Brief note on "Modernize IT Operations with Intelligent Incident Management".

Adroit ITSM is an enterprise-grade Incident Management platform designed to streamline IT service operations, automate incident handling, improve service delivery, and enhance operational efficiency across organizations.

Built using modern digital architecture and ITIL-aligned processes, Adroit ITSM enables organizations to effectively manage incidents, service requests, escalations, SLA compliance, asset visibility, and operational workflows through a centralized platform.

The solution is designed for enterprises seeking faster issue resolution, improved service quality, operational transparency, and enhanced user experience across IT and business support functions.

The total cost of incurred on the software is Rs. 566.62 Lakhs.

ADROIT INFOTECH LIMITED
(CIN: L72300TG1990PLC011129)
Notes to accounts for the year ended March 31, 2026, all amounts are in Rs. Lakhs
NON-CURRENT ASSETS
Note 3 Investments

Particulars	As at March 31, 2026	As at March 31, 2025
(Unquoted, except otherwise stated)		
Investment in equity instruments - carried at cost		
Investment in Subsidiaries		
- Investment Adroit Infotech US Inc. 60,000 Equity shares of USD: 0.01 Cent Each, fully paid *	-	0.49
- Investment Adroit Infotech LLC FZ 5,000 Equity shares of AED 10 Each, fully paid	11.36	11.36
- Verso Altima Private Limited 5,00,000 Equity shares of Rs. 10 Each, fully paid	1,230.34	1,230.34
- Verso Altima PTE Ltd. 1000 Equity Shares of Rs. 63.6	0.64	-
Investment in Land and Commercial Property	2,146.34	1,567.86
Total	**3,388.68**	**2,810.05**
Aggregate amount of unquoted Investments	*3,388.68*	*2810.05*
Aggregate amount of impairment in value of Investments	*Nil*	*Nil*

*The Board of Directors in their meeting held on 22nd July 2025 has decided to close the subsidiary company "Adroit Infotech US Inc". The necessary formalities are under progress in this connection.

Note: 4 Deferred tax assets and liabilities (Net)

Movement in Deferred Tax Assets and Liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
a) Deferred Tax Liability		
Opening balance	36.82	5.20
Adjustment to Profit loss account	36.00	31.62
Closing balance	**72.82**	**36.82**
b) Deferred tax Assets		
Opening balance	-	95.49
Adjustment in opening balance	-	-
Adjustment to Profit loss account	0.21	(95.49)
Closing balance	**0.21**	**0.00**

Deferred tax asset/(liability) (net)	As at March 31, 2026	As at March 31, 2025
Deferred tax liability (Gross)		
Property and equipment	(79.98)	(41.80)
Deferred tax asset (Gross)		
Provision for employee benefits	7.15	4.97
Net deferred tax asset/(liability)	**(72.82)**	**(36.82)**

Note: 5 Income Tax Assets

Particulars	As at March 31, 2026	As at March 31, 2025
Balance with Tax Authorities	65.86	26.04
Total	**65.86**	**26.04**

Note: 6 Current Trade Receivables

Particulars	As at March 31, 2026	As at March 31, 2025
(I) Trade Receivables *		
Secured, considered Good	-	-
Unsecured, considered good	729.30	559.94
Doubtful		
Allowances for doubtful debts	-	-
Total	**729.30**	**559.94**

**Trade receivables ageing schedule for the years ended as on March 31, 2026 & 2025 (Refer Note No. 35)*

Note: 7 Cash & Cash Equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Cash on hand	4.53	0.03
Balances with Banks		
-in Current Account *	3,944.19	3,740.54
Total	**3,948.72**	**3.740.56**
* Includes Rs. 107.06 Lakhs Share application/call money for the year ended as on March 31, 2026 & 2025 (Refer Note No.11(H))		

Note: 8 Loans & Advances

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured (considered good)		
Other Advances	190.00	39.03
Loans to Related Party *	444.59	204.83
Total	**634.59**	**243.86**
*This represent advances paid for purchase of Capital Assets & Other Advances receivable in cash or kind. Said balance include loan/advance given to subsidiary amounting to Rs 411.35 Lakhs (31 March 2025: Rs 200.48 Lakhs) receivable on demand.		

Note: 9 Current Tax Assets

Particulars	As at March 31, 2026	As at March 31, 2025
Balance with Government Authorities	1.12	6.75
Total	**1.12**	**6.75**

Note: 10 Other Current Assets

Particulars	As at March 31, 2026	As at March 31, 2025
Prepaid Expenses	2.00	0.99
Total	**2.00**	**0.99**

Note: 11 Equity Shares

Particulars	As at March 31, 2026	As at March 31, 2025
Authorized Ordinary shares of par value of Rs. 10/- each Number	650.00	650.00
Amount	6,500.00	6,500.00
Issued, subscribed and fully paid Ordinary shares of par value of Rs.10/- each number	541.77	541.77
Amount	**5,417.72**	**5,417.72**

A. Reconciliation of number of shares:

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Equity Shares	541.77	541.68
Add: -No. of Shares issued/ subscribed during the year	-	0.09
Closing balance	**541.77**	**541.77**

B. Numbers of Shares in the company held by shareholder holding more than 5 percent

Name of the Shareholder	As at March 31, 2026		As at March 31, 2025	
	Number of Shares	% Holding of Equity Shares	Number of Shares	% Holding of Equity Shares
SoftPoint Technologies Private Limited	1,15,85,745	20.23%	1,15,85,745	20.23%
S Sudhakiran Reddy	83,74,359	14.62%	82,39,547	14.39%

C. Details of Shares held by promoters at the end of the year

Name of the promoters	Number of Shares				
	As at March 31, 2025	Change	As at March 31, 2026	% Holding of Equity Shares	% Change
- SoftPoint Technologies Private Limited	1,15,85,745	-	1,15,85,745	20.23%	-
- S Sudhakiran Reddy	82,39,547	1,34,812	83,74,359	14.62%	0.23%
-Kanthi Reddy Sunkerneni	15,73,451	3,91,549	19,65,000	3.43%	0.68%

D)The Company has one class of share capital, comprising ordinary shares of Rs. 10/- each. Subject to the Company's Articles of Association and applicable law, the Company's ordinary shares confer on the holder the right to receive notice of and vote at general meetings of the Company, the right to receive any surplus assets on a winding-up of the Company, and an entitlement to receive any dividend declared on ordinary shares.
E) The aggregate number of equity shares allotted as fully paid up by way of bonus shares in immediately preceding five years ended March 31, 2026 is Nil (previous period of five years ended March 31, 2025: Nil shares)
F) The aggregate number of equity shares issued pursuant to contract, without payment being received in cash in immediately preceding last five years ended on March 31, 2024 –10,00,000 shares.
G) The Company has given a final opportunity to those 30,91,222 shareholders who did not pay either the First call or First & Final Call in the Right Issue Committee meeting held on 27th March, 2026. The Issue opened on 10th April 2026 and Closed on 30th April 2026. The Rights Committee allotted 4,51,312 at the meeting held on 22nd May, 2026. The balance unpaid 26,39,910 shares will be forfeited after taking approval from the shareholders in the ensuing AGM.
H) The Share application amount of Rs.1,07,06,255 represents 18,99,942 shares who have paid share application money of Rs.2.50 per share amounting to Rs.47,49,855 and 11,91,280 shares who have paid Application and First Call money of Rs.5/- per share amounting to Rs.59,56,400. The total unpaid share is 3,091,222.

Note: 12 Other Equity

Particulars	As at March 31, 2026	As at March 31, 2025
Capital reserve	290.00	290.00
Any profit or loss on purchase, sale, issue or cancellation of the company's own equity instruments is transferred to capital reserve.		
Securities premium	2,420.90	2,421.17
This reserve represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.		
Retained earnings	(1,160.13)	(1,082.69)
Retained earnings represents the cumulative undistributed profits of the Company and can be utilised in accordance with the provisions of the Companies Act, 2013.		
Other items of other comprehensive income	12.90	9.27
Total Other Equity	**1,563.68**	**1,637.76**

NON-CURRENT LIABILITIES

Note: 13 Borrowings

Particulars	As at March 31, 2026	As at March 31, 2025
(i)Term Loans		
(a) Vehicle Loans		
-Secured*	14.75	29.79
Less: Current Maturities from long term debts		
-Unsecured	(14.75)	(13.87)
(b) Other Loans		
-Secured**	350.78	-
Less: Current Maturities from long term debts – Unsecured	(32.72)	-
Total	**318.05**	**15.92**
* Represents Vehicles loan, Hypothecation of Vehicles Loan from HDFC Bank Limited is payable on 60 instalments at the rate of		

interest @7.1% p.a. (EMI 1.39 Lakhs) Starting from 7th March 2022. There is no default of any EMI.
** Represents term loan taken by Adroit Infotech Ltd from HDFC Bank Limited to buy Commercial Property and is payable on 84 instalments at the floating rate of interest @ 9% p.a (EMI 5.79 Lakhs) with Current rate (5.25%). Starting from 7th March 2026. The Primary Security Offered is MD's personal property, along with collateral security in the form of personal guarantee given by the MD.

Note: 14
Leases
Company as a lessee

The Company has lease contracts mainly for buildings used in its operations. Lease of building has a lease term up to 2.5 years from date of transition. The Company's obligations under its leases are secured by the lessor's title to the leased assets.

Set out below are the carrying amounts of right-of-use assets recognized and the movements during the year:

Particulars	Total Right of Use Asset
As at 01 April 2024	**4.24**
Additions	23.29
Deletions	(19.41)
Depreciation expense for the year	(8.31)
As at 31 March 2025	**0.00**
Additions	-
Deletions	-
Depreciation expense for the year	-
As at 31 March 2026	**0.00**

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the Statement of Profit and Loss.

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

Lease liabilities included in the Ind AS Financial Statements:

Particulars	As at	
	31 March 2026	**31 March 2025**
Opening Balance	-	5.01
Additions	-	23.29
Deletions	-	(19.41)
Accretion of interest	-	0.76
Payment of lease liabilities	-	(9.65)
Closing Balance	**-**	**0.00**
Classification of lease liabilities		
Current	-	-
Non-current	-	-

The following are the amounts recognized in the Statement of Profit and Loss:

	For the year ended 31 March 2026	For the year ended 31 March 2025
Depreciation expense on right-of-use assets	-	8.13
Interest expense on lease liabilities	-	0.76
Total amount recognized in Statement of Profit and Loss:	**-**	**8.89**

The Company had total cash outflows for leases of Rs. Nil in 31 March 2026 (31 March 2025: Rs. 9.65 Lakhs)

The table below provides details regarding the undiscounted contractual maturities of lease liabilities:

	As at	
	31 March 2026	**31 March 2025**
Within less than one year	-	-
Between one and five years	-	-
After more than five years	-	-
Total	**-**	**-**

Note: 15 Provisions

Particulars	As at March 31, 2026	As at March 31, 2025
Gratuity Payable*	10.71	3.89
Others Provision	-	-
Total	**10.71**	**3.89**

** Gratuity Calculation for the years ended as on March 31, 2026 & 2025 (Refer Note No. 31)*

***Includes deposit in LIC Gratuity Fund Amounting to Rs. 6.50 Lakhs*

Note: 16 Other Non – Current Liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Non – Other Financial Liability *	60.13	-
Total	**60.13**	**-**

*Payable for Commercial Property Purchased (Refer note: 13)

CURRENT LIABILITIES

Note: 17 Borrowings

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Cash Credits		
(a) From Banks		
-Secured *	2,200.88	1,427.61
-Unsecured	-	-
Current Maturities from long term debts	47.48	13.87
Total	**2,248.35**	**1,441.48**

* Cash Credit is secured by way of hypothecation of all chargeable current assets of the Company, and including the receivables, and by a first charge on the movable fixed assets of the Company. The Facility carries Interest at 12.50% per annum. The loan was renewed on 30 October 2025.

Note: 18 Trade Payable

Particulars	As at March 31, 2026	As at March 31, 2025
CURRENT		
Other than MSMEs		
-Trade Payables	22.43	26.83
-Other Trade Payables (Consultants)	83.68	19.94
MSMEs		
-Trade Payable	3.46	4.95
Total	**109.57**	**51.72**

**Trade payables ageing schedule for the years ended as on March 31, 2026 & 2025 (Refer Note No. 36)*

Note: 19 Provisions

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for Employees benefit	11.27	16.12
Gratuity Payable *	3.41	8.91
Total	**14.69**	**25.04**

* Gratuity Calculation for the years ended as on March 31, 2026 & 2025 (Refer Note No. 31)

* Includes deposit in LIC Gratuity Fund Amounting to Rs. 6.50 Lakhs

Note: 20 Current Tax Liabilities (Net)

Particulars	As at March 31, 2026	As at March 31, 2025
Current Tax payable	0.65	19.94
Total	**0.65**	**19.94**

Note: 21 Other Current Liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Statutory dues Payable	32.42	12.30
Dividend Distribution Tax Payable	15.63	15.63
Other Provisions	8.10	8.10
Expenses Payable	10.01	22.79
Total	**66.16**	**58.82**

Note: 22 Revenue from Operations

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Revenue from Operations *	517.93	724.02
Total	**517.93**	**724.02**

** Revenue includes both domestic and overseas net of taxes (if any)*

** Includes Sales to Subsidiaries amounting to 79.60 Lakhs for the year ended 31st March, 2026 (121.50 Lakhs: 31st March 2025) for Sales (Refer Note: 31)*

** The Company's operations are in a single business segment being 'Information Technology Services'. Revenue from operations by geography (Standalone): India ₹ 91.07 Lakhs (PY: ₹ 142.72 Lakhs); Outside India ₹ 426.85 Lakhs (PY: ₹ 581.30 Lakhs). During the year, 2 customer(s) individually contributed more than 10% of standalone revenue from IT services (PY: 2 customers).*

Note: 23 Other Income

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Interest Income on fixed deposits	259.15	128.45
Foreign Currency Gain & Loss	1.98	1.19
Other Income*	104.80	60.85
Total	**365.93**	**190.49**

***** The other income consists of profit on sale of intangible assets 72.20 lakhs to Verso and write back off 13.69 Lakhs in Adroit USA.

***** The intangible asset held in development S4/HANA was sold to subsidiary company Verso Altima for an amount of Rs.242.88 lakhs on 31st March, 2026. The sale was done at arm's length. All the compliance was taken into account in the transaction under Companies Act, 2013 and SEBI regulations.

Note: 24 Employees' Benefit Expenses

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Salaries and wages *	121.67	112.85
Directors Remuneration	54.00	54.00
Staff welfare Expenses	1.45	1.08
Employee Benefits & Provident Fund Expenses	1.63	1.65
Total	**178.74**	**169.58**

* Includes salary amounting to 21.60 Lakhs for the year ended 31st March,2026 (15.30 Lakhs: 31st March, 2025) for Managerial Remuneration. (Refer Note: 30)

Note: 25 Finance Cost

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Interest on cash credit and Term loan Expenses*	101.01	76.07
Bank Charges	0.14	0.41
Total	**101.15**	**76.49**

* Includes Interest received from Verso amounting to 50.99 Lakhs for the year ended 31st March, 2026 (Nil 31st March 2025) for Loan Given to Subsidiary company at 12% interest per annum. The loan was given for the working capital purpose. No Security was taken for the purpose of this loan from Subsidiary. (Refer Note: 30)

Note: 26 Depreciation and Amortization Expenses

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Depreciation / Amortization for the year		
Depreciation on PPE	113.22	118.17
Right of Use of Assets	-	8.13
Total	**113.22**	**126.30**

Note: 27 Other Expenses

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Advertisement Expenditure	1.30	1.48
Administrative Expenses	1.60	-
Amount Written Off	239.90	323.70
Annual Listing Fee, Custody Fee & Demat Charges	8.36	14.01
Audit Fee	4.69	2.50
Director Sitting Fee	0.85	-
Electricity charges	3.99	7.50
ESOP Charges ***	4.00	-
Fuel and Diesel	1.84	0.92
Insurance Expenses	3.28	1.38
Internet Expenses / Telephone Expenses	1.16	1.25
Legal, License & Renewal fee	13.05	7.43
Miscellaneous Expenses	0.87	2.66
Office Rent *	10.30	7.55
Professional Consultancy Fee	197.91	201.95
Rates and Taxes	0.29	0.63
Repairs and Maintenance	1.43	4.11
ROC Compliance and Filing Fee	1.26	0.30
Foreign Travelling & Boarding Exp	-	8.79
Travelling and Conveyance Expenses	2.69	3.22
Vehicle Maintenance	2.27	1.19
Visa Expenses	-	0.11
Other Expenses **	22.93	89.59
Total	**523.97**	**680.27**

*Includes Rent Paid to Director and Relative of Director amounting to 10.30 Lakhs for the year ended 31st March,2026 (15 Lakhs: 31st March 2025) for Rent (Refer Note: 30)

** Amount written off Includes amounting to 198.34 Adroit India & 41.55 Lakhs from Adroit USA for the year ended 31st March,2026 (323.70 Lakhs 31st March 2025) for receivable from branch (Refer Note: 30)

***The company has received in-principle approval from BSE & NSE. The ESOP process will be completed in the financial year 2026-2027.

(i) Exceptional Items

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Cost of Acquisition Payable write back	-	293.17
Total	**-**	**-**

(ii) Actuarial loss/(gain) on defined benefit obligation

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Gratuity Exp as per Actuary Report	3.63	7.57
Total	**3.63**	**7.57**

Note 28
Auditors Remuneration:

Particulars	For the Year 2025-26 Rs. In Lakhs	For the Year 2024-25 Rs. In Lakhs
a) Statutory Auditor		
Audit Fee	2.00	2.00
Certification & Fee	0.20	0.20
For other services	0.30	0.30
Total	**2.50**	**2.50**

Note 29
Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.
As per Schedule III of the Companies Act, 2013 and notification number GSR719I dated November 16, 2007 and as certified by the management, the amount due to Micro and Small Enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006 is as under:

(Rs. In Lakhs)

S.NO.	Particulars	As at March 31, 2026	As at March 31, 2025
1	Principal amount due to any supplier as at the year end.	3.46	4.95
2	Interest due on the principal amount unpaid at the year end to any supplier.	-	-
3	Amount of interest paid by the company in terms of Sec-16 of the MSMED along with the amount of the payment made to the suppliers beyond the appointed day during the accounting year.	-	-
4	Payment made to the enterprises beyond appointed date under- section 16 of MSMED	-	-
5	Amount of interest due and payable for the period of delay in making payment, which has been paid but beyond the appointed day during the year, but without adding the interest specified under MSMED.	-	-
6	Amount of interest accrued and remaining unpaid at the end of each accounting year and	-	-
7	Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above or actually paid to the small enterprises, for the purpose of disallowances deductible expenditure U/S 23 of MSMED.	-	-

Note 30 Related Party disclosures under IND AS – 24.
The List of Related Parties as identified by the management is as under:

1) Subsidiaries of the Company having significant Influence
a) Verso Altima India Pvt Ltd.
b) Adroit Infotech LLC FZ
c) Adroit Infotech US Inc (Upto 22nd July 2025) *
d) Verso Altima India PTE Ltd, Singapore
2) Branches of the Company having significant Influence
a) Adroit Infotech Limited USA.
3) Companies in which directors are interested
a) SoftPoint Technologies Private Limited
b) Jokeman Media And Entertainment Private Limited
4) Key Management Personnel (KMP) of the Company
a) Sudhakiran Reddy Sunkerneni Managing Director
b) Kanthi Reddy Sunkerneni Director
c) Satish Yadav-Group Chief Operating Officer,
d) Naveen Naidu-Group Chief Executive Officer,
e) B Ravichandra Rao – Chief Financial Officer
f) Piyush Prajapati – Company Secretary & Compliance Officer
5) Relative of KMP, having transactions with the Company
a) Nitya Reddy Sunkerneni

*The Board of Directors in their meeting held on 22nd July 2025 has decided to close the subsidiary company "Adroit Infotech US Inc". The necessary formalities are under progress in this connection.

