prodocs
SOLUTIONS LIMITED

# Connecting **Data.** Creating **Value.**

**Annual Report 2025-26**

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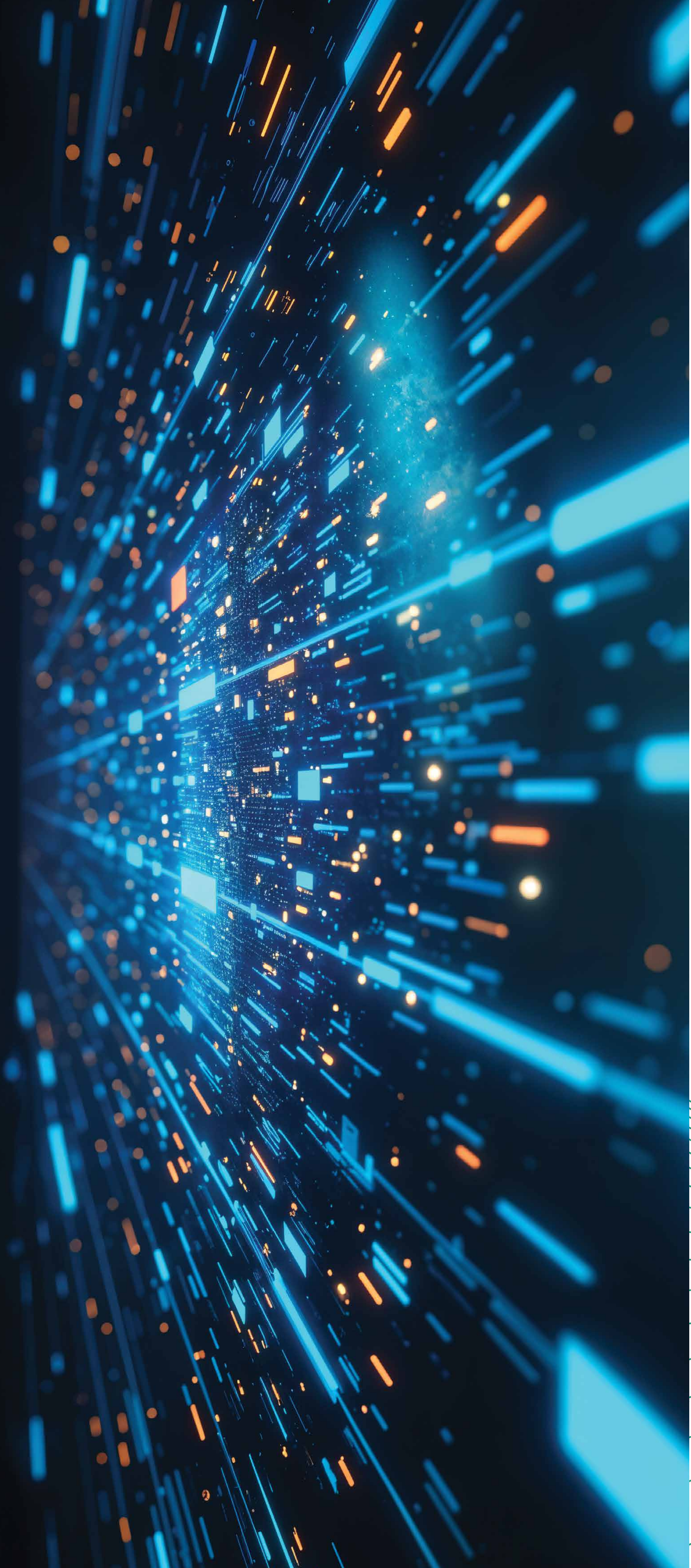


# Connecting **Data.** Creating **Value.**

**Prodocs Solutions Limited is advancing its growth journey by combining technology-led capabilities with a strong commitment to quality and operational excellence. As businesses increasingly seek efficient, scalable and secure solutions for complex, data-intensive processes, the Company is strengthening its service delivery through artificial intelligence, automation and digital technologies. These capabilities are complemented by deep domain expertise, skilled professionals and standardised processes, enabling the Company to deliver greater efficiency, accuracy and responsiveness across its diverse portfolio of services.**

The Company's focus extends beyond technology adoption to creating meaningful and sustainable outcomes for its clients. Strong customer relationships, consistent service quality and an emphasis on information security have supported repeat business, expansion of existing engagements and opportunities to deliver complementary solutions. By bringing together technological capabilities and experienced talent, the Company is enhancing its ability to address evolving client requirements while improving scalability and operational effectiveness.

As it looks ahead, the Company remains focused on strengthening its technology ecosystem, developing its people and continuously improving its processes. This integrated approach is enabling the Company to build differentiated capabilities, expand its service offerings and pursue opportunities across global markets, while maintaining the standards of reliability, quality and client service that underpin its long-term growth.

# The Journey to **the Public Markets**

**The year marked a transformative year for Prodocs Solutions Limited with its successful listing on the stock exchange. With a stronger financial foundation, the Company is poised to pursue new growth opportunities while continuing to deliver technology-enabled business solutions to clients across global markets.**


## IPO HIGHLIGHTS

| | | |
|---|---|---|
| **BSE SME** Platform<br>Stock Exchange | **15-12-2025**<br>Listing Date | **₹27.60** Crore<br>Issue Size |
| **₹138** per equity share<br>Issue Price | **₹10** per equity share<br>Face Value | **16 Lakhs** Equity Shares<br>Fresh Issue |
| **4 Lakhs** Equity Shares<br>Offer for Sale | **₹27.60** Crore<br>Post-Issue Market Capitalisation | **51.77%**<br>Promoter Holding (Post Issue) |
| | **INE10XK01019**<br>ISIN | |

# About Prodocs **Solutions Limited**

**Prodocs Solutions Limited is a technology-enabled IT Enabled Services (ITeS) company operating across Business Process Management (BPM), Knowledge Process Outsourcing (KPO) and digital transformation. The Company supports global enterprises in streamlining document-intensive and data-driven business processes through scalable, technology-enabled delivery solutions. Its diversified service portfolio spans Title Services, Document Indexing, ePublishing, Finance & Accounting, Litigation Support and other specialised business services, catering to the evolving requirements of clients across industries.**

**With a client base primarily across the United States and Australia, the Company combines domain expertise, process excellence and technology capabilities to deliver efficient, secure and scalable solutions. Its in-house technology team supports system integration, application development and technology solutions, enabling the Company to enhance operational efficiency, strengthen service delivery and respond effectively to evolving client requirements.**


## VISION

To build a globally trusted technology-enabled services organisation that transforms complex business processes into efficient, scalable and value-driven solutions.

## MISSION

To combine domain expertise, technology and skilled talent to deliver secure, high-quality and client-centric solutions, while continuously enhancing our capabilities and creating sustainable value for all stakeholders.

## KEY HIGHLIGHTS

**7**
Year in Business

**3**
Countries Exported

**70**
Clients

**6.60** Crores
Document Processed

**1,500**
Employees

# Our Solutions

**We offer a comprehensive portfolio of technology-enabled business process outsourcing services designed to help global enterprises streamline document-intensive and data-driven operations. Combining domain expertise, digital capabilities, and scalable delivery, the Company supports clients across the real estate, publishing, legal, and financial services sectors through specialized solutions that enhance operational efficiency, accuracy, and business continuity.**

01

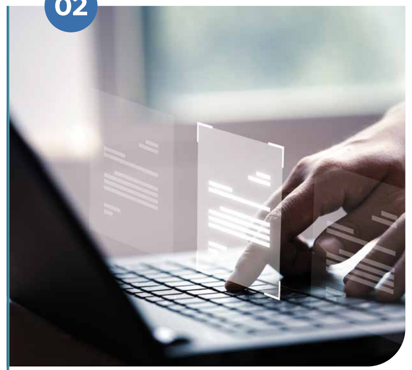
## Title Insurance & Real Estate Services

The Company provides end-to-end title insurance and related information services supporting real estate and mortgage settlement processes, primarily in the United States. Leveraging domain expertise, technology and a robust offshore delivery model, the Company enables title insurance providers to manage property records efficiently and accurately.

### Key Offerings

- Title Production
- Current Owner & Two Owner Searches
- Commitment Preparation
- Order Entry
- Title Plant Development & Maintenance
- Tax, HOA & Municipal Searches
- Document Retrieval
- Public Records Research
- Property Research

02



## Document Indexing & Data Services

The Company provides large-scale document indexing and data management solutions that enable clients to capture, classify, extract and organise information from physical and digital documents. Its technology-enabled capabilities support efficient document processing, digital transformation and structured information management across diverse applications.

### Key Offerings

- Large-scale Document Indexing
- Data Entry
- Data Capture
- Document Classification
- OCR-based Data Extraction
- Quality Control
- Digital Archiving
- Records Management
- Document Digitisation
- Intelligent Document Processing (IDP)

03

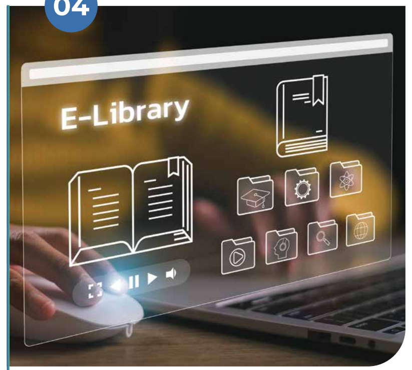
## Healthcare Revenue Cycle Management

The Company provides technology-enabled Healthcare Revenue Cycle Management (RCM) solutions that support healthcare providers across key administrative and financial processes. Its services help streamline billing and collections, strengthen revenue management and improve operational efficiency across the healthcare revenue cycle.

### Key Offerings

- Medical Coding
- Medical Billing
- Charge Entry
- Payment Posting
- Accounts Receivable Management
- Denial Management
- Insurance Eligibility Verification
- Prior Authorization
- Provider Support Services

04




## ePublishing Services

The Company delivers end-to-end digital publishing solutions that help publishers and enterprises transform content into accessible and digitally enabled formats. Its capabilities span content conversion, production, editorial support and digital publishing workflows, enabling efficient delivery across multiple platforms.

### Key Offerings

- XML / HTML Conversion
- Content Digitisation
- Typesetting
- eBook Production
- Journal Publishing
- Editorial Support
- Accessibility Compliance
- Quality Assurance
- Digital Publishing Workflow Management

05

## AI & Business Process Services

The Company leverages artificial intelligence, automation and digital technologies to enhance business processes and enable more intelligent handling of data and content. These capabilities support clients in improving process efficiency, accelerating data processing and managing complex information workflows at scale.

### Key Offerings

- Workflow Automation
- AI-powered Data Extraction
- Data Annotation
- Business Process Automation
- Document Management
- Digital Content Management

# Our Journey

**Every milestone in our journey reflects our pursuit of operational excellence, customer trust, and sustainable growth.**


## 2019

Incorporation of Prodocs Solutions Limited

## 2022

Achieved ISO certifications (ISO 9001:2015, ISO 14001:2015, and ISO 27001:2022), reinforcing the Company's commitment to quality, environmental management, and information security.

## 2023

Achieved a turnover of ₹3,661 lakh in FY2022–23, reflecting the Company's continued business growth and expanding client relationships.

## 2024

Converted into a Public Limited Company, strengthening the foundation for the Company's next phase of growth.

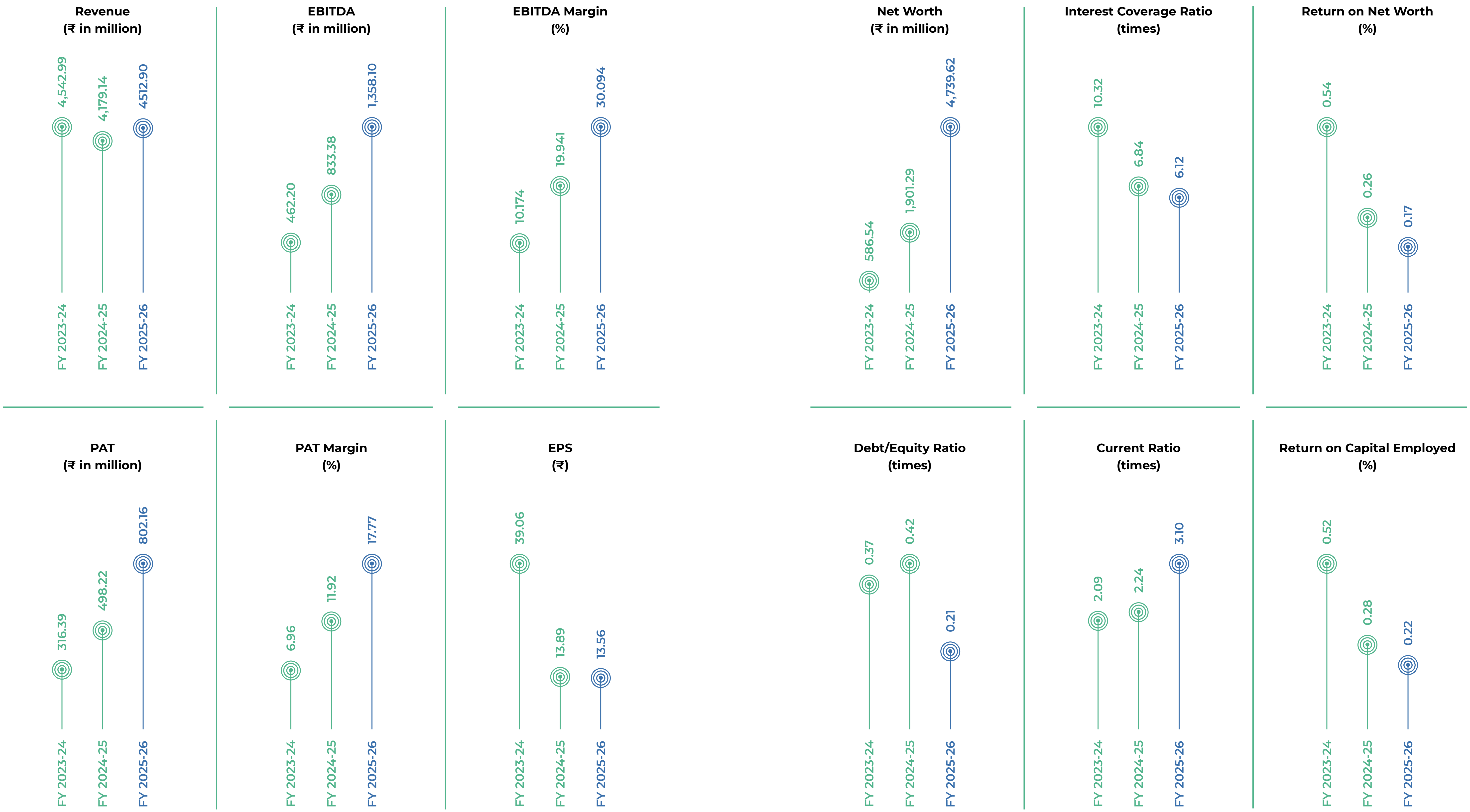
## 2025

Expanded its U.S. presence through the acquisition of step-down subsidiary eData Solutions Inc., enhancing its onshore capabilities and client reach.

## 2025

Successfully listed on the BSE SME Platform.

# Performance **Indicators**



# Message from the **Managing Director**

**India continues to strengthen its position as a global technology and business services hub. According to NASSCOM, India's technology sector is expected to cross US$315 billion in FY 2025-26, with the industry increasingly moving from scale-led growth towards value creation, innovation and AI-enabled services.**

## Dear Shareholders,

It gives me immense pleasure to present Prodocs Solutions Limited's first Annual Report as a listed company. Our listing on the BSE SME platform in December 2025 represents an important step forward, bringing with it greater responsibility, enhanced governance standards and a broader platform from which to pursue our growth ambitions.

### Operating Environment

The global technology and IT services industry continued to undergo significant transformation during FY 2025-26, supported by increasing enterprise spending on artificial intelligence, cloud computing, automation, data management and digital transformation. Global IT spending is expected to reach US$6.37 trillion in 2026, representing 14.2% growth, with AI infrastructure, cloud platforms and intelligent applications emerging as key areas of investment. IT services also remain a significant component of this spending, reflecting the increasing reliance of businesses on technology-enabled and outsourced solutions.

India continues to strengthen its position as a global technology and business services hub. According to NASSCOM, India's technology sector is expected to cross US$315 billion in FY 2025-26, with the industry increasingly moving from scale-led growth towards value creation, innovation and AI-enabled services. The sector is witnessing greater adoption of AI, cloud and data capabilities, while service providers are increasingly developing specialised and outcome-oriented solutions for global enterprises. For us, these present opportunities to expand our service offerings, strengthen delivery capabilities and address the evolving needs of global clients.

### Financial Performance

During FY 2025-26, we maintained a resilient financial performance while continuing to invest in technology, people and operational capabilities. Revenue from operations stood at ₹45.13 crore in FY 2025-26, compared with ₹41.79 crore in FY 2024-25. Our EBITDA increased by 63% to ₹13.58 crore in FY 2025-26 from ₹8.33 crore, while Profit After Tax grew by 61% to ₹ 8.02 crores in FY 2025-26 from ₹ 4.98 crores in FY 2024-25. The improvement in profitability reflects stronger operating efficiency, technology-led productivity gains and disciplined cost management.

### Operational Performance

During the year, we continue to strengthened our operational performance by expanding our customer base, enhancing service capabilities and improving delivery processes. We onboarded new customers across Title Insurance, Healthcare, Publishing and Information Management, while deepening engagements with existing clients. We further strengthened our Title Insurance, Healthcare RCM and ePublishing operations and continued to focus on quality assurance, delivery accuracy and turnaround times. Investments in employee development, domain expertise and secure infrastructure supported our ability to deliver consistent and reliable outcomes to clients.

### Strategic Initiatives

Innovation and capability enhancement remained central to the Company's strategy. We continued to develop our proprietary technology solutions and expand the use of Intelligent Document Processing, OCR, Machine Learning and workflow automation across our service offerings. These initiatives are aimed at improving productivity, accuracy, scalability and turnaround times, while enabling us to offer differentiated solutions aligned with client requirements. We also continued to strengthen our U.S. presence and leverage the onshore-offshore delivery model to deepen client relationships and support future growth.

### Our People

Our people remain fundamental to the depth of expertise, quality of execution and client value we deliver. We continued to invest in building a capable, engaged and future-ready workforce through structured learning, mentoring, cross-functional development and regular knowledge-sharing initiatives. Our employee recognition programmes, engagement platforms and open communication forums further strengthened a culture of performance, collaboration and continuous improvement. We also strengthened learning and development through technical and functional training, mentoring and coaching, and cross-functional exposure, enabling our employees to broaden their capabilities, adapt to evolving business requirements and contribute effectively to our continued growth.

### Strategy Ahead

Looking ahead, we remain focused on pursuing organic growth through technology innovation, customer expansion, operational excellence and diversification of our service offerings. As we enter the next phase of our journey as a listed company, our focus will remain on building a resilient and scalable organisation, maintaining high standards of governance and service quality, and creating sustainable value for all our stakeholders.

I would like to express my sincere appreciation to our employees for their commitment, our customers for their continued trust, our partners for their support, and our shareholders for their confidence in us. We look forward to building on the progress achieved during FY2026 and creating greater value in the years ahead.

**Nidhi Parth Sheth**
**Managing Director**

# Message from **the Promoter**

**Over the years, we have built our capabilities by understanding the operating requirements of our clients and developing solutions that address the practical challenges associated with large volumes of documents, data and information.**

## Dear Shareholders,

Prodocs has evolved in response to a simple and enduring business need: helping organisations manage complex information and processes with greater efficiency, accuracy and reliability. Over the years, we have built our capabilities by understanding the operating requirements of our clients and developing solutions that address the practical challenges associated with large volumes of documents, data and information. This approach has enabled us to establish a presence across specialised service areas and build relationships in markets where domain understanding and consistency of execution are important.

The nature of business processes has changed considerably over the past decade. Organisations today operate with increasingly large volumes of digital information, greater regulatory requirements and a growing need for faster access to accurate data. At the same time, businesses are evaluating their operating models more closely, seeking partners that can provide specialised capabilities while improving efficiency and maintaining appropriate standards of security and control. We believe these developments are creating a broader opportunity for technology-enabled business process service providers with a strong understanding of specific industry workflows.