Following transactions were carried out with related parties in the ordinary course of business during the year 2025-26

(Rs. In Lakhs)

S. No	Description	Subsidiaries	Parties having Significant Influence	KMP	Total
1	Managerial Remuneration	-	-	75.60	**75.60**
2	Other Expenses (Rent Paid)	-	-	10.30	**10.30**
3	Service Sales (Excluding GST)	79.60	-	-	**79.60**
4	Sales of Intangible Under Development	72.21	-	-	**72.21**
5	Loan Repaid by parties	2989.53	66.00	89.10	**3144.63**
6	Loan Given to parties	3154.50	66.00	89.10	**3309.60**
7	Interest Income	50.99	-	-	**50.99**
8	Receivable written off	-	184.96	-	**184.96**
9	Amount Repaid	-	84.35	**-**	**84.35**

Following transactions were carried out with related parties in the ordinary course of business during the year 2024-25

(Rs. In Lakhs)

S. No	Description	Subsidiaries	Parties having Significant Influence	KMP	Total
1	Managerial Remuneration	-	-	69.30	**69.30**
2	Other Expenses (Rent Paid)	-	-	14.80	**14.80**
3	Service Sales (Excluding GST)	121.50	-	-	**121.50**
4	Amount received to parties	568.91	-	466.68	**1035.59**
5	Amount repaid to parties	680.72	-	466.68	**1147.40**
6	Services received	-	284.35		**284.35**
7	Receivable written off	108.36	-		**108.36**
8	Security Deposit Given	-	-	4.50	**4.50**
9	Security Deposit Received	-	-	4.50	**4.50**

Balances Outstanding with related parties are as follows:

Particulars	**31 March 2026**	**31 March 2025**
Trade Receivables	167.73	13.12
Loans and advances receivable	411.35	200.48
Trade Payable	-	84.35
Rent Payable	0.82	0.96
Managerial Remuneration	3.62	5.50

Managerial remuneration excludes unallocated bonus and gratuity provisions recognized for the Key Managerial Personnel (KMP)**.** Based on the recommendation of the Nomination, Remuneration and Compensation Committee, all decisions relating to the remuneration of the Directories of the Company, are in accordance with shareholder's approval, wherever necessary.

Terms and Conditions of transactions with Related Parties:

The sales to related parties are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free.

For the year ended March 31, 2026, the Company has recorded impairment of receivables relating to amounts owed by related parties as disclosed above.

This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Note 31

Defined Benefit Plan

The Company provides its employees with benefits under a defined benefit plan, referred to as the "Gratuity Plan". The Gratuity Plan entitles an employee, who has rendered at least five years of continuous service, to receive 15 days salary for each year of completed service (service of six months and above is rounded off as one year) at the time of retirement / exit.

The following tables summarize the components of net benefit expense recognized in the statement of profit or loss and the amounts recognized in the balance sheet for the plan:

(INR in Lakhs)

S. No.	Parties	Gratuity (Funded Plan) as on	
		31-Mar-26	31-Mar-25
1	**Changes in Present Value of Obligation**		
1.1	Present Value of Obligation at start:	17.88	7.89
1.2	Acquisition adjustment	-	-
1.3	Interest Cost	1.19	0.56
1.4	Past Service Cost	-	-
1.5	Current Service Cost	3.00	1.86
1.6	Curtailment Cost / (Credit)	-	-
1.7	Settlement Cost / (Credit)	-	-
1.8	Benefits paid	-	-
1.9	Actuarial (gain)/ loss on obligations	3.63	7.57
	Present Value of Obligation at end	25.71	17.88
2	**Bifurcation of Accrued Liability**		
2.1	Current Liability (Short term)	3.41	8.91
2.2	Non-Current Liability (Long term)	22.30	8.97
2.3	Total Accrued Total Liability	25.71	17.88
3	**Changes in the Fair Value of Plan Assets**		
3.1	Fair Value of Plan Assets at the start:	5.08	-
3.2	Acquisition Adjustments	(0.01)	0.27
3.3	Expected Return on Plan Assets	0.54	-
3.4	Contributions	6.00	4.56
3.5	Benefits paid	-	-
3.6	Actuarial Gain /(loss)	(0.02)	0.25
3.7	Fair Value of Plan Assets at the end	11.59	5.08
5	**Expenses to be Recognized in P&L A/c**		
5.1	Current Service Cost	3.00	1.86
5.2	Past Service Cost	-	-
5.3	Interest Cost	1.19	0.56
5.4	Expected Return on Plan Assets	(0.54)	-
5.5	Expenses to be recognized in P&L A/c	3.66	2.42
6	**Other Comprehensive Income**		
6.1	Actuarial (gain)/ loss on obligations - change in financial assumptions	-	-
6.2	Actuarial (gain)/ loss on obligations – change in demographic assumptions	-	-
6.3	Actuarial (gain)/ loss on obligations – exp. variance (i.e. Actual experience vs assumptions)	3.63	7.57
6.4	Total Actuarial (gain)/ loss on obligations	3.63	7.57
6.5	Actuarial Gain /(loss) on Plan Assets	(0.02)	0.25
6.6	Total OCI	3.66	7.32
7.1	Return on plan assets, excluding amount recognized in net interest expense	-	-
7.2	Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling	-	-
7.3	Components of defined benefit costs recognized in other comprehensive income	-	-
8	**Major categories of Plan Assets (as % of Total Plan Assets)**		
8.1	Government of India securities	-	-
8.2	State Government securities	-	-
8.3	High quality corporate bonds	-	-
8.4	Equity shares of listed companies	-	-
8.5	Property	-	-
8.6	Special Deposit Scheme	-	-

8.7	Funds managed by Insurer	-	-
8.8	Bank balance	-	-
8.9	Other Investments	-	-
	Total	**-**	**-**
9	**Actuarial Assumptions**		
	I have used actuarial assumptions selected by the Company. The Company has been advised that the assumptions need to be set up based on Para 144 of Ind AS19.		
9.1	**Principal financial assumptions**		
	Discount rate (per annum)	7.40%	6.68%
	Salary Growth rate (per annum)	6.00%	6.00%
	Mortality Rate (% of IALM 2012-14)	100%	100%
	Withdrawal: Rates of attrition		
	Age at valuation date		
	18-30	10.00%	10.00%
	31-40	5.00%	5.00%
	41 and above	1.00%	1.00%

Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary inc mortality. The sensitivity analysis below has been determined.

Based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other as constant. The result of sensitivity analysis is given below:

Particulars	31-Mar-2026		31-Mar-2025	
Defined Benefit Obligation (Base)	**25.71**		**17.88**	
	Decrease	**Increase**	**Decrease**	**Increase**
Discount Rate (- / + 1%)	29.75	22.33	19.27	16.71
(% change compared to base)	-15.69%	13.14%	-7.78%	6.52%
Salary Growth Rate (- / + 1%)	24.58	26.95	16.35	19.70
(% change compared to base)	4.39%	-4.81%	8.56%	-10.16%
Attrition Rate (- / + 50%)	27.05	28.27	17.65	18.12
(% change compared to base)	-5.19%	-9.94%	1.30%	-1.37%
Mortality Rate (- / + 10%)	27.50	27.73	17.83	17.93
(% change compared to base)	-6.97%	-7.86%	0.26%	-0.26%

Reconciliation of opening and closing balances of the present value of the defined benefit obligations:

Note 32 Earnings per Share (EPS) –

S. No.	Particulars	Year Ended 31-03-2026	Year Ended 31-03-2025
1	Profit attributable to the Equity Share Holders (Rs in Lakhs)- A	(73.86)	5.61
2	No. of Equity Shares Fully Paid B	5,41,77,208	5,41,77,208
	No. of Equity Shares Partly Paid B	30,91,222	30,91,222
3	Nominal Value of the Share (Rs.)	10	10
4	Basic / Weighted average number of Equity Shares – B	39,595,686	39,595,686
5	Earnings per Share (Rs.) – A/B	(0.14)	(0.01)
6	Diluted Earnings Per Share (Rs)- A/(B+E)	(0.14)	(0.01)

Note 33

As stipulated in Ind AS–36, the Company has assessed its potential of economic benefits of its business units and is of the view of that the assets employed in continuing business are capable of generating adequate returns over their useful life in the usual course of its business.

Note 34

Financial risk management

Financial risk factors

The Company's activities expose it to a variety of financial risks–market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial

performance. The primary market risk to the Company is foreign exchange risk. The Company has major exposure in US Dollars which is not hedge.
The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. The gross carrying amount of a financial asset is written off (either partially or in full) when there is no realistic prospect of recovery.

Market Risk
The Company operates internationally and a major portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales and services in the United States and elsewhere. The exchange rate between the Indian Rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Company's operations are adversely affected as the Rupee appreciates / depreciates against these currencies.

The analysis of the foreign currency risk from financial assets and liabilities as at March 31, 2026 is as follows: (INR In Lakhs)

Particulars	Amount
Financial Assets	281.42
Financial Liabilities	-
Total	**281.42**

The analysis of the foreign currency risk from financial assets and liabilities as at March 31, 2025 is as follows: (INR in Lakhs)

Particulars	Amount
Financial Assets	508.80
Financial Liabilities	-
Total	**508.80**

Sensitivity analysis between Indian Rupee and US Dollar

Particulars	Year ended March 31,	
	2026	2025
Impact on the Company's incremental operating margins	**0.05 to 0.10%**	**0.05 to 0.10%**

Sensitivity analysis is computed based on the changes in the income and expenses in foreign currency upon conversion into functional currency. This is due to exchange rate fluctuations between the previous reporting period and the current reporting period.

Credit Risk
Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to Rs. 729.30 Lakhs and Rs. 559.94Lakhs as at March 31, 2026 and March 31, 2025, respectively. Trade receivables are typically unsecured and are derived from revenue from customers majorly located in the USA, Africa and India. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of the customers to which the Company grants credit terms in the normal course of business. The Company uses simplified approach for determining to assess any required allowances. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. Management on regular basis keep track of receivables and provide board with reason for increase in trade receivables.

Credit risk exposure
The Company's credit period generally ranges from 60-120 days. The allowance for lifetime expected credit loss on customer balances recognized for the years ended March 31, 2026 and March 31, 2025 is Nil.
Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with bank. Banking operations & its ratings are monitored periodically and the Company has considered the latest available credit ratings as at the date of approval of these financial statements.

Liquidity risk
Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time.
The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company has cash credit outstanding in current borrowings. The Company believes that the working capital is sufficient to meet its current requirements. Further, on need basis Company raises from its shareholder for expanding business and acquisition purposes.
As at March 31, 2026, the Company had a working capital of Rs. 2,876.31 Lakhs including cash and cash equivalents of Rs.3,948.72

Lakhs. Further, the Company has very limited loans in its portfolio which shows that the company has ability to meet its liability from the funds generated from the Cash Flow activities of Business.

Note: 35 Trade Receivables-

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country, in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company's credit period for customers generally ranges from 60-120 days. The aging of trade receivables that are past due but not impaired is given below:

Ageing for Trade Receivables – outstanding as at March 31, 2026 is as follows						
Trade Receivables Ageing						
Particulars	**Outstanding for following periods from the due date of payments**					
	Less than 6 months	**6 months-1 year**	**1-2 years**	**2-3 years**	**more than 3 years**	**Total**
1. undisputed trade receivables considered good	551.56	11.93	-	165.80 -	-	**729.30**
2. undisputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	**-**
3. undisputed trade receivables- Credit impaired	-	-	-	-	-	**-**
4. Disputed trade receivables - considered good	-	-	-	-	-	**-**
5. Disputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	**-**
6. Disputed trade receivables- Credit impaired	-	-	-	-	-	**-**

Ageing for Trade Receivables – outstanding as at March 31, 2025 is as follows						
	Outstanding for following periods from the due date of payments					
Particulars	**Less than 6 months**	**6 months-1 year**	**1-2 years**	**2-3 years**	**more than 3 years**	**Total**
1. undisputed trade receivables considered good	263.26	124.95	171.72	-	-	**559.94**
2. undisputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	**-**
3. undisputed trade receivables- Credit impaired	-	-	-	-	-	**-**
4. Disputed trade receivables - considered good	-	-	-	-	-	**-**
5. Disputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	**-**
6. Disputed trade receivables- Credit impaired	-	-	-	-	-	**-**

Note: 36 Trade Payables

Ageing for trade payable outstanding as at March 31, 2026 is as follows:

Outstanding for following periods from due date of payments.

Trade payables ageing as at March 31, 2026						
	Outstanding for following periods from the due date of payments *					
Particulars	**Less than 6 months**	**6 mnts-1year**	**1-2 years**	**2-3 years**	**more than 3 years**	**Total**
1. MSME	1.59	-	-	1.87	-	**3.46**
2. Others	95.26	-5.57	13.10	3.31	-	**106.11**
3. Disputed dues – MSME	-	-	-	-	-	**-**
4. Disputed dues- Others	-	-	-	-	-	**-**
Total	**96.86**	**-5.58**	**13.10**	**5.18**	**-**	**109.57**

There is no interest due or outstanding on the dues to Micro, Small and Medium Enterprises (MSME). During the years ended March 31, 2026. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

*Pertains to MSME payable which is subjected to internal reconciliation and evaluation.

Ageing for trade payable outstanding as at March 31, 2025 is as follows:

Outstanding for following periods from due date of payments.

Trade payables ageing as at March 31, 2025						
	Outstanding for following periods from the due date of payments					
Particulars	**Less than 6 months**	**6 mnts-1year**	**1-2 years**	**2-3 years**	**more than 3 years**	**Total**
1. MSME	3.77	0.28	-	-	0.90	**4.95**
2. Others	39.09	6.11	3.56	-	-	**46.77**
3. Disputed dues – MSME	-	-	-	-	-	**-**
4. Disputed dues- Others	-	-	-	-	-	**-**
Total	**42.86**	**6.39**	**3.56**	**-**	**0.90**	**51.72**

There is no interest due or outstanding on the dues to Micro, Small and Medium Enterprises (MSME). During the years ended March 31, 2026 and March31, 2025. This information has been determined to the extent such parties have been identified based on information available with the Company.

Note 37 Capital management

The Company's policy is to maintain a stable capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors capital based on return on capital employed as well as the debt to total equity ratio

For the purpose of debt to total equity ratio, debt considered is long-term and short-term borrowings. Total equity comprises of issued share capital and all other equity reserves excluding Debenture Redemption Reserve

The capital structure as follows

Particulars	31-Mar-26	31-Mar-25
Total equity attributable to the equity shareholders of the Company (Including share application money and Pending Allotment)	7088.46	7162.54
As a percentage of total capital	73.42	82.14
Long term borrowings including current maturities	318.05	29.79
Short term borrowings	2248.35	1427.61
Total borrowings	**2566.40**	**1557.40**
As a percentage of total capital	26.58	17.86
Total capital (equity and borrowings)	**9654.86**	**8719.94**

Note 38
Corporate Social Responsibility:
The Company is not required to spend towards Corporate Social Responsibility (CSR) as per Section 135 of the Companies Act, 2013, since the company is within the threshold limit given as per the provisions of the Act.

Note 39
Details of foreign exchange Inflow or Out flow during the year:
Earnings/Expenses in Foreign currency:

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Sales and Services	426.86	581.30
Foreign Expenses	-	8.79

Note 40
The Company is in the process of obtaining confirmations for the Balances of Trade Payables, Trade receivables, Advances from the Customers and other balances.

Note: 41
Effective Tax Rate (in Percentage)

Particulars	31-Mar-26	31-Mar-25
Applicable tax rate	25.17	25.17

Note: 42
Contingent Liabilities (IndAS-37)
Contingent liabilities/claims not provided for:
The Company has not received any notice nor there are any pending cases against the company. Hence no contingent liabilities of any nature have been provided during the financial year 2025-26.

Note: 43 Key Financial Ratios 2025-2026

Sl. No	Particulars	Year Ended 31-03-2026	Year Ended 31-03-2025	Variance
a	Current Ratio (Current Assets / Current Liabilities)	2.18	2.85	-23.55%
b	Debt-Equity Ratio, (Non- Current Borrowings+ Current Borrowings)/Total Equity	0.37	0.21	77.96%
c	Return on Equity Ratio ROE = (Net Earnings / Shareholders' Equity) x 100	-0.11	0.01	-1429.46%
d	Trade Receivables turnover ratio (Sales (net of discounts) / Average Trade Receivables)	0.80	1.11	-27.93%
e	Net capital turnover ratio (Net annual sales / Working capital) the working capital is calculated by subtracting a company's current liabilities from its current assets	0.18	0.25	--26.51%
f	Net profit ratio Net profit after Tax / Net sales) x 100	-14.26	0.78	-1938.95%
g	Return on Capital employed, (Earnings before interest and taxes (EBIT), by (capital employed) (Capital Employed = Total Assets - Current Liabilities)	2.34%	4.92%	-52.40%

Reason for Variance more than 25%:

a. N.A.
b. Due to Increase in Borrowings in the Current Year when compared to Previous Year Equity capital being the same.
c. Due to Loss in current year compared to previous year.
d. Due to Increase in Receivables in the current year compared to previous year.
e. Due to decrease in in Sales when compared to the Previous Year.
f. Due to Loss in the current year, the ratio is negative compared to Previous year.
g. Due to decrease in sales when compared to previous year.

Financial Ratios 2024-2025

Sl. No	Particulars	Year Ended 31-03-2025	Year Ended 31-03-2024	Variance
a	Current Ratio (Current Assets / Current Liabilities)	16.45	2.60	531.56
b	Debt-Equity Ratio, (Non- Current Borrowings+ Current Borrowings)/Total Equity	0.21	0.03	598.73
c	Return on Equity Ratio ROE = (Net Earnings / Shareholders' Equity) x 100	0.17	0.70	(98.51)
d	Trade Receivables turnover ratio (Sales (net of discounts) / Average Trade Receivables)	1.11	0.88	26.68
e	Net capital turnover ratio (Net annual sales / Working capital) the working capital is calculated by subtracting a company's current liabilities from its current assets	0.94	0.95	-20.53
f	Net profit ratio Net profit after Tax / Net sales) x 100	0.78	35.41	(97.81)
g	Return on Capital employed, (Earnings before interest and taxes (EBIT), by (capital employed) " Capital Employed = Total Assets - Current Liabilities	4.92	8.79%	(45.04)

Reason for Variance more than 25%:

a. Due to increase in Current Assets during in the Year when compared to Previous Year.
b. Due to Decrease in Borrowings in the Current Year when compared to Previous Year.
c. Due to Decrease in Profit in current year compared to previous year.
d. Due to Decrease in Receivables in the current year compared to previous year.
e. Due to decrease in in Sales when compared to the Previous Year.
g. Due to decrease in sales when compared to previous year.

Note: 44 Title deeds of immovable properties
The title deeds of all the immovable properties, to the financial statements, are held in the name of the company.

Note: 45 Valuation of Property Plant & Equipment, intangible asset
The Company has not revalued its property, plant and equipment or intangible assets or both during the current or previous year.

Note: 46 Loans or advances to specified persons
The company has advanced a Loan to wholly own subsidiary amounting to Rs. 3154.50 Lakhs. Further, the company has also granted loan to the promoter amounting to Rs. 155.10 Lakhs which was repaid during the year. No other loans or advances in the nature of loans are granted to promoters, directors, KMPS and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment other than disclosed in Related Party Disclosure. The terms of the loan are not prejudicial to the interest of the company.

Note: 47 Details of benami property held
No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder

Note: 48 Borrowing secured against current assets
The Company has borrowings from banks on the basis of security of current assets. The Company does not require to report or submit any information to the bank and therefore no additional disclosure required.

Note: 49 Wilful defaulters
The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

Note: 50 Relationship with struck off companies
The Company has no transactions with the companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

Note: 51 Registration of charges or satisfaction with Registrar of Companies (ROC)
There are no charges or satisfaction yet to be registered with Registrar of Companies (ROC) beyond the statutory period.

Note: 52 Compliance with number of layers of companies
The Company has complied with the number of layers prescribed under the Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of layers) Rules, 2017.

Note: 53 Compliance with approved scheme(s) of arrangements
The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

Note: 54 Utilisation of borrowed funds and share premium
No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

Note: 55 undisclosed incomes
There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded previously in the books of account.