Our experience has reinforced the importance of combining technology with domain knowledge. While technology continues to transform how information is captured, processed and managed, specialised processes often require contextual understanding, quality control and human judgement. Our approach has therefore been to develop technology capabilities around established domain expertise, allowing us to improve processes without losing sight of the requirements that determine service quality. This philosophy continues to guide our approach to building and deploying technology across our service portfolio.

Our understanding of the U.S. market remains an important part of our business perspective. Working closely with clients has given us insight into their changing requirements and the operational challenges they face. Our presence through the U.S. market, together with our delivery capabilities in India, provides a platform from which we can remain responsive to clients while maintaining access to a skilled and scalable workforce. This combination also enables us to develop a deeper understanding of client workflows and identify opportunities to extend our capabilities into adjacent processes.

We see considerable scope to build on this foundation. Our expertise in Title Insurance and Real Estate Services provides opportunities to participate in a market where accuracy, timely information and process reliability are critical. Similarly, the increasing digitisation of information is creating opportunities across document indexing, data processing and ePublishing. Healthcare RCM represents another area where specialised process knowledge and disciplined execution can support clients managing complex administrative and financial workflows. These opportunities provide avenues to broaden our engagement with existing clients as well as develop relationships with new customers.

As the business landscape evolves, our focus will remain on strengthening the relevance of our solutions rather than pursuing growth for its own sake. We intend to deepen our understanding of the industries we serve, expand our capabilities where we see a clear client need and continue investing in the systems and processes required to deliver consistently at scale. We will also remain attentive to opportunities that can complement our existing capabilities and provide access to new markets, customers or areas of expertise.

Our listing marks an important stage in the Company's journey and brings with it a greater responsibility towards transparency, governance and long-term value creation. As a promoter, I believe that the next phase of Prodocs should be built on the same principles that have supported its development: understanding the customer, maintaining operational discipline, investing in capabilities, and adapting to changing market requirements. These principles will remain relevant as the Company grows and its business becomes increasingly technology-enabled.

I am confident that Prodocs has the foundation to build a broader and more capable organisation in the years ahead. Our established domain knowledge, client relationships, delivery capabilities and understanding of technology provide a platform from which we can pursue opportunities across our existing and emerging markets. The journey ahead will require continued investment, adaptability and disciplined execution, and we remain committed to pursuing it with a long-term perspective.

I would like to thank our clients for the trust they have placed in us, our employees for their commitment and contribution, and our shareholders and partners for their continued confidence. We look forward to building on our foundation and strengthening Prodocs as a dependable partner for businesses navigating an increasingly information-driven world.

**Manan H. Kothari**
**President of Edata Solutions Inc**
**(subsidiary of Prodocs Solutions Limited)**
**& Promoter of the company**

# Investment **Case**

### Integrated Service Portfolio

The Company offers an integrated portfolio of technology-enabled business process solutions spanning Title Services, Indexing Services, e-Publishing, Litigation Support, Finance & Accounting, and IT development. Backed by proprietary technology and scalable delivery capabilities, it delivers efficient, reliable, and cost-effective solutions tailored to the evolving requirements of global clients.

### Commitment to Quality, Security & Compliance

The Company adheres to internationally recognised standards through its ISO 9001:2015, ISO 14001:2015, and ISO 27001:2022 certifications, reflecting its commitment to quality management, environmental responsibility, and information security. Robust governance frameworks, structured operating processes, and stringent data protection practices reinforce operational excellence and regulatory compliance.

### Global Presence & Diversified Client Base

With a strong presence across the United States, Australia, and other international markets, the Company serves clients across diverse sectors, including real estate, publishing, finance, legal, and healthcare. Its expanding client relationships and healthy order book underscores the Company’s growing market presence and revenue visibility.

### Experienced Leadership & Skilled Talent Pool

The Company is led by an experienced management team with over five decades of combined industry experience, supported by a highly skilled workforce possessing deep domain expertise. This strong leadership and talent base enables the Company to execute complex projects efficiently while delivering consistent value to clients.

### Robust Information Security Framework

Information security forms a core pillar of the Company's operating philosophy. Comprehensive security protocols, including stringent access controls, regular data backups, mandatory confidentiality agreements, and continuous employee awareness programmes, ensure the protection of sensitive client information and support secure business operations.

### Strategic Partnerships & Operational Synergies

The Company benefits from its long-standing relationship with eData Solutions Inc. and eData Services Inc., strengthening its onshore-offshore delivery model and expanding customer reach. These strategic synergies enhance operational capabilities, support cross-selling opportunities, improve revenue visibility, and reinforce the Company's long-term growth strategy.

# Investing in **Our People**

**During the year, the Company implemented several initiatives to enhance employee engagement, strengthen retention, and promote continuous learning and development. These initiatives contributed to building a positive work culture, recognizing employee contributions, and developing employee capabilities.**

## Employee Engagement

The Company undertook various initiatives to promote employee participation, team bonding and workplace engagement.

- **Annual Employee Function:** Organised an annual celebration featuring music and dance performances, entertainment activities, lucky draws, and refreshments, providing employees an opportunity to connect and celebrate organisational achievements.
- **LEAP – Live Engagement and Appreciation Program:** Conducted monthly activities including birthday celebrations, team-building games and interactive quizzes to encourage participation and maintain employee enthusiasm.
- **Communication Forums:** Regular team meetings and periodic town halls were conducted to facilitate transparent communication, share business updates, recognise achievements and address employee concerns.

## Employee Recognition & Retention

The Company continued to strengthen its recognition and rewards framework to motivate employees and encourage high performance.

- **Spot Recognition:** Immediate recognition for employees demonstrating exceptional performance, innovation or commitment.
- **Monthly Performance Awards:** Outstanding performers were recognised through appreciation and gift vouchers.
- **Quarterly & Half-Yearly Recognition:** Employees delivering exceptional results were recognised through gift vouchers, Certificates of Excellence and Best Performer badges.

## Learning & Development

The Company remained focused on strengthening employee capabilities through structured learning, knowledge sharing and on-the-job development.

- **Training Programmes:** Regular programmes focused on technical competencies, functional knowledge, role-specific skills and evolving business requirements.
- **Mentoring & Coaching:** Experienced employees and managers supported team members through knowledge sharing, performance feedback and career development discussions.
- **Cross-Functional Training:** Employees were provided opportunities to gain exposure to different functions and business processes, supporting collaboration, operational flexibility and broader organisational understanding.

# CSR **Initiative**

**The Company is committed to supporting initiatives that promote access to education and create opportunities for deserving students from financially constrained backgrounds. Through the Shree Bharat Raichand Korshi Shah Visha Oswal Kelvani Fund, the Company provides interest-free educational loans and scholarships to talented students pursuing higher studies after S.S.C., including students seeking education overseas. The initiative is aimed at reducing financial barriers and enabling students to pursue their academic and professional aspirations.**

## KEY INITIATIVES

**01** Interest-free educational loans for deserving and financially constrained students.

**02** Scholarships to support talented students pursuing higher education.

**03** Overseas education support for students pursuing studies in the USA, Australia, UK, Canada and other countries.

**04** Educational awareness seminars for students, women, business communities, and religious and educational trusts.

**05** Guidance on government schemes and benefits available to students through Central and State Government initiatives.

**06** Focus on educational empowerment, supporting students in building stronger academic and professional futures.

# Board of **Directors**

### Abhay Prakash Kapashi
**Chairman & Non-Executive Director**

Mr. Abhay Prakash Kapashi brings over 17 years of experience in the diamond and jewellery industry. His industry expertise and strategic guidance contribute to the Company's governance and long-term vision. He completed his Higher Secondary (Class XII) education and pursued S.Y. B.Com from Narsee Monjee College of Commerce & Economics.

### Nidhi Parth Sheth
**Managing Director**

Nidhi Parth Sheth is the Promoter and Managing Director of our Company. She holds a Bachelor of Commerce (B.Com) degree and a Master of Management Studies (MMS) Degree from the University of Mumbai. Additionally, she has cleared all three levels of the Chartered Financial Analyst (CFA) Program from the Chartered Financial Analyst Institute.

She has more than 9 years of experience in client relationship management, delivery and data management, financial planning and management, and strategic planning and implementation.

She has played a key role in establishing our Company in the IT-enabled services (ITES) industry, with a focus on the non-voice BPO segment. She is also Promoter Director of Onus Digital Services Private Limited from January 13, 2020.

Previously, she served as the Vice President – strategy and finance at Edocs Solutions Limited from April 1, 2017, to March 31, 2022, where she was responsible for financial strategy and operational efficiency.

### Paresh Bhatelia
**Non-Executive & Non-Independent Director**

Mr. Paresh Bhatelia has over 28 years of experience in accounts, finance, loan syndication, and merchant banking. A seasoned finance professional, he has extensive expertise in financial management and capital markets. He holds a Bachelor of Commerce degree from the University of Bombay and is a qualified Chartered Accountant as well as an Associate Member of the Institute of Chartered Accountants of India (ICAI).

### Hasmukh Gulabchand Mehta
**Non-Executive & Independent Director**

Mr. Hasmukh Gulabchand Mehta brings over 10 years of experience in finance, accounting, taxation, bookkeeping, financial consulting, and advisory services. His diverse financial expertise strengthens the Company's governance framework and financial oversight. He holds a Bachelor of Commerce degree from Nagpur University.

### Mrs. Neha Vinod Kothari
**Non-Executive & Independent Director**

Mrs. Neha Vinod Kothari, is a Chartered Accountant and holds an M.Com degree. She is an accomplished corporate strategy professional with extensive experience in developing and executing high-impact strategic initiatives. She possesses strong expertise in market analysis, competitive positioning, and business model innovation, with a proven track record of driving business growth and enhancing operational efficiency. She has worked with a listed life insurance company and has prior experience across both life and general insurance sectors in various roles spanning finance and strategy, demonstrating her ability to align strategic objectives with organizational goals and deliver sustainable outcomes.

# Corporate **Information**

## BOARD OF DIRECTORS

1. **Ms. Nidhi Parth Sheth**
   Managing Director
2. **Mr. Abhay Kapashi**
   Non-Executive,
   Non-Independent Director
3. **Mr. Paresh Bhatelia**
   Non-Executive,
   Non-Independent Director
4. **Mr. Hasmukh Mehta**
   Non-Executive, Independent Director

*5. **Mr. Shashin Koradia**
Non-Executive, Independent Director

**6. **Mrs. Neha Vinod Kothari**
Non-Executive, Independent Director

## COMPANY SECRETARY

**Ms. Meghha Trivedi**

## CHIEF FINANCIAL OFFICER

**Ms. Asha Ullahas Salian**

## AUDITORS

**M/s. A. K. Kocchar & Associates**
Chartered Accountants
Mumbai

**M/s. KRS & Co.**
Practicing Company Secretary
Secretarial Auditor
Thane

## BANKER

AXIS BANK

## REGISTRAR & TRANSFER AGENT

**MUFG Intime India Pvt. Ltd,**
(Formerly known as M/s. Link Intime India Pvt Ltd.)
C-101, 247 Park L.B.S. Marg,
Vikhroli (West),Mumbai,
Maharashtra,400083
**Tel:** +91 8108116767
**Email:** investor.helpdesk@in.mpms.mufg.com
**Website:** www.in.mpms.mufg.com

## REGISTERED OFFICE

6/19, 1st Floor,
Transmission House,
Compound No 82, MIDC,
NR MV ROAD Andheri, East,
Mumbai, Maharashtra,
India, 400059
**CIN:** L72900MH2019PLC322408
**Website:** www.prodocssolution.com

*Mr. Shahin Koradia Ceased to be a Director with effect from 24th March,2026

**Mrs. Neha Vinod Kothari appointed as Director with effect from 31st March,2026

# Notice

NOTICE is hereby given that the Seventh Annual General Meeting of the members of **Prodocs Solutions Limited** will be held on Tuesday September 29, 2026 at 11.00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

## ORDINARY BUSINESS:

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

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

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

2. To declare dividend on equity shares for the financial year ended March 31, 2026 and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** dividend at the rate of ₹ 1/- (Rupees One only) per equity share of ₹ 10/- (Rupees Ten only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2026 and the same be paid out of the profits of the Company."

3. To appoint Mr.Paresh Bhatelia (DIN: 01363306), who retires by rotation, as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** in accordance with the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Paresh Bhatelia (DIN: 01363306), who retires by rotation at this Annual General Meeting, being eligible offers himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

## SPECIAL BUSINESS:

4. **Approval for material related party transactions with edata solutions inc.**

   **To consider and if thought fit, to pass with or without modification, the following resolution as ORDINARY RESOLUTION:**

   "**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board", which term shall be deemed to include any duly authorised Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and / or continuing with existing contracts /arrangements / transactions or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **EDATA SOLUTIONS INC,** a step-down subsidiary of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

   **RESOLVED FURTHER THAT** the Board be and are hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard".

5. **To borrow funds in excess of the limits prescribed under section 180(1)(c) of the Companies Act, 2013:**

   To consider and if thought fit to pass with or without modifications, the following Resolution as **Special Resolution:**

   "**RESOLVED THAT** in suppression of earlier resolutions passed by the Company and pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and Its Powers) Rules, 2014, (including any statutory modification(s) or re-enactments thereof, for the time being in force) and the Articles of Association of the Company, 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 of the Board) , to borrow any sum or sums of monies, as and when required, from time to time in any form without limitation, from any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/ authorities, whether by way of cash credit, advance or deposits, loans or bills discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or otherwise or all or any of the undertakings of the Company or by way of securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, bonds, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from 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 of the Company, its free reserves (that is to say reserves not set apart for any specific purpose) and securities premium, subject to the aggregate of such borrowings not exceeding the amount of ₹ 100 crores (Rupees Hundred Crores only) over and above the aggregate of the paid-up share capital of the Company, its free reserves (that is to say reserves not set apart for any specific purpose) and securities premium account, at a given point in time, and that the Board be and is hereby empowered and authorised to arrange funds and fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

   **RESOLVED FURTHER THAT** any of the Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

6. **To create charge on the assets of the Company as prescribed under section 180(1)(a) of the Companies Act, 2013:**

   To consider and if thought fit, to pass with or without modification, the following Resolution as **SPECIAL RESOLUTION:**

   **"RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof), for creating such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company on all or any movable and immovable properties of the Company wherever situated, both present and future, on such terms, at such time, in such form and in such manner as the Board may deem fit, together with the power to take over the substantial assets of the Company in certain events, to or in favour of banks, financial institutions, Insurance Companies, Investment Institutions, other investing agencies, bodies corporate, debenture trustees or any other secured lenders ('the lenders') to secure repayment of any loans and/or any other financial assistance and/or guarantee facilities already obtained or any other indebtedness incurred by the Company upto an amount not exceeding ₹ 100 crores (Rupees Hundred Crores) over and above the aggregate of the paid-up capital, free reserves and securities premium of the Company, at a given point in time, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

   **RESOLVED FURTHER THAT** any of the Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

7. **Approval for grant of loans/ guarantees/ security and making investments under section 186 of the companies act, 2013**

   To consider and if thought fit, to pass with or without modification, the following Resolution as **SPECIAL RESOLUTION:**

   **"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s)

# Notice (Contd.)

or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding ₹ 100 crores (Rupees Hundred Crores only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are over and above the limit of 60% of the paid- up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above any Director of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

8. **To approve for advance any loan/give guarantee/ provide security under Section 185 of the Companies Act, 2013.**

To consider and if thought fit, to pass, with or without modification, 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 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), of an aggregate amount not exceeding ₹ 100 Crores (Rupees Hundred Crores Only), in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

BY ORDER OF THE BOARD
For **PRODOCS SOLUTIONS LIMITED**

**Meghha Trivedi**
Company Secretary and
Compliance Officer
(Membership No. F11110)

Place : Mumbai
Date : 28th August, 2026

**Regd. off:**
6/19 1st Floor Transmission House,
Compound N0 82 MIDC, Nr M V Road,
Andheri East Mumbai -MH 400059
CIN: L72900MH2019PLC322408

## NOTES

1. The Ministry of Corporate Affairs ("MCA") has vide its general circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as 'MCA Circulars') permitted convening AGM through VC / OAVM facility without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Seventh Annual General Meeting ("AGM") of the Company is being conducted through VC/OAVM facility, without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.

2. The explanatory statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and SS-2 are also annexed.

3. Only registered equity shareholders of the Company may attend (either in person or by authorised representative) at the said AGM through VC / OAVM facility.

4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not available for the AGM, hence, the Proxy form and attendance slip are not annexed hereto.

5. The Body Corporates being members of the Company are entitled to appoint authorised representatives to attend the AGM through VC/OAVM, participate therein and cast their votes through e-voting. Such authorized representative may attend and vote at the AGM provided that a certified true copy of the board resolution or the authority letter or power of attorney authorizing the representative is sent to the scrutinizer at ketan@krsandco.in with a copy marked to evoting@nsdl.com , not later than 48 hours before the commencement of the meeting. Alternatively, the same may be uploaded by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.

6. Since, the AGM will be held through VC/OAVM facility, the route map of venue of the meeting is not annexed hereto.

7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in this Notice will be available, electronically, for inspection by the members during the AGM. All the documents referred to in this Notice will also be available for inspection electronically on all working days without any fee by the members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an e-mail to secretarial@prodocssolution.com mentioning their folio number / DP ID and Client ID.

8. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the Registrar and Transfer Agent / Depository Participants. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent by ordinary post to those members whose e-mail address is not registered with the Registrar and Transfer Agent / Depository Participants. Members may note that this Notice will also be available on the Company's website at www.prodocsolutions.com , websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com and on the website of NSDL (agency for providing the Remote e-voting facility) i.e. www.evoting.nsdl.com

9. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 100 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee ("NRC") and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

10. The attendance of the members attending AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

11. Pursuant to the provisions of Section 108 of the Act read with rule made thereunder, SS-2 issued by the ICSI, Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the

# Notice (Contd.)

Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.

12. Members are informed that in case of joint holders attending the AGM, only such joint holder whose name stands first in the Register of Members of the Company / Register of beneficial owners as on cut-off date as received from Depositories in respect of such joint holding will be entitled to vote.

13. 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.nsdl.com/ to reset the password.

14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

15. Since the entire Shareholding is in Demat, Members are requested to intimate / update changes, if any, in postal address, e-mail ID, mobile no., PAN, nominations, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc. to their respective DPs for making necessary changes.

16. In terms of the provisions of Section 152 of the Act, Mr.Paresh Bhatelia (DIN: 01363306) Director of the Company, retire by rotation at the Meeting. Details of Directors retiring by rotation at this Meeting are provided in the "Annexure 1" to this Notice.

17. Any person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories (in case shares held in dematerialised form) as on the cut-off date i.e. Tuesday 22nd September, 2026, shall be entitled to avail the facility of remote e-Voting as well as vote in the AGM through e-Voting system. A person who is not a member as on the cutoff date, should treat this notice of AGM for information purposes only. The voting right of the shareholder shall be reckoned in proportion to his/her shares in the total paid-up equity share capital of the Company as on cut-off date i.e. Tuesday 22nd September 2026.

18. A person who becomes a member of the Company after dispatch of the notice of AGM and holding shares as on the cut-off date i.e. Tuesday 22nd September 2026, may obtain the User Id and password by sending a request at evoting@nsdl.com or secretarial@prodocssolution.com. However, if such member is already registered for e-Voting, then such member may follow the process and manner of remote e-Voting, attending AGM through VC / OAVM and e-Voting at AGM given in this Notice.

19. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

20. Board of Directors of the Company has appointed Mr. Ketan Ravindra Shirwadkar, Proprietor of KRS AND CO., Company Secretaries in whole time practice (Membership No. FCS - 13938 and Certificate of Practice No. 15386) to scrutinise the remote e-Voting process and e-voting in the AGM in a fair and transparent manner.

21. After completion of scrutiny of the votes cast at the AGM through e-voting and the votes cast through remote e-Voting, the Scrutiniser shall make, within 2 working days from the conclusion of the AGM, a consolidated scrutiniser's report and submit the same to the Chairman of AGM or any other person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith. The results declared alongwith scrutiniser's report shall be placed on the Company's website www.prodocssolutionscom and NSDL website: www.evoting.nsdl.com, immediately after the results are declared.

22. The Board of Directors, at its meeting held on May 29, 2026, has recommended payment of final dividend of ₹.1/- i.e. @ 10% per equity share having face value of ₹10/- each aggregating to ₹70,50,000/- for the financial year ended March 31, 2026. The final dividend on equity shares for the Financial Year ended March 31, 2026, if declared at the AGM, will be paid subject to deduction of tax at source.

23. Record Date Members may please note that Tuesday, 22nd September 2026 has been fixed as the Record Date for determining the eligibility for payment.

24. TDS on Dividend: - In accordance with the provisions of the Income Tax Act, 2025 ('the IT Act') as amended by Finance Act, 2026, with effect from 1st April 2026, dividend declared and paid by the Company is taxable in hands of shareholders. The Company shall, therefore, be required to deduct Tax at Source ('TDS') at the applicable rates on dividend payable to its shareholders. TDS rate would vary depending on the residential status of the shareholder and the documents submitted and duly accepted by the Company. For further detail on Tax on Dividend, please click https://prodocssolution.com/wp-content/uploads/2026/08/Notice-TDS-Communication-1.pdf

**Notes:**

i. If dividend income is taxable in hands of any person other than the recipient of the dividend (e.g. Clearing member/corporations), then requisite details by way of a declaration should be communicated in Annexure-I (as available under above link) .

ii. iTax at source will not be deducted from an individual member if the dividend amount in a financial year does not exceed ₹10,000 or where an individual member provides Form 121 as prescribed under the IT Act, provided that the eligibility conditions are being met. Blank Form 121 can also be downloaded from the above link.

iii. Shareholders may note that all documents to be submitted are required to be self-attested (the documents should be signed by shareholder/ authorised signatory stating the document to be "certified true copy of the original"). In case of ambiguous, incomplete or conflicting information, or valid information/documents not being provided, tax at maximum applicable rate will be deducted.

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

v. Recording of valid PAN in the records of Company/ RTA is mandatory. In absence of valid PAN, tax will be deducted at the higher of the following rates: (as per Section 397 of the IT Act) at rate specified in the relevant provisions of the IT Act; or at rates in force; or at the rate of 20%

vi. Determination of withholding tax rate is subject to necessary verification by the Company of the shareholder details as available with the Depository Participant in case shares are held in dematerialized form; or RTA in case shares are held in physical form, as on Record Date and other documents available with the Company/ RTA. Shareholders holding shares under multiple accounts under different residential status/ category and single PAN, may note that, higher of the tax rate as applicable to different residential status/ category will be considered for their entire shareholding under different accounts.

vii. Further, if PAN is not as per the database of the Income tax Portal, it would be considered an invalid PAN.

viii. In the event of a mismatch in category of shareholder (individual, company, trust, partnership, local authority, Government, Association of Persons etc.) as per register of members and as per fourth letter of PAN (10-digit alphanumeric number), the Company would consider fourth letter of PAN for determining the category of shareholders and the applicable tax rate/ surcharge/ education cess.

ix. Shareholders may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt, or insufficiency of the aforementioned details/documents from you, the shareholders have an option to claim an appropriate refund, if eligible at the time of filing the return of income as per IT Act.

x. The Company shall arrange to email a soft copy of TDS certificate to you at your registered email address. Shareholders will also be able to see the credit of TDS in Form 168, which can be downloaded from their e-filing account on the Income-tax e-filing portal.

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

xii. The aforesaid documents, as applicable, are required to be emailed to the Company at accounts@prodocssolution.com on or before Tuesday, 22nd September 2026, 17:00 Hours (IST) to enable the Company to determine the appropriate TDS rates (if interim dividend is declared). It is advisable to send the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates. No claim shall lie against the Company for taxes deducted.

xiii. Members holding shares in dematerialised form may note that dividend will be remitted on the basis of the bank account details provided by their respective Depository Participants (DPs), in terms of the applicable regulations. The Company will not entertain any direct request from such Members for change, addition or deletion of bank details. Members are therefore requested to update their Electronic Bank Mandate with their respective DPs, as remittance will be made only as per the particulars mapped with the DPs.

## 1. INSTRUCTION FOR REMOTE EVOTING AND EVOTING:

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

The remote e-voting period begins on Saturday, 26th September, 2026 at 9:00 A.M. and ends on Monday, 28th September,2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 22nd September,2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September,2026.

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

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

**Step 1: Access to NSDL e-Voting system**

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience.<br>**NSDL Mobile App is available on**<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.<br>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<br>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |

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| Type of shareholders | Login Method |
|---|---|
| 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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

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

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

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

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

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ketan@krsandco.inwith a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

# Notice (Contd.)

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Ms.Pallavi Mhatre, AVP) at evoting@nsdl.com

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

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (secretarial@prodocssolution.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
2. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (secretarial@prodocssolution.com). The same will be replied by the company suitably.
6. 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 atleast 7 days prior to meeting i.e. latest by Tuesday, **22nd September, 2026** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@prodocssolution.com. Request for registration as a speaker sent at any other email id other than secretarial@prodocssolution.com shall not be considered. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

BY ORDER OF THE BOARD
For **PRODOCS SOLUTIONS LIMITED**

**Meghha Trivedi**
Company Secretary and
Compliance Officer
(Membership No. F11110)

Place : Mumbai
Date : 28th August, 2026

**Regd. off:**
6/19 1st Floor Transmission House,
Compound N0 82 MIDC, Nr M V Road,
Andheri East Mumbai -MH 400059
CIN: L72900MH2019PLC322408

# Notice (Contd.)

## ANNEXURE 1 TO ITEM 2 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting (in pursuance of Regulation 36 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015) and Secretarial Standard 2 on General Meetings

| | |
|---|---|
| Name of the Director | Paresh Bhatelia |
| Director Identification Number (DIN) | 01363306 |
| Date of Birth | 07-03-1969 (57 years) |
| Nationality | Indian |
| Date of Appointment on Board | 16-09-2024 |
| Qualification | B.Com, Chartered Accountant, Cost Accountant |
| Experience (in years) | Mr. Paresh Bhatelia has more than 28 (Twenty-Eight) years of experience in accounts, finance, loan syndication, and merchant banking. Previously he served as Executive Director – Finance at Rustomjee Kerawalla Foundation part Ampersand Group, VIBGYOR Group of Schools from April 2001 to February 2021, as General Manager – Merchant Banking at Enarai Finance Limited from October 1993 to March 1998, and Project Executive at S.H. Bathiya & Co. from August 1992 to October 1993. |
| Shareholding | NIL |
| List of Directorships held in other Companies (excluding Foreign, Private and Section 8 Companies) | NIL |
| Membership/ Chairmanships of Audit and Stakeholders' Relationship Committee across other public Companies | NIL |
| Brief Resume | He has completed his B.Com from University of Bombay. He is also a Chartered Accountant by profession and is an associate member of the ICAI. He has also cleared his ICWAI exam with gold medal in advanced accountancy. He brings over two decades of experience in accounts and finance. As a non-executive director, he offers strategic guidance, particularly in financial management. |
| Nature of Expertise in Functional Areas | • Leadership<br>• Strategic Planning<br>• Financial, Regulatory / Legal<br>• Corporate Governance |
| Relationship with Other directors | He is not related to any Directors of the Company. |
| Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years | NA |
| Terms and conditions of re-appointment | Appointed as Non-executive Director w.e.f. September 16, 2024 and liable to retire by rotation |
| Remuneration sought | Not applicable-Sitting fees paid to directors |
| Remuneration last drawn | Not applicable -Sitting fees paid to directors |
| Date of first appointment on the Board | 16th September,2024 |
| No. of meetings of board attended during the year | The details of his attendance are given in the Board Report. |

## Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard -2 on General Meetings

***Item No. 4***

The Securities and Exchange Board of India ("SEBI"), pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, has extended the applicability of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") to certain entities whose specified securities are listed on the SME Exchange.

In terms of the amended Regulation 15(2)(b) of the SEBI LODR Regulations, with effect from April 1, 2025, Regulation 23 becomes applicable to an SME-listed entity where its paid-up equity share capital exceeds ₹10 crore or its net worth exceeds ₹25 crore as on the last day of the previous financial year. As per the Audited Financial Statements for the year ended 31st March 2026, the company has crossed the thresholds of applicability of Regulation 23 of SEBI LODR Regulations as mentioned under the amended Regulation 15(2)(b) of SEBI LODR Regulations. Thus, the Company has accordingly become subject to the provisions of Regulation 23 of the SEBI LODR Regulations for the first time and needs to comply the same within a period of six months.

Consequent to the applicability of Regulation 23, all Related Party Transactions ("RPTs") undertaken or proposed to be undertaken by the Company are required to be dealt with in accordance with the requirements prescribed under the said Regulation, including prior approval of the Audit Committee and, wherever applicable, approval of the Members of the Company, in case of Material Related Party Transactions.

Further, pursuant to Regulation 23(1) of the SEBI LODR Regulations, in the case of an SME-listed entity, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹50 crore or 10% of the annual consolidated turnover of the Company as per its last audited financial statements, whichever is lower. Accordingly, the materiality threshold is 5,52,31,700/- (Five Crore, Fifty-Two Lakhs, Thirty-One Thousand, Seven-Hundred Only)

The Company has identified certain transactions/proposed transactions with its Related Party which, individually or in aggregate with previous transactions during the financial year, are likely to exceed the aforesaid materiality threshold (details of which are given hereunder). Accordingly, approval of the Members is being sought for the said Material Related Party Transactions in accordance with Regulation 23 of the SEBI LODR Regulations 2015.

The Audit Committee of the Company, on the basis of relevant details provided by the management, as required under the SEBI Circular dated October 13, 2025, read with SEBI Circular dated June 26, 2025 and Section III-B of the SEBI Master Circular dated November 11, 2024, and revised Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), has reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Policy of the Company.

# Notice (Contd.)

The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 and read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD- 2/P/ CIR/2025/93 dated June 26, 2025, as per revised RPT Industry Standards is as under

## RELATED PARTY – EDATA SOLUTIONS INC

| Sr. No. | Particulars of the information | Details |
|---|---|---|
| 1 | Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable | Information as placed before the Audit Committee as specified in the RPT Industry Standards is provided herein below as Part-A |
| 2 | Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT | The transactions are undertaken to augment the Company's sales and revenue and are in the ordinary course of the Company's business, carried out on an arm's length basis |
| 3 | Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/Whole Time Director/Manager and CFO of the Listed Entity as required under the RPT Industry Standards. | The Audit Committee has reviewed the certificates issued by the CFO and the CEO of the Company, as required under the RPT Industry Standards. |
| 4 | Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval | The material RPT has been approved by the Audit Committee and the Board recommends the proposed transaction(s) to the Members for approval. |
| 5 | Provide web-link and QR Code through which shareholders can access the valuation report or other reports of external party if any considered by Audit Committee while approving the RPT. | Not applicable |
| 6 | Disclosure regarding redaction of commercial secrets affecting competitive position. | We affirm that the Audit Committee and Board, while providing information to the Members have redacted only commercially sensitive information, and affirm that disclosures provide all the necessary information to the Members for informed decision-making. Refer below table titled as "Part – A". |
| 7 | Any other information that may be relevant. | None |

### Part A –

**(1) Basic Details of the related party**

| Sr. No. | Particulars of Information | Information by the Management |
|---|---|---|
| 1. | Name of the Related Party | Edata Solutions Inc. |
| 2. | Country of Incorporation of the related party | USA |
| 3. | Nature of business of the related party | IT enable services |

**(2) Relationship and Ownership of the related party**

| Sr. No. | Particulars of Information | Information by the Management |
|---|---|---|
| 1. | Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following: | Step-down Subsidiary.<br><br>Mr. Manan Kothari is a Promotor of the Company and is commonly interested in/ related to Edata Solutions Inc. thereby rendering entity "related party" of the Company. |
| | • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party | Prodocs Solutions Inc wholly owned subsidiary of Prodocs Solutions Limited is holding 60% Shareholding in a Edata Solutions Inc. Thus the related party is a step down subsidiary of the Company. |
| | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary). | Not applicable |
| | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered. | Mr. Manan Kothari - President and Member of the Edata Solutions Inc., USA is a Promoter in the Listed Entity holding 9.36% Shares of the Company.<br><br>Ms. Pallavi Kothari Mother of Manan Kothari and Promoter of the Listed Company is holding 14.18 % shares of the Company<br><br>Ms. Khusboo Shah and Ms. Khyati Sanghavi are sisters of the Manan Hiren Kothari and Daughters of the Pallavi Kothari holding 1.70% each shares of the company. |

**(3) Details of previous transactions with the related party**

| Sr. No. | Particulars of Information | Information by the Management |
|---|---|---|
| 1. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary. | Sale of services by Prodocs Solutions Limited to Edata Solution Inc 33,98,32,656/- during the financial year 2025-2026<br><br>Acquisition of 60% stake amount of ₹10,29,24,870 by Prodocs Solution Inc (wholly owned subsidiary) in Edata Solutions Inc during the year 2025-2026 |
| 2. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | April 2026 to June 2026 ₹ 10,82,06,476 |
| 3. | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | NA |

# Notice (Contd.)

(4) Amount of the proposed transaction(s)

| Sr. No. | Particulars of Information | Information by the Management |
|---|---|---|
| 1. | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | upto ₹60,00,00,000/- (Rupees Sixty Crore only) |
| 2. | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes |
| 3. | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | Edata Solutions Inc.: 109% of consolidated turnover |
| 4. | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | NIL |
| 5. | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 136% of the Edata Solutons Inc's standalone turnover |
| 6. | Financial performance of the related party for the immediately preceding financial year (FY 2025-26) Explanations: The information is to be given on standalone basis. If standalone is not available, provide on consolidated basis<br><br>Turnover :<br>Profit after Tax :<br>Net worth : | Turn over - ₹ 44,08,59,606<br>Profit after tax- ₹ 1,58,58,922<br>Networth- ₹ 14,19,94,198 |

(5) Basic details of the proposed transaction(s)

| Sr. No. | Particulars of Information | Information by the Management |
|---|---|---|
| 1. | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.) | Sale of Services |
| 2. | Details of each type of the proposed transaction | Sale of services such as Title Insurance, Real Estate, Mortgage Services, ePublishing, Document Indexing, Data Management and Digital Transformation Services.<br><br>Fees and Projects will be described by the task orders executed by the company and Edata Solutions Inc. company issues monthly invoices to edata solution which are due and payable within 45days. |
| 3. | Tenure of the proposed transaction (tenure in number of years or months to be specified | One Year – From 1st April, 2026 to 31st March 2027. |
| 4. | Whether omnibus approval is being sought? | No |
| 5. | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | INR 60 Crore (Rupees Sixty Crores Only) |
| 6. | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | The transactions are undertaken to augment the Company's sales and revenue and are in the ordinary course of the Company's business, carried out on an arm's length basis |
| 7. | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control. | |
| | a. Name of the director / KMP | Mr. Manan Kothari Promoter of the company is a President and Member of the Edata Solutions Inc.,USA and, Ms. Pallavi Kothari Promoter of the Company being a Mother of Manan Kothari are interested. And Ms. Khusboo Shah and Ms. Khyati Sanghavi are sisters and included in the promotor group are also interested. |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | Mr. Manan Kothari is holding 40% in the edata solutions Inc., USA |
| 8. | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | Not applicable |
| 9. | Other information relevant for decision making. | - |

# Notice (Contd.)

## PART B -

B(1) : Sale, purchase or supply of goods or services or any other similar business transaction and trade advances

| Sr. No. | Particulars of Information | Information by the Management |
|---|---|---|
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | Considering the nature of the services, customer-specific requirements and absence of directly comparable offers from unrelated parties, comparable bids are not available. The management has therefore evaluated the proposed transaction with reference to prevailing market conditions, historical transactions and other relevant commercial benchmarks and considers the proposed terms to be fair, reasonable and in the interest of the Company and its shareholders. |
| 2. | Basis of determination of price. | Price determined on an arm's-length basis considering the prevailing market rates |
| 3. | In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | Not applicable |
| a. | Amount of Trade advance | Not applicable |
| b. | Tenure | Not applicable |
| c. | Whether same is self-liquidating? | Not applicable |

The Board recommends passing of the Ordinary Resolution, as set out in item no. 4 of this Notice for approval by the Members of the Company.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the said resolutions.

Accordingly, except for Ms. Nidhi Parth Sheth, Mr. Abhay Prakash Kapasi and their Relatives, M/s Edata Solutions INC and their Related Parties none of the Directors and KMP and their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

The approval of the Members is therefore being sought by way of an Ordinary Resolution for the proposed Material Related Party Transactions as set out in the accompanying resolution 4

The Members are requested to carefully consider and approve the proposed resolution.

***Item No.5 and 6***

The Company as part of its ongoing and proposed business operations, expansion plans and to meet its working capital obligations, borrows money from time to time from Bank and/or other Financial Institution and/or foreign lender and/ or anybody corporate/ entity/entities and/or authority/authorities, whether by way of cash credit, advance or deposits, loans or bills discounting or otherwise depending on the market conditions and availability of funds with the various parties and the terms and conditions best suited for the Company. It is proposed to increase the borrowing limit to 100 crores over and above the aggregate of the paid up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, by seeking approval of Members by way of a Special Resolution as per Section 180(1)(c) of the Act, as set out at Item No. 5 of the Notice.

The borrowings of the Company may, if necessary, be secured by way of charge/mortgage/pledge/ hypothecation on the Company's assets comprising of the movable and/or immovable, tangible/ intangible properties of the company, present or future, in favour of the lender(s)/ agent(s)/ trustee(s) from time to time, in such form, manner and ranking as mentioned in the Resolution at Item No. 6. The documents relating to charge and/or mortgage and/or pledge and/ or hypothecation in favour of the lender(s)/agent(s)/ trustees may contain the provisions to take over substantial assets of the Company in certain events with a power to take over the management of the business and concern of the Company's, which may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Act. As per Section 180(1)(a) of the Act, the Board of Directors of a Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company, only with the consent of the Company by a Special Resolution.

The Resolution under Item No. 6 is therefore proposed to be passed to seek consent of Members for creation of charge/ mortgage/pledge/hypothecation to secure borrowings subject to the limits approved under Section 180(1)(a) of the Act, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

The proposed resolutions are enabling resolutions. The Board, accordingly, recommends the passing of the Special resolutions as set out at Item No. 5 & 6 of this Notice, for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 5 & 6of the Notice.

***Item no.7***

Pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "Act") read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company is required to obtain approval of the Members by way of a Special Resolution, in case it proposes to give any loan, provide any guarantee or security in connection with a loan to any other body corporate or person or acquire by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of the limits prescribed under the said Section, being 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account, whichever is higher.

In order to enable the Company to meet its business requirements and to provide financial flexibility for making investments, granting loans, giving guarantees in favour of lenders or subsidiaries or providing securities, as may be required from time to time, in the ordinary course of business and in alignment with its growth and strategic objectives, it is proposed to seek approval of the Members under Section 186 of the Act.

Accordingly, the Board of Directors has approved, subject to the approval of the Members, authorising the Company to make loans, give guarantees, provide securities and make investments, from time to time, up to an aggregate amount of ₹ 100 Crores (Rupees Hundrend Crores only) over and above the limits prescribed under Section 186 of the Act

The proposed approval will enable the Company to deploy funds efficiently and support its operational and strategic requirements, as may arise from time to time, in the best interest of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 7 of the accompanying notice.

The Board recommends the resolution at Item no.7 to be passed as Special Resolution.

# Notice (Contd.)

***Item no.8***

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of book debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of working capital requirements as may be required from time to time for its principal business activities and other matters connected and incidental thereto, for a sum not exceeding ₹ 100 Crores (Rupees Hundred Crores Only). The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors therefore recommends the resolution as set out in item no. 8 of the notice for approval of members of the Company by way of Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

BY ORDER OF THE BOARD
For **PRODOCS SOLUTIONS LIMITED**

**Meghha Trivedi**
Company Secretary and
Compliance Officer
(Membership No. F11110)

Place : Mumbai
Date : 28th August, 2026

**Regd. off:**
6/19 1st Floor Transmission House,
Compound N0 82 MIDC, Nr M V Road,
Andheri East Mumbai -MH 400059
CIN: L72900MH2019PLC322408





# Directors' Report

To,
The Members,
**Prodocs Solutions Limited**
*(Formerly Known as Prodocs Solutions Private Limited)*

Your Directors are pleased to present the 7th Annual Report of the Company together with the Audited Financial Statements for the financial year ended March 31, 2026.