Note: 56 Details of crypto currency or virtual currency
The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

Note: 57 Utilisation of borrowings availed from banks and financial institutions
The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such Loans were taken.
The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 during the year ended March 31, 2026 (March 31, 2025: Nil)

Note: 58 Business Combination
There were no acquisitions of controlling interest during the year ended March 31, 2026 and year ended March 31,2025. During FY 2022–23, the Company acquired Verso Altima Private Limited in accordance with a Share Purchase Agreement. As per the terms of the agreement, the consideration for the acquisition was contingent upon the achievement of specified operational targets and was payable over a defined period, with the final installment scheduled for FY 2024–25.

Following a comprehensive assessment of Verso Altima's operational performance, management determined that the stipulated conditions were not met. Accordingly, the contingent consideration no longer represented a liability and was reversed during the year. This reversal was recognized as income, in compliance with applicable accounting standards.

As per the principles of Ind AS 103 – Business Combinations, any contingent consideration that ceases to qualify as a financial liability should be derecognized, with the corresponding impact recorded in profit or loss. The accounting treatment adopted by the Company aligns with the guidance under Ind AS 103 and is considered appropriate under the applicable financial reporting framework and the Income earned has been recorded as exceptional item since there occurrence of this type of transaction is low.

Note: 59 Other notes-

a) The management has represented that, to the best of its knowledge and belief, 31 March 2026, to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the 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 ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, 31 March 2026 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the 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; and.

c) The company does not require submitting any statements for the Overdraft facility availed. Therefore, no disclosure in this regard has been made in the financial statement.

Note: 60 Subsequent Events

The company has given one more opportunity to the 3091222 shares to those shareholders who didn't pay either Final Call/First and Final Call in the Right issue committee meeting held on 27th March, 2026. The issue commenced on 10th April, 2026 and ended on 30th April, 2026. The company allotted 451312 shares on 22nd May, 2026 through this issue.

Note 61 Audit Trail

The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, inserted by the Companies (Accounts) Amendment Rules 2021. Companies using accounting software for maintaining their books of account shall use only such software that includes:

- A feature for recording an audit trail of each and every transaction
- Creation of an edit log for each change made in the books of account, along with the date of such changes
- Assurance that the audit trail cannot be disabled Company's Implementation
- The Company uses accounting software for maintaining its books of account.
- For the year ended March 31, 2026:
- The feature of recording audit trail (edit log) was enabled at the database level to log direct data changes.
- Logs were maintained on daily basis.
- Consequently, audit trail logs are available for the period April 1, 2025 to March 31, 2026.

Note 1: Significant Accounting Policies

1.1 Revenue recognition

The Company's contracts with customers include promises to transfer multiple products and services to a customer. Revenues from customer contracts are considered for recognition and measurement when the contract has been approved, in writing, by the parties to the contract, the parties to the contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligations to determine the deliverables and the ability of the customer to benefit independently from such deliverables, and allocation of transaction price to these distinct performance obligations involves significant judgment.

Fixed-price maintenance revenue is recognized ratably on a straight-line basis when services are performed through an indefinite number of repetitive acts over a specified period. Revenue from fixed-price maintenance contract is recognized ratably using a percentage-of-completion method when the pattern of benefits from the services rendered to the customer and the Company's costs to fulfil the contract is not even through the period of the contract because the services are generally discrete in nature and not repetitive. The use of method to recognize the maintenance revenues requires judgment and is based on the promises in the contract and nature of the deliverables.

The Company uses the percentage-of-completion method in accounting for other fixed-price contracts. Use of the percentage-of-completion method requires the Company to determine the actual efforts or costs expended to date as a proportion of the estimated total efforts or costs to be incurred. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. The estimation of total efforts or costs involves significant judgment and is assessed throughout the period of the contract to reflect any changes based on the latest available information.

Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the estimated efforts or costs to complete the contract.

a)

For the year ended 31 March 2026					
Segment	Revenue as per Ind AS 115			Other revenue	Total as per statement of PL
	Domestic	Foreign	Total		
IT	91.07	426.86	517.93	365.93	883.86

For the year ended 31 March 2025					
Segment	Revenue as per Ind AS 115			Other revenue	Total as per statement of PL
	Domestic	Foreign	Total		
IT	142.72	581.30	724.02	190.49	914.50

b) Out of the total revenue recognised under Ind AS 115 during the year, Rs. 0.00 Lakhs (previous year: Rs. 0.00 Lakhs) is recognised over a period of time and Rs. 517.93 Lakhs (previous year: 724.02 Lakhs) is recognised at a point in time.

c) Movement in Expected Credit Loss during the year:
No Expected credit losses during the current and the previous year, hence no disclosure required.

d) Contract balances:
Movement in contract balances during the year.

Particular	2025-2026			2024-2025		
	Contract Assets	**Contract Liabilities**	**Net Contract Balance**	**Contract Assets**	**Contract Liabilities**	**Net Contract Balance**
Opening Balance as at Apr 1	-	-	-	-	-	-
Closing balance as at Mar 31	-	-	-	-	-	-
Net Increase/(Decrease)	-	-	-	-	-	-

During the Previous year, decrease in net contract balances is primarily due to realization of Un-Billed Revenue raised as compared revenue recognition.

During the previous year, increase in net contract balances is primarily due to un-billed revenue. There were no Contract Assets and Contract Liabilities in the current year.

e) Cost to obtain the contract: There no cost to obtain to the contract during year 2025-2026.

f) Outstanding performance and Time for its expected conversion into Revenue: (INR in Lakhs)

Outstanding Performance	Time for expected conversion to revenue						
	Total	Upto 1 years	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	beyond 5 year
As at March 31, 2026	-	-	-	-	-	-	-
As at March 31, 2025	-	-	-	-	-	-	-

g) The following Customers Contributes more than 10% of Total Sales – 4 customers amounting to Rs. 699.98 Lakhs.

Other Income

Other income is comprised primarily of interest income, foreign exchange gain / loss. Interest income is recognized using the effective interest method.

1.2 Leases

Effective 1 April 2022, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on 1 April 2022 using the modified retrospective method. Comparatives as at and for the year ended 31 March 2026 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies applicable for previous year, The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement. Lessee Policy effective 1 April 2023 the Company's lease asset classes primarily consist of leases for, buildings and spaces. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Company has recognized a new Right use Asset and Lease Liability in the year 2024-2025 starting from 1st April 2024. The lease however ended on 30th September, 2025. There were no New ROU & Lease Liability taken in FY 2025-2026.

1.3 Business Combination

Common control business combination is accounted using the pooling of interest method where the Company is transferee. Assets and liabilities of the combining entities are reflected at their carrying amounts and no new asset or liability is recognized. Identity of reserves of the transferor company is preserved by reflecting them in the same form in the Company's financial statements in which they appeared in the financial statements of the transferor company. The excess between the amount of consideration paid over the share capital of the transferor company is recognized as a negative amount and the same is disclosed as capital reserve on business combination. The financial information in the financial statements in respect of prior periods is restated from the beginning of the preceding period in the financial statements if the business combination date is prior to that date. However, if business combination date is after that date, the financial information in the financial statements is restated from the date of business combination. The gain/loss net of tax on transfer of business within common control entities is recognized in the statement of profit and loss account by the transferor entity.

1.4 Foreign currency Transactions. Functional currency

The functional currency of the Company is the Indian rupee. These financial statements are presented in Indian rupees (rounded off wherever required)

Transactions and translations

Transactions denominated in foreign currencies are recorded at the exchange rates prevailing at the time of the transaction.

Exchange difference on monetary items is recognized in the Statement of Profit and Loss in the period in which it arises except for;

a) Exchange difference on foreign currency transactions, on which receipt and/ or payments is not planned, initially recognized in Other Income.
b) The results and financial position of foreign operations with functional currency different from the presentation currency are translated into the presentation currency as follows:
c) Assets and liabilities each transaction is translated at the of the transaction.
d) Income and expenses for transaction are translated at the of the transaction.
e) All resulting exchange differences are recognized in other income.

The Foreign trade receivables may undergo a change based on the foreign currency fluctuation changes

Transaction	Foreign Currency Exchange	Increase by	Decrease by
	As at 31st March 2026	5% (+)	5% (-)
1	94.65	99.38	89.92

1.5 Borrowing costs
Borrowing costs are recognized as an expense in the year in which they are incurred. Borrowing cost includes interest incurred in connection with the arrangement of borrowings to the extent they are regarded as an adjustment to the interest cost.

1.6 Taxes on Income Tax and Deferred Tax
Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior Periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Provision for income tax is made on the basis of taxable income for the year at the current rates Deferred tax represents the effect of temporary difference between carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable income. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred tax liabilities are generally accounted for all taxable temporary differences. Deferred tax asset is recognized for all deductible temporary differences, carried forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which such deductible temporary differences can be utilized.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets/ liabilities are not recognized for initial recognition of Goodwill or on an asset or liability in a transaction that is not a business combination and at the time of transaction affects neither the accounting profit nor taxable profit or loss. MAT credit is recognized as an asset, only if it is probable that the Company will pay normal income tax during the Specified period.

Particulars	As at	As at
	31-03-2026	31-03-2025
Income tax assets / MAT at the beginning	26.04	0.38
Opening Income Tax Liability	-19.94	-4.73
Net Opening Tax balance	**6.10**	**-4.35**
Current year provision	0.65	-19.89
Income tax paid/TDS Receivable	39.82	24.95
Reversal of Excess Provision	19.94	-
Income tax assets / MAT at the closing	**65.86**	**26.04**
Closing Income Tax Liability	-0.65	-19.94
Net Closing Tax balance	**65.21**	**6.10**

1.7 Earnings per share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company and includes post tax effect of any exceptional item by the weighted average number of equity shares outstanding during the period excluding the shares owned by the Trust, outstanding during the period

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share. The number of equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

1.8 Property, plant and equipment (PPE)

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and directly attributable cost of bringing the asset touts working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. The Company identifies and determines separate useful lives for each major component of the property, plant and equipment, if they have useful life that is materially different from that of the asset as a whole.

Cost of an item of PPE comprises of its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and present value of estimated costs of dismantling and removing the Item and restoring the site on which it is located.

Expenses on existing property, plant and equipment, including day-to-day repairs, maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the year during which such expenses are incurred. Gains or losses arising from de recognition of assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not ready to use before such date are disclosed under ‘Capital work-in-progress’. Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

1.9 Depreciation

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life as per Ind AS 16 and is provided on a Reduced Balance Method basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment. Depreciation is charged on a pro-rata basis for assets purchased /sold during the year.

The management’s estimates of the useful lives of various assets for computing depreciation are as follows:

Particulars	Useful life (in yrs.)
Buildings & Temporary Structure	03
Plant and Machinery	15
Furniture & Fixtures	10
Office Equipment – Others	05
Vehicles	08

The useful lives as given above best represent the period over which the management expects to use these assets, based on technical assessment. The estimated useful lives for these assets are therefore different from the useful lives prescribed under Part C of Schedule II of the Companies Act 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

1.10 Intangible assets and amortization

1. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Cost includes all direct costs relating to acquisition of Intangible assets and borrowing cost relating to qualifying assets.

2. Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

3.

Particulars	Useful life
Intangible Assets others & Intangible Assets Under Development.	10 years
Software	10 years

4. Intangible assets are amortized over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting year. He estimated useful life of an identifiable intangible 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. Amortization methods and useful lives are reviewed periodically including at each financial year end.

5. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the assets are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss.

6. Gains or losses arising from de recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized. Any gain or loss on disposal of an item of Intangible Assets is recognized in statement of profit and loss.

1.11 Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank and cash in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short term cash commitments.

1.12 Statement of Cash Flows (Cash Flow Statement)

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

1.13 Employee benefits

a. Provident Fund: Employees of the Company receive benefit sunder the provident fund, a defined benefit plan. The employee and employer each make monthly contributions to the plan. A portion of the contribution is made to the provident fund trust managed by the Company or Government administered provident fund. The contributions are charged to the statement of profit and loss in the year when employee renders the related service. There are no other obligations other than the contribution payable to the respective authorities.

b. Gratuity:

The Company provides for gratuity, a defined benefit retirement plan (“the Gratuity Plan”) covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee’s salary and the tenure of employment with the Company. 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.

c. Compensated Absences:

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by Estimation Basis.

1.14 Investments in Subsidiaries and Associates

The company's investment in its Subsidiaries and Associates are carried at cost.

1.15 Provisions

a. A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation.

b. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pretax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting issued, the increase in the provision due to the passage of time is recognized as a finance cost.

1.16 Financial instruments

a. Recognition and Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issues of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

b. Classification and Subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortized cost;
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the company changes its business model for managing financial assets.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

– The asset is held within a business model whose objective is to hold assets 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.

All financial assets not classified as measured at amortized cost as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Sr	Particulars	As at 31-3-2026	As at 31-3-2025
I	Measured at fair value through Profit or Loss (FVTPL)		
	Investment in equity instruments	1,242.34	1,242.19
	Investment in Land and Commercial Property	2,146.34	1,567.86
II	Measured at amortised cost:		
	Loans	634.59	234.86
	Investment		-
	Trade receivables	729.30	559.94
	Cash and cash equivalents and bank balances	8.45	178.84
	Other Deposits	3,940.27	3,561.73
III	Measured at fair value through Other comprehensive income (FVTOCI)		
	Investment in government securities, bonds and debentures	-	-
	Derivative financial instruments designated as cash flow hedges	-	-
	Embedded Derivatives designated as cash flow hedges	-	-

Financial assets: Business model assessment
The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

– The stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets;

– How the performance of the portfolio is evaluated and reported to the Company's management;

– The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

– How managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

– The frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for de recognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment* whether contractual cash flows are solely payments of principal and interest

*For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined in assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

– Contingent events that would change the amount or timing of cash flows;

– Terms that may adjust the contractual coupon rate, including variable interest rate features;

– Prepayment and extension features; and

– Terms that limit the Company's claim to cash flows from specified assets (e.g. non- recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual paramount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses
Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.

Financial assets at amortized cost: These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Financial liabilities:

Classification, Subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

c. Derecognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or lose.

d. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

e. Impairment

The Company recognizes loss allowances for expected credit losses on financial assets measured at amortized cost; at each reporting date, the Company assesses whether financial assets carried at amortized cost and debt securities at fair value through other comprehensive income (FVOCI) are credit impaired. A financial asset is ‘credit- impaired’ when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit- impaired includes the following observable data:

– Significant financial difficulty of the borrower or issuer;
– The restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
– It is probable that the borrower will enter bankruptcy or other financial reorganization; or
– The disappearance of an active market for a security because of financial difficulties. The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:
– Debt securities that are determined to have low credit risk at the reporting date; and
– Other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward- looking information.

Measurement of expected credit losses Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

As per our report of even date.

for RAO & SHYAM
Chartered Accountants
Firm Registration Number: 006186S

Sd./-
Kandarp Kumar Dudhoria
Partner
Membership Number: 228416
UDIN: 26228416QBAIRU2257

Place: Hyderabad
Date 22 May 2026

for and on behalf of Adroit Infotech Limited

Sd./-
Sudhakiran Reddy Sunkerneni
Managing Director
DIN 01436242

Sd./-
Sridhar Pyata Reddy
Director
DIN 07268714

Sd./-
Ravichandra Rao Badanidiyoor
Chief Finance officer

Sd./-
Piyush Prajapati
Company secretary &
Compliance officer
Membership No. A48320

Note to the Financial Statements

A. Corporate Information

Adroit Infotech Limited ('the Company') is a Public Limited Company incorporated in India, registered under Companies Act 1956 having registered office at Plot No. 7A, MLA Colony, Road No. 12, Banjara Hills, Hyderabad TG 500034 IN and its securities listed has primary listings on the BSE Ltd. and National Stock Exchange of India Limited.

Adroit together with its subsidiaries are Specialist SAP Consulting Group, with close to two decades of experience in helping organizations significantly reduce costs and improve effectiveness and efficiency through internal process improvements using SAP products and solutions

B. Basis of preparation of financial statements

B.1. Statement of Compliance

These financial statements are prepared in accordance with the generally accepted accounting principles (GAAP) in India and incompliance with the Indian Accounting Standards (Ind AS) specified under section 133 of the Companies Act 2013("the Act") read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 , the Companies (Indian Accounting Standards)(Amendment) Rules, 2017 and other provisions to the Act, to the extent notified and applicable as well as applicable guidance notes and pronouncements of the Institute of Chartered Accountants of India (the ICAI)

The financial statements were authorized for issue by the Company's Board of Directors on 22 May 2026.

Details of the accounting policies are included in Note 1.

B.2 Basis of preparation and presentation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015(as amended from time to time).

These financial statements have been prepared under the historical cost convention on an accrual and going concern basis except for the following assets and liabilities:

1. Certain financial assets and liabilities are measured at fair value;
2. Employee defined benefit assets/(liability) are recognized as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation;

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.

B.3 Functional and presentation currency

The financial statements are presented in Indian rupees, which is the functional currency of the Company.
All amounts are in Indian Rupees except share data, unless otherwise stated.

B.4 Operating Cycle

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out under Ind As and in the Schedule III to the Companies Act, 2013.

Assets:

An asset is classified as current when it satisfies any of the following criteria:

a) It is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
b) It is held primarily for the purpose of being traded;
c) it is expected to be realized within twelve months after the reporting date;
d) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelvemonths after the reporting date.

Liabilities:

a) A liability is classified as current when it satisfies any of the following criteria:
b) It is expected to be settled in the Company's normal operating cycle;
c) It is held primarily for the purpose of being traded;
d) It is due to be settled within twelve months after the reporting date;
e) The Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

B.5 Critical accounting judgments and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in Note 1, the management of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgments that the management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the financial statements:

Provision and contingent liability

On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.

Useful lives of depreciable assets

Useful life of Property, Plant and Equipment including intangible asset: Residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial yearend and adjusted prospectively, if appropriate.

Investment in equity instruments of subsidiary and associate Companies

During the year, the Company assessed the investment in equity instrument of subsidiary companies carried at cost for impairment testing. These companies are expected to generate positive cash flows in the future years. Detailed analysis has been carried out on the future projections and the Company is confident that the investments do not require any impairment.

B.6. Fair value measurement and valuation process:

The company measured financial assets and liabilities, if any, at fair value for financial reporting purposes.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

As per our report of even date.

for RAO & SHYAM

Chartered Accountants

Firm Registration Number: 006186S

Sd./-

Kandarp Kumar Dudhoria

Partner

Membership Number: 228416

UDIN: 26228416QBAIRU2257

for and on behalf of Adroit Infotech Limited

Sd./-

Sudhakiran Reddy Sunkerneni

Managing Director

DIN 01436242

Sd./-

Sridhar Pyata Reddy

Director

DIN 07268714

Sd./-

Ravichandra Rao Badanidiyoor

Chief Finance officer

Sd./-

Piyush Prajapati

Company secretary & Compliance officer

Membership No. A48320

Place: Hyderabad

Date: 22 May 2026

Independent Auditor's Report
To the Members of Adroit Infotech Limited
Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of Adroit Infotech Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as listed in Annexure 1, which comprise the Consolidated Balance Sheet as at 31 March 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 the significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group, as at 31 March 2026, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matter

4. 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.

5. we have determined the matters described below to be the key audit matters to be communicated in our report.

Sr no.	Key Audit Matter
1.	**Revenue recognition** The Group's contracts with customers include contracts with multiple products and services. The group derives revenues from IT services comprising consulting and package implementation and related services, maintenance, licensing of software products and platforms across the Group's core business. The Group assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligations to determine the deliverables and the ability of the customer to benefit independently from such deliverables involves significant judgement. In certain integrated services arrangements, contracts with customers include subcontractor services or third-party vendor equipment or software. In these types of arrangements, revenue from sales of third-party vendor products or services is recorded net of costs when the Group is acting as an agent between the customer and the vendor and gross when the Group is the principal for the transaction. In doing so, the Group first evaluates whether it controls the products or service before it is transferred to the customer. The Group considers whether it has the primary obligation to fulfil the contract, inventory risk, pricing discretion and other factors to determine whether it controls the products or service and therefore, is acting as a principal or an agent. Fixed price maintenance revenue is recognized ratably either on (1) a straight-line basis when services are performed through an indefinite number of repetitive acts over a specified period or (2) using a percentage of completion method when the pattern of benefits from the services rendered to the customer and the Group's costs to fulfil the contract is not even through the period of contract because the services are generally discrete in nature and not repetitive. The use of method to recognize the maintenance revenues requires judgment and is based on the promises in the contract and nature of the deliverables.