## 1) FINANCIAL PERFOMANCE:

The Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2026 have been prepared in accordance with the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with the relevant rules issued thereunder, other Generally Accepted Accounting Principles in India, and in compliance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The financial performance of the Company for the year under review is summarised below:

(₹ in Lakhs)

| Particulars | Standalone 2025-26 | Standalone 2024-25 | Consolidated 2025-26 | Consolidated 2024-25 |
|---|---|---|---|---|
| Total Revenue | 4678.51 | 4277.53 | 5690.47 | NA |
| Less: Total Expenditure | 3647.16 | 3635.10 | 4356.26 | NA |
| Profit/(Loss) before Tax | 1031.35 | 642.43 | 1334.21 | NA |
| Less: Tax Expense | 229.19 | 144.21 | 292.79 | NA |
| Profit/(Loss) for the year | 802.16 | 498.22 | 1041.42 | NA |

## 2) SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company has 2 (two) subsidiaries as on March 31, 2026, of which 1 (one) is a step-down subsidiary. The Company does not have any associate company or joint venture within the meaning of Section 2(6) of the Act. Details of the subsidiaries are set out below:

| Name of Entity | Type of Subsidiary | Country of Incorporation | % of Holding in Subsidiaries | Date of becoming subsidiary |
|---|---|---|---|---|
| Prodocs Solutions Inc | Foreign Subsidiary | USA | 100% | 30-04-2025 |
| eData Solutions Inc | Foreign Step-down Subsidiary | USA | 60% | 30-04-2025 |

Pursuant to Section 129(3) of the Act, a statement containing the salient features of the financial statements of the subsidiaries in Form AOC-1 is annexed to this Report as **Annexure 1**

The Annual Accounts of the Subsidiary Companies are also available for inspection by any shareholder at the Company's Registered office and are also uploaded on the Company website at https://prodocssolution.com/financials/#tab4

## 3) REVIEW OF OPERATIONS / STATE OF AFFAIRS:

### Business overview

There has been no change in the nature of business of the Company during FY 2025-26. Prodocs Solutions Limited is engaged in providing IT-enabled services (ITES/BPO) and operates primarily in the non-voice BPO segment, offering a diverse range of services including indexing services, title services, e-publishing and other business process services, supported by an in-house IT team that assists with systems integration and internal application development and maintenance.

### Subsidiaries

The Company's subsidiaries are authorised, under their respective constitutional documents, to carry on a line of business similar to that of the Company, and there may accordingly be common business pursuits between

# Directors' Report (Contd.)

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

## 4) LISTING OF SECURITIES

The Equity Shares of the Company are listed on the SME Platform of BSE Limited having scrip code: 544643 with effect from December 15, 2025. The Company has paid the annual listing fees to BSE Limited for the year 2026-27. The Company confirms that it is in compliance with the SEBI Listing Regulations, as applicable to companies listed on the SME Platform.

## 5) UTILISATION OF FUNDS RAISED THROUGH INITIAL PUBLIC OFFER (IPO)

During the year under review, the Company successfully completed its Initial Public Offer ("IPO"), comprising a Fresh Issue of 16,00,000 Equity Shares and an Offer for Sale of 4,00,000 Equity Shares by the Promoter Selling Shareholder(s), aggregating to ₹2,760 Lakhs.

Pursuant to Regulations 32(1)(a) and 32(1)(b) of the SEBI Listing Regulations, the Board of Directors confirms that there has been no deviation or variation in the utilisation of the proceeds of the Fresh Issue from the objects stated in the Prospectus dated December 10, 2025. The proceeds of the Fresh Issue have been utilised for the purposes disclosed in the Prospectus, and the Company has complied with the applicable requirements of the SEBI Listing Regulations in this regard.

## 6) TRANSFER TO RESERVES

During the reporting financial year, the company has not transferred any amount to any reserves of the Company.

## 7) SHARE CAPITAL

### Authorised Share Capital

During the year under review, the Authorised Share Capital of the Company was ₹8,00,00,000 (Rupees Eight Crore only) divided into 80,00,000 (Eighty Lakh) Equity Shares of ₹10/- each.

### Issued, Subscribed and Paid-up Share Capital

The Paid-up Equity Share Capital of the Company at the beginning of the financial year was ₹5,45,00,000 (Rupees Five Crore Forty-Five Lakh only) divided into 54,50,000 (Fifty-Four Lakhs Fifty Thousand) Equity Shares of ₹10/- (Rupees Ten Only) each.

During the financial year, the Company successfully completed its Initial Public Offer (IPO). Pursuant to the IPO, the Company allotted 16,00,000 (Sixteen Lakhs) Equity Shares of ₹10/- (Rupees Ten Only) each through a Fresh Issue on 11th December, 2025. In addition, 4,00,000 (Four Lakhs) Equity Shares were offered for sale by the Promoter Selling Shareholders under the Offer for Sale (OFS). Since the OFS involved the transfer of existing shares held by the Promoter Selling Shareholders, it did not result in any increase in the issued or paid-up share capital of the Company.

Consequently, the Paid-up Equity Share Capital of the Company increased from ₹5,45,00,000 (Rupees Five Crore Forty-Five Lakhs Only) to ₹7,05,00,000, (Rupees Seven Crore Five Lakhs Only) comprising 70,50,000 (Seventy Lakhs Fifty Thousand) Equity Shares of ₹10/- (Rupees Ten Only) each.

### Employees Stock Option Scheme

Subsequent to the close of the financial year, the Members of the Company, vide special resolution by way of a Postal Ballot concluded on 16th July, 2026, approved the Prodocs Solutions Employees Stock Option Scheme, 2026 ("ESOP Scheme 2026") and the grant of stock options to the eligible employees of the Company under the said Scheme and To extend the benefits of and to approve granting of Stock Options to the employees of the group company (ies), in accordance with the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

## 8) DIVIDEND:

Your Directors have recommended a final dividend of ₹1/-(Rupee One Only) (10%) per Equity Share having face value of ₹ 10/- (Rupee Ten Only) each for the FY 2025-26. The dividend is subject to approval of shareholders at the ensuing Annual General Meeting ("AGM") and will be subject to deduction of tax at source, as applicable on Tuesday 22nd September 2026 which has been fixed as the "Record Date" for determining the entitlement of shareholders to the said final dividend, if approved at the AGM.

The dividend recommended is in accordance with the Company's Dividend Distribution Policy, which is available on the Company's website at https://prodocssolution.com/wp-content/uploads/2025/06/16.Dividend-Distribution-Policy-.pdf

## 9) PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

During the year under review, all details of Loans, Guarantees and Investments, if any covered under the provisions of Section 186 of the Act are given in the Notes to Accounts of the Financial Statements forming an integral part of this Annual Report.

## 10) DISCLOSURE OF RELATED PARTY TRANSACTIONS:

During the year under review, all related party transactions entered into by the Company, were approved by the Audit Committee and were at arm's length and in the ordinary course of business. Prior omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis.

The Company has made full disclosure of transactions with the related parties as set out in Note No. 39 of Standalone Financial Statement as per Accounting Standard 18, forming part of this Annual Report.

Pursuant to the provisions of Section 134(3)(h) of the Act, the particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Act and prescribed in Form AOC-2 of Companies (Accounts) Rules, 2014, is annexed to this Report as **Annexure 2**.

Further the Related Party Transaction Policy of the Company has been uploaded on the website of the Company at https://prodocssolution.com/wp-content/uploads/2026/03/Policy-on-dealing-with-related-party-transactions.pdf

## 11) DISCLOSURE BY DIRECTORS:

The Directors have submitted (i) notice of interest under Section 184(1) in Form MBP-1, (ii) intimation of non-disqualification under Section 164(2) in Form DIR-8, and (iii) declarations of compliance with the Company's Code of Conduct. None of the Directors is disqualified from being appointed as a Director under Section 164(2) of the Act.

The Company has received declarations from all Independent Directors confirming that they meet the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and that they have registered themselves on the Independent Directors' Databank, where applicable. In the opinion of the Board, the Independent Directors possess the requisite integrity, expertise, experience and proficiency, and fulfil the conditions specified under the Act and the SEBI Listing Regulations.

## 12) DETAILS OF DIRECTOR AND KEY MANAGERIAL PERSONNELS (KMP)

### I. Board Diversity

Your Company recognises that diversity at the Board level is an important element of effective corporate governance and sustainable business growth. A diverse Board brings together a wide range of perspectives, skills, experience, knowledge, and backgrounds, thereby enhancing the quality of deliberations and decision making.

The Company believes that an appropriate balance of diversity in terms of expertise, industry experience, professional background, gender, age, and other relevant attributes strengthens the Board's effectiveness and contributes to the long-term success of the Company. Such diversity fosters innovation, promotes independent judgment, improves governance standards, and enables the Board to effectively discharge its responsibilities while safeguarding the interests of all stakeholders.

The Board remains committed to maintaining an appropriate mix of skills, experience, and diversity to support the Company's strategic objectives and sustainable growth.

### II. Details of directors

As on the date of this Report, the Board of Directors of the Company comprises the following:

| Name of Director | Designation/Category | DIN | Date of Appointment | Date of Cessation |
|---|---|---|---|---|
| Nidhi Parth Sheth | Executive Director-Managing Director | 08386886 | 12-03-2019 | - |
| Hasmukh Gulabchand Mehta | Non-Executive -Independent Director | 00344774 | 18-12-2024 | - |
| Paresh Bhatelia | Non-Executive and Non-Independent Director | 01363306 | 16-09-2024 | - |
| Abhay Prakash Kapashi | Non-Executive Non-Independent Director -Chairman | 08780739 | 16-09-2024 | - |
| Neha Vinod Kothari | Non-Executive -Independent Director | 11022380 | 31-03-2026 | - |

# Directors' Report (Contd.)

***Retirement by Rotation***

In accordance with the provisions of Section 152(6) of the Act and the Articles of Association of the Company Mr. Paresh Bhatelia (DIN: 01363306), Non-Executive Non-Independent Director retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment. Your Board recommends the re-appointment of Mr. Paresh Bhatelia (DIN: 01363306), Non-Executive Non-Independent Director of the Company. The particulars in respect of Mr. Paresh Bhatelia (DIN: 01363306), Non-Executive Non-Independent Director, as required under Regulation 36(3) of Listing Regulations and Secretarial Standard -2, are mentioned in the Notice of AGM.

***Changes in Board of Directors***

During the Financial Year 2025-26 Mr.Shashin Jayantilal Koradia (DIN: 00362410) ceased to be an Independent Director with effect from March 24, 2026. The Board places on record its appreciation for the contribution made by Mr.Shashin Jayantilal Koradia his tenure

The Board of Directors at their meeting held on 31st March 2026 on the recommendation of the Nomination and Remuneration Committee appointed Ms. Neha Vinod Kothari (DIN: 11022380) as Additional Non-Executive Independent Director w.e.f 31st March 2026. Further the Members of the Company vide Special Resolution passed thorugh Postal Ballot concluded on 16th July 2026, regularized the appointment of Ms. Neha Vinod Kothari (DIN: 11022380) as Director (Non-Executive Independent) .

In the opinion of the Board, all Independent Directors possess the requisite integrity, expertise, experience and proficiency required under the Act and the SEBI Listing Regulations.

### III. Details of key managerial personnel

The details of the current Key Managerial Personnel of the Company are as follows:

| Name | Designation | Date of Appointment | DIN/ Membership |
|---|---|---|---|
| Nidhi Parth Sheth | Executive Director- Managing Director | 12-03-2019 | 08386886 |
| Ms. Meghha Trivedi | Company Secretary and Compliance Officer | 11-12-2024 | F11110 |
| Ms Asha Ullahas Salian | Chief Financial Officer (CFO) | 01-12-2024 | - |

During the Financial Year 2025-26 there were no changes in the Key Managerial Personnels (KMP) of the Company.

All KMPs continue to hold office in accordance with the provisions of the Companies Act, 2013. The Board places on record its appreciation for the services rendered by the KMPs during the year.

## 13) PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Act,read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, relating to percentage increase in remuneration, ratio of remuneration of each Director and Key Managerial Personnel to the median of employees' remuneration are provided in **Annexure-3** of this report.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is Not Applicable, as no employee of the Company was in receipt of remuneration exceeding the threshold prescribed under the said Rules during the year under review.

## 14) POLICY ON APPOINTMENT AND REMUNERATION DIRECTORS, KEY MANAGERIAL PERSONNELS (KMP) AND OTHERS

Pursuant to Section 178(3) of the Act the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ('NRC'), has adopted a Nomination and Remuneration Policy. The Policy sets out the guiding principles and framework for recommending the appointment of, and remuneration payable to, Directors, Key Managerial Personnel, Senior Management and other employees. It also prescribes the criteria for determining the qualifications, positive attributes and independence of Directors. In accordance with the Policy, the NRC evaluates the overall balance of skills, knowledge and experience on the Board and, thereafter, recommends the appointment/ re-appointment of Independent Directors to the Board.

The policy of the Company on directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of section 178 of the Companies Act,2013, is available on our website, at https://prodocssolution.com/wp-content/uploads/2025/06/3.Nomination-and-Remuneration-Policy.pdf . The Board affirms that the remuneration paid to Directors during the year was in accordance with the said Policy.

## 15) MEETINGS OF THE BOARD OF DIRECTORS

The Board meets at regular intervals to discuss and decide on Company / Business policy and strategy. The gap between any two consecutive meetings was within the limit prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations. The necessary quorum was present during all the meetings.

During the year under review, Twenty Five (25) Board Meetings were held viz 30th April, 2025, 09th May, 2025, 6th June, 2025, 18th June, 2025, 27th June, 2025, 1st August, 2025, 25th August, 2025, 6th September, 2025, 10th September, 2025, 15th October, 2025, 3rd November, 2025, 13th November, 2025, 18th November, 2025, 27th November, 2025, 2nd December, 2025, 5th December, 2025, 10th December, 2025, 11th December, 2025, 19th December, 2025, 30th January, 2026, 14th February, 2026, 20th February, 2026, 5th March, 2026, 17th March, 2026 and 31st March, 2026. The details of Directors Present for the meetings is as under:

| Date of meeting | Attendance | | |
|---|---|---|---|
| | Total Number of directors as on the date of meeting | Number of directors attended | % of attendance |
| 30-04-2025 | 5 | 5 | 100% |
| 09-05-2025 | 5 | 5 | 100% |
| 06-06-2025 | 5 | 5 | 100% |
| 18-06-2025 | 5 | 5 | 100% |
| 27-06-2025 | 5 | 5 | 100% |
| 01-08-2025 | 5 | 5 | 100% |
| 25-08-2025 | 5 | 5 | 100% |
| 06-09-2025 | 5 | 5 | 100% |
| 10-09-2025 | 5 | 5 | 100% |
| 15-10-2025 | 5 | 5 | 100% |
| 03-11-2025 | 5 | 5 | 100% |
| 13-11-2025 | 5 | 5 | 100% |
| 18-11-2025 | 5 | 5 | 100% |
| 27-11-2025 | 5 | 5 | 100% |
| 02-12-2025 | 5 | 5 | 100% |
| 05-12-2025 | 5 | 5 | 100% |
| 10-12-2025 | 5 | 5 | 100% |
| 11-12-2025 | 5 | 5 | 100% |
| 19-12-2025 | 5 | 5 | 100% |
| 30-01-2026 | 5 | 5 | 100% |
| 14-02-2026 | 5 | 5 | 100% |
| 20-02-2026 | 5 | 5 | 100% |
| 05-03-2026 | 5 | 5 | 100% |
| 17-03-2026 | 5 | 5 | 100% |
| 31-03-2026 | 4 | 3 | 75% |

# Directors' Report (Contd.)

## 16) COMMITTEES OF THE BOARD

### i. AUDIT COMMITTEE:

As on March 31, 2026, the Audit Committee comprised three Directors, of whom two are Non-Executive Independent Directors and one is an Executive Director, all possessing knowledge of corporate finance, accounts and company law. The Chairperson of the Committee is a Non-Executive Independent Director. The quorum of the Committee is two members, and the Company Secretary acts as Secretary to the Committee. The composition of the Committee changed during the year under review, as set out below. The Audit Committee oversees and reviews the Company's financial statements, internal audit functions, risk management framework and related party transactions, and makes recommendations to the Board to strengthen transparency and accountability in the Company's operations.

The constitution of the Audit Committee is in line with the requirements applicable to the Company upon listing of its Equity Shares.

| Name of the Member | Designation in Committee | Nature of Directorship |
|---|---|---|
| Mr. Shashin Jayantilal Koradia | Chairperson (up to 24-03-2026) | Non-Executive Independent Director |
| Mr. Hamukh Gulabchand Mehta | Chairperson (w.e.f. 31-03-2026) Member (up to 31-03-2026) | Non-Executive Independent Director |
| Ms. Neha Vinod Kothari | Member (w.e.f. 31-03-2026) | Non-Executive Independent Director |
| Ms. Nidhi Parth Sheth | Member | Managing Director (Executive) |

#### Meeting And Attendance During The Year:

During the year, Thirteen Audit Committee meeting were held viz ; . 30th April, 2025, 9th May, 2025, 18th June, 2025, 27th June, 2025, 1st August, 2025, 25th August, 2025, 6th September, 2025, 3rd November, 2025, 18th November, 2025, 14th February, 2026, 20th February, 2026, 5th March, 2026 and 17th March, 2026. The attendnace of Director is as under

| Name of the Director | No. of Audit Committee Meetings held | No. of Audit Committee Meetings attended |
|---|---|---|
| Mr. Shashin Jayantilal Koradia# | 13 | 13 |
| Mr.Hasmukh Gulabchand Mehta | 13 | 13 |
| Ms. Nidhi Parth Sheth | 13 | 13 |
| Ms. Neha Vinod Kothari * | 13 | 0 |

#Resigned w.e.f 24th March 2026

* Appointed w.e.f. 31st March 2026

The Company Secretary acts as the Secretary to the Audit Committee

### ii. NOMINATION AND REMUNERATION COMMITTEE :

Nomination and Remuneration Committee comprises 3 members in which two of them are Non-Executive and Independent and one is Non-Executive Non Independent. All the Directors possess knowledge of corporate finance, accounts and company law. An Independent, Non-Executive Director acts as Chairman of the Committee Meetings. There is a change in the committee structure during the period under review which is as follows.

Details of Nomination and Remuneration Committee

| Name of the Member | Designation in Committee | Nature of Directorship |
|---|---|---|
| Mr. Hasmukh Gulabchand Mehta | Chairperson | Non-Executive Independent Director |
| Mr. Shashin Jayantilal Koradia | Member till 24th March,2026 | Non-Executive Independent Director |
| Mr. Abhay Prakash Kapashi | Member | Non-Executive Non Independent Director |
| Ms. Neha Vinod Kothari | Member w.e.f 31st March,2026 | Non-Executive Independent Director |

***Meeting And Attendance During The Year:***

During the year, five Nomination and Remuneration Committee meeting were held viz 18th June, 2025, 15th October, 2025, 18th November, 2025, 10th December, 2025, and 31st March, 2026.

| Name of the Director | No. of Audit Committee Meetings held | No. of Audit Committee Meetings attended |
|---|---|---|
| Mr. Hasmukh Gulabchand Mehta | 5 | 5 |
| Mr. Shashin Jayantilal Koradia# | 5 | 4 |
| Mr. Abhay Prakash Kapashi | 5 | 5 |
| Ms. Neha Vinod Kothari* | 5 | 0 |

# Resigned w.e.f 24th March 2026

* Appointed w.e.f 31st March 2026

The Company Secretary acts as the Secretary to the Committee

### iii. STAKEHOLDER'S RELATIONSHIP COMMITTEE :

The Stakeholders' Relationship Committee ("SRC") of the Company as on 31st March, 2026 comprises of Three (3) members chaired by Mr. Abhay Kapashi Non Independent, Non-Executive Director. There is a change in the committee structure during the period under review which is as follows.

The constituted Stakeholder's Relationship Committee comprises the following members:

| Name of the Member | Designation in Committee | Nature of Directorship |
|---|---|---|
| Mr. Abhay Prakash Kapashi | Chairman | Non-Executive Non Independent Director |
| Ms. Nidhi Parth Sheth | Member | Managing Director (Executive) |
| Mr. Hasmukh Gulabchand Mehta | Member till 31st March,2026 | Non-Executive Independent Director |
| Ms. Neha Vinod Kothari | Member w.e.f 31st March,2026 | Non-Executive Independent Director |

During the year, four Stakeholders Relationship Committee meeting were held viz 18th June,2025, 6th September,2025,28th October,2025, 20th February,2026. The attendance of Directors is as under;

| Name of the Director | No. of Audit Committee Meetings held | No. of Audit Committee Meetings attended |
|---|---|---|
| Mr. Abhay Prakash Kapashi | 4 | 4 |
| Ms. Nidhi Parth Sheth | 4 | 4 |
| Mr. Hasmukh Gulabchand Mehta | 4 | 4 |

The Company Secretary acts as the Secretary to the SRC Committee

### iv. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

The Corporate Social Responsibility ("CSR") Committee comprises of 3(three) members with 2 Non executive Directors and one Executive Director.

The constituted CSR Committee comprises the following members:

| Name of the Member | Designation in Committee | Nature of Directorship |
|---|---|---|
| Ms. Nidhi Sheth | Managing Director (Executive) | Chairperson |
| Mr Abhay Kapashi | Non-Executive Non Independent Director | Member |
| Mr. Hasmukh Mehta | Non-Executive Independent Director | Member |

CSR Committee met 2(two) times during the FY 2025-2026 on 25th August,2025 and 2nd December,2025 .

# Directors' Report (Contd.)

| Name of the Director | No. of Audit Committee Meetings held | No. of Audit Committee Meetings attended |
|---|---|---|
| Ms. Nidhi Sheth | 2 | 2 |
| Mr Abhay Kapashi | 2 | 2 |
| Mr. Hasmukh Mehta | 2 | 2 |

The Company Secretary acts as the Secretary to the CSR Committee. The minutes of each CSR meeting are placed in the next meeting of the Board.

## 17) ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES & INDIVIDUAL DIRECTORS:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of Committee.

The manner in which the evaluation has been carried out is explained as follows:-

Pursuant to the provisions of the Act and the SEBI Listing Regulations, 2015, the Board has carried out the annual performance evaluation of the Directors individually as well as evaluation of the working of the Board and of the Committees of the Board, by way of individual and collective feedback from Directors.

A separate meeting of Independent Directors was held wherein a performance of Non-Independent Directors including that of MD, Chairman of the Board and of the Board as a whole was evaluated.

The following were the Evaluation Criteria:

### a) For Independent Directors:

- Knowledge and Skills
- Professional Conduct
- Duties, Role and Functions
- Fulfilment of the Independence Criteria and their independence from the management

### b) For Executive Directors:

- Performance as Team Leader/Member
- Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- Set Key Goals and Achievements
- Professional Conduct and Integrity
- Sharing of Information with the Board

The Directors expressed their satisfaction with the evaluation process.

## 18) MEETINGS OF SHAREHOLDERS:

During the year under review, Three (3) Extra Ordinary General Meetings (EGM) and one Annual general Meeting (AGM) were held

EGM-2nd April,2025, 23rd August,2025 and 27th November,2025.

AGM-30th September,2025

## 19) STATUTORY AUDITORS & AUDITOR REPORT:

M/s. A. K. Kocchar & Associates, Chartered Accountants, (Firm Registration No. 120410W) were appointed as the Statutory Auditors of the Company, by the Members of the Company for a period of five consecutive years from the conclusion of 5th AGM till the conclusion of 10th AGM of the Company to be held in the year 2029 at a remuneration mutually decided between the Board of Directors and Auditor. The Notes to the financial statements referred to in the Auditors' Report are self-explanatory.

The Statutory Auditors have issued unmodified (unqualified) audit opinions on both the Standalone and Consolidated Financial Statements of the Company for FY 2025-26.

The reports of Statutory Auditors on Standalone and Consolidated Financial Statements forms part of the Annual Report. There are no qualifications, reservations, adverse remarks, disclaimer or emphasis of matter in the Auditors' Reports.

### DETAILS IN RESPECT OF FRAUD:

During the year under review, the Statutory Auditor in their report have not reported any instances of frauds committed in the Company by its Officers or Employees under section 143(12) of the Companies Act, 2013.

## 20) SECRETARIAL AUDITORS AND SECRETARIAL AUDITORS REPORT

In terms of provisions of Section 204 of the Act, the Board of Directors of the Compay have appointed M/s KRS & Co., Practicing Company Secretaries, Thane (Peer reviewed certificate no.3967/2023) as Secretarial Auditors to undertake the Secretarial Audit of your Company for the year 2025-2026.

The Secretarial Audit Report does not contain any qualification and is annexed as **Annexure-4** of this report.

Further the Board of Directors of the Company have reappointed M/s KRS & Co., Practicing Company Secretaries, Thane (Peer reviewed certificate no.3967/2023) as Secretarial Auditors of the Company for the Financial Year 2026-27 at a remuneration mutually decided between the Board of Directors and Auditor

## 21) INTERNAL AUDITOR:

In accordance with the provisions of Section 138 of the Companies Act, 2013, read with Rule 13 of the Companies (Accounts) Rules, 2014, the Board of Directors has appointed Rahul Khubchandani & Co., Chartered Accountants, Mumbai, as the Internal Auditor of the Company for the financial year [2025–2026]. The Internal Auditor is responsible for conducting periodic internal audits to evaluate the adequacy and effectiveness of internal controls, risk management, and governance processes. The audit reports and findings are presented to the management and the Audit Committee/Board for review, and necessary corrective actions are taken to strengthen the control environment.

Further the Board of Directors of the Company have reappointed Rahul Khubchandani & Co., Chartered Accountants, Mumbai as Internal Auditors of the Company for the Financial Year 2026-27 at a remuneration mutually decided between the Board of Directors and Auditor

## 22) COMPLIANCE WITH SECRETARIAL STANDRDS

Your Directors confirm that the Secretarial Standard –1, on Meetings of Board of Directors and Secretarial Standard – 2 on General Meetings, issued by the Institute of Company Secretaries of India, have been duly complied with.

## 23) MSME RELATED COMPLIANCE:

The Company complies with the requirement of submitting a half yearly return with respect to MSME dues with the Ministry of Corporate Affairs within the prescribed timelines.

## 24) MATERIAL CHANGES AND COMMITMENTS SINCE THE FINANCIAL YEAR END:

Except as stated below, there have been no material changes and commitments affecting the financial position of the Company between the end of the financial year under review and the date of this Report.

The Members of the Company vide Special Resolution Passed through Postal Ballot concluded on 16th July, 2026 accorded their approval for:

1 Alteration of the Articles of Association by adoption of new set of Articles of Association ("AOA") in line with latest provisions of Companies Act, 2013 and SEBI Regulations.

2. The Prodocs Solutions Employees Stock Option Scheme, 2026 ("ESOP Scheme 2026") and the grant of stock options to the eligible employees of the Company under the said Scheme and to extend the benefits of and to approve granting of Stock Options to the employees of the group company (ies), in accordance with the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

# Directors' Report (Contd.)

## 25) ANNUAL RETURN:

The Company is having website i.e. www.prodocssolution.com and annual return of Company has been published on such website. Link of the same is given below: https://prodocssolution.com/wp-content/uploads/2026/09/Draft-MGT-7_2026.pdf

## 26) DEPOSITS

There were no outstanding deposits within the meaning of Section 73 and 74 of the Act read with rules made thereunder at the end of FY 25-26 or the previous financial years. Your Company did not accept any deposit during the year under review.

## 27) INTERNAL FINANCIAL CONTROL

Your Company has identified internal financial controls which impacts the financial statements and adopted the procedures for ensuring adherence to applicable laws, safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

The policies and procedures adopted by the company to ensure the orderly and efficient conduct of its business and adherence to the company's policies, prevention and detection of frauds and errors, accuracy and completeness of the records and the timely preparation of reliable financial information.

The Internal Auditor and the Management continuously monitors the efficacy of the Internal Financial Control system with the objective of providing to the Audit Committee and the Board of Directors, an effectiveness of the organization's risk management with regard to the Internal Financial Control system.

The Audit Committee meets regularly to review reports submitted by the Internal Auditors. The Audit Committee also meets the Company's Statutory Auditors to ascertain their views on the financial statement, including the financial reporting system and compliance to accounting policies and procedures followed by the Company.

## 28) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The activities of the Company being service oriented, the particulars required to be furnished in respect of conservation of energy and technology absorption are not applicable. However, all efforts are being made by the Company to conserve energy at all the stages of its activities.

Foreign Exchange earnings and Outgo:

| | |
|---|---|
| **Earnings** | ₹3907.56 Lakhs |
| **Outgo** | ₹2.32 Lakhs |

## 29) DISCLOSURE REGARDING PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company is committed to providing a safe and conducive work environment to all of its employees and associates. The Company has created the framework for individuals to seek recourse and redressal to instances of sexual harassment. The Company has in place a Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH, 2013). The poliy on Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is disclosed on https://prodocssolution.com/wp-content/uploads/2025/06/5.-Policy-on-Sexual-Harassment.pdf

Your Company has constituted Internal Complaints Committee (ICC) as per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the period under review, the Company had received no complaints of harassment and no complaints were pending to be resolved as on March 31, 2026.

## 30) DETAILS OR SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the year under there were no significant orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

## 31) MATERNITY BENEFIT:

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year.

## 32) ESTABLISHMENT OF VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

Pursuant to the provisions of section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and it powers) Rules, 2014, the Company has adopted Whistle Blower Policy/Vigil Mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct. It also provides for adequate safeguards against victimization of directors /employees who avail of the Mechanism.

To ensure proper functioning of vigil mechanism the Audit Committee of the Company on quarterly basis take note of the same.

The Vigil Mechanism / Whistle Blower Policy has been posted on the Company's website which may be accessed on the Company's website at the link https://prodocssolution.com/wp-content/uploads/2025/06/6.Vigil-Mechanism-_-Whistle-Blower-Policy-pdf.pdf

## 33) RISK MANAGEMENT POLICY:

The Company has laid down a comprehensive Risk Assessment and Minimisation Procedure, reviewed periodically by the Board, to identify, assess and prioritise risks and to develop coordinated measures to monitor, mitigate and control their probability and/or impact. The policy is disclosed on the Company's website at https://prodocssolution.com/wp-content/uploads/2025/06/6.Vigil-Mechanism-_-Whistle-Blower-Policy-pdf.pdf In the opinion of the Board, there is no risk that may threaten the existence of the Company.

## 34) CORPORATE GOVERNANCE:

As an SME-listed company, the requirements of Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2), and Paras C, D and E of Schedule V, of the SEBI Listing Regulations are not applicable to the Company, save to the extent made applicable to SME-listed entities. Accordingly, a separate report on Corporate Governance and the certificate from the Auditors is not required to be annexed

## 35) MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis forms a part of this annual report.

## 36) DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Act, the Board, to the best of their knowledge and based on the information and explanations received from the management of your Company, confirm that:

(a) that in the preparation of the annual accounts for the Financial Year ended 31st March 2026, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company for the Financial Year ended 31st March 2026 and of the and profit of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis;

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

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 37) CORPORATE SOCIAL RESPONSIBILITY

We at Prodocs aim to create economic value and to actively contribute toward the development of a sustainable society by taking up projects for the common good through responsible business practices and good governance. In line with the requirement of Section 135 of the Companies Act, 2013, read with Companies (Corporate Social Responsibility) Rules 2014, the Board of Directors have constituted a Corporate Social Responsibility (CSR) Committee. The details of Committee is mentioned under the committees section of this report.

During the year under review the Company has spent ₹8,00,000(Rupees Eight Lakhs) on CSR activities, Annual Report on CSR Activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been appended as **Annexure-5** and forms an Integral part of this report.

The Committee has formulated policy for CSR Activities and is placed on the website of the Company at https://prodocssolution.com/wp-content/uploads/2025/12/Corporate-Social-Responsibility-Policy-.pdf

## 38) COST RECORDS

In terms of sub-section (1) of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, maintenance of cost records is not applicable to the Company.

# Directors' Report (Contd.)

## 39) BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

The Business Responsibility Sustainability Report ("BRSR") as per the requirements of Regulation 34(2)(f) of the SEBI (LODR), 2015 is not mandatorily required to be given by Companies which have listed their specified securities on the SME Exchange. Your Company has not voluntarily adopted disclosure requirement of the Business Responsibility and Sustainability Report.

## 40) CREDIT RATING

The Company does not have any Credit rating as of now.

## 41) CODE ON PROHIBITION OF INSIDER TRADING

In accordance with SEBI Insider Trading Regulations, the Company has established a "Code of Conduct to Regulate, Monitor, and Report Trading by Designated Persons and their Relatives" ("Code on prohibition of Insider Trading"). Such measures aim to prevent insider trading activities and ensure ethical management of sensitive information.

The Code on prohibition of Insider Trading is reviewed and amended suitably from time to time, to incorporate the amendments carried out by SEBI. The Code outlines the duties and responsibilities of Designated Persons (DPs), including the maintenance of a Structured Digital Database (SDD). This database serves as a crucial tool for preventing insider trading and managing Unpublished Price Sensitive Information (UPSI).

The Code is available on the website of the Company at https://prodocssolution.com/wp-content/uploads/2025/06/11.-Insider-Trading-Policy.pdf

## 42) CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNELS

The Board of Directors has established a Code of Conduct applicable to its Directors and senior management personnel. This Code serves as a framework for ethical business practices, equitable treatment, and the prohibition of actions such as bribery, corruption, and anti-competitive behavior. All Board members and senior management personnel have confirmed their compliance with the Code of Conduct for the financial year 2025-26. The Code is also available on the website of the Company at https://prodocssolution.com/wp-content/uploads/2026/03/Code-of-Business-Conduct-And-Ethics.pdf

## 43) OTHER DISCLOSURES:

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

- There were no issue of equity shares with differential rights as to dividend, voting or otherwise.
- There was no Buy Back of its Securities by the Company from the Shareholders.
- No application has been made or any proceeding is pending against the Company under the Insolvency and Bankruptcy Code, 2016.
- There was no instance of one-time settlement with any bank or financial institution.
- There are no shares in the demat suspense account/unclaimed suspense account of the Company

## 44) ACKNOWLEDGEMENTS

Your Directors place on record their appreciation for the co-operation and assistance received from Government authorities, financial institutions, banks, vendors, customers, debenture holders and shareholders during the year under review, and wish to express their sincere appreciation for the dedicated services of all employees of the Company.

For **Prodocs Solutions Limited**

| Nidhi Sheth | Abhay Kapashi |
|---|---|
| Managing Director | Director& Chairman |
| (DIN: 08386886) | (DIN: 08780739) |

Place: Mumbai
Date: 28th August, 2026



# Annexure 1

## Form AOC- 1

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

**Statement containing salient features of the financial statement of subsidiaries or associate companies or Joint ventures**

### Part A Subsidiaries

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

| S. No. | Particulars | Details | |
|---|---|---|---|
| 1. | Name of the subsidiary | Prodocs Solutions Inc | eData Solutions Inc |
| 2. | The date since when subsidiary was acquired | 30th April 2025 | 30th April 2025 |
| 3. | Reporting period for the subsidiary concerned, if different from the holding company's reporting period. | April 25 to March 2026 | April 25 to March 2026 |
| 4. | Reporting currency and Exchange rate as on the last date of the relevant<br><br>Financial year in the case of foreign subsidiaries. | Reporting currency is dollar ($) and Exchange rate is ₹ 94.65 on 31st March 2026 for the financial year April 25 to March 2026 | Reporting currency is dollar ($) and Exchange rate is ₹ 94.65 on 31st March 2026 for the financial year April 25 to March 2026 |
| 5. | Share capital | 10,29,24,870 | NIL |
| 6. | Reserves and surplus | 1,54,297 | 14,19,94,198 |
| 7. | Total assets | 10,30,79,167 | 25,27,84,431 |
| 8. | Total Liabilities | NIL | 11,07,90,233 |
| 9. | Investments | 10,27,50,716 | NIL |
| 10. | Turnover | NIL | 44,08,59,606 |
| 11. | Profit before taxation | 1,39,142 | 2,22,18,765 |
| 12. | Provision for taxation | NIL | 63,59,843 |
| 13. | Profit after taxation | 1,39,142 | 1,58,58,922 |
| 14. | Proposed Dividend | NIL | NIL |
| 15. | Extent of shareholding (in percentage) | 100 percentage | 60 percentage |

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

1. Names of subsidiaries which are yet to commence operations NIL
2. Names of subsidiaries which have been liquidated or sold during the year. NIL
3. eDATA Solutions INC is a WOS of Prodoc Solutions INC and is a Step-Dow Subsidiary of the Company

### Part B Associates and Joint Ventures

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

The Company does not have any associate companies or joint ventures within the meaning of Section 2(6) of the Act; accordingly, Part B of Form AOC-1 is not applicable.

all employees of the Company.

For **Prodocs Solutions Limited**

| Nidhi Sheth | Abhay Kapashi |
|---|---|
| Managing Director | Director& Chairman |
| (DIN: 08386886) | (DIN: 08780739) |

Place: Mumbai
Date: 28th August, 2026

# Annexure 2

## FORM NO. AOC.2

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

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

| | | | | |
|---|---|---|---|---|
| **1.** | **Details of contracts or arrangements or transactions not at arm's length basis** | | | |
| (a) | Name(s) of the related party and nature of relationship | NA | NA | NA |
| (b) | Nature of contracts/arrangements/transactions | NA | NA | NA |
| (c) | Duration of the contracts/arrangements/ transactions | NA | NA | NA |
| (d) | Salient terms of the contracts or arrangements or transactions including the value, if any | NA | NA | NA |
| (e) | Justification for entering into such contracts or arrangements or transactions | NA | NA | NA |
| (f) | Date of approval by the Board | NA | NA | NA |
| (g) | Amount paid as advances, if any | NA | NA | NA |
| (h) | Date on which the special resolution was passed in general meeting as required under first proviso to section 188 | NA | NA | NA |
| **2.** | **Details of material contracts or arrangement or transactions at arm's length basis** | | | |
| **Particulars** | | | | |
| (a) | Name(s) of the related party and nature of relationship | Edata Solutions Inc - Step Down Subsidiary | Edata Services Inc – Company under same management | |
| (b) | Nature of contracts/arrangements/transactions | Sales of Services | Sales of Services | |
| (c) | Duration of the contracts/arrangements/ transactions | Ongoing | Ongoing | |
| (d) | Salient terms of the contracts or arrangements or transactions including the value, if any: | Sale of Services amount Received- ₹ 32,15,83,327 | Sale of Services amount Received- ₹ 6,85,34,143 | |
| (e) | Date(s) of approval by the Board, if any: | 03-11-2025 | 03-11-2025 | |
| (f) | Amount paid as advances, if any: | NA | NA | |

For **Prodocs Solutions Limited**

| | |
|---|---|
| **Nidhi Sheth** | **Abhay Kapashi** |
| Managing Director | Director& Chairman |
| (DIN: 08386886) | (DIN: 08780739) |

Place: Mumbai
Date: 28th August, 2026

# Annexure 3

**Statement of disclosure of remuneration under Section 197 of Companies Act, 2013 and Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

1. Ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2025-2026

| Name of Directors | Ratio of remuneration to median remuneration of Employees |
|---|---|
| Ms. Nidhi Parth Sheth | 13:1 |

2. The percentage increase in the remuneration of each Director and Key Managerial Personnel(KMP) during the financial year 2025-26: -

| Name | Category | Percentage |
|---|---|---|
| Ms. Nidhi Parth Sheth | Managing Director | 0% |
| Ms. Asha Ulhas Salian | Chief Financial Officer | 26.08% |
| Ms. Meghha Trivedi | Company Secretary | 9.16% |

3. The percentage increase in the median remuneration of employees in the financial year 2025-26 was **14.77 %.**
4. The number of permanent employees on the rolls of the Company as on March 31, 2026: **597**
5. The average percentile increase 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 of there are any exceptional circumstances for increase in the managerial remuneration
   - Average increase in remuneration of employees excluding KMPs: **7.27%**
   - Average increase in remuneration of KMPs: **17.62%**
   - KMP salary increases are determined based on the Company's performance, individual performance, increased responsibilities inflation, prevailing industry trends and benchmarks. There were **no exceptional circumstances** warranting any extraordinary increase in managerial remuneration during the year
6. The remuneration paid to Key Managerial Persons is as per the Remuneration Policy of the Company.