	As certain contracts with customers involve management's judgment in (1) identifying distinct performance obligations, (2) determining whether the Group is acting as a principal or an agent and (3) whether fixed price maintenance revenue is recognized on a straight-line basis or using the percentage of completion method, revenue recognition from these judgments were identified as a key audit matter and required a higher extent of audit effort. Refer relevant notes to the consolidated financial statements
	Auditor's Response
	Principal Audit Procedures Performed Our audit procedures related to the (1) identification of distinct performance obligations, (2) determination of whether the Group is acting as a principal or agent and (3) whether fixed price maintenance revenue is recognized on a straight-line basis or using the percentage of completion method included the following, among others: • We tested the effectiveness of controls relating to the (a) identification of distinct performance obligations, (b) determination of whether the Group is acting as a principal or an agent and (c) determination of whether fixed price maintenance revenue for certain contracts is recognized on a straight-line basis or using the percentage of completion method. • We selected a sample of contracts with customers and performed the following procedures: – Obtained and read contract documents for each selection, including master service agreements, and other documents that were part of the agreement. – Identified significant terms and deliverables in the contract to assess management's conclusions regarding the (i) identification of distinct performance obligations (ii) whether the Group is acting as a principal or an agent and (iii) whether fixed price maintenance revenue is recognized on a straight-line basis or using the percentage of completion method.
2	**Revenue recognition - Fixed price contracts using the percentage of completion method** Fixed price maintenance revenue is recognized rateably either (1) on a straight-line basis when services are performed through an indefinite number of repetitive acts over a specified period or (2) using a percentage of completion method when the pattern of benefits from services rendered to the customer and the Group's costs to fulfil the contract is not even through the period of contract because the services are generally discrete in nature and not repetitive. Revenue from other fixed-price, fixed-timeframe contracts, where the performance obligations are satisfied over time is recognized using the percentage of-completion method. Use of the percentage-of-completion method requires the Group to determine the actual efforts or costs expended to date as a proportion of the estimated total efforts or costs to be incurred. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. The estimation of total efforts or costs involves significant judgement and is assessed throughout the period of the contract to reflect any changes based on the latest available information. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the estimated efforts or costs to complete the contract. We identified the estimate of total efforts or costs to complete fixed price contracts measured using the percentage of completion method as a key audit matter as the estimation of total efforts or costs involves significant judgement and is assessed throughout the period of the contract to reflect any changes based on the latest available information. This estimate has a high inherent uncertainty and requires consideration of progress of the contract, efforts or costs incurred to-date and estimates of efforts or costs required to complete the remaining contract performance obligations over the term of the contracts. This required a high degree of auditor judgment in evaluating the audit evidence and a higher extent of audit effort to evaluate the reasonableness of the total estimated amount of revenue recognized on fixed-price contracts. Refer relevant Notes to the consolidated financial statements.
	Auditor's response
	Principal Audit Procedures Performed Our audit procedures related to estimates of total expected costs or efforts to complete for fixed-price contracts included the following, among others: • We tested the effectiveness of controls relating to (1) recording of efforts or costs incurred and estimation of efforts or costs required to complete the remaining contract performance obligations and (2) access and application controls

	pertaining to time recording, allocation and budgeting systems which prevents unauthorised changes to recording of efforts incurred. • We selected a sample of fixed price contracts with customers measured the using percentage-of-completion method and performed the following: – Evaluated management's ability to reasonably estimate the progress towards satisfying the performance obligation by comparing actual efforts or costs incurred to prior year estimates of efforts or costs budgeted for performance obligations that have been fulfilled. – Compared efforts or costs incurred with Group's estimate of efforts or costs incurred to date to identify significant variations and evaluate whether those variations have been considered appropriately in estimating the remaining costs or efforts to complete the contract. – Tested the estimate for consistency with the status of delivery of milestones and customer acceptances and sign off from customers to identify possible delays in achieving milestones, which require changes in estimated costs or efforts to complete the remaining performance obligations.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

6. The Holding Company's Board of Directors are 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.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are 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 changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act the respective Board of Directors of the companies included in the Group, covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

8. 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 the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

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

10. 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 Standards on Auditing 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.

11. As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism 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 with reference to financial statements in place and the operating effectiveness of such controls.;
    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
    - Conclude on the appropriateness of Board of Directors' 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 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; and
    - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
    - Obtain sufficient appropriate audit evidence regarding the financial information/ financial statements of the entities or business activities within the Group, , to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the financial statements, of which we are the independent auditors.

12. 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.

13. 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.

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

Report on Other Legal and Regulatory Requirements

15. As required by section 197(16) of the Act based on our audit, we report that the Holding Company, its subsidiary companies, incorporated in India whose financial statements have been audited under the Act have paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

16. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued by us, of

companies included in the consolidated financial statements and covered under the Act we report that there are no qualifications or adverse remarks reported in the respective Order reports of such companies.

17. As required by section 143(3) of the Act, based on our audit and, 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 of the aforesaid consolidated financial statements;

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books. Further, the back-up of the books of accounts and other books and papers of the Company maintained in electronic mode has not been maintained on servers physically located in India, on Daily Basis;

c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

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

e) On the basis of the written representations received from the directors of the Holding Company, its subsidiary companies covered in the ACT, none of the directors of the Group companies, are disqualified as on 31 March 2026 from being appointed as a director in terms of section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary companies, covered under the Act, and the operating effectiveness of such controls, refer to our separate report in ‘Annexure A’ wherein we have expressed an unmodified opinion; and

g) 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. There were no pending litigations as at 31 March 2026 which would impact the consolidated financial position of the Group;

ii. The Holding Company, its subsidiary companies did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2026;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, covered under the Act, during the year ended 31 March 2026;

iv.

a. The respective managements of the Holding Company and its subsidiary companies, incorporated in India whose financial statements have been audited under the Act have represented to us, to the best of their knowledge and belief , as disclosed in note to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies, to or in any person(s) or entity(ies), including foreign entities (‘the 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 Holding Company, or any such subsidiary companies, (‘the Ultimate Beneficiaries’) or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

b. The respective managements of the Holding Company and its subsidiary companies, incorporated in India whose financial statements have been audited under the Act have represented to us, to the best of their knowledge and belief, as disclosed in the note to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiary companies, from any person(s) or entity(ies), including foreign entities (‘the Funding Parties’), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiary companies, 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; and

c. Based on such audit procedures performed by us, as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. The Holding Company have not declared or paid any dividend during the year ended 31 March 2026

vi. Based on our examination which included test checks performed by us on the Holding Company, its subsidiaries and by the respective auditors of the other subsidiaries of the Holding Company which are companies incorporated in India and audited under the Act, the Holding Company, its subsidiaries, in respect of financial year commencing on 1 April 2025 have used accounting software for maintaining their books of account which have a feature of recording audit trail (edit log) facility at the application level and the same have been 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 such audit trail features being tampered with where such feature was enabled.

For **Rao and Shyam**
Chartered Accountants
Firm's Registration No.: 006186S

Sd./-
Kandarp Kumar Dudhoria
Partner
Membership No.: 228416
UDIN: 26228416BCFJCY2125

Place: Hyderabad
Date: 22 May 2026

Annexure 1

List of entities included in the Statement

Verso Altima India Private Limited - Subsidiary
Adroit Inofotech Limited – USA Branch
Adroit Infotech Inc – USA - Subsidiary – Closed on 22 May 2025
Adroit Infotech LLC – Subsidiary
Verso Altima India PTE Ltd, Singapore – Subsidiary

Annexure A

Independent Auditor's Report on the internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of Adroit infotech Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as at and for the year ended 31 March 2026, we have audited the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company, its subsidiary companies, , which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on internal financial controls based on internal control financial reporting criteria established by the Company considering the essential component of internal control stated in the guidance note on audit of Internal Financial Control over Financial Reporting ("the guidance note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's 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 Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, 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.

5. 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 with reference to financial statements of the Holding Company and its subsidiary companies as aforesaid.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to 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 controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that

transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

Opinion

8. In our opinion and based on the consideration of the reports of the other auditors on internal financial controls with reference to financial statements of the subsidiary companies and associate companies, the Holding Company, its subsidiary companies and its associate companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2026, based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Rao and Shyam**
Chartered Accountants
Firm's Registration No.: 006186S

Sd./-
Kandarp Kumar Dudhoria
Partner
Membership No.: 228416
UDIN: 26228416BCFJCY2125

Hyderabad
22 May 2026

ADROIT INFOTECH LIMITED
(CIN: L72300TG1990PLC011129)
Consolidated Balance Sheet as at March 31, 2026
All amounts in Lakhs until otherwise specified

Particulars	Note No	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	2	169.37	209.23
(b) Right of Use of Asset (RoU)	15	73.84	119.91
(c) Goodwill on Consolidation	3	1,180.34	1,180.34
(d) Intangible Assets Others	2	991.98	629.58
(e) Intangible Assets under development	2	543.77	642.35
(f) Financial Assets			
(i) Investments	4	2,146.34	1,517.86
(g) Deferred tax Assets (net)	5	42.14	14.54
(h) Income tax assets (net)	6	264.92	114.42
Total Non-Current Assets		**5,412.71**	**4,428.23**
Current Assets			
(a) Financial Assets			
(i) Trade Receivables	7	1,824.54	1,313.32
(ii) Cash & Cash Equivalents	8	6.27	1.69
(iii) Bank Balances other than (ii) above		3,960.09	3,751.13
(iv) Loans and advances	9	264.02	136.11
(b) Current Tax Assets (Net)	10	1.13	6.75
(c) Other Current Assets	11	19.80	10.34
Total Current Assets		**6,075.86**	**5,219.33**
TOTAL ASSETS		**11,488.57**	**9,647.56**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	12	5,417.72	5,417.72
(b) Other Equity	13	2,230.68	1,942.86
Total Equity		**7,648.40**	**7,360.58**
Share Application Money Pending for Allotment	12 (H)	**107.06**	**107.06**
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	337.33	42.27
(ia)Lease liabilities	15	33.25	81.24
(b) Provisions	16	129.66	39.32
(c) Deferred Tax Liabilities	5	73.01	36.82
(d) Other non-current liabilities	17	60.13	-
Total Non-Current Liabilities		**633.38**	**199.65**
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	2,227.71	1,456.03
(ia)Lease liabilities	15	47.16	42.63
(ii) Trade payables	19	414.93	234.94
(b) Provisions	20	44.57	44.36
(c) Current Tax Liabilities (net)	21	132.51	35.30
(d) Other current liabilities	22	232.85	167.01
Total Current Liabilities		**3,099.72**	**1,980.26**
TOTAL EQUITY AND LIABILITIES		**11,488.57**	**9,647.56**
Significant Accounting Policies	1		
Corporate Information and Basis of Preparation-Refer Page No.			

for RAO & SHYAM	**for and on behalf of Adroit Infotech Limited**	
Chartered Accountants		
Firm Registration Number : 006186S		
Sd./-	Sd./-	Sd./-
Kandarp Kumar Dudhoria	**Sudhakiran Reddy Sunkerneni**	**Sridhar Pyata Reddy**
Partner	Managing Director	Director
Membership Number : 228416	DIN 01436242	DIN 07268714
UDIN: 26228416BCFJCY2125		
	Sd./-	Sd./-
	Ravichandra Rao Badanidiyoor	**Piyush Prajapati**
Place: Hyderabad	Chief Finance officer	Company Secretary&
Date: 22-May-2026		Compliance officer
		Membership No. A48320

ADROIT INFOTECH LIMITED
(CIN: L72300TG1990PLC011129)
Consolidated Statement of Profit and Loss for the year ended March 31, 2026
All amounts in Lakhs until otherwise specified

Particulars	Note No.	For theYear Ended March 31, 2026	For theYear Ended March 31, 2025
Income			
i) Revenue From Operations	23	4,865.82	3,171.22
ii) Other Income	24	320.71	219.94
Total Income		**5,186.53**	**3,391.16**
Expenses			
i) Employee benefits expense	25	2,688.27	2,218.43
ii) Finance Cost	26	166.17	87.90
iii) Depreciation and amortisation expense	27	216.29	178.34
iv) Other Expenses	28	1,644.83	1,111.05
Total expenses		**4,715.57**	**3,595.73**
Profit/(loss) before exceptional items and tax		**470.96**	**(204.57)**
Exceptional Items		-	(370.81)
Profit Before Tax		**470.96**	**166.24**
Tax Expenses			
-Current Tax	21	132.51	46.04
-Deferred Tax	3	8.59	51.38
Profit/(loss) for the period from continuing operations		**329.87**	**68.83**
Profit/(loss) from discontinued operations		-	-
Tax expense of discontinued operations		-	-
Profit/(loss) from discontinued operations after tax		-	-
I Profit/(loss) for the Year		**329.87**	**68.83**
II Other Comprehensive Income			
i) Items that will not be reclassified to profit or loss:			
-Impairment of allowances in doubt ful debt		**-**	**-**
-Acturial (loss)/gain on defined benefit obligation		50.00	14.76
-Equity Instruments through other comprehensive income		-	-
-Income Tax relating to these items		-	-
ii) Items that will be reclassified to profit or loss:			
-Debt Instruments through Other Comprehensive Income		-	-
-The effective portion of gains and loss on hedging instruments in a cash flow hedge		-	-
-Income Tax relating to these items			
Other Comprehensive Income		**50.00**	**14.76**
Total Comprehensive Income for the year		**279.87**	**54.07**
Earnings per equity share :			
(1) Basic		**0.52**	**0.14**
(2) Diluted		**0.52**	**0.14**

for RAO & SHYAM	**for and on behalf of Adroit Infotech Limited**	
Chartered Accountants		
Firm Registration Number : 006186S		
Sd./-	Sd./-	Sd./-
Kandarp Kumar Dudhoria	**Sudhakiran Reddy Sunkerneni**	**Sridhar Pyata Reddy**
Partner	Managing Director	Director
Membership Number : 228416	DIN 01436242	DIN 07268714
UDIN: 26228416BCFJCY2125		
	Sd./-	Sd./-
	Ravichandra Rao Badanidiyoor	**Piyush Prajapati**
Place: Hyderabad	Chief Finance officer	Company Secretary & Compliance officer
Date: 22-May-2026		Membership No. A48320

ADROIT INFOTECH LIMITED
(CIN: L72300TG1990PLC011129)
Consolidated Cash Flow Statement For The Year Ended March 31, 2026
All amounts in Lakhs until otherwise specified

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Cash flow from operating activities		
Profit before income tax from		
Continuing operations	470.96	166.24
Profit before income tax including discontinued operations		
Adjustments for		
Depreciation and amortisation expense	216.29	178.34
Interest Income	(265.29)	(219.94)
Other Income	-	(3.46)
Foreign Exchange Gain/Loss	(20.65)	-
Finance costs(net)	166.17	87.90
Operating Profit Before working Capital Charges	**567.49**	**209.08**
Change in operating assets and liabilities, net of effects from purchase of controlled entities and sale of subsidiary:		
Changes in Short Term Borrowing	771.68	1,222.52
Changes in Trade payables	179.99	162.14
Changes in Other Current Liabilities	74.06	-
Changes in Non-Current Liabilities	60.78	(26.85)
Changes in Long Term Provision	40.33	(434.33)
Changes in Short Term Provision	0.21	(86.79)
Changes in Trade receivables	(490.57)	97.59
Changes in Other Non-Current Assets	-	(1,646.39)
Changes in Short Term Loans and advances	(127.91)	(33.20)
Changes in Other Current Assets	(3.85)	(3.77)
Cash generated from operations	**1,072.21**	**(505.70)**
Interest Paid	(166.17)	(87.90)
Direct Taxes	(185.81)	81.78
Net cash inflow from operating activities	**720.22**	**(511.82)**
Cash flows from investing activities		
Payments for property, Plant & Equipment, Intangible Assets and Intangible Assets Under Development.	(44.67)	339.65
Proceeds/Sales of Intangible Assets Under Development	**(350.17)**	-
Adjustment on account of Goodwill	-	(1,140.02)
Interest Received	265.29	219.94
Investment in Commerical land	(628.48)	-
Investment made in Fixed Deposits		973.75
Net cash outflow from investing activities	**(758.03)**	**393.32**
Cash flows from financing activities		
Proceeds from Issue of share capital (net of Share Issue Expenses)	(0.27)	3,853.49
Share Application Money Pending Allotment	-	(86.69)
Changes in Long Term Borrowings	295.06	(25.42)
Repayment of Lease Liabilities	(43.45)	(36.39)
Net cash inflow from financing activities	**251.34**	**3,705.00**
Net increase in cash and cash equivalents	**213.53**	**3,586.53**
Cash and cash equivalents at the beginning of the financial year	3,752.82	166.30
Effects of exchange rate changes on cash and cash equivalents	-	-
Cash and cash equivalents at end of the year	**3,966.36**	**3,752.82**

for RAO & SHYAM
Chartered Accountants
Firm Registration Number : 006186S
Sd./-
Kandarp Kumar Dudhoria
Partner
Membership Number : 228416
UDIN: 26228416BCFJCY2125

Place: Hyderabad
Date: 22-May-2026

for and on behalf of Adroit Infotech Limited

Sd./-
Sudhakiran Reddy Sunkerneni
Managing Director
DIN 01436242

Sd./-
Sridhar Pyata Reddy
Director
DIN 07268714

Sd./-
Ravichandra Rao Badanidiyoor
Chief Finance officer

Sd./-
Piyush Prajapati
Company Secretary&
Compliance officer
Membership No. A48320

ADROIT INFOTECH LIMITED
(CIN: L72300TG1990PLC011129)
Statement of Change in Equity as at 31 March 2026
All amounts in Lakhs until otherwise specified

Equity Shares

Particulars	As at March 31, 2026	As at March 31, 2025
Authorized		
Ordinary shares of par value of Rs. 10/- each		
Number	650.00	650.00
Amount	6,500.00	6,500.00
Issued, subscribed and fully paid		
Ordinary shares of par value of Rs.10/- each		
Number	541.77	541.77
Amount	**5,417.72**	**5,417.72**

A. Equity share capital

	Amount
Balance as at April 01, 2024	**2,979.26**
Changes in equity share capital	2,438.46
Balance as at March 31, 2025	**5,417.72**
Changes in equity share capital	
Balance as at March 31, 2026	**5,417.72**

Statement of Changes in equity for the current year 25-26					
	Reserves and surplus			Other items of other comprehensive income	Total
	Capital reserve	Retained earnings	Securities premium	Remeasurement of defined benefit plans	
Balance as at 31 March 2025	**290.00**	**(783.08)**	**2,421.17**	**14.76**	**1,942.86**
Total comprehensive income	-	-	-	-	-
Dividends	-	-	-	-	-
Premium on shares issued during the year	-	-	(0.27)	-	(0.27)
Actuarial loss/(gain) on defined benefit obligation	-	(50.00)	-	50.00	-
Transfer to retained earnings	-	279.87	-	-	279.87
Any other changes	-	8.22	-	-	8.22
Balance as at 31 March 2026	**290.00**	**(544.99)**	**2,420.90**	**65.76**	**2,230.68**

Statement of Changes in equity for the current year 24-25					
	Reserves and surplus			**Other items of other comprehensive income**	**Total**
	Capital reserve	**Retained earnings**	**Securities premium**	**Remeasurement of defined benefit plans**	
Balance as at 31 March 2025	**290.00**	**(783.08)**	**854.89**	**-**	**361.58**
Total comprehensive income	-	-	-	-	-
Dividends	-	-	-	-	-
Premium on shares issued during the year	-	-	1,566.29	-	1,556.29
Actuarial loss/(gain) on defined benefit obligation	-	(14.76)	-	14.76	-
Transfer to retained earnings	-	54.07	-	-	54.07
Any other changes	-	(39.08)	-	-	(39.08)
Balance as at 31 March 2026	**290.00**	**(783.08)**	**2,421.17**	**14.76**	**1,942.86**

for RAO & SHYAM
Chartered Accountants
Firm Registration Number: 006186S

Sd./-
Kandarp Kumar Dudhoria
Partner
Membership Number: 228416
UDIN: 26228416BCFJCY2125