For **Prodocs Solutions Limited**

| | |
|---|---|
| **Nidhi Sheth** | **Abhay Kapashi** |
| Managing Director | Director& Chairman |
| (DIN: 08386886) | (DIN: 08780739) |

Place: Mumbai
Date: 28th August, 2026

# Annexure 4

## Secretarial Audit Report

### FormNo.MR-3

**FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2026**

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

To,
The Members,
**Prodocs Solutions Limited**
6/19 1st Floor Transmission House,
Compound N0 82 MIDC, Nr MV Road,
Andheri (East), Mumbai, Maharashtra,
India, 400059.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices of **PRODOCS SOLUTIONS LIMITED [CIN: L72900MH2019PLC322408]** (hereinafter called "The Company"). Secretarial Audit was conducted in amanner that providedme 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, I hereby report that in my opinion, the Company has, during the audit period ended on **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 reportingmade hereinafter:

I have examined the books, papers and minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on **31st March 2026,** to the extent applicable provisions of:

I. The Companies Act, 2013 ("The Act") the applicable and effective amendments and the Rules made thereunder;

II. The Securities Contracts (Regulation) Act, 1956 **("SCRA")** and the Rules made thereunder;

III. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

IV. The Depositories Act, 2018 and the Regulations and Bye-laws framed thereunder;

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 **("SEBI Act")** to the extent applicable to the Company: -

   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   d. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **not applicable for the period under review.**

   e. 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.

   f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the audit period);**

   g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the audit period);**

   h. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the listed entity during the ReviewPeriod)**

   i. The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited.

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

   a. The Information Technology Act, 2000 read with Rules made there under.

   b. The Digital Personal Data Protection Act, 2023 (DPDP) read with Rules made there under.

I have also examined compliances with the applicable provisions of the following:

a) Secretarial Standards issued by the Institute ofCompany Secretaries of India.

b) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;

During the period under reviewthe company has complied with the provisions of the Act, Rules, Regulations, and Guidelines, mentioned above.

**I further report that:**

The Board of Directors of the Company is constituted with proper balance of Executive, Non-Executive Director and Independent Directors. The changes in the composition of the Board of Directors and Key Managerial Personnel that took place during the year under review were carried out in compliance with the provisions of the Act, as under:

1. At the 6th Annual General Meeting held on September 30, 2025, the Members of the Company approved the following: - Mrs. Nidhi Sheth (DIN: 08386886), who was liable to retire by rotation as Director in terms of Section 152 (6) of the Companies Act 2013 and being eligible for re-appointment was re-appointed as Director of theCompany.

2. Mr. Shashin Koradia (DIN: 00362410) Non-Executive Independent Director tendered his resignation w.e.f the closing of business hours on March 24, 2026, accordingly he ceased to be a Non-Executive Independent Director.

3. Ms. Neha Vinod Kothari (DIN: 11022380) was appointed as an Additional Independent Director (Non-ExecutiveWomen Director) of the Company for a period of 5 (Five) years with effect from 31st March 2026. Further the Members of the Company through postal ballot dated July 16, 2026 approved the regularization of appointment of Ms. Neha Vinod Kothari (DIN: 11022380) as Independent Director (Non-Executive Women Director).

Adequate notice is given to all Directors to schedule the BoardMeetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking obtaining further information and clarifications on the agenda items before the meeting and formeaningful participation at themeeting.

I **further report that** there are 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. During the year under review, the Company successfully completed its Initial Public Offer ("IPO"), comprising a Fresh Issue of 16,00,000 Equity Shares and anOffer for Sale of 4,00,000 Equity Shares by the Promoter (Selling Shareholder(s)), aggregating to ₹ 2,760 Lakhs, pursuant to which the Equity Shares of the Company are listed on the SME Platform of BSE Limited having scrip code: 544643 with effect from December 15, 2025.

2. During the financial year 2025-26, the Company through its Wholly-Owned subsidiary Prodocs Solutions Inc, USA, acquired 60% stake in eData Solutions Inc USA through Share Purchase Agreement dated April 30, 2025.

**For KRS ANDCO.**
Practicing Company Secretaries

**Ketan Ravindra Shirwadkar**
Proprietor
FCSNo.: F13938
CPNo.: 15386

Date: 28th August, 2026
Place: Thane
UDIN: F013938H001264011
Peer Review: 3967/2023
FRN: S2017MH469000

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 1

To,

The Members,

**Prodocs Solutions Limited**

6/19 1st Floor Transmission House,

Compound N0 82 MIDC, Nr M V Road,

Andheri (East), Mumbai, Maharashtra,

India, 400059.

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial records based on my audit.
2. I have followed the audit practices and processes as are appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
5. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For KRS ANDCO.**
Practicing Company Secretaries

**Ketan Ravindra Shirwadkar**
Proprietor
FCSNo.: F13938
CPNo.: 15386

Date: 28th August, 2026
Place: Thane
UDIN: F013938H001264011
Peer Review: 3967/2023
FRN: S2017MH469000





# Annexure 5

## ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR Policy of the Company: The CSR policy has been placed on the Company's website at: https://prodocssolution.com/wp-content/uploads/2025/12/Corporate-Social-Responsibility-Policy-.pdf.

   The CSR policy, which encompasses the Company's philosophy for defining its social responsibility and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large. This policy shall apply to all CSR initiatives and activities taken up by the Company, for the benefit of the society as per approach and direction given by the board. This policy and the operational guidelines are subject to and pursuant to the provisions of the Companies Act, 2013 (Act) and the Schedules, rules and regulations made thereunder.

2. Composition of CSR Committee:

| Sl. No | Name of Director | Designation / Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---|---|---|---|---|
| 1 | Nidhi Sheth | Chairperson/Managing Director (Executive) | 2 | 2 |
| 2 | Hasmukh Mehta | Member/Non-Executive Independent Director | 2 | 2 |
| 3 | Abhay Kapashi | Member/Non-Executive Non Independent Director | 2 | 2 |

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company.

   CSR Committee:- https://prodocssolution.com/composition-of-committees/#csr

   CSR Policy:- https://prodocssolution.com/wp-content/uploads/2025/12/Corporate-Social-Responsibility-Policy-.pdf.

   CSR Projects approved by the Board:- https://prodocssolution.com/wp-content/uploads/2026/08/Annual-Action-Plan-2025-2026.pdf

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).:-Not applicable

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

| Sl no. | Financial Year | Amount available for set-off from preceding financial years (in ₹) | Amount required to be set-off for the financial year, if any (in ₹) |
|---|---|---|---|
| 1 | 2025-2026 | 0 | 0 |

6. Average net profit of the company as per sub-section (5) of section 135.:-3,89,00,913

7. (a) Two percent of average net profit of the company as per sub-section (5) of section 135.:-778018.26

   (b) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years.:-NIL

   (c) Amount required to be set-off for the financial year, if any.: NIL

   (d) Total CSR obligation for the financial year [(b)+(c)-(d)]. 778018.26

# Annexure 5 (Contd.)

8. (a) CSR amount spent or unspent for the Financial Y ear:

| Total Amount Spent for the Financial Year. (in ₹) | Amount Unspent (in ₹) | | | | |
|---|---|---|---|---|---|
| | Total Amount transferred to Unspent CSR Account as per sub¬section (6) of section 135. | | Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135. | | |
| 8,00,000/- | Amount. | Date of transfer. | Name of the Fund | Amount. | Date of transfer. |
| | 0 | 0 | 0 | 0 | 0 |

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

| Sl. No | Name of the Project. | Item from the list of activ-ities in Schedule VII to the Act | Local area (Yes /No). | Location of the project. | | Amount spent for the project (in Rs.) | Mode of Implementation- Direct (Yes /No). | Mode of Implementation – Through Imple-menting Agency | |
|---|---|---|---|---|---|---|---|---|---|
| | | | | State | District. | | | Name | CSR Registration number |
| 1 | Education- Scholorship to needy student | Promoting Education | Yes | Maharshtra | Mumbai | 8,00,000 | No | Shree Bharat Raichand Korshi Shah Visha Oswal Kelvani Fund | CSR00009290 |
| | TOTAL | | | | | 8,00,000 | | | |

(c) Details of CSR amount spent against other than ongoing projects for the financial year: **8,00,000/-**

(d) Amount spent in Administrative Overheads: **NIL**

(e) Amount spent on Impact Assessment, if applicable: **NIL**

(f) Total Amount Spent for the Financial Year (8b+8c+8d+8e): **8,00,000/-**

(g) Excess amount for set-off, if any:

| Sl. No. | Particular | Amount (in ₹) |
|---|---|---|
| (i) | Two percent of average net profit of the company as per sub-section (5) of section 135 | 778018.26 |
| (ii) | Total amount spent for the Financial Year | 800000 |
| (iii) | Excess amount spent for the Financial Year [(ii)-(i)] | 21981.74 |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any | NA |
| (v) | Amount available for set off in succeeding Financial Years [(iii)-(iv)] | 21981.74 |

9 (a). Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: **NIL**

(b) Details of CSR Amount spent in the financial year for ongoing projects of the preceding financial year(s) : **NIL**

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

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135.**Not applicable**

For **Prodocs Solutions Limited**

**Nidhi Sheth**
Managing Director
(DIN: 08386886)

**Abhay Kapashi**
Director& Chairman
(DIN: 08780739)

Place: Mumbai
Date: 28th August, 2026



# Management Discussion and Analysis Report

## Economic Review

### Global Economy

The global economy operated in a challenging environment during CY2025, characterised by heightened geopolitical tensions, evolving trade policies, financial market volatility and continued supply chain realignments. According to the International Monetary Fund (IMF), global GDP growth is projected to moderate from 3.4% in CY2025 to 3.1% in CY2026, before improving marginally to 3.2% in CY2027, reflecting a gradual moderation in global economic activity. Despite these headwinds, economic activity remained relatively resilient, supported by easing inflation, stable labour markets and sustained domestic demand across several major economies.

***GDP Growth Rate***

| | CY 2025 | CY 2026 (Projections) | CY 2027 (Projections) |
|---|---|---|---|
| World | 3.4% | 3.1% | 3.2% |
| Advanced Economies | 1.9% | 1.8% | 1.7% |
| Emerging Markets and Developing Economies | 4.4% | 3.9% | 4.2% |

*(Source: World Economic Outlook by IMF, April 2026)*

Against this backdrop, governments and businesses continued to adapt to the changing global landscape by strengthening regional trade partnerships and diversifying supply chains. Enterprises accelerated investments in automation, digital infrastructure and artificial intelligence (AI) to improve productivity and operational resilience, while public investment in infrastructure and strategic industries supported long-term economic competitiveness.

*(Source: World Economic Outlook by IMF, April 2026)*

***Outlook***

The global economy is expected to witness gradual stabilisation over the medium term, supported by easing inflation, resilient domestic demand and improving financial conditions. Continued investments in infrastructure, digital transformation, automation and artificial intelligence are expected to strengthen productivity and support long-term growth. However, geopolitical tensions, evolving trade policies, elevated public debt and commodity price volatility remain key risks that could influence the pace of global economic expansion. Sustainable growth will depend on prudent macroeconomic policies, resilient supply chains and continued international cooperation.

### Indian Economy

India's economy demonstrated resilience during FY 2025-26 despite a challenging global environment marked by geopolitical tensions, trade uncertainties, and financial market volatility. Real GDP is estimated to have grown by 7.6%, supported by robust domestic demand, sustained investments, and prudent policy measures. The services sector remained a key driver of economic activity, contributing nearly 69% of real GVA growth, reflecting the growing importance of technology, financial, professional, and other knowledge-intensive services. India's external sector also remained resilient, with total exports reaching a record US$863.1 billion, including US$421.3 billion in services exports, highlighting the country's expanding role in global trade.

The Government continued to strengthen the foundations for future growth through investments in infrastructure, manufacturing, digitalisation, and innovation. The PLI Scheme, spanning 14 sectors, attracted cumulative investments exceeding ₹2.16 lakh crore as of April 2026, supporting capacity creation and domestic manufacturing. Infrastructure development remained a priority, with ₹12.2 lakh crore, equivalent to 3.4% of GDP, allocated towards capital expenditure in FY 2026-27. At the same time, India's innovation ecosystem continued to advance, with its Global Innovation Index ranking improving to 38th in 2025 from 66th in 2019. Together with expanding trade partnerships and initiatives in emerging technologies, these measures are strengthening India's productive capacity, competitiveness, and integration with the global economy.

*(Source: https://www.pib.gov.in/PressReleasePage.aspx?PRID=2246085&reg=3&lang=2; https://www.pib.gov.in/PressReleasePage.aspx?PRID=2221455&reg=48&lang=2; https://www.pib.gov.in/PressReleasePage.aspx?PRID=2219992&reg=48&lang=2)*

***Outlook***

India's economic outlook remains constructive, supported by sustained infrastructure investments, a favourable policy environment, and continued emphasis on strengthening domestic manufacturing capabilities. Ongoing investments in industrial infrastructure, logistics, technology, and innovation, together with measures to enhance ease of doing business and deepen global trade integration, are expected to support long-term economic expansion. While global geopolitical and

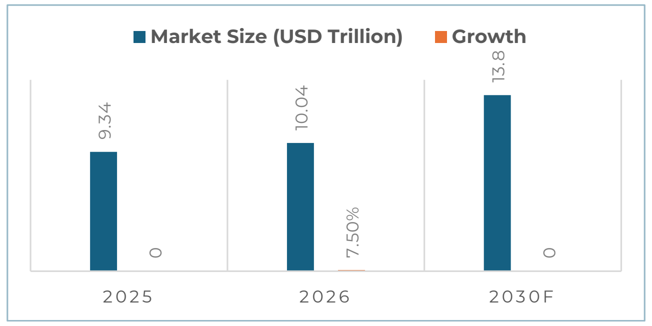
# Management Discussion and Analysis Report (Contd.)

trade-related uncertainties may continue to influence the external environment, India's expanding manufacturing base, improving competitiveness, and strong investment pipeline position the economy to sustain its growth momentum and create new opportunities across sectors.

## Global Information Technology (IT) Industry

The global Information Technology (IT) industry continues to witness robust growth, driven by accelerating digital transformation, increasing cloud adoption, and growing investments in next-generation technologies. Organizations across industries are embracing digital platforms, artificial intelligence (AI), automation, data analytics, and cloud computing to improve operational efficiency, enhance customer experiences, and build scalable business models. As enterprises modernize their IT infrastructure and increasingly outsource technology-enabled processes, the industry is expected to maintain a strong growth trajectory, creating significant opportunities for IT and IT-enabled service providers.

***Global Information Technology Market***




***Key Growth Drivers***

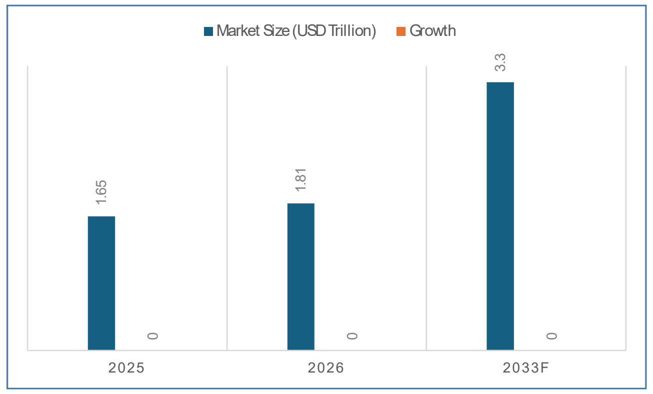
- **Accelerating Cloud Adoption:** Growing migration to cloud-based infrastructure is enabling organizations to access scalable, flexible, and cost-efficient computing resources.
- **Artificial Intelligence & Automation:** Increasing deployment of AI-driven automation is transforming business processes, improving productivity, and enhancing decision-making across industries.
- **Digital Transformation Initiatives:** Enterprises continue to modernize legacy systems and adopt digital technologies to improve operational efficiency and customer engagement.
- **Growing Cybersecurity Investments:** Rising cyber threats and evolving regulatory requirements are driving higher spending on information security and data protection solutions.
- **Demand for Scalable Digital Platforms:** Organizations are investing in flexible digital ecosystems that support business continuity, remote collaboration, and future growth.
- **Data-Driven Decision Making:** The increasing generation and utilisation of enterprise data is accelerating investments in analytics, business intelligence, and data management solutions.

*(Source: https://www.persistencemarketresearch.com/market-research/special-purpose-machines-market.asp)*

## IT Services Industry

The global IT Services industry continues to expand at a healthy pace, supported by accelerating digital transformation, increasing enterprise technology spending, and the growing adoption of cloud-based solutions. Organizations are increasingly leveraging IT services to modernize legacy systems, enhance operational efficiency, strengthen cybersecurity, and enable data-driven decision-making. As businesses continue to embrace artificial intelligence (AI), automation, and managed service models, the demand for scalable and technology-enabled IT services is expected to remain strong across industries.

***Global IT Services Market***




***Key Growth Drivers***

- **Accelerating Cloud Migration:** Enterprises continue to migrate workloads to cloud platforms, driving demand for cloud implementation, management, and optimization services.
- **Digital Transformation Initiatives:** Organizations are modernizing technology infrastructure to improve agility, operational efficiency, and customer experience, creating sustained demand for IT services.
- **Growing Cybersecurity Requirements:** Rising cyber threats and stringent data privacy regulations are increasing investments in managed security services, risk management, and compliance solutions.
- **Adoption of AI & Automation:** Artificial intelligence, machine learning, and intelligent automation are enabling organizations to optimize business processes, improve productivity, and reduce operational costs.
- **Expansion of Data Analytics:** Businesses are increasingly investing in advanced analytics and big data platforms to generate actionable insights and support data-driven decision-making.
- **Growth of IoT Ecosystems:** The proliferation of connected devices is driving demand for integrated IT infrastructure, network management, and end-to-end technology support.
- **Hybrid & Remote Work Models:** The shift towards hybrid workplaces continues to fuel demand for secure collaboration platforms, cloud-based applications, and scalable digital infrastructure.

***Key Industry Trends***

- Accelerated adoption of cloud-first and SaaS-based business models
- Rising demand for managed and outsourced IT services
- Enterprise-wide AI and intelligent automation deployment
- Growing investments in cybersecurity and data protection
- Increasing adoption of data analytics and business intelligence solutions
- Expansion of IoT-enabled enterprise ecosystems
- Continued modernization of enterprise applications and digital infrastructure
- Strong growth in technology spending to support business transformation

*(Source: https://www.grandviewresearch.com/industry-analysis/it-services-market-report)*

## Indian Information Technology (IT) Industry

India has reinforced its position as a global technology powerhouse, supported by its deep talent pool, cost competitiveness, strong digital infrastructure, and growing capabilities in emerging technologies. The industry continues to benefit from robust export demand, rising domestic technology spending, increasing adoption of artificial intelligence (AI), cloud computing, and data analytics, alongside sustained government initiatives promoting digital transformation. As enterprises accelerate technology investments, India's IT sector remains well positioned to drive innovation, employment, and long-term economic growth.

***Key Growth Drivers***

- **Strong Export Momentum:** India continues to strengthen its position as a global technology services hub, with exports accounting for the majority of industry revenue, supported by sustained demand from the United States and Europe.
- **Rising Domestic Technology Spending:** Enterprises are increasing investments in cloud infrastructure, AI-enabled software, cybersecurity, and digital transformation initiatives, driving growth in the domestic IT market.
- **Rapid AI Adoption:** Accelerating adoption of artificial intelligence across industries is creating new opportunities in software development, automation, data annotation, and AI-enabled enterprise solutions.
- **Expansion of Digital Infrastructure:** Significant investments in hyperscale data centres, cloud infrastructure, and digital connectivity are strengthening India's technology ecosystem.
- **Growth of Tier-II & Tier-III Technology Hubs:** Emerging cities such as Coimbatore, Visakhapatnam, Nagpur, and Udaipur are witnessing strong technology hiring, supported by lower operating costs and expanding digital talent pools.
- **Government Support: Policy initiatives promoting digitalisation,** startup development, and technology innovation continue to strengthen India's competitiveness as a global IT destination.

*https://community.nasscom.in/communities/it-services/reinvention-bpm-process-execution-intelligence-led-value*

## Non-Voice and Back-Office BPO Expand Amid Digitalisation

The global outsourcing industry is increasingly shifting towards non-voice and digitally delivered business processes as enterprises seek to improve efficiency, access specialised capabilities and optimise operating costs. Unlike traditional voice-based contact centre services, non-voice and back-office outsourcing encompasses a wide range of digitally enabled processes, including document processing, data management, indexing, finance and accounting, content management, research and other knowledge-intensive activities. The growing adoption of cloud platforms, artificial intelligence, automation and digital workflows is enabling outsourcing providers to undertake increasingly complex processes while improving speed, accuracy and scalability. This structural shift is creating opportunities for specialised providers with domain expertise, strong process capabilities and offshore delivery infrastructure.

***Non-Voice BPO Emerges as a High-Growth Segment***

As per Grand View Research, the global non-voice Customer Experience BPO segment was valued at USD 29.4 billion in 2025 and is projected to reach USD 86.2 billion by 2033, registering a CAGR of 14.6% during 2026–2033. While this segment specifically covers non-voice customer experience channels such as chat and email, its growth reflects the broader industry shift towards digitally delivered and technology-enabled outsourcing.

# Management Discussion and Analysis Report (Contd.)

Increasing adoption of digital engagement, automation and artificial intelligence is supporting the transition from manpower-intensive models towards scalable, technology-enabled service delivery.

***Back-Office Outsourcing Gains Strategic Importance***

The broader back-office outsourcing segment is also expanding as enterprises increasingly delegate non-core processes to specialised service providers. Key outsourced activities include finance and accounting, data processing, document management, human resources administration, procurement and other operational workflows. Recent market studies estimate the global back-office outsourcing services market at approximately USD 98.3 billion in 2024, with the market projected to reach USD 204.0 billion by 2032, representing a CAGR of 9.6%. The growing focus on cost optimisation, access to specialised talent, regulatory compliance and operational scalability is supporting demand for outsourced back-office services.

*(Source: https://www.researchandmarkets.com/reports/6055714/backoffice-outsourcing-services-market-global?utm_source)*

***Key Industry Trends***

- **AI and Intelligent Automation:** Artificial intelligence, machine learning and robotic process automation are increasingly being integrated into routine and rule-based processes, helping improve productivity, turnaround time and accuracy.
- **Digitalisation of Business Processes:** Enterprises are increasingly replacing paper-based and manual workflows with digital processes, creating demand for document digitisation, indexing, data extraction, content management and other technology-enabled services.
- **Growth in Knowledge-Intensive Outsourcing:** Outsourcing is moving beyond transactional processing towards specialised activities requiring domain knowledge, research capabilities and process expertise.
- **Offshore Delivery:** Companies continue to leverage offshore locations to access skilled talent and achieve cost efficiencies while maintaining scalable delivery capabilities.
- **Demand for Integrated Technology and Process Solutions:** Clients increasingly prefer providers that can combine domain expertise, process management, technology and automation rather than offering manpower-based services alone.
- **Data Security and Compliance:** As outsourced providers handle increasingly sensitive business, financial and customer information, information security, process controls and compliance capabilities are becoming increasingly important factors in vendor selection.

## Company Overview

Prodocs Solutions Limited is a technology-enabled Information Technology Enabled Services (ITeS) company operating across Business Process Management (BPM), Knowledge Process Outsourcing (KPO) and digital transformation. The Company provides technology-enabled solutions for document-intensive and data-driven business processes, with a diversified service portfolio comprising Title Services, Document Indexing, ePublishing, Finance & Accounting, Litigation Support and other specialised business services. With a client base primarily across the United States and Australia, Prodocs leverages domain expertise, process capabilities and technology to deliver scalable and efficient solutions aligned with evolving client requirements. Its in-house technology team supports system integration, application development and technology solutions, enabling the Company to enhance process efficiency, strengthen service delivery and support digitalisation across its operations.

## Servicewise Performance

During FY 2025–26, our service portfolio continued to provide a balanced foundation for business performance, with Title Services remaining the largest contributor at ₹25.28 crore, accounting for 56.0% of total revenue. ePublishing Services contributed ₹7.82 crore, followed by Indexing Services at ₹4.38 crore and Other IT-related Services at ₹4.18 crore. Finance & Accounting Services contributed ₹2.39 crore, while Title & Settlement Services accounted for ₹1.08 crore. The diversified revenue mix across the service offerings provides the Company with a broader platform to address evolving client requirements and pursue growth across its key markets.

## Financial Overview

(₹ in Lakhs)

| Particulars | FY 2025-26 | FY 2024-25 | Growth % |
|---|---|---|---|
| Revenue | 4512.90 | 4179.14 | 8.0% |
| EBITDA | 1358.10 | 833.38 | 63.0% |
| Profit after tax (PAT) | 8.02 | 4.98 | 61.0% |

| Ratio | FY 2025-26 | FY 2024-25 | % Change | Explanation |
|---|---|---|---|---|
| Current Ratio | 3.10 | 2.24 | 38.1% | The increase in the Current Ratio is primarily attributable to the increase in Trade Receivables, from ₹10.18 crore in FY 2025 to ₹ 12.70 crore in FY 2026, coupled with a significant increase in Cash and Bank Balances, from ₹ 24.83 lakh in FY 2025 to Rs 8.42 crore in FY 2026. There is also a significant decrease in Trade Payables from ₹ 3.28 crores to ₹ 2.04 crores resulting in increase in Current Ratio |
| Debt-Equity Ratio | 0.21 | 0.42 | (51.0%) | The reduction in the Debt-Equity Ratio is primarily attributable to the issue of new shares, resulting in an increase in the Company's share capital and net worth, thereby strengthening the equity base relative to debt. |
| Debt Service Coverage Ratio | 1.37 | 1.03 | 33.2% | The increase in the Debt Service Coverage Ratio (DSCR) is primarily attributable to an increase in earnings available for debt servicing, driven by improved operating profits, thereby enhancing the Company's capacity to service its debt obligations. |
| Return on Equity | 0.24 | 0.40 | (39.8%) | The decrease in the Return on Equity (ROE) Ratio is primarily attributable to the increase in shareholders' funds arising from the issue of new shares, which has resulted in a higher equity base relative to the returns generated during the year. |
| Interest Coverage Ratio | 6.12 | 6.84 | (10.53) | The Interest Coverage Ratio decreased from 6.84 times in FY 2025 to 6.12 times in FY 2026. This decline is primarily attributable to an increase in finance costs from Rs. 110.07 lakhs to Rs. 201.32 lakhs during FY 2026. Although EBIT increased from Rs. 752.50 lakhs to Rs. 1,232.67 lakhs, the increase in finance costs was proportionately higher, resulting in a marginal reduction in the Interest Coverage Ratio. |
| Trade Receivables Turnover Ratio | 3.94 | 5.73 | (31.1%) | The decrease in the Trade Receivables Turnover Ratio is primarily attributable to the increase in average trade receivables, which increased from ₹ 7.29 crore to ₹11.44 crore during the year. |
| Trade Payables Turnover Ratio | - | - | - | This cannot be calculated since there is no purchase of goods. |
| Net Capital Turnover Ratio | 2.08 | 2.28 | (8.8%) | The decrease in the Net Capital Turnover Ratio is primarily attributable to the increase in the average net working capital, which increased from ₹ 18.29 crore to ₹21.65 crore during the year, resulting in a lower turnover ratio. |
| Net Profit Ratio | 0.18 | 0.12 | 49.1% | The increase in Net Profit Ratio is due to increase in profit. |
| Return on Capital Employed | 0.22 | 0.28 | (21.9%) | The decrease in the Return on Capital Employed (ROCE) is primarily attributable to the significant increase in shareholders' equity, which increased from ₹19.01 crore to ₹ 47.39 crore, resulting in a higher capital base relative to the operating returns generated during the year. |

# Management Discussion and Analysis Report (Contd.)

## Opportunities and Threats

FY2026 presented a dynamic business environment across the Company's core industry segments. While higher interest rates moderated refinancing activities and transaction volumes within parts of the U.S. title and mortgage markets, demand for technology-enabled outsourcing, Healthcare Revenue Cycle Management services, digital publishing solutions, document digitization and AI-driven business process automation continued to grow.

Organizations increasingly sought strategic partners capable of delivering high-quality services through automation, Artificial Intelligence and scalable delivery models. This created opportunities for the Company to strengthen relationships with existing customers, expand Healthcare RCM and ePublishing engagements, increase document indexing projects and introduce AI-enabled solutions across multiple service lines.

The business environment also presented challenges including inflationary pressures, increasing cybersecurity threats, rapid technological advancements, evolving regulatory requirements and rising customer expectations around turnaround time, quality and operational excellence.

The Company responded by investing in automation, strengthening its information security framework, enhancing employee capabilities and broadening its AI-enabled service portfolio. These initiatives improved productivity, maintained customer satisfaction and reinforced the Company's competitive position despite industry headwinds.

## Human Resource

As a provider of specialised engineering solutions, the Company recognises that technical expertise and execution capabilities are key differentiators. It remains focused on attracting, developing, and retaining a competent workforce capable of supporting innovation, precision manufacturing, and complex project execution. The Company promotes a collaborative work culture that encourages knowledge sharing, continuous skill enhancement, and accountability, while maintaining a strong focus on employee well-being and workplace safety. As on 31 March 2026, the Company employed Approx 1500 people across its operations.

## Risk Management

The Company follows a structured risk management framework to identify, assess, monitor, and mitigate risks that may impact its business objectives and long-term growth. The framework encompasses strategic, operational, financial, regulatory, and project execution risks, enabling timely identification of emerging challenges and implementation of appropriate mitigation measures. Through continuous monitoring, prudent decision-making, and a focus on operational resilience, the Company seeks to safeguard stakeholder interests while capitalising on growth opportunities in an evolving business environment.

### Customer Concentration Risk

While the Title Insurance industry continues to contribute a significant portion of the Company's revenue, management is actively diversifying its customer base by expanding Healthcare Revenue Cycle Management, ePublishing, Document Indexing and Digital Transformation services, thereby reducing dependency on any single customer or industry segment.

### Technology Risk

Rapid advancements in Artificial Intelligence, automation and digital technologies require continuous investment. The Company continues to enhance its proprietary technology platforms, strengthen automation capabilities and invest in employee upskilling to maintain its competitive advantage.

### Cybersecurity and Information Security Risk

As a trusted outsourcing partner handling sensitive customer information across the Title Insurance, Healthcare, Publishing and Information Management sectors, maintaining robust information security remains a strategic priority. The Company operates an ISO-certified Information Security Management System (ISMS) and continuously strengthens its cybersecurity framework through regular risk assessments, access controls, employee awareness programmes, business continuity planning and continuous infrastructure monitoring.

### Regulatory and Compliance Risk

The Company closely monitors changes in data privacy laws, healthcare regulations, publishing standards and customer-specific compliance requirements to ensure continued adherence across all customer engagements.

### Foreign Exchange Risk

With a substantial portion of revenues generated from international customers, fluctuations in foreign exchange rates may impact financial performance. The Company regularly monitors currency movements and adopts prudent financial management practices to minimize volatility.

## Internal Controls

The Company has established an adequate system of internal financial controls and internal control processes commensurate with the nature, scale, and complexity of its operations. These controls are designed to ensure the safeguarding of assets, accuracy and reliability of financial reporting, compliance with applicable laws and regulations, and the efficient conduct of business operations. The effectiveness of the internal control framework is periodically reviewed through internal audits and management oversight, with corrective actions implemented wherever necessary to further strengthen governance and operational efficiency.

## Cautionary Statement

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations, or forecasts may constitute "forward-looking statements" within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and expectations of future events and are subject to various risks, uncertainties, and other factors that could cause actual results to differ materially from those expressed or implied. Important factors that may influence the Company's operations include changes in economic conditions, government policies, industry dynamics, market demand, input costs, competitive pressures, technological developments, and other factors beyond the Company's control. The Company undertakes no obligation to publicly update or revise any forward-looking statements to reflect subsequent events or circumstances.

# Independent Auditors' Report

TO,

THE MEMBERS OF PRODOCS SOLUTIONS LIMITED

## Report on the Standalone Financial Statements

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

## Auditor's Opinion

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

## Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the **Auditor's Responsibilities for the Audit of the Standalone Financial Statements** section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the standalone 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 issued by the Institute of Chartered Accountants of India.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended 31 March 2026.

These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's Annual Report, but does not include the standalone financial statements and our 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 identified above and, in doing so, consider whether such other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated.

When we read such other information, as and when it is made available to us, and if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

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

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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

As required by the Companies (Auditors' Report) Order,2020("the Order"). issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013. We give in the Annexure A statements on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

# Independent Auditors' Report (Contd.)

**As required by Section 197(16) of the Act, to the extent applicable, we report that the managerial remuneration for the year has been paid/provided in accordance with the provisions of Section 197 of the Act.**

As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.

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

(e) On the basis of the written representations received from the directors as on **31 March 2026,** 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure B** to this report.

(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 has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

ii. The Company has made provision, as required under the applicable law or Indian Accounting Standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested, either from borrowed funds or share premium or any other sources or kind of funds, by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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

v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility, and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature having been tampered with.

The proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from **1 April 2024**. Accordingly, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 regarding the preservation of the audit trail, as prescribed under the applicable statutory requirements, is applicable for the year ended **31 March 2026.**

## Internal Financial Controls over Financial Reporting

The Company's internal financial controls over financial reporting and the operating effectiveness of such controls are required to be reported upon in a separate report issued by us as Annexure B to this report.

FOR A K KOCCHAR & ASSOCIATES
*(Chartered Accountants)*
Reg No. :0120410W

Place: Mumbai
Date: 29/05/2026

Hitesh Kumar S
*Partner*
M. No.: 134763
UDIN: 26134763WCOCPS5189

# Annexure – A To The Independent Auditor's Report

**Reports under The Companies (Auditor's Report) Order, 2020 (CARO 2020) for the year ended on 31st March 2026**

TO,

THE MEMBERS OF PRODOCS SOLUTIONS LIMITED

We report on the matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Ministry of Corporate Affairs in terms of Section 143(11) of the Companies Act, 2013, to the extent applicable to the Company. The Order requires reporting on specified matters in addition to those required under Section 143(3) of the Companies Act, 2013.

i. Property, Plant and Equipment and Intangible Assets

(a)

(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

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

(b) The Property, Plant and Equipment have been physically verified by the management at reasonable intervals which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and based on our examination of the records of the Company, the Company does not own any immovable properties during the year. Accordingly, reporting under clause 3(i)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment or intangible assets during the year. Further, the Company has not undertaken any transaction involving revaluation of Property, Plant and Equipment or intangible assets through a Registered Valuer.

(e) According to the information and explanations given to us and based on our examination of the records of the Company, there are no proceedings initiated or pending against the Company as at March 31, 2026 for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and the rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable.

ii. Inventory and Working Capital

(a) The Company does not have any inventory during the year. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of Rs.5 crore, in aggregate, at any point of time during the year from banks or financial institutions on the basis of security of current assets. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable.

iii. Investments, Guarantees, Security and Loans or Advances

(a) During the year, the Company has made investments in companies. The aggregate amount of investments made during the year and the balance outstanding at the balance sheet date, in respect of such investments, are as disclosed in the standalone financial statements.

(b) During the year, the Company has granted unsecured loans or advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties, as applicable.

(c) In our opinion and according to the information and explanations given to us, the terms and conditions of the grant of such loans or advances are not prejudicial to the Company's interest.

(d) In respect of loans and advances in the nature of loans, the repayment of principal and payment of interest have been stipulated and the receipts are regular. Accordingly, there are no amounts which are overdue for a period of more than ninety days.

(e) According to the information and explanations given to us and based on our examination of the records of the Company, there were no loans or advances in the nature of loans falling due during the year which have been renewed or extended or fresh loans granted to settle the overdues of existing loans or advances in the nature of loans given to the same parties.

(f) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

iv. Loans to Directors and Investment by the Company

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 Companies Act, 2013 in respect of loans, investments, guarantees and security, as applicable.

v. Deposits Accepted by the Company

The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules made thereunder. Accordingly, reporting under clause 3(v) of the Order is not applicable.

vi. Maintenance of Cost Records

The maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

vii. Statutory Dues

(a) According to the information and explanations given to us and based on our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues, including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Customs Duty, Cess and other material statutory dues, have generally been regularly deposited by the Company with the appropriate authorities, though there have been delays in certain cases. According to the information and explanations given to us, there were no undisputed statutory dues outstanding as at March 31, 2026 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no statutory dues referred to in clause 3(vii)(a) which have not been deposited with the appropriate authorities on account of any dispute.

viii. Disclosure of Undisclosed Transactions

According to the information and explanations given to us and based on our examination of the records of the Company, there were no transactions which were not recorded in the books of account and which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. Loans and Borrowings

(a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender.

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or other lender or government or government authority.

(c) According to the information and explanations given to us and based on our examination of the records of the Company, the term loans obtained during the year were applied for the purposes for which they were obtained.

(d) According to the information and explanations given to us and based on an overall examination of the standalone financial statements of the Company, we report that funds raised on short-term basis have not been utilised for long-term purposes.

(e) On an overall examination of the standalone 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, associates or joint ventures.

(f) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, reporting under clause 3(ix)(f) of the Order is not applicable.

x. Money raised by IPO, FPOs

(a) Initial Public Offer

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has raised money by way of an Initial Public Offer (IPO) during the year. The Company has utilised the funds raised through the IPO for the purposes for which such funds were raised, except for amounts, if any, remaining unutilised as at March 31, 2026, as disclosed in the standalone financial statements. The details of the funds raised and their utilisation are as follows:

| Particulars | Amount (Rs. In crores) |
|---|---|
| Total amount raised through IPO | 27.60 |
| Less : Offer for Sale | 5.52 |
| Total amount received | 22.08 |
| Less: Amount utilised for the objects of the issue | 14.17 |
| Less: Amount utilised for purposes other than the objects of the issue, if any | - |
| **Unutilised amount as at March 31, 2026** | **7.90** |

In our opinion and according to the information and explanations given to us, the funds raised through the IPO have been utilised for the purposes for which they were raised, except for the amounts remaining unutilised as at March 31, 2026, which have been appropriately disclosed in the standalone financial statements.

# Annexure – A To The Independent Auditor's Report (Contd.)

(b) Preferential Allotment and Private Placement

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made preferential allotment and/or private placement of shares during the year.

xi. Fraud and Whistle Blower Complaints

(a) Based on our examination of the records of the Company and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.

(b) No report under Section 143(12) of the Companies Act, 2013 has been filed in Form ADT-4 with the Central Government during the year and up to the date of this report.

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

xii. Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio

The Company is not a Nidhi Company. Accordingly, reporting under clause 3(xii) of the Order is not applicable.

xiii. Related Party Transactions

According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of such transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.

xiv. Internal Audit System

(a) In our opinion and based on the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the reports issued by the internal auditors during the year, in determining the nature, timing and extent of our audit procedures.

xv. Non-cash Transactions

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors during the year. Accordingly, reporting under clause 3(xv) of the Order is not applicable.

xvi. Registration under Section 45-IA of the Reserve Bank of India Act, 1934

(a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration under the Reserve Bank of India Act, 1934.

(c) The Company is not a Core Investment Company ("CIC") as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanations given to us, the Group does not have any CIC as part of the Group. Accordingly, reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. Cash Losses

The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

xviii. Resignation of Statutory Auditors

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

xix. Material Uncertainty Relating to Realisation of Financial Assets and Payment of Financial Liabilities

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 Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention which causes us to believe that any material uncertainty exists as at the date of the audit report that the 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. Corporate Social Responsibility

(a) According to the information and explanations given to us, there is no unspent amount under Section 135(5) of the Companies Act, 2013 pursuant to any ongoing project. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable.

(b) According to the information and explanations given to us, there is no amount remaining unspent under Section 135(5) of the Companies Act, 2013, other than amounts relating to any ongoing project, which is required to be transferred to a Fund specified in Schedule VII to the Companies Act, 2013 within the prescribed period. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable.

xxi. Compliance Consolidated Financial Statements

The Company has investments in a subsidiary and is required to prepare Consolidated Financial Statements under Section 129(3) of the Companies Act, 2013.

Accordingly, in our report on the consolidated financial statements, we have reported on the matters specified in clause 3(xxi) of the Order, as applicable.