Place: Hyderabad
Date: 22-May-2026

for and on behalf of Adroit Infotech Limited

Sd./-
Sudhakiran Reddy Sunkerneni
Managing Director
DIN 01436242

Sd./-
Sridhar Pyata Reddy
Director
DIN 07268714

Sd./-
Ravichandra Rao Badanidiyoor
Chief Finance officer

Sd./-
Piyush Prajapati
Company Secretary&
Compliance officer
Membership No. A48320

ADROIT INFOTECH LIMITED
CIN: L72300TG1990PLC011129
Accounts for the year ended March 31, 2026
Notes to accounts for the year ended March 31, 2026, All amounts are in Rs. Lakhs

NOTE: 2 Property, Plant and Equipment

Particulars	Rate of Dep.	Gross carrying value as at April 1, 2025	Additions	Disposal/adjustments	Gross carrying value as at March 31, 2026	Accumulated depreciation as at April 1, 2025	Depreciation for the year	Disposal/ adjustments	Accumulated depreciation as at March 31, 2026	Net wdv as at March 31, 2026	Net wdv as at March 31, 2025
Computers	63.16%	230.18	39.28	-	269.45	211.58	23.91	-	235.49	33.96	18.60
Servers & Networks	39.30%	18.20	-	-	18.20	18.00	0.08	-	18.08	0.12	0.20
Furniture and Fixtures	25.89%	33.48	1.09	-	34.57	29.40	1.11	-	30.51	4.06	4.08
Elecrical Equipements	25.89%	5.72	3.04	-	8.76	3.69	0.95	-	4.64	4.12	2.02
Office Equipments	45.07%	18.36	-	-	18.36	12.63	2.58	-	15.21	3.15	5.73
Motor Vechicles	31.23%	363.09	-	-	363.09	184.80	55.68	-	240.48	122.61	178.29
Genset	18.10%	3.50	1.26	-	4.76	3.34	0.12	-	3.46	1.30	0.17
Buildings (Temporary Structures)	63.16%	4.85	-	-	4.85	4.70	0.09	-	4.80	0.05	0.14
Total 1		**677.38**	**44.67**	**-**	**722.05**	**468.15**	**84.53**	**-**	**552.67**	**169.37**	**209.23**

Intangible Assets

Particulars		Gross carrying value as at April 1, 2025	Additions	Disposal/adjustments	Gross carrying value as at March 31, 2026	Accumulated depreciation as at April 1, 2025	Depreciation for the year	Disposal/ adjustments	Accumulated depreciation as at March 31, 2026	Net wdv as at March 31, 2026	Net wdv as at March 31, 2025
Computer Sofware	63.16%	13.29	-	-	13.29	13.28	0.01	-	13.29	0.00	0.01
Intangible Assets others	10.00%	1,046.58	448.75	-	1,495.34	417.01	86.35	-	503.36	991.98	629.57
Total 2		**1,059.88**	**448.75**	**-**	**1,508.63**	**430.29**	**86.36**	**-**	**516.65**	**991.98**	**629.58**

**others & Intangible Assests Under Development is less then 3 years*
All the above properties are held in the name of the Company

A. Intangible Assets under Development

Particulars	31-Mar-26	31-Mar-25
Opening Balance	**642.35**	**-**
Add: Additions	**144.30**	**642.35**
Less: Capitalised during the year	**(242.88)**	
Closing Balance	**543.77**	**642.35**

B. Ageing schedule 2026

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	As at March 31, 2026
Software Solutions for Billing Programming	-	543.77			**543.77**

Ageing schedule 2025

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	As at March 31, 2025
Software Solutions for Billing Programming	642.35	-			**642.35**

FY 2024-2025

Particulars	Rate of Dep.	Gross carrying value as at April 1, 2024	Additions	Disposal/adjustments	Gross carrying value as at March 31, 2025	Accumulated depreciation as at April 1, 2024	Depreciation for the year	Disposal/ adjustments	Accumulated depreciation as at March 31, 2025	Net wdv as at March 31, 2025	Net wdv as at March 31, 2024
Computers	63.16%	211.67	18.51	-	230.18	203.57	8.01	-	211.58	18.60	7.60
Servers & Networks	39.30%	18.20	-	-	18.20	17.87	0.13	-	18.00	0.20	0.33
Furniture and Fixtures	25.89%	33.33	0.15	-	33.48	28.01	1.39	-	29.40	4.08	5.32
Elecrical Equipements	25.89%	4.24	1.48	-	5.72	3.34	0.35	-	3.69	2.02	0.90
Office Equipments	45.07%	10.63	7.73	-	18.36	10.42	2.21	-	12.63	5.73	0.71
Motor Vechicles	31.23%	229.28	133.81	-	363.09	125.48	59.32	-	184.80	178.29	103.80
Genset	18.10%	3.50	-	-	3.50	3.30	0.04	-	3.34	0.17	0.20
Buildings (Temporary Structures)	63.16%	4.85	-	-	4.85	4.46	0.25	-	4.70	0.14	0.39
Total 1		**515.71**	**161.67**	**-**	**677.38**	**396.45**	**71.70**	**-**	**468.15**	**209.23**	**119.26**

Intangible Assets

Particulars		Gross carrying value as at April 1, 2024	Additions	Disposal/adjustments	Gross carrying value as at March 31, 2025	Accumulated depreciation as at April 1, 2024	Depreciation for the year	Disposal/ adjustments	Accumulated depreciation as at March 31, 2025	Net wdv as at March 31, 2025	Net wdv as at March 31, 2024
Computer Sofware	63.16%	13.29	-	-	13.29	13.26	0.02	-	13.28	0.01	0.03
Intangible Assets others	10.00%	1,046.58	-	-	1,046.58	347.06	69.95	-	417.01	629.57	699.52
Total 2		**1,059.88**	**-**	**-**	**1,059.88**	**360.32**	**69.97**	**-**	**430.29**	**629.58**	**699.55**

**others & Intangible Assests Under Development is less then 3 years*

All the above properties are held in the name of the Company

A. Intangible Assets under Development

Particulars	31-Mar-25	31-Mar-24
Opening Balance	-	-
Add: Additions	**642.35**	-
Less: Capitalised during the year	-	-
Closing Balance	**642.35**	-

B. Ageing schedule 2025

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	As at March 31, 2025
Software Solutions for Billing Programming	642.35				**642.35**

Ageing schedule 2024

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	As at March 31, 2024
Software Solutions for Billing Programming	-				-

ADROIT INFOTECH LIMITED
(CIN: L72300TG1990PLC011129)
Notes to accounts for the year ended March 31, 2026, all Amounts are in Rs. Lakhs

Adroit Infotech Limited is developing the following intangible assets which are software products.

1.Adroit Intel Hub-X – Various stages of development.
2.Adroit ITSM Incident Management Platform- various stages of development.
3.Adroit Migration Utility-SAP S/4 HANA Data Transformation- various stages of development.

Adroit has sold under developed SAP S/4 HANA Data Transformation and sold to Verso Altima India Pvt Ltd which is the wholly owned subsidiary company. The product was sold for Rs. 242.88 lakhs in the Financial Year 2025-26 as an arm's length transaction. The same has been valued by a Registered Valuer.

A. Brief note on "Adroit Migration Utility-SAP S/4 HANA".

Adroit Migration Utility is an intelligent ABAP-based migration accelerator designed to streamline Customer and Finance data migration from legacy systems into SAP S/4HANA environments.

Built with deep SAP expertise, the solution enables organizations to accelerate ERP transformation initiatives by simplifying data extraction, cleansing, validation, transformation, reconciliation, and loading processes with minimal business disruption.

The utility supports enterprises undergoing SAP ECC to SAP S/4HANA migration, legacy ERP modernization, finance transformation, and customer master harmonization projects.

As on 31st March, 2026 the amount incurred to develop the software is Rs. 543.77 Lakhs.

B. Brief note on "Accelerating Digital Connectivity Across Enterprise Ecosystems".

Intel Hub-X is an intelligent enterprise gateway and integration platform designed to simplify connectivity between billing systems, CRM platforms, operators, partners, and digital ecosystems.

Built for telecom, broadband, cable, media, and digital service providers, Intel Hub-X eliminates the complexity of managing multiple operator-specific integrations and enables organizations to accelerate onboarding, streamline transactions, improve operational transparency, and enhance customer experience.

The platform empowers enterprises with a centralized integration layer that supports seamless interoperability between diverse business applications, customer channels, and operational systems.

C. Brief note on "Modernize IT Operations with Intelligent Incident Management".

Adroit ITSM is an enterprise-grade Incident Management platform designed to streamline IT service operations, automate incident handling, improve service delivery, and enhance operational efficiency across organizations.

Built using modern digital architecture and ITIL-aligned processes, Adroit ITSM enables organizations to effectively manage incidents, service requests, escalations, SLA compliance, asset visibility, and operational workflows through a centralized platform.

The solution is designed for enterprises seeking faster issue resolution, improved service quality, operational transparency, and enhanced user experience across IT and business support functions.

The total cost of incurred on the software is Rs. 566.62 Lakhs.

ADROIT INFOTECH LIMITED
(CIN: L72300TG1990PLC011129)
Notes to accounts for the year ended March 31, 2026, all amounts are in Rs. Lakhs

Note: 3 Goodwill on Consolidation

Particulars	As at March 31, 2026	As at March 31, 2025
Goodwill on Consolidation	1,180.34	1,180.34
Total	**1,180.34**	**1,180.34**

Note: 4 Investment

Particulars	As at March 31, 2026	As at March 31, 2025
Investment in Land and Commercial Property	2,146.34	1,517.86
Total	**2,146.34**	**1,517.86**
Aggregate amount of unquoted Investments	*2,146.34*	*1,517.86*
Aggregate amount of impairment in value of Investments	*Nil*	*Nil*

Note: 5 Deferred tax assets and liabilities

Movement in Deferred Tax Assets and Liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
a) Deferred Tax Liability		
Opening balance	36.82	66.39
Adjustment in opening balance	-	-
Adjustment to Profit loss account	36.19	(29.57)
Closing balance	**73.01**	**36.82**
b) Deferred tax Assets		
Opening balance	14.54	95.49
Adjustment in opening balance	-	-
Adjustment to Profit loss account	27.60	(80.95)
Closing balance	**42.14**	**14.54**

Deferred tax asset/(liability) (net)	As at March 31, 2026	As at March 31, 2025
Deferred tax liability (Gross)		
Property and equipment	(69.03)	(38.22)
Deferred tax asset (Gross)		
Provision for employee benefits	38.16	15.94
Net deferred tax asset/(liability)	**(30.87)**	**(22.29)**

Note: 6 Income Tax Assets

Particulars	As at March 31, 2026	As at March 31, 2025
Balance with Tax Authorities	264.92	114.42
Total	**264.92**	**114.42**

Note: 7 Trade Receivables Current

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Trade Receivables*		
Secured, considered Good	-	-
Unsecured, considered good	1,824.54	1,313.32
Doubtful	-	-
Allowances for doubtful debts	-	-
Total	**1,824.54**	**1,313.32**
**Trade receivables ageing schedule for the years ended as on March 31, 2026 & 2025 (Refer Note No. 36)*		

Note: 8 Cash & Cash Equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Cash on hand	6.27	1.69
Balances with Banks		
-in Current Account *	3,960.09	3,751.13
Total	**3,966.36**	**3,752.82**
* Includes Rs. 107.06 Lakhs Share application/call money for the year ended as on March 31, 2026 & 2025 (Refer Note No.12 (H))		

Note: 9 Loans

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured (considered good)		
*Other Advances *	264.02	136.10
Total	**264.02**	**136.10**

**This includes 29.4 Lakhs for Rental Deposit, 42 Lakhs, Consultancy and Balance Other advances.*

Note: 10 Current Tax Assets

Particulars	As at March 31, 2026	As at March 31, 2025
Balance with Government Authorities	1.13	6.75
Total	**1.13**	**6.75**

Note: 11 Other Current Assets

Particulars	As at March 31, 2026	As at March 31, 2025
Prepaid Expenses	18.28	10.34
Others	1.52	-
Total	**19.80**	**10.34**

Note: 12 Equity Shares

Particulars	As at March 31, 2026	As at March 31, 2025
Authorized Ordinary shares of par value of Rs. 10/- each Number	650.00	650.00
Amount	6,500.00	6,500.00
Issued, subscribed and fully paid Ordinary shares of par value of Rs.10/- each number	541.77	541.77
Amount	**5,417.72**	**5,417.72**

A. Reconciliation of number of shares:

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Equity Shares	541.77	541.68
Add: -No. of Shares issued/ subscribed during the year	-	0.09
Closing balance	**541.77**	**541.77**

B. Numbers of Shares in the company held by shareholder holding more than 5 percent

Name of the Shareholder	As at March 31, 2026		As at March 31, 2025	
	Number of Shares	% Holding of Equity Shares	Number of Shares	% Holding of Equity Shares
SoftPoint Technologies Private Limited	1,15,85,745	20.23%	1,15,85,745	20.23%
S Sudhakiran Reddy	83,74,359	14.62%	82,39,547	14.39%

C. Details of Shares held by promoters at the end of the year

Name of the promoters	Number of Shares				
	As at March 31, 2025	Change	As at March 31, 2026	% Holding of Equity Shares	% Change
- SoftPoint Technologies Private Limited	1,15,85,745	-	1,15,85,745	20.23%	-
- S Sudhakiran Reddy	82,39,547	1,34,812	83,74,359	14.62%	0.23%
-Kanthi Reddy Sunkerneni	15,73,451	3,91,549	19,65,000	3.43%	0.68%

D)The Company has one class of share capital, comprising ordinary shares of Rs. 10/- each. Subject to the Company's Articles of Association and applicable law, the Company's ordinary shares confer on the holder the right to receive notice of and vote at general meetings of the Company, the right to receive any surplus assets on a winding-up of the Company, and an entitlement to receive any dividend declared on ordinary shares.

E) The aggregate number of equity shares allotted as fully paid up by way of bonus shares in immediately preceding five years ended March 31, 2026 is Nil (previous period of five years ended March 31, 2025: Nil shares)

F) The aggregate number of equity shares issued pursuant to contract, without payment being received in cash in immediately preceding last five years ended on March 31, 2024 –10,00,000 shares.

G) The Company has given a final opportunity to those 30,91,222 shareholders who did not pay either the First call or First & Final Call in the Right Issue Committee meeting held on 27th March, 2026. The Issue opened on 10th April 2026 and Closed on 30th April 2026. The Rights Committee allotted 4,51,312 at the meeting held on 22nd May, 2026. The balance unpaid 26,39,910 shares will be forfeited after taking approval from the shareholders in the ensuing AGM.

H) The Share application amount of Rs.1,07,06,255 represents 18,99,942 shares who have paid share application money of Rs.2.50 per share amounting to Rs.47,49,855 and 11,91,280 shares who have paid Application and First Call money of Rs.5/- per share amounting to Rs.59,56,400. The total unpaid share is 30,91,222.

Note: 13 Other Equity

Particulars	As at March 31, 2026	As at March 31, 2025
Capital reserve	290.00	290.00
Any profit or loss on purchase, sale, issue or cancellation of the company's own equity instruments is transferred to capital reserve.		
Securities premium	2,420.90	2,421.17
This reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.		
Retained earnings	(530.23)	(783.08)
Retained earnings represents the cumulative undistributed profits of the Company and can be utilized in accordance with the provisions of the Companies Act, 2013.		
Other items of other comprehensive income	50.00	14.76
Total Other Equity	**2,230.68**	**1,942.86**

NON-CURRENT LIABILITIES

Note: 14 Non-Current - Borrowings

Particulars	As at March 31, 2026	As at March 31, 2025
(i)Term Loans		
(a) From others		
-Secured *	397.40	67.68
Less: Current Maturities from long term debts	(60.07)	(25.42)
- Unsecured		
Total	**337.33**	**42.27**

* Represents Vehicle loan, (Hypothecation of Vehicles) from HDFC Bank Limited by Adroit Infotech Ltd payable on 60 instalments (EMI 1.39 Lakhs) at the rate of interest @7.1% p.a. and Second Vehicle Loan (Hypothecation of Vehicles) taken by Verso from ICICI Bank Limited is payable on 60 instalments (EMI 1.20 Lakhs) at the rate of interest @8.75% p.a. The loan is secured by exclusive charge on the vehicle purchased by the Company.
* Represents term loan taken by Adroit Infotech Ltd from HDFC Bank Limited to buy Commercial Property and is payable on 84 instalments at the floating rate of interest @ 9% p.a (EMI 5.79 Lakhs) with Current rate (5.25%). Starting from 7th March 2026. The Primary Security Offered is MD's personal property, along with collateral security in the form of personal guarantee given by the MD.

Note -15 Leases

Company as a lessee

The Company has lease contracts mainly for buildings used in its operations. Lease of building (Adroit) has a lease term up to 2.5 years from date of transition whereas Verso up to 1.3 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

Particulars	Total Right of Use Asset
As at 01 April 2024	**40.33**
Additions	161.22
Deletions	(44,97)
Depreciation expense for the year	(36.67)
As at 31 March 2025	**119.91**
Additions	-
Deletions	-
Depreciation expense for the year	(46.06)
As at 31 March 2026	**73.84**

The aggregate depreciation expense on ROU assets is included under depreciation and amortisation expense in the Statement of Profit and Loss.

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

Lease liabilities included in the Ind AS Financial Statements:

Particulars	As at	
	31 March 2026	**31 March 2025**
Opening Balance	123.861	43.81
Additions	-	161.22
Deletions	-	(44.98)
Income from Closure of Lease Liabilities	-	(3.46)
Accretion of interest	10.34	7.93
Payment of lease liabilities	(53.80)	(40.66)
Closing Balance	**80.41**	**123.86**
Classification of lease liabilities		
Current	47.16	42.63
Non-current	33.25	81.24

The following are the amounts recognised in the Statement of Profit and Loss:

	For the year ended 31 March 2026	For the year ended 31 March 2025
Depreciation expense on right-of-use assets	46.06	36.67
Interest expense on lease liabilities	10.34	7.93
Total amount recognised in Statement of Profit and Loss:	**56.41**	**44.60**

The Company had total cash outflows for leases of Rs.53.80 in 31 March 2026 (31 March 2025: Rs. 40.66).

The table below provides details regarding the undiscounted contractual maturities of lease liabilities:

	As at	
	31 March 2026	31 March 2025
Within less than one year	55.68	52.96
Between one and five years	39.00	88.06
After more than five years	-	-
Total	**94.68**	**141.02**

Note: 16 Non-Current - Provisions

Particulars	As at March 31, 2026	As at March 31, 2025
Gratuity Payable *	129.66	39.32
Total	**129.66**	**39.32**
*Gratuity Calculation for the years ended as on March 31, 2026 & 2025 (Refer Note No. 32) * Includes deposit in LIC Gratuity Fund Amounting to Rs. 6.50 Lakhs		

Note: 17 Other Non - Current Liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Non-Other Financial Liability *	60.13	-
Total	**60.13**	-
*Payable for Commercial property Purchased (Refer Note No. 13)		

CURRENT LIABILITIES

Note: 18 Borrowings Current

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Cash Credits		
(a) From Banks		
-Secured *	2,167.63	1,427.61
-Unsecured		
Current Maturities from long term debts	60.07	28.42
Total	**2,227.71**	**1,456.03**
* Cash Credit includes loan taken by Adroit Infotech Ltd, secured by way of hypothecation of all chargeable current assets of the Adroit Infotech Ltd., and including the receivables, and by a first charge on the movable fixed assets of the Company. The Facility carries Interest at 12.50% per annum. The loan was renewed on 30 October 2025.		

Note: 19 Current - Trade Payable

Particulars	As at March 31, 2026	As at March 31, 2025
CURRENT		
Other than MSMEs		
-Trade Payables	280.02	208.80
-Other Trade Payables (Consultants)	131.24	20.29
MSME's -Trade Payables	3.67	5.85
Total	**414.93**	**234.94**
Trade payables ageing schedule for the years ended as on March 31, 2026 & 2025 (Refer Note No. 37)		

Note: 20 Current - Provisions

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for Employees benefit	33.43	31.47
Gratuity Payables *	11.14	12.89
Total	**44.57**	**44.36**
* Gratuity Calculation for the years ended as on March 31, 2026 & 2025 (Refer Note No. 32) * Includes deposit in LIC Gratuity Fund Amounting to Rs. 6.50 Lakhs		

Note: 21 Current Tax Liabilities (Net)

Particulars	As at March 31, 2026	As at March 31, 2025
Current Tax payable	132.51	35.30
Total	**132.51**	**35.30**

Note: 22 Other Liabilities Current

Particulars	As at March 31, 2026	As at March 31, 2025
Statutory dues Payable	204.89	115.06
Dividend Distribution Tax Payable	15.63	15.63
Other Provisions	8.63	8.10
Other payables	3.70	28.22
Total	**232.85**	**167.01**

Note: 23 Revenue from Operations

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Revenue from sale of Services*	4,865.82	3,171.22
Total	**4,865.82**	**3,171.22**

** Note: Revenue includes both domestic and overseas net of taxes if any.*

** Operating segment information: The Group operates in a single business segment being 'Information Technology Services'. Geographical revenue breakdown (consolidated): India Rs. 2014.66 Lakhs (PY: Rs. 1483.68 Lakhs); Outside India Rs. 2851.46 Lakhs (PY: Rs. 1086.34 Lakhs).*

Note: 24 Other Income

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Interest Income on fixed deposit	265.29	128.45
Foreign Currency Gain & Loss	20.65	27.18
Other Income *	34.77	64.31
Total	**320.71**	**219.94**

* The Other Income consist of write back off 13.69 Lakhs in Adroit USA.

* The intangible asset held in development S4/HANA was sold to subsidiary company Verso Altima for an amount of Rs.242.88 lakhs on 31st March, 2026. The sale was done at arm's length. All the compliance was taken into account in the transaction under Companies Act, 2013 and SEBI regulations.

Note: 25 Employees' Benefit Expenses

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Salaries and wages *	2,427.83	2,003.64
Directors Remuneration	136.22	135.73
Staff welfare Expenses	1.45	1.08
Employee Benefits & Provident Fund Expenses	122.78	77.99
Total	**2,688.27**	**2,218.43**

* Includes salary amounting to 239.55 Lakhs for the year ended 31st March,2026 (308.99 Lakhs: 31st March, 2025) for Managerial Remuneration. (Refer Note: 31)

Note: 26 Finance Cost

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Interest on cash credit and Term loan Expenses	165.21	87.06
Bank Charges	0.97	0.84
Total	**166.17**	**87.90**

Note: 27 Depreciation and Amortization Expenses

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Depreciation / Amortization for the year		
Depreciation on PPE	170.22	141.67
Right of Use of Assets	46.06	36.67
Total	**216.29**	**178.34**

Note: 28 Other Expenses

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Advertisement Expenditure	1.36	1.48
Administrative Expenses	1.60	-
Amount Written Off **	261.19	323.70
Annual Listing Fee, Custody Fee & Demat Charges	8.36	14.01
Application, Certification Charges & Other Fees	7.96	0.48
Audit Fee	8.31	2.50
Business Promotion Expenses	45.06	13.60
Commission Charges	2.80	3.00
Director Sitting FEE	0.85	-
Electricity charges	9.83	10.89
ESOP Charges ***	4.00	-
Fee & Charges	2.10	-
Fuel and Diesel	1.84	0.92
Foreign Exchange Fluctuations	14.74	2.93
Foreign Travelling & Boarding Exp	3.51	18.28
Insurance Expenses	21.88	15.64
Internet Expenses / Telephone Expenses	6.17	6.04
Legal, License & Renewal fee	21.77	12.89
Laptop Rent/Accessories Exp	3.23	-
Miscellaneous Expenses	1.28	3.74
Office Maintenance	13.23	1.42
Office Rent *	20.63	12.35
Placement and Training Charges	3.58	110.16
Printing and Stationery	3.51	1.13
Professional Consultancy Fee	1,092.14	419.12
Rates and Taxes	0.29	48.40
Repairs and Maintenance	7.05	6.60
ROC Compliance and Filing Fee	1.26	0.30
Software Renewal Fee	9.89	4.63
Travelling and Conveyance Expenses	25.37	11.36
Vehicle Maintenance	2.27	1.19
Visa Expenses	1.59	0.11
Other Admin Expenses	36.20	64.18
Total	**1,644.83**	**1,111.05**

* Includes Rent Paid to Director and Relative of Director amounting to 19.30 Lakhs for the year ended 31st March,2026 (19.30 Lakhs: 31st March 2025) for Rent (Refer Note: 31)

** Amount written off Includes amounting to 198.34 Adroit India & 41.55 Lakhs from Adroit USA for the year ended 31st March,2026 (323.70 Lakhs 31st March 2025) for receivable from branch (Refer Note: 31)

*** The company has received in-principle approval from BSE & NSE. The ESOP process will be completed in the financial year 2026-2027.

(I) Exceptional Items

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Cost of Acquisition Payable write back	-	293.17
Payable Write back	-	77.64
Total	**-**	**370.81**

(ii) Actuarial loss/(gain) on defined benefit obligation

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Gratuity Exp as per Actuary Report	50.00	14.76
Total	**50.00**	**14.76**

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Note: 29
Auditors Remuneration:

Particulars	For the Year 2025-2026 Rs. In Lakhs	For the Year 2024-2025 Rs. In Lakhs
a) Statutory Auditor		
Audit Fee	2.00	2.00
Certification & Fees for other Services	0.50	0.50
Total	**2.50**	**2.50**

Note: 30
Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.
Under the Micro, Small and Medium Enterprises Development act, 2006(MSMED) which came into force from Oct 2, 2006, certain disclosures are required to be made relating to MSMED. On the basis of information and records available with the Group, the following disclosures are made for the amounts due to the micro and small enterprises.

S. No.	Particulars	As at March 31, 2026	As at March 31, 2025
1	Principal amount due to any supplier as at the year end.	3.67	5.85
2	Interest due on the principal amount unpaid at the year end to any supplier.	-	-
3	Amount of interest paid by the Group in terms of Sec-16 of the MSMED, along with the amount of the payment made to the suppliers beyond the appointed day during the accounting year.	-	-
4	Payment made to the enterprises beyond appointed date under section 16 of MSMED	-	-
5	Amount of interest due and payable for the period of delay in making payment, which has been paid but beyond the appointed day during the year, but without adding the interest specified under MSMED.	-	-
6	Amount of interest accrued and remaining unpaid at the end of each accounting year and	-	-
7	Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above or actually paid to the small enterprises, for the purpose of disallowance as deductible expenditure U/S 23 of MSMED.	-	-

Note: 31
Related Party disclosures under IND AS – 24.
The List of Related Parties as identified by the management is as under:

1) Subsidiaries of the Company having significant Influence
a) Verso Altima India Pvt Ltd. (holds 100% voting power as at 31 March 2026)
b) Adroit Infotech US Inc (Upto 22nd July 2025) *

c) Adroit Infotech LLC FZ (holds 100% voting power as at 31 March 2026)
d) Verso Altima India PTE Ltd. (holds 100% voting power as at 31 March 2026)
2) Branch of the Company having significant Influence
Adroit Infotech Limited USA (holds 100% voting power as at 31 March 2026)
3) Companies in which directors are interested
a) Soft Point Technologies Private Limited
b) Jokeman Media And Entertainment Private Limited
4) Key Management Personnel (KMP) of the Company
a) Sudhakiran Reddy Sunkerneni Managing Director
b) Satish Yadav-Group Chief Operating Officer,
c) Naveen Naidu-Group Chief Executive Officer,
d) B Ravichandra Rao - Chief Financial Officer
e) Piyush Prajapati – Company Secretary & Compliance Officer
f) Kanthi Reddy Sunkerneni – Director of Adroit
5) Relative of KMP, having transactions with the Company -NIL
*The Board of Directors in their meeting held on 22nd July 2025 has decided to close the subsidiary company "Adroit Infotech US Inc". The necessary formalities are under progress in this connection.

Following transactions were carried out with related parties in the ordinary course of business during the year 2025-26

(INR in Lakhs)

S. No	Description	Subsidiaries	Parties having Significant Influence	KMP	Total
1	Managerial Remuneration	-	-	375.77	**375.77**
2	Other Expenses (Rent Paid)	-	-	19.30	**19.30**
3	Amount Repaid to Parties	-	66.00	92.10	**158.10**
4	Amount Received from Parties	-	66.00	80.10	**155.10**
5	Amount Repaid	-	84.35	-	**84.35**

Following transactions were carried out with related parties in the ordinary course of business during the previous year 2024-25.

(INR in Lakhs)

S. No	Description	Subsidiaries	Parties having Significant Influence	KMP	Total
1	Managerial Remuneration	-	-	444.72	**444.72**
2	Other Expenses (Rent Paid)	-	-	19.30	**19.30**
3	Amount Repaid to Parties	-	-	489.52	**489.52**
4	Amount Received from Parties	-	-	474.17	**474.17**
5	Services Received	-	284.35	-	**284.35**
6	Loan Return Back	-	77.64	-	**77.64**
7	Expenses Incurred on behalf of the Company	-	-	0.04	**0.04**
8	Security Deposit Given	-	-	4.50	**4.50**

Balances Outstanding with related parties are as follows:

Particulars	31 March 2026	31 March 2025
Rent Payable	1.47	0.96
Managerial Remuneration	3.62	5.50

Managerial remuneration excludes unallocated bonus and gratuity provisions recognized for the Key Managerial Personnel (KMP). Based on the recommendation of the Nomination, Remuneration and Compensation Committee, all decisions relating to the remuneration of the Directories of the Company, are in accordance with shareholder's approval, wherever necessary.

Terms and Conditions of transactions with Related Parties:

The sale to related parties is made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free.

For the year ended March 31, 2026, the Group has not recorded any impairment of receivables relating to amounts owed by related parties.
This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Note: 32
Defined Benefit Plan
The Group provides its employees with benefits under a defined benefit plan, referred to as the “Gratuity Plan”. The Gratuity Plan entitles an employee, who has rendered at least five years of continuous service, to receive 15 days salary for each year of completed service (service of six months and above is rounded off as one year) at the time of retirement / exit.

Reconciliation of opening and closing balances of the present value of the defined benefit obligations: Adroit Infotech Ltd.

(INR in Lakhs)

S. No.	Parties	Gratuity (Funded Plan) as on	
		31-Mar-26	31-Mar-2025
1	**Changes in Present Value of Obligation**		
1.1	Present Value of Obligation at start:	17.88	7.89
1.2	Acquisition adjustment	-	-
1.3	Interest Cost	1.19	0.56
1.4	Past Service Cost	-	-
1.5	Current Service Cost	3.00	1.86
1.6	Curtailment Cost / (Credit)	-	-
1.7	Settlement Cost / (Credit)	-	-
1.8	Benefits paid	-	-
1.9	Actuarial (gain)/ loss on obligations	3.63	7.57
	Present Value of Obligation at end	25.71	17.88
2	**Bifurcation of Accrued Liability**		
2.1	Current Liability (Short term)	3.41	8.91
2.2	Non-Current Liability (Long term)	22.30	8.97
2.3	Total Accrued Total Liability	25.71	17.88
3	**Changes in the Fair Value of Plan Assets**		
3.1	Fair Value of Plan Assets at the start:	5.08	-
3.2	Acquisition Adjustments	(0.01)	0.27
3.3	Expected Return on Plan Assets	0.54	-
3.4	Contributions	6.00	4.56
3.5	Benefits paid	-	-
3.6	Actuarial Gain /(loss)	(0.02)	0.25
3.7	Fair Value of Plan Assets at the end	11.59	5.08
4	**Change in the effect of Asset Ceiling**		
4.1	Effect of Asset Ceiling at the beginning	-	-
4.2	Interest Expense or Cost (to the extent not recognized in net interest expense)	-	-
4.3	Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling	-	-
4.4	Effect of Asset Ceiling at the end	-	-
5	**Expenses to be Recognized in P&L A/c**		
5.1	Current Service Cost	3.00	1.86
5.2	Past Service Cost	-	-
5.3	Interest Cost	1.19	0.56
5.4	Expected Return on Plan Assets	(0.54)	-
5.5	Expenses to be recognized in P&L A/c	3.66	2.42
6	**Other Comprehensive Income**		
6.1	Actuarial (gain)/ loss on obligations - change in financial assumptions	-	-
6.2	Actuarial (gain)/ loss on obligations - change in demographic assumptions	-	-
6.3	Actuarial (gain)/ loss on obligations - experience variance (i.e. Actual experience vs	3.63	7.57

	assumptions)		
6.4	Total Actuarial (gain)/ loss on obligations	3.63	7.57
6.5	Actuarial Gain /(loss) on Plan Assets	(0.023)	0.25
6.6	Total OCI	3.66	7.32
7.1	Return on plan assets, excluding amount recognized in net interest expense	-	-
7.2	Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling	-	-
7.3	Components of defined benefit costs recognized in other comprehensive income	-	-
8	**Major categories of Plan Assets (as % of Total Plan Assets)**		
8.1	Government of India securities	-	-
8.2	State Government securities	-	-
8.3	High quality corporate bonds	-	-
8.4	Equity shares of listed companies	-	-
8.5	Property	-	-
8.6	Special Deposit Scheme	-	-
8.7	Funds managed by Insurer	-	-
8.8	Bank balance	-	-
8.9	Other Investments	-	-
	Total	-	-
9	**Actuarial Assumptions**		
9.1	I have used actuarial assumptions selected by the Company. The Company has been advised that the assumptions need to be set up based on Para 144 of Ind AS19.		
	principal financial assumptions		
9.2	Discount rate (per annum)	7.40%	6.68%
9.3	Salary Growth rate (per annum)	6.00%	6.00%
9.4	Mortality Rate	100%	(% of IALM 2012-14)
9.5	Withdrawal		
	18-30	10.00%	10.00%
	31-40	5.00%	5.00%
	41 and above	1.00%	1.00%

Reconciliation of opening and closing balances of the present value of the defined benefit obligations: Verso Altima India Pvt Ltd.

(INR in Lakhs)

S.No.	**Parties**	**Gratuity (Funded Plan) as on**	
		31-Mar-26	**31-Mar-25**
1	**Changes in Present Value of Obligations**		
1.1	Present Value of Obligation as at the start:	39.41	18.91
1.2	Acquisition adjustment	-	-
1.3	Interest Cost	2.65	1.34
1.4	Past Service Cost	-	-
1.5	Current Service Cost	38.25	11.97
1.6	Curtailment Cost / (Credit)	-	-
1.7	Settlement Cost / (Credit)	-	-
1.8	Benefits paid	-	-
1.9	Actuarial (gain)/ loss on obligations	46.37	7.19
	Present Value of Obligation as at the end	126.67	39.41
2	Changes in the Fair value of Plan Assets	-	-
2.1	Fair Value of Plan Assets at the start:	-	-
2.2	Acquisition Adjustments	-	-
2.3	Expected Return on Plan Assets	-	-
2.4	Contributions	-	-
2.5	Benefits paid	-	-

2.6	Actuarial Gain /(loss)	-	-
2.7	Fair Value of Plan Assets at the end	-	-
3	Fair Value of Plan Assets		
3.1	Fair value of plan asset at the start	-	-
3.2	Acquisition Adjustments	-	-
3.3	Actual return on plan assets	-	-
3.4	Contributions	-	-
3.5	Benefits Paid	-	-
3.6	Present Value of Assets as at the end	-	-
3.7	Funded Status	-	-
4	**ACTUARIAL GAIN / LOSS RECOGNIZED**		
4.1	Actuarial gain/(loss) for the period - Obligation	-	-
4.2	Actuarial gain/(loss) for the period - Plan Assets	-	-
4.3	Total (gain) / loss for the period	-	-
4.4	Actuarial (gain) / loss recognized	-	-
4.5	Unrecognized actuarial (gains) / loss end	-	-
5	**AMOUNTS TO BE RECOGNIZED IN B/SHEET**		
5.1	Present Value of Obligation at the end	-	-
5.2	Fair Value of Plan Assets as at the end	-	-
5.3	Funded Status	-	-
5.4	Unrecognized Actuarial (gains) / losses	-	-
5.5	Net Asset / (Liability)	-	-
6	**EXPENSE RECOGNIZED IN P&L A/c**		
6.1	Current Service Cost	38.25	11.97
6.2	Past Service Cost	-	-
6.3	Interest Cost	2.65	1.34
6.4	Expected Return on Plan Assets	-	-
6.5	Curtailment Cost / (Credit)	-	-
6.6	Settlement Cost / (Credit)	-	-
6.7	Net actuarial (gain)/loss recognized	-	-
7	Expenses Recognized in P&L A/c	40.89	13.31
8	Bifurcation of Accrued Liability		
8.1	Current Liability	7.73	3.98
8.2	Non-Current Liability	118.94	35.44
8.3	Total Accrued Liability	126.67	39.41
	Financial Assumptions		
	Discount rate (per annum)	7.69%	6.71%
	Salary Growth rate (per annum)	4.00%	4.00%
	Mortality Rate (% of IALM 2012-14)	100%	100%
	Age at valuation date		
	18-30	10.00%	10.00%
	31-40	5.00%	5.00%
	41 and above	1.00%	1.00%

Note: 33 Earnings per Share (EPS) **(INR in Lakhs)**

S.No.	Particulars	Year Ended 31-03-2026	Year Ended 31-03-2025
1	Profit attributable to the Equity Share Holders (Rs in Lakhs)- A	329.87	68.83
2	No. of Equity Shares	5,41,77,208	5,41,77,208
	No. of Equity Shares Partly Paid B	30,91,222	30,91,222
3	Nominal Value of the Share (Rs.)	10	10
4	Basic / Weighted average number of Equity Shares – B	39,595,686	39,595,686

5	Earnings per Share (Rs.) – A/B*	0.52	0.14
6	Diluted Earnings Per Share (Rs)- A/(B+E)	0.52	0.14

Note: 34

As stipulated in Ind AS –36, the Company has assessed its potential of economic benefits of its business units and is of the view of that the assets employed in continuing business can generate adequate returns over their useful life in the usual course of its business. Refer Note no.3 of the financial statements relating to impairment of the PPE.

Note: 35

Financial risk factors

The Group's activities expose it to a variety of financial risks–market risk, credit risk and liquidity risk. The Group's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Group is foreign exchange risk. The Group has major exposure in US Dollars which is not hedge.

The Group's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. The gross carrying amount of a financial asset is written off (either partially or in full) when there is no realistic prospect of recovery.

i) Market risk

The Group operates internationally and a major portion of the business is transacted in several currencies and consequently the Group is exposed to foreign exchange risk through its sales and services in the United States and elsewhere. The exchange rate between the Indian Rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Group's operations are adversely affected as the Rupee appreciates / depreciates against these currencies.

The analysis of the foreign currency risk from financial assets and liabilities as at March 31, 2026 is as follows: (*INR in Lakhs)*

Particulars	Amount
Financial Assets	951.45
Financial Liabilities	-
Total	**951.45**

The analysis of the foreign currency risk from financial assets and liabilities as at March 31, 2025 is as follows: *(INR in Lakhs)*

Particulars	Amount
Financial Assets	676.28
Financial Liabilities	0
Total	**676.28**

Sensitivity analysis between Indian Rupee and US Dollar

Particulars	**Year ended March 31,**	
	2026	**2025**
Impact on the Group's incremental operating margins	0.05 to 0.10%	0.04 to 0.10%

Sensitivity analysis is computed based on the changes in the income and expenses in foreign currency upon conversion into functional currency. This is due to exchange rate fluctuations between the previous reporting period and the current reporting period

ii.) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. The Group does not enter any interest rate swaps.

iii.) Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹ 1,824.54 Lacs and ₹ 1,313.32 Lacs as at March 31, 2026 and March 31, 2025, respectively. Trade receivables are typically unsecured and are derived from revenue from customers majorly located in the US, South East Asia, Gulf and India. Credit risk has always been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of the customers to which the Group grants credit terms in the normal course of business. The Group uses simplified approach for determining to assess any required allowances. The Group's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. Management on regular basis keep track of receivables and provide board with reason for increase in trade receivables.

iv.) Credit risk exposure

The Group's credit period generally ranges from 60-120 days. The allowance for lifetime expected credit loss on customer balances recognized for the years ended March 31, 2026 and March 31, 2025 is Nil.

Credit risk on cash and cash equivalents is limited as the Group generally invests in deposits with banks and financial institutions with high ratings, assigned by international and domestic credit rating agencies. Ratings are monitored periodically and the Group has considered the latest available credit ratings as at the date of approval of these financial statements.

v.) Liquidity risk

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time.

The Group's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Group has no major outstanding borrowings. The Group believes that the working capital is sufficient to meet its current requirements. Further, on need basis Group raises from its shareholder for expanding business and acquisition purposes.

As at March 31, 2026, the Group had a working capital of ₹ 2,976.14 Lacs including cash and cash equivalents of ₹ 3,966.36 Lacs. Further, the Group has very limited loans in its portfolio which shows that the Group has ability to meet its liability from the funds generated from the Cash Flow activities of Business.

Note: 36

Trade Receivables-

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country, in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits, and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company's credit period for customers generally ranges from 60-90 days. The aging of trade receivables that are past due but not impaired is given below:

Ageing for Trade Receivables – outstanding as at March 31, 2026 is as follows						
Trade Receivables Ageing						
	Outstanding for following periods from the due date of payments					
Particulars	Less than 6 months	6 months-1 year	1-2 years	2-3 years	more than 3 years	Total
1. undisputed trade receivables considered good	1648.80	9.94	-	165.80	-	**1824.54**
2. undisputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	**-**
3. undisputed trade receivables- Credit impaired	-	-	-	-	-	**-**
4. Disputed trade receivables - considered good	-	-	-	-	-	**-**
5. Disputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	**-**
6. Disputed trade receivables- Credit impaired	-	-	-	-	-	**-**
Ageing for Trade Receivables – outstanding as at March 31, 2025 is as follows						
	Outstanding for following periods from the due date of payments					
Particulars	**Less than 6 months**	**6 months-1 year**	**1-2 years**	**2-3 years**	**more than 3 years**	**Total**
1. undisputed trade receivables considered good	901.10	238.14	174.09	-	-	**1313.32**
2. undisputed trade receivables- which have significant increase in	-	-	-	-	-	**-**

credit risk						
3. undisputed trade receivables- Credit impaired	-	-	-	-	-	-
4. Disputed trade receivables - considered good	-	-	-	-	-	-
5. Disputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	-
6. Disputed trade receivables- Credit impaired	-	-	-	-	-	-

Note: 37 Trade Payables

Ageing for trade payable outstanding as at March 31, 2026 is as follows:

Outstanding for following periods from due date of payments.

Trade payables ageing as at March 31, 2026						
	Outstanding for following periods from the due date of payments					
Particulars	Less than 6 months	6 mnts-1year	1-2 years	2-3 years	more than 3 years	Total
1. MSME	1.80	-	-	1.87	-	**3.67**
2. Others	352.69	42.14	13.10	3.31	-	**411.26**
3. Disputed dues –MSME	-	-	-	-	-	**-**
4. Disputed dues- Others	-	-	-	-	-	**-**

There is no interest due or outstanding on the dues to Micro, Small and Medium Enterprises (MSME). During the years ended March 31, 2026. This information has been determined to the extent such parties have been identified based on information available with the Company.

Ageing for trade payable outstanding as at March 31, 2025 is as follows:

Outstanding for following periods from due date of payments.

Trade payables ageing as at March 31, 2025						
	Outstanding for following periods from the due date of payments					
Particulars	Less than 6 months	6 mnts-1year	1-2 years	2-3 years	more than 3 years	Total
1. MSME	4.09	0.08	1.68	-	-	**5.85**
2. Others	219.51	6.01	3.56			**229.09**
3. Disputed dues –MSME	-	-	-	-	-	**-**
4. Disputed dues- Others	-	-	-	-	-	**-**

There is no interest due or outstanding on the dues to Micro, Small and Medium Enterprises (MSME). During the years ended March 31, 2025. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

Note: 38 Capital management

The Group's policy is to maintain a stable capital base to maintain investor, creditor, and market confidence and to sustain future development of the business. Management monitors capital based on return on capital employed as well as the debt to total equity ratio.

For the purpose of debt to total equity ratio, debt considered is long-term and short-term borrowings. Total equity comprises of issued share capital and all other equity reserves excluding Debenture Redemption Reserve.

Note 39 Principles of consolidation:

These Consolidated Financial Statements (CFS) are prepared on the following basis in accordance with Ind AS on "Consolidated Financial Statements" (Ind AS – 110), "Investments in Associates and Joint Ventures" (Ind AS – 28) and "Disclosure of interest in other entities" (Ind AS – 112), specified under Section 133 of the Companies Act, 2013.

(i) Subsidiaries:

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

(ii) Non-controlling interest (NCI):
NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition. Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

(iii) Loss of control:
When the Group loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognized in profit or loss.

(iv) Equity accounted investees:
The Group's interests in equity accounted investees comprise interest in associates. An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies.

Interest in associates is accounted for using equity method. They are initially recognized at cost which includes transaction costs. Subsequent to initial recognition, consolidated financial statements include the Group's share of profit or loss and OCI of equity accounted investees until the date on which significant influence or joint control ceases.
(v). Transactions eliminated on consolidation:
The financial statements of the Holding Company, its Subsidiaries and Associates used in the consolidation procedure are drawn up to the same reporting date i.e., March 31, 2026.

The financial statements of the Holding Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses. Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

The Consolidated Financial Statements are comprised of the financial statements of the members of the Group as under:

Name of the Company	**% of Shareholding and voting power**	
	As at 31st March 2026	**As at 31st March 2025**
Subsidiaries:		
1. Verso Altima India Private Limited	100%	100%
2 Adroit Infotech LLC FZ	100%	100%
3. Verso Altima PTE Limited Singapore	100%	100%
4. Adroit Infotech US Inc. (Upto 22nd July 2025)	100%	100%

Note 40 Corporate Social Responsibility:
The Group is not required to spend towards Corporate Social Responsibility (CSR) as per Section 135 of the Companies Act, 2013, since the Group is within the threshold limit given as per the provisions of the Act.

Note 41
Details of foreign exchange Inflow or Out flow during the year:
Earnings/Expenses in Foreign currency:

Particulars	**For the year ended 31st March 2026**	**For the year ended 31st March 2025**
Sales and Services	2851.16	1701.29
Foreign Expenses	3.51	18.28

Note 42
The Company is in the process of obtaining confirmations for the Balances of Trade Payables, Trade receivables, Advances from the Customers and other balances.

Note: 43

Particulars	**As at 31st March 2026**	**As at 31st March 2025**
Applicable tax rate	25.17	25.17

Note: 44

Contingent Liabilities (IndAS-37)

Contingent liabilities/claims not provided for:

The Company has not received any notice nor there is any pending cases against the company, hence no contingent liabilities during the financial year 2025-2026.

NOTE: 45

Financial Ratios 2025-2026

No	Particulars	Year Ended 31-03-2026	Year Ended 31-03-2025	Variance
a	Current Ratio (Current Assets / Current Liabilities)	1.96	2.24	-26%
b	Debt-Equity Ratio, (Non- Current Borrowings+ Current Borrowings)/Total Equity	0.34	0.20	65%
c	Return on Equity Ratio ROE = (Net Earnings / Shareholders' Equity) x 100	4.31	0.94	361%
d	Trade Receivables turnover ratio (Sales (net of discounts) / Average Trade Receivables)	3.10	2.41	28%
e	Net capital turnover ratio (Net annual sales / Working capital) the working capital is calculated by subtracting a company's current liabilities from its current assets	1.63	0.98	67%
f	Net profit ratio Net profit after Tax / Net sales) x 100	6.78	2.17	212%
g	Return on Capital employed, (Earnings before interest and taxes (EBIT), by capital employed) " Capital Employed = Total Assets - Current Liabilities	8.19%	4.49%	82%

Reason for Variance more than 25%:

a. Decrease in current ratio is majorly due to increase in borrowings during the year when compare to Previous Year.
b. Increase in Debt-Equity Ratio is majorly due to increase in loans when compare to Previous Year, share capital being same in both the years.
c. Increase in Return on Equity Ratio is due to increase in profit in the Current Year when compare to Previous Year with the same amount of Equity Share capital.
d. Increase in Trade receivable ratio is majorly due to increase in Revenue during the year.
e. Increase in net capital turnover ratio is due to increase in sales and decrease in working capital.
f. Increase in Net Profit Ratio is due to decrease in profit in the current year when compared to previous year.
g. Increase in Return on Capital Employed due to Increase in EBIT when compare to Previous Year.

Financial Ratios 2024-2025

No	**Particulars**	**Year Ended 31-03-2025**	**Year Ended 31-03-2024**	**Variance**
a	Current Ratio (Current Assets / Current Liabilities)	1.60	2.53	-36.70%
b	Debt-Equity Ratio, (Non- Current Borrowings+ Current Borrowings)/Total Equity	0.20	0.09	125.78%
c	Return on Equity Ratio ROE = (Net Earnings / Shareholders' Equity) x 100	0.94	8.97	(89.57%)
d	Trade Receivables turnover ratio (Sales (net of discounts) / Average Trade Receivables)	2.41	2.16	32.15%
e	Net capital turnover ratio (Net annual sales / Working capital) the working capital is calculated by subtracting a company's current liabilities from its current assets	2.62	2.53	4.85%
f	Net profit ratio Net profit after Tax / Net sales) x 100	2.17	12.05	(81.99) %

g	Return on Capital employed, (Earnings before interest and taxes (EBIT), by capital employed) " Capital Employed = Total Assets - Current Liabilities	4.49%	13.03%	(65.51%)

Reason for Variance more than 25%:

a. Decrease in current ratio is majorly due to increase in Deposit and increase in borrowings during the year when compare to Previous Year.
b. Increase in Debt-Equity Ratio is majorly due to increase in loans when compare to Previous Year.
c. Decrease in Return on Equity Ratio is majorly due to increase in Equity Share capital and decrease in profitability in the Current Year when compare to Previous Year.
d. Increase in Trade receivable ratio is majorly due to increase in Revenue during the year. Decrease in Net Profit Ratio is majorly due to decrease in profit when compare to Previous Year.
f. Decrease in Net Profit Ratio is majorly due to decrease in profit in the current year when compared to previous year.
g. Decrease in Return on Capital Employed due to Increase in Equity Share capital when compare to Previous Year.

Note 46 Title deeds of immovable properties

The title deeds of all the immovable properties, as disclosed in the financial statements, are held in the name of the company.

Note 47 Valuation of Property Plant & Equipment, intangible asset

The Company has not revalued its property, plant and equipment or intangible assets or both during the current or previous year.

Note 48 Loans or advances to specified persons

The company has also granted loan to the promoter and promoter relatives amounting to Rs. 466.68 Lakhs which was repaid during the year. No other loans or advances in the nature of loans are granted to promoters, directors, KMPS and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

Note 49 Details of benami property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder

Note 50 Borrowing secured against current assets

The Company has borrowings from banks on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of accounts.

Note 51 Willful defaulter

The Company has not been declared willful defaulter by any bank or financial institution or other lender.

Note 52 Relationship with struck off companies

The Company has no transactions with the companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

Note 53 Registration of charges or satisfaction with Registrar of Companies (ROC)

There are no charges or satisfaction yet to be registered with Registrar of Companies (ROC) beyond the statutory period.

Note 54 Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under the Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of layers) Rules, 2017.

Note 55 Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

Note 56 Utilization of borrowed funds and share premium

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities (“Intermediaries”) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

Note 57 Undisclosed income

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

Note 58 Details of crypto currency or virtual currency

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

Note 59 Utilization of borrowings availed from banks and financial institutions

The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such loans were taken.

Note 60 Additional information pursuant to Schedule III to the Companies Act, 2013 for the year ended 31-3-2026 and for the year ended 31-3-2025:

For the year ended 31 March 2026

Name of the entity	Net Assets, i.e., Total Assets minus Total Liabilities		Share in Profit or (Loss)/ Total Comprehensive Income		Share in other comprehensive Income	
	As % of consolidated net Assets	Amount (INR in Lakhs)	As % of consolidated net profit & Loss	Amount (INR in Lakhs)	As % of consolidated Other Comprehensive Income	Amount (INR in Lakhs)
Parent Company						
Adriot Infotech Limited	91.28%	6,981.40	-23.42%	- 77.49	7.26%	3.63
Indian Subsidiaries						
Verso Altima Private Limited	8.64%	660.56	95.24%	315.21	92.74%	46.37
Foreign Subsidiaries:						
Adroit Infotech LLC FZ UAE, Verso PTE Singapore	0.08%	121.14	28.17%	93.24	0%	-
Total Subsidiaries		**781.70**		**330.96**		**50.00**
CFS adjustment and elimination	-1.50%	-114.7	0%	51.09	0%	-
Total		**7,648.40**		**279.87**		**50.00**

For the year ended 31 March 2025

Name of the entity	Net Assets, i.e., Total Assets minus Total Liabilities		Share in Profit or (Loss)/ Total Comprehensive Income		Share in other comprehensive Income	
	As % of consolidated net Assets	Amount (INR in Lakhs)	As % of consolidated net profit & Loss	Amount (INR in Lakhs)	As % of consolidated Other Comprehensive Income	Amount (INR in Lakhs)
Parent Company						
Adroit Infotech Limited	95.85%	7,055.48	-3.61%	-1.95	51.29%	7.57
Indian Subsidiaries						
Verso Altima Private Limited	4.71%	346.39	119.25%	64.48	48.71%	7.19
Foreign Subsidiaries:						
Adroit Infotech US, INC,UAE	0.27%	20.22	-15.65%	-8.46	0%	0
Total Subsidiaries		**366.61**		**56.02**		**7.19**
CFS adjustment and	-0.84%	-61.51	0%	0	0%	0

elimination			
Total	**7,360.58**	**54.07**	**14.76**

Note 61 Business Combinations and intangible assets:
There were no acquisitions of controlling interest during the year ended March 31, 2026 and year ended March 31,2025.

During FY 2022–23, the Company acquired Verso Altima Private Limited in accordance with a Share Purchase Agreement. As per the terms of the agreement, the consideration for the acquisition was contingent upon the achievement of specified operational targets and was payable over a defined period, with the final installment scheduled for FY 2024–25.

Following a comprehensive assessment of Verso Altima's operational performance, management determined that the stipulated conditions were not met. Accordingly, the contingent consideration no longer represented a liability and was reversed during the year. This reversal was recognized as income, in compliance with applicable accounting standards.

As per the principles of Ind AS 103 – Business Combinations, any contingent consideration that ceases to qualify as a financial liability should be derecognized, with the corresponding impact recorded in profit or loss. The accounting treatment adopted by the Company aligns with the guidance under Ind AS 103 and is considered appropriate under the applicable financial reporting framework and the Income earned has been recorded as exceptional item since there occurrence of this type of transaction is low.

Note: 62 Other notes-

a) The management has represented that, to the best of its knowledge and belief, 31 March 2026, to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the 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 ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries

b) The management has represented that, to the best of its knowledge and belief, 31 March 2026 to the consolidated financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the 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; and.

c) The company does not require submitting any statements for the Overdraft facility availed. Therefore, no disclosure in this regard has been made in the financial statement.

Note: 63 Subsequent Events

The company has given one more opportunity to the 3091222 shares to those shareholders who didn't pay either Final Call/First and Final Call in the Right issue committee meeting held on 27th March, 2026. The issue commenced on 10th April, 2026 and ended on 30th April, 2026. The company allotted 451312 shares on 22nd May, 2026 through this issue.

Note 64: Audit Trail

The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, inserted by the Companies (Accounts) Amendment Rules 2021. Companies using accounting software for maintaining their books of account shall use only such software that includes:

- A feature for recording an audit trail of each and every transaction
- Creation of an edit log for each change made in the books of account, along with the date of such changes
- Assurance that the audit trail cannot be disabled Company's Implementation
- The Company uses accounting software for maintaining its books of account.
- For the year ended March 31, 2026:
- The feature of recording audit trail (edit log) was enabled at the database level to log direct data changes.
- Logs were maintained on daily basis.
- Consequently, audit trail logs are available for the period April 1, 2025 to March 31, 2026.

Note 1. Consolidated Significant Accounting Policies

1.1 Revenue recognition
The Group offers SAP related solutions which also comprises of complete range of network solutions like, Network Management Services and Enterprise Mailing Solutions etc., and derives revenues primarily from business IT services comprising of software development and related services, consulting, and package implementation.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.
Revenue from Online information and database access or retrieval recognized as the service is performed based on actual usage of the company network in accordance with contractual obligation and is recorded net of Goods &service tax

Company provided specialised features to the subscribers which entitles them to access the network of the company, in such case the revenue is recognised when such features are activated and used by the subscriber.

a) Segment wise revenue details

For the year ended 31 March 2026					
Segment	Revenue as per Ind AS 115			Other revenue	Total as per statement of PL
	Domestic	Foreign	Total		
IT	2,014.64	2,851.18	4,865.82	320.71	5,186.53

For the year ended 31 March 2025					
Segment	Revenue as per Ind AS 115			Other revenue	Total as per statement of PL
	Domestic	Foreign	Total		
IT	1,469.93	1,701.29	3,171.22	219.94	3,391.16

b) Outstanding performance and Time for its expected conversion into Revenue: (INR in Lakhs)

Outstanding Performance	**Time for expected conversion to revenue**						
	Total	**Upto 1 years**	**1 to 2 years**	**2 to 3 years**	**3 to 4 years**	**4 to 5 years**	**beyond 5 year**
As at March 31, 2026	942.11	942.11	-	-	-	-	-
As at March 31, 2025	1061.70	1061.70	-	-	-	-	-

c) The Customers Contributes more than 10% of Total Sales – 1 customer amounting to Rs. 924.49 Lakhs.

Products and platforms:
The Group offers a complete range of network solutions like Internet, Network Management Services, Data Centre and Colocation Services and Enterprise Mailing Solutions etc., and derives revenues in the way of sale of products, sale of VOIP Telephones and by way of provision of Bandwidth Services, Web Solutions &ITES (Exports).

Revenue includes only the gross inflows of economic benefits received a receivable by the entity on its own account. Amounts collected on behalf of third parties such as sales taxes, goods and services taxes and value added taxes are not economic benefits which flow to the entity and do not result in increases in equity. The group presents revenues net of taxes in its statement of Profit and Loss.

Other Income
Other income is comprised primarily of interest income, Rental income and exchange gain / loss on translation of other assets and liabilities. Interest income is recognized using the effective interest method.

1.2 Leases
Effective 1 April 2019, the group adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on 1 April 2019 using the modified retrospective method. Comparatives as at and for the year ended 31 March 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies applicable for previous year, The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or

assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement. Lessee Policy effective 1 April 2019 the Group's lease asset classes primarily consist of leases for Land, buildings and colocations spaces. The group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:(i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Group recognized Right use Asset and Lease Liability value of Rs. Nil in the year 2025-2026.

1.3 Business Combination
Common control business combination is accounted using the pooling of interest method where the Company is transferee. Assets and liabilities of the combining entities are reflected at their carrying amounts and no new asset or liability is recognized. Identity of reserves of the transferor company is preserved by reflecting them in the same form in the Company's financial statements in which they appeared in the financial statements of the transferor company. The excess between the amount of consideration paid over the share capital of the transferor company is recognized as a negative amount and the same is disclosed as capital reserve on business combination. The financial information in the financial statements in respect of prior periods is restated from the beginning of the preceding period in the financial statements if the business combination date is prior to that date. However, if business combination date is after that date, the financial information in the financial statements is restated from the date of business combination. The gain/loss net of tax on transfer of business within common control entities is recognized in the statement of profit and loss account by the transferor entity.

1.4 Foreign currency Transactions. Functional currency
In preparing the financial statements of the Group, transactions in currencies other than the Group's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

Transactions and translations
Transactions denominated in foreign currencies are recorded at the exchange rates prevailing at the time of the transaction Foreign-currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

Exchange difference on monetary items is recognised in the Statement of Profit and Loss in the period in which it arises except for

a) Exchange difference on foreign currency borrowings relating to depreciable capital asset is included in cost of assets.
b) Exchange difference on foreign currency transactions, on which receipt and/ or payments is not planned, initially recognised in Other Income, and reclassified from Equity to profit and loss on repayment of the monetary items.

The results and financial position of foreign operations with functional currency different from the presentation currency, are translated into the presentation currency as follows:

a) Assets and liabilities for each consolidated statement of financial position presented are translated at the closing rate at the date of that consolidated statement of financial position;
b) Income and expenses for each consolidated statement of comprehensive income are translated at average exchange rates (unless average rate is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
c) All resulting exchange differences are recognised in other income.

1.5 Borrowing costs
Borrowing costs are recognized as an expense in the year in which they are incurred. Borrowing cost includes interest incurred in connection with the arrangement of borrowings to the extent they are regarded as an adjustment to the interest cost.
1.6 Taxes on Income Tax and Deferred Tax
Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Provision for income tax is made based on taxable income for the year at the current rates.

Deferred tax represents the effect of temporary difference between carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable income. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred tax liabilities are generally accounted for all taxable temporary differences. Deferred tax asset is recognised for all deductible temporary differences, carried forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which such deductible temporary differences can be utilised.

The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets/ liabilities are not recognised for initial recognition of Goodwill or on an asset or liability in a transaction that is not a business combination and at the time of transaction affects neither the accounting profit nor taxable profit or loss. MAT credit is recognised as an asset, only if it is probable that the Group will pay normal income tax during the Specified period.

1.7 Earnings per share
Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the group and includes post tax effect of any exceptional item by the weighted average number of equity shares outstanding during the period excluding the shares owned by the Trust, outstanding during the period.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the group by the weighted average number of equity shares considered for deriving basic earnings per equity share and the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e., the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

1.8 Property, plant, and equipment (PPE)
Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. The Group identifies and determines separate useful lives for each major component of the property, plant and equipment, if they have a useful life that is materially different from that of the asset as a whole.

Cost of an item of PPE comprises of its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and present value of estimated costs of dismantling and removing the item and restoring the site on which It is located.

Expenses on existing property, plant and equipment, including day-to-day repairs, maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the year during which such expenses are incurred. Gains or losses arising from de recognition of assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not ready to use before such date are disclosed under ‘Capital work-in-progress’. Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with these will flow to the group and the cost of the item can be measured reliably.

1.9 Depreciation

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life as per Ind AS 16 and is provided on a Reduced Balance Method basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment. Depreciable amount for PPE is the cost of PPE less its estimated residual value. The useful life of PPE is the period over which PPE is expected to be available for use by the Group, or the number of production or similar units expected to be obtained from the asset by the Group. Such classes of assets and their estimated useful lives are as under

Particulars	Useful life (in yrs)
Buildings & Temp Structure	03
Plant and Machinery	15
Furniture & Fixtures	10
Office Equipment – Others	05
Vehicles	08

1.10 Intangible assets and amortization.

1. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Cost includes all direct costs relating to acquisition of Intangible assets and borrowing cost relating to qualifying assets.

2. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

3. There are no intangible assets assessed with indefinite use full life. The life of amortisation of the intangible assets is as follows.

Intangible Assets others & Intangible Assets Under Development.	10 years
Software	10 years

4. Intangible assets are amortized over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting year. The estimated useful life of an identifiable intangible asset is based on several 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. Amortization methods and useful lives are reviewed periodically including at each financial year end.

5. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss.

6. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized. Any gain or loss on disposal of an item of Intangible Assets is recognised in statement of profit and loss.

1.11 Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank and cash in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short term cash commitments.

1.12 Statement of Cash Flows (Cash Flow Statement)

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

1.13 Employee benefits.

1. Provident Fund: Employees of the Group receive benefits under the provident fund, a defined benefit plan. The employee and employer each make monthly contributions to the plan. A portion of the contribution is made to the provident fund trust managed by the Group or Government administered provident fund. The liability is actuarially determined (using the projected unit credit method) at the end of the year. The contributions are charged to the statement of profit and loss in the year when employee renders the related service. There are no other obligations other than the contribution payable to the respective authorities

2. Gratuity:
The Group provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Group. Liabilities regarding the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method.

3. Compensated Absences:
The Group has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by Estimation Basis.

4. The actuarial valuation is done at the end of the year. Actuarial gains/losses are immediately taken to statement of profit and loss and are not deferred.

1.15 Investments in Subsidiaries and Associates.
The Group's investment in its Subsidiaries and Associates are carried at cost.
1.16 Provisions.
1. A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.
2. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting issued, the increase in the provision due to the passage of time is recognized as a finance cost.

1.17 Financial instruments.
a. Recognition and Initial recognition
The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issues of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition.
A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that is directly attributable to its acquisition or issue.

b. Classification and Subsequent measurement financial assets.
On initial recognition, a financial asset is classified as measured at
– amortized cost;
– FVTPL
Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.
A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

– The asset is held within a business model whose objective is to hold assets 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. All financial assets not classified as measured at amortized cost as described above

are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment
The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- The stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash out flows or realizing cash flows through the sale of the assets;
- How the performance of the portfolio is evaluated and reported to the Group's management;
- The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- How managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- The frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.
Financial assets: Assessment* whether contractual cash flows are solely payments of principal and interest.

*For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- Contingent events that would change the amount or timing of cash flows;
- Terms that may adjust the contractual coupon rate, including variable interest rate features;
- Prepayment and extension features; and
- Terms that limits the Group's claim to cash flows from specified assets (e.g. non- recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual per amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses.
Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost: These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Financial liabilities:

Classification, Subsequent measurement and gains and losses.

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

Sr	Particulars	As at 31-3-2026	As at 31-3-2025
I	Measured at fair value through Profit or Loss (FVTPL)		
	Investment in equity instruments	-	-
II	Measured at amortised cost:		
	Loans	264.02	61.10
	Investment	2,146.34	1,592.86
	Trade receivables	1824.54	1313.32
	Cash and cash equivalents and bank balances	3,966.36	3,752.82
	Other Deposits	1.52	
III	Measured at fair value through Other comprehensive income (FVTOCI)		
	Investment in government securities, bonds and debentures	-	-
	Derivative financial instruments designated as cash flow hedges	-	-
	Embedded Derivatives designated as cash flow hedges	-	-

c. Derecognition.

<u>Financial assets</u>

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

<u>Financial liabilities</u>

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or lose.

d. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

e. Impairment

The Group recognizes loss allowances for expected credit losses on financial assets measured at amortized cost; At each reporting date, the Group assesses whether financial assets carried at amortized cost and debt securities at fair value through other comprehensive income (FVOCI) are credit impaired. A financial asset is ‘credit impaired’ when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit- impaired includes the following observable data:

- Significant financial difficulty of the borrower or issuer;
- The restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- It is probable that the borrower will enter bankruptcy or other financial reorganization; or
- The disappearance of an active market for a security because of financial difficulties.

The Group measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- Debt securities that are determined to have low credit risk at the reporting date; and
- Other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.
When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward- looking information.

Measurement of expected credit losses
Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e., the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

As per our report of even date.
for RAO & SHYAM
Chartered Accountants
Firm Registration Number: 006186S

Sd./-
Kandarp Kumar Dudhoria
Partner
Membership Number: 228416
UDIN: 26228416BCFJCY2125

for and on behalf of Adroit Infotech Limited

Sd./-
Sudhakiran Reddy Sunkerneni
Managing Director
DIN 01436242

Sd./-
Sridhar Pyata Reddy
Director
DIN 07268714

Sd./-
Ravichandra Rao Badanidiyoor
Chief Finance officer

Sd./-
Piyush Prajapati
Company secretary &
Membership No. A48320

Place: Hyderabad
Date: 22-May-2026

Consolidated Notes to the Financial Statement

Group overview &significant policy

Group over view

Adroit Infotech Limited ('the Company') is a Public Limited Company incorporated in India, registered under Companies Act 1956 having registered office at Plot No. 7A, MLA Colony, Road No. 12, Banjara Hills, Hyderabad TG 500034 IN and its securities listed has primary listings on the BSE Ltd. and National Stock Exchange of India Limited.

Adroit together with its subsidiaries are Specialist SAP Consulting Group, with close to two decades of experience in helping organizations significantly reduce costs and improve effectiveness and efficiency through internal process improvements using SAP products and solutions

B. Basis of preparation of financial statements

B.1. Statement of Compliance

These consolidated financial statements are prepared in accordance with the generally accepted accounting principles(GAAP) in India and in compliance with the Indian Accounting Standards (Ind AS) Specified under section 133 of the Companies Act 2013("the Act") read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, the Companies (Indian Accounting Standards) (Amendment) Rules, 2017 and other provisions to the Act, to the extent notified and applicable as well as applicable guidance notes and pronouncements of the Institute of Chartered Accountants of India (the ICAI).

The Consolidated financial statements were authorized for issue by the Holding Company's Board of Directors on 22 May, 2026. Details of the accounting policies are included in Note 1.

B.2 Basis of preparation and presentation

These consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis, except for the following material items in the statement of financial position:

- Certain financial assets and liabilities are measured at fair value;
- Employee defined benefit assets/(liability) are recognized as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation;

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. As the year-end figures are taken from the source and rounded to the nearest digits, the figures reported for the previous quarters might not always add up to the year-end figures reported in this statement.

B.3 Basis of Consolidation

Adroit Infotech Limited Consolidates entities which it owns or controls. The consolidated financial statements comprise the financial statements of the company, its controlled entities as disclosed in Note 30© Control exists when the parent has power over the entity, is exposed or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the datecontrol ceases.

The financial statements of the Group companies are consolidated on a line-by-line basis and intra-group balances and transactions including unrealized gain / loss from such transactions are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Company, are excluded.

B.4 Functional and presentation currency

The financial statements are presented in Indian rupees, which is the functional currency of the Group.
All amounts are in Indian Rupees except share data, unless otherwise stated.

B.5 Operating Cycle

All the assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out under Ind As and in the Schedule III to the Companies Act, 2013.

<u>Assets:</u>

An asset is classified as current when it satisfies any of the following criteria:

a) It is expected to be realized in, or is intended for sale or consumption in, the Group's normal operating cycle;
b) It is held primarily for the purpose of being traded;
c) It is expected to be realized within twelve months after the reporting date; or
d) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelvemonths after the reporting date.

<u>Liabilities:</u>

A liability is classified as current when it satisfies any of the following criteria:

a) It is expected to be settled in the Group's normal operating cycle;
b) It is held primarily for the purpose of being traded;
c) It is due to be settled within twelve months after the reporting date; or
d) The Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

B.6 Critical accounting judgments and key sources of estimation uncertainty.

In the application of the Group's accounting policies, which are described in Note 1, the management of the Group are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods**.**

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognized in the financial statements:

Provision and contingent liability

On an on-going basis, Group's reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.

Useful lives of depreciable assets

Useful life of Property, Plant and Equipment including intangible asset: Residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial yearend and adjusted prospectively, if appropriate.

Investment in equity instruments of subsidiary and associate companies
During the year, the Group assessed the investment in equity instrument of subsidiary and associate companies carried at cost for impairment testing. These companies are expected to generate positive cash flows in the future years. Detailed analysis has been carried out on the future projections and the Group is confident that the investments do not require any impairment.

B.7 Fair value measurement and valuation process:
The Group measured financial assets and liabilities, if any, at fair value for financial reporting purposes.
The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

As per our report of even date.
for RAO & SHYAM
Chartered Accountants
Firm Registration Number: 006186S

Sd./-
Kandarp Kumar Dudhoria
Partner
Membership Number: 228416
UDIN: 26228416BCFJCY2125

for and on behalf of Adroit Infotech Limited

Sd./-
Sudhakiran Reddy Sunkerneni
Managing Director
DIN 01436242

Sd./-
Sridhar Pyata Reddy
Director
DIN 07268714

Sd./-
Ravichandra Rao Badanidiyoor
Chief Finance officer

Sd./-
Piyush Prajapati
Company secretary &
Membership No. A48320

Place: Hyderabad
Date: 22-May-2026

Dear Shareholder,

You are cordially invited to attend the **36th Annual General Meeting ("AGM")** of the Members of **Adroit Infotech Limited ("the Company")**, which will be held on **Friday, August 14, 2026 at 9:00 A.M. (IST)** through **Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")**, in compliance with the applicable provisions of the Companies Act, 2013, the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Notice convening the 36th AGM, together with the Annual Report for the Financial Year 2025-26, is enclosed herewith. The Notice sets out the businesses proposed to be transacted at the AGM and includes explanatory statements, wherever required, pursuant to the provisions of the Companies Act, 2013.

Pursuant to the provisions of **Section 108 of the Companies Act, 2013** read with **Rule 20 of the Companies (Management and Administration) Rules, 2014**, as amended, and **Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, the Company is pleased to provide its Members with the facility to exercise their right to vote on the resolutions set out in the Notice by electronic means (remote e-voting), as well as e-voting during the AGM. The detailed instructions for participating in the AGM through VC/OAVM and for casting votes electronically are provided in the Notice of the AGM.

Your participation at the AGM is valuable, and we look forward to your presence.

Very truly yours,

Sd/-
Sudhakiran Reddy S
Managing Director
DIN: 01436242

Enclosures:
1. Notice to the 36th Annual General Meeting
2. Instructions for participation through VC
3. Instructions for e-voting

Note: Attendees who require technical assistance to access and participate in the meeting through VC are requested to contact the helpline number: +91-40-23552284/+91-40-23552285

Adroit Infotech Limited
Plot No. 7A, MLA Colony, Road # 12,
Banjara Hills, Hyderabad, Telangana,
India -500034.
Tel: +91-40 23552284/85
CIN: L72300TG1990PLC01112
E-mail: cs@adroitinfotech.com
Web:www.adroitinfotech.com

Safe Harbor Statement

This Annual Report contains certain statements that are "forward-looking statements" within the meaning of applicable securities laws and regulations. These statements relate to the Company's future business prospects, growth strategies, financial performance, business plans, objectives, expectations and other matters that are not historical facts. Forward-looking statements are based on management's current assumptions, expectations, estimates and projections regarding future events and are subject to known and unknown risks, uncertainties and other factors that could cause actual results, performance or achievements to differ materially from those expressed or implied by such statements.

Important factors that could cause actual results to differ materially include, but are not limited to, changes in economic conditions in India and globally; demand for information technology services and digital transformation solutions; changes in technology and customer preferences; competitive pressures; pricing pressures; ability to attract, retain and develop skilled professionals; changes in government policies, taxation and regulatory requirements; foreign exchange fluctuations; cyber security risks; disruptions in information technology infrastructure or telecommunications networks; project execution risks; client concentration; risks associated with acquisitions, strategic investments or business expansion initiatives; geopolitical developments; pandemics, natural disasters or other force majeure events; and other risks and uncertainties beyond the Company's control.

Readers are cautioned not to place undue reliance on these forward-looking statements. The Company undertakes no obligation to publicly update, amend or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required under applicable law, the Securities and Exchange Board of India (SEBI) regulations, the Companies Act, 2013 and other applicable statutory requirements.

The forward-looking statements contained in this Annual Report represent the Company's views only as of the date of this Report and should be read in conjunction with the risks, uncertainties and other disclosures contained elsewhere in this Annual Report.

Information Technology Services
SAP Business Solutions | Digital Transformation | Enterprise Consulting | Managed Services

Adroit Infotech Limited
Plot No. 7A, MLA Colony, Road # 12,
Banjara Hills, Hyderabad, Telangana, India - 500034

Information at a glance

Particulars	Details
Date and time of AGM	Friday, August 14th, 2026, 9:00 AM IST
Mode	Video Conference and Other Audio-Visual means
Participation through videoconferencing	https://us02web.zoom.us/meeting/register/9fjvCyHTQKikAVlm1lQHJw
Helpline number for VC participation	+91-40-23552284 +91-40-23552285
Cut-off date of e-voting	Monday, August 03, 2026,
E-voting start time and date	Monday, August 10, 2026, 9:00 AM IST
E-voting End time and date	Thursday, August 13, 2026, 5:00 PM IST
E-voting website of CDSL	www.evotingindia.com
Name, address and contact details of e-voting service provider.	**Contact Name/s:** Mr. Nitin Kunder, Mr. Mehboob Lakhani, and Mr. Rakesh Dalvi – Managers **Central Depository Services (India) Limited,** A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013. **Email:** helpdesk.evoting@cdslindia.com **Contact Nos:** +91-022-23058738, +91-022-23058543 and +91-022-23058542 or call toll free no. 1800 21 09911
Name, address and contact details of Registrar and Transfer Agent.	**Contact Name/s:** Mr. Ram/ Mr. Srinivas **Venture Capital and Corporate Investments Private Limited** "AURUM", Door No.4-50/P-II/57/4F & 5F, Plot No.57 4th & 5th Floors, Jayabheri Enclave Phase – II Gachibowli, Hyderabad – 500 032 **E mail:** info@vccilindia.com **Contact Nos:** +91 040-23818475/23818476 /23868023, Fax: +91 040-23868024

Instructions for participation through VC

Please follow the below steps for registration and participation:

<table>
<tr><td>Step1:</td><td>Access the VC portal by clicking this link:
https://us02web.zoom.us/meeting/register/9fjvCyHTQKikAVlm1lQHJw
(or)
You could also join the AGM by visiting the investor page on our Company's website: https://www.adroitinfotech.com/investors.html</td><td rowspan="2">System requirements for best VC experience:
Internet connection - broadband,
wired or wireless (3G or 4G/LTE), with a
speed of 5 Mbps or more.
Microphone and speakers- built-in or USB
plug-inor wireless Bluetooth.

Browser:
Google Chrome: Version 72
or latest Mozilla Firefox:
Version 72 or latest
Microsoft Edge Chromium:
Version 72 or latest
Safari: Version 11 or latest
Internet Explorer: Not Supported

Application:
Download & Install Zoom App
(https://zoom.us/download)</td></tr>
<tr><td>Step2:</td><td>Fill the Meeting Registration details by using your DP ID and Client ID / Folio Number together with your PAN Number.
a) Members with NSDL account: a-character DP ID followed by 8-digit Client ID
(For example, if your DP ID is iN300*** and Client ID is 12******, then your user ID is IN300***12******).
b) Members with CDSL account: 16-digit Beneficiary ID
(For example, if your Beneficiary ID is 12**************, then your user ID is 12**************).
c) Members with physical folio: ITL + Folio Number registered with the Company
(For example, if your folio number is 0*****, then your user ID is ITLO*****)
Click “Register/Join Meeting in Progress”.</td></tr>
<tr><td></td><td colspan="2">Note: Institutional/ corporate shareholders are required to upload the Board Resolution/ Authorization letter authorizing its representatives to attend the AGM through VC.</td></tr>
<tr><td>Step3:</td><td colspan="2">Click “Open Zoom Meetings”. Click “Join with video” to join the virtual AGM.</td></tr>
<tr><td>Step4:</td><td colspan="2">Members can post questions either through chat or video feature available in the VC.Members can exercise these options once the floor is open for shareholder queries.</td></tr>
<tr><td>Step5:</td><td colspan="2">Members who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so,shall be eligible to vote through the e-voting system during the AGM by clicking the link, https://www.evotingindia.com/</td></tr>
</table>

General guidelines for VC participation

i. Members may note that the 36th AGM of the Company will be convened through VC incompliance with the applicable provisions of the Companies Act, 2013, read with the Circulars.The facility to attend the meeting through VC will be provided by the Company. Members may access the same at: https://us02web.zoom.us/meeting/register/9fjvCyHTQKikAVlm1lQHJw

ii. The facility of joining the AGM through VC / OAVM will be opened 15 minutes before the scheduled start-time of the AGM and will be available for Members on a first come-first-served-basis.

iii. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.

iv. Members can participate in the AGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops /laptops with high-speed internet connectivity.

v. Please note that participants connecting from mobile devices or tablets or through laptops via mobile hotspot may experience audio / video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the aforementioned glitches.

Adroit Infotech
Solutions Simplified...

Adroit Infotech Limited

Registered Office:

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e-mail: cs@adroitinfotech.com, info@adroitinfotech.com.
web: www.adroitinfotech.com

SCAN ME