FOR A K KOCCHAR & ASSOCIATES
*(Chartered Accountants)*
Reg No. :0120410W

Place: Mumbai
Date: 29/05/2026

Hitesh Kumar S
*Partner*
M. No.: 134763
UDIN: 26134763WCOCPS5189

# Annexure –B To The Independent Auditor's Report

**of even date on the Standalone Financial Statements of PRODOCS SOLUTIONS LIMITED.**

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

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

## Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls over financial reporting based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI").

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of 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 Companies Act, 2013.

## Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls over financial reporting. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included 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 judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

## Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting includes 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 over Financial Reporting

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

## Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR A K KOCCHAR & ASSOCIATES
*(Chartered Accountants)*
Reg No. :0120410W

Place: Mumbai
Date: 29/05/2026

Hitesh Kumar S
*Partner*
M. No.: 134763
UDIN: 26134763WCOCPS5189

## Standalone Balance Sheet as on 31 March 2026

(All amounts in INR Lakhs, unless otherwise stated)

| Particulars | Note No. | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|---|
| **EQUITY AND LIABILITIES** | | | |
| Shareholders' Funds | | | |
| 1 Share Capital | 3 | 705.00 | 545.00 |
| 2 Reserves and Surplus | 4 | 4,034.62 | 1,356.29 |
| | | 4,739.62 | 1,901.29 |
| Non - Current Liabilities | | | |
| 1 Long Term Borrowings | 5 | 367.99 | 197.05 |
| 2 Deferred Tax Liabilities, net | 6 | 2.95 | 27.69 |
| 3 Long Term Provisions | 7 | 75.24 | 55.92 |
| | | 446.18 | 280.66 |
| Current Liabilities | | | |
| 1 Short Term Borrowings | 8 | 608.11 | 601.52 |
| 2 Trade Payables | 9 | | |
| Total outstanding dues of micro enterprises and small enterprises | | 18.22 | 16.24 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | | 185.57 | 312.30 |
| 3 Other Current Liabilities | 10 | 255.54 | 278.10 |
| 4 Short Term Provisions | 11 | 212.03 | 118.67 |
| | | 1,279.47 | 1,326.83 |
| Total | | 6,465.27 | 3,508.78 |
| **ASSETS** | | | |
| Non - Current Assets | | | |
| 1 Property, Plant and Equipment and Intangible Assets | | | |
| Property, Plant and Equipment | 12 | 438.96 | 84.73 |
| Intangible Assets | 13 | 549.84 | 253.91 |
| Capital Work-in-Progress | 14 | 222.51 | 92.20 |
| 2 Non - Current Investments | 15 | 1,029.25 | - |
| 3 Long Term Loans and Advances | 16 | 211.93 | 102.58 |
| 4 Other Non - Current Assets | 17 | 50.23 | - |
| | | 2,502.72 | 533.42 |
| Current Assets | | | |
| 1 Trade Receivables | 18 | 1,269.55 | 1,018.95 |
| 2 Cash and Bank Balances | 19 | 842.56 | 24.83 |
| 3 Short Term Loans and Advances | 20 | 1,712.38 | 1,861.23 |
| 4 Other Current Assets | 21 | 138.06 | 70.35 |
| | | 3,962.55 | 2,975.36 |
| Total | | 6,465.27 | 3,508.78 |

Significant Accounting Policies
See Accompanying Notes to the Financial Statements

As Per our Report of Even Date Attached
**For A K Kocchar & Associates**
*Chartered Accountants*
Firm's Registration No. 120410W

**For and Behalf of the Board of Directors of Prodocs Solutions Limited**

**Nidhi Sheth**
*Managing Director*
DIN: 08386886

**Neha Kothari**
*Non-Executive & Independent Director*
DIN: 11022380

**Hitesh Kumar**
*Partner*
Membership No. 134763
Udin 26134763WCOCPS5189
Place: Mumbai
Date: 29 May 2026

**CS Meghha Trivedi**
*Company Secretary and Compliance Officer*
M. No. F11110

**CA Asha U. Salian**
*Chief Financial Officer*
M. No. 153241

Place: Mumbai
Date: 29 May 2026

## Standalone Statement of Profit and Loss for the Year Ended 31 March 2026

(All amounts in INR Lakhs, unless otherwise stated)

| Particulars | Note No. | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|---|
| 1 Revenue from Operations | 22 | 4,512.90 | 4,179.14 |
| 2 Other Income | 23 | 165.61 | 98.39 |
| Total Income | | 4,678.51 | 4,277.53 |
| Expenses | | | |
| 1 Employee Benefits Expenses | 24 | 1,955.45 | 1,669.48 |
| 2 Finance Costs | 25 | 201.32 | 110.07 |
| 3 Depreciation and Amortization Expenses | 26 | 125.43 | 80.88 |
| 4 Other Expenses | 27 | 1,364.96 | 1,774.67 |
| | | 3,647.16 | 3,635.10 |
| Profit / (Loss) before Tax | | 1,031.35 | 642.43 |
| Tax Expenses | | | |
| 1 Current Tax | | 233.00 | 115.00 |
| 2 Prior Period Tax Expense | | 20.94 | 6.84 |
| 3 Deferred Tax | | (24.75) | 22.37 |
| | | 229.19 | 144.21 |
| Profit / (Loss) for the Year | | 802.16 | 498.22 |
| Earnings per Equity Share | 37 | | |
| Nominal Value (INR per Share) | | 10 | 10 |
| Basic (INR per Share) | | 13.56 | 13.89 |
| Diluted (INR per Share) | | 13.56 | 13.89 |

Significant Accounting Policies
See Accompanying Notes to the Financial Statements

As Per our Report of Even Date Attached
**For A K Kocchar & Associates**
*Chartered Accountants*
Firm's Registration No. 120410W

**For and Behalf of the Board of Directors of Prodocs Solutions Limited**

**Nidhi Sheth**
*Managing Director*
DIN: 08386886

**Neha Kothari**
*Non-Executive & Independent Director*
DIN: 11022380

**Hitesh Kumar**
*Partner*
Membership No. 134763
Udin 26134763WCOCPS5189
Place: Mumbai
Date: 29 May 2026

**CS Meghha Trivedi**
*Company Secretary and Compliance Officer*
M. No. F11110

**CA Asha U. Salian**
*Chief Financial Officer*
M. No. 153241

Place: Mumbai
Date: 29 May 2026

# Standalone Cash Flow Statement for the Year Ended 31 March 2026

(All amounts in INR Lakhs, unless otherwise stated)

| Particulars | | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|---|
| **A** | **Cash Flow from Operating Activities** | | |
| | Profit / (Loss) before Tax | 1,031.35 | 642.43 |
| | *Adjustments for:* | | |
| | Depreciation and Amortisation | 125.42 | 80.87 |
| | Share Issue Expenses Written off | 171.83 | - |
| | Interest Income | (125.28) | - |
| | Finance Costs | 201.32 | 87.79 |
| | Unrealised Foreign Exchange Loss / (Gain), net | (40.32) | - |
| | Operating Profit before Working Capital Changes | 1,364.32 | 811.09 |
| | | | |
| | *Changes in Working Capital:* | | |
| | Increase / (Decrease) in Trade Payables | (124.74) | 217.14 |
| | Increase / (Decrease) in Provisions | (107.27) | - |
| | Increase / (Decrease) in Other Current Liabilities | (39.52) | 45.20 |
| | (Increase) / Decrease in Trade Receivables | (210.28) | (498.01) |
| | (Increase) / Decrease in Loans and Advances | (467.23) | (1,394.15) |
| | (Increase) / Decrease in Other Non-Current Assets | (50.23) | - |
| | (Increase) / Decrease in Other Bank Balances | (481.14) | - |
| | Cash Generated from Operations | (116.09) | (818.73) |
| | (Taxes Paid) / Refund Received, net | (33.99) | (121.84) |
| | Net Cash Generated from / (Used in) Operating Activities (A) | (150.08) | (940.57) |
| | | | |
| **B** | **Cash Flow from Investing Activities** | | |
| | Purchase of Property, Plant and Equipment (incl. Capital Work in Progress) | (535.41) | (284.89) |
| | Purchase of Intangible Assets | (370.50) | (92.20) |
| | Purchase of Non - Current Investments | (1,029.25) | - |
| | Loans Repaid / (Given), net | 506.74 | - |
| | Interest Received | 57.57 | - |
| | Net Cash Generated from / (Used in) Investing Activities (B) | (1,370.85) | (377.09) |

(All amounts in INR Lakhs, unless otherwise stated)

| Particulars | | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|---|
| **C** | **Cash Flow from Financing Activities** | | |
| | Proceeds from Issue of Share Capital | 1,864.35 | 840.00 |
| | Proceeds from Long Term Borrowings | 517.07 | 788.76 |
| | Repayment of Long Term Borrowings | (513.02) | (402.97) |
| | Proceeds From / (Repayment of) Short Term Borrowings, net | 173.48 | 198.12 |
| | Finance Costs Paid | (184.35) | (87.79) |
| | Net Cash Generated from / (Used in) Financing Activities (C) | 1,857.53 | 1,336.12 |
| | | | |
| | Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C) | 336.60 | 18.46 |
| | Cash and Cash Equivalents at the Beginning of the Year | 24.52 | 6.06 |
| | | | |
| | Cash and Cash Equivalents at the End of the Year | 361.12 | 24.52 |
| | | | |
| | Components of Cash and Cash Equivalents at the End of the Year: | | |
| | Cash on Hand | 2.70 | 3.81 |
| | Balances with Banks in Current Accounts | 58.14 | 20.71 |
| | Balances with Banks in EEFC Accounts | 23.57 | - |
| | Balances with Banks in Deposit Accounts (Maturity <= 3 months) | 276.71 | - |
| | Total Cash and Cash Equivalents | 361.12 | 24.52 |

Significant Accounting Policies
See Accompanying Notes to the Financial Statements

As Per our Report of Even Date Attached
**For A K Kocchar & Associates**
*Chartered Accountants*
Firm's Registration No. 120410W

**For and Behalf of the Board of Directors of Prodocs Solutions Limited**

**Nidhi Sheth**
*Managing Director*
DIN: 08386886

**Neha Kothari**
*Non-Executive & Independent Director*
DIN: 11022380

**Hitesh Kumar**
*Partner*
Membership No. 134763
Udin 26134763WCOCPS5189
Place: Mumbai
Date: 29 May 2026

**CS Meghha Trivedi**
*Company Secretary and Compliance Officer*
M. No. F11110

**CA Asha U. Salian**
*Chief Financial Officer*
M. No. 153241

Place: Mumbai
Date: 29 May 2026

# Notes to Standalone Financial Statements for the Year Ended 31 March 2026

(All amounts in INR Lakhs, unless otherwise stated)

## 1 Corporate Information

Prodocs Solutions Limited ('the Company') (CIN: L72900MH2019PLC322408) (formerly known as Prodocs Solutions Private Limited) is a public company incorporated on 12 March 2019 under the provisions of the Companies Act, 2013. The registered office of the Company is located at 6/19, Transmission House, Compound No. 82, MIDC, Near M. V. Road, Andheri East, Mumbai - 400 059. The Company is engaged in providing information technology enabled services across the globe.

## 2 Statement of Significant Accounting Policies

### 2.01 Basis of Preparation

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Accounting Standards notified under Section 133 of the Companies Act, 2013 read together with the Companies (Accounting Standards) Rules, 2021 and the presentation requirements of Division I of Schedule III to the Companies Act, 2013 (as amended).

The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those of the previous year

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Division I of Schedule III to the Companies Act, 2013. Based on the nature of business and the time required realisation of products / services in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current / non-current classification of assets and liabilities.

### 2.02 Current versus Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on the following current / non-current classification:

An asset is treated as current when it is:

a Expected to be realised or intended to be sold or consumed in the normal operating cycle;

b Held primarily for the purpose of trading;

c Expected to be realised within twelve months after the reporting period; or

d Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

a It is expected to be settled in the normal operating cycle;

b It is held primarily for the purpose of trading;

c It is due to be settled within twelve months after the reporting period; or

d There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

### 2.03 Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

### 2.04 Property, Plant and Equipment

Property, plant and equipment and capital work-in-progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price including import duties and non-refundable taxes, borrowing costs if capitalisation criteria are met, and directly attributable costs of bringing the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management, and the initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price.

Such cost includes the cost of replacing part of the plant and equipment. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Items of stores and spares that meet the definition of property, plant and equipment are capitalised at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

The Company adjusts exchange differences arising on translation / settlement of long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset to the cost of the asset and depreciates the same over the remaining life of the asset.

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Property, plant and equipment held for sale is valued at lower of their carrying amount and net realisable value. Any write-down is recognised in the statement of profit and loss.

### 2.05 Depreciation on Property, Plant and Equipment

Depreciation on property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management. The identified components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset.

The Company has used the following useful lives to provide depreciation on its property, plant and equipment:

| Asset | Useful Life |
|---|---|
| Plant and Machinery | 15 Years |
| Furniture and Fixtures | 10 Years |
| Computer and Peripherals | 3 - 6 Years |

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at least at each financial year end and adjusted prospectively, if appropriate.

### 2.06 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in an amalgamation in the nature of purchase is their fair value as at the date of amalgamation. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

Intangible assets are amortised on a straight-line basis over the estimated useful economic life. The Company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss. The estimated useful life of intangible assets are as follows :

| Asset | Useful Life |
|---|---|
| Computer Software | 5 Years |
| Trademark | 5 Years |

***Research and Development Costs***

Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognised as an intangible asset when the Company can demonstrate all the following: the technical feasibility of completing the intangible asset so that it will be available for use or sale; its intention to complete the asset; its ability to use or sell the asset; how the asset will generate future economic benefits; the availability of adequate resources to complete the development and to use or sell the asset; and the ability to measure reliably the expenditure attributable to the intangible asset during development.

### 2.07 Leases

***Where the Company is Lessee***

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

### 2.08 Borrowing Costs

Borrowing cost includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings, and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

### 2.09 Impairment of Property, Plant and Equipment and Intangible Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates

# Notes to Standalone Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. The Company bases its impairment calculation on budgets and forecast calculations covering a reasonable period of time.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised.

## 2.10 Investments

Investments which are readily realisable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

## 2.11 Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

***Income from Services***

Revenue from service contracts is recognised over time as and when services are rendered, in accordance with the terms of the underlying customer contracts and agreed pricing mechanism, net of GST and other indirect taxes.

***Interest***

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

## 2.12 Foreign Currency Translation

***Initial Recognition***

Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

***Subsequent Recognition***

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

All monetary assets and liabilities in foreign currency are restated at the end of the accounting period. With respect to long-term foreign currency monetary items, the Company has adopted the following policy:

a Foreign exchange difference on account of a depreciable asset is adjusted in the cost of the depreciable asset, which would be depreciated over the balance life of the asset.

b In other cases, the foreign exchange difference is accumulated in a Foreign Currency Monetary Item Translation Difference Account, and amortised over the balance period of such long-term asset / liability.

c All other exchange differences are recognised as income or as expenses in the period in which they arise.

## 2.13 Retirement and Other Employee Benefits

***Provident Fund (Defined Contribution)***

Contribution towards provident fund for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

***Gratuity (Defined Benefit)***

he Company provides for gratuity to eligible employees in accordance with the Payment of Gratuity Act, 1972. Gratuity liability is determined on an actuarial valuation using the Projected Unit Credit Method at each reporting date and actuarial gains/losses are recognised in the Statement of Profit and Loss in the period in which they arise.

***Compensated Absences***

Accumulated compensated absences expected to be availed or encashed within 12 months from the end of the reporting period are treated as short-term employee benefits and are recognised based on the expected obligation at the reporting date. The Company currently does not have any accumulated compensated absences expected to be availed or encashed beyond 12 months from the end of the reporting period and accordingly no actuarial valuation has been carried out for long-term compensated absences.

***Termination Benefits***

Termination benefits in the nature of voluntary retirement benefits are recognised in the statement of profit and loss as and when incurred.

## 2.14 Income Taxes

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the prelvant income-tax law in India and the tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognised for all taxable timing differences. Deferred tax assets are recognised for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the same taxable entity and the same taxation authority.

## 2.15 Segment Reporting

The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate. The Company has only one business segment i.e. providing information technology enabled services.

## 2.16 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and any attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## 2.17 Provisions

A provision is recognised when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value (except in case of decommissioning, restoration and similar liabilities recognised as cost of property, plant and equipment) and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

## 2.18 Contingent Liabilities and Contingent Assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. The Company does not recognise the contingent asset in its financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

## 2.19 Cash and Cash Equivalents

Cash and cash equivalents for the purposes of the cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

# Notes to Standalone Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

## 3 Share Capital

| Particulars | As at 31 March 2026 | | As at 31 March 2025 | |
|---|---|---|---|---|
| | No. of Shares | Amount | No. of Shares | Amount |
| **Authorised** | | | | |
| Equity Shares of INR 10 each | 8,000,000 | 800.00 | 8,000,000 | 800.00 |
| **Issued, Subscribed and Fully Paid-up** | | | | |
| Equity Shares of INR 10 each | 7,050,000 | 705.00 | 5,450,000 | 545.00 |
| **Total** | **7,050,000** | **705.00** | **5,450,000** | **545.00** |

### 3.1 Reconciliation of Number of Shares Outstanding at the End of the Reporting Period

| Particulars | As at 31 March 2026 | | As at 31 March 2025 | |
|---|---|---|---|---|
| | No. of Shares | Amount | No. of Shares | Amount |
| **Equity Shares of INR 10 each** | | | | |
| Balance as at the Beginning of the Year | 5,450,000 | 545.00 | 810,000 | 81.00 |
| **Add: Equity Shares Issued During the Year** | 1,600,000 | 160.00 | 280,000 | 28.00 |
| Add: Bonus Shares Issued During the Year | - | - | 4,360,000 | 436.00 |
| **Balance as at the End of the Year** | **7,050,000** | **705.00** | **5,450,000** | **545.00** |

### 3.2 Rights, Preferences and Restrictions Attached to Each Class of Shares

The Company has one class of equity share having a par value of INR 10 per share. Each holder of equity share is entitled to one vote per share. The shareholders who held shares on the record date are entitled to dividend as may be proposed by the Board of Directors and is subject to approval of the Shareholders at the ensuing General Meeting.

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

### 3.3 Details of Bonus Shares Issued

During the Year Ended 31 March 2025, the Company issued Bonus Shares in the ratio of 4:1 vide Board Resolution dated 30 September 2024

### 3.4 Shares Held by Shareholders Holding More Than 5% of the Aggregate Shares in the Company

| Particulars | As at 31 March 2026 | | As at 31 March 2025 | |
|---|---|---|---|---|
| | No. of Shares | % Holding | No. of Shares | % Holding |
| Onus Digital Services Private Limited | 1,600,000 | 22.7% | 1,800,000 | 33.0% |
| Pallavi Kothari | 1,000,000 | 14.2% | 1,140,000 | 20.9% |
| Manan Kothari | 660,000 | 9.4% | 660,000 | 12.1% |
| Rahul Bhatia | 500,000 | 7.1% | 700,000 | 12.8% |
| **Total** | **3,760,000** | **53.3%** | **4,300,000** | **78.9%** |

### 3.5 Details of Promoters' Shareholding

| Particulars | As at 31 March 2026 | | | |
|---|---|---|---|---|
| | No. of Shares | Change in No. of Shares | % Holding | % Change in Holding |
| Nidhi Sheth | 165,000 | 15,000 | 2.3% | (0.4%) |
| Manan Kothari | 660,000 | - | 9.4% | (2.7%) |
| Pallavi Kothari | 1,000,000 | (140,000) | 14.2% | (6.7%) |
| Onus Digital Services Private Limited | 1,600,000 | (200,000) | 22.7% | (10.3%) |
| Khyati Sanghavi | 120,000 | (30,000) | 1.7% | (1.1%) |
| Khushboo Shah | 120,000 | (30,000) | 1.7% | (1.1%) |
| **Total** | **3,665,000** | **(385,000)** | **52.0%** | **(22.3%)** |

| Particulars | As at 31 March 2025 | | | |
|---|---|---|---|---|
| | No. of Shares | Change in No. of Shares | % Holding | % Change in Holding |
| Nidhi Sheth | 150,000 | 120,000 | 2.8% | (1.0%) |
| Manan Kothari | 660,000 | 528,000 | 12.1% | (4.2%) |
| Pallavi Kothari | 1,140,000 | 912,000 | 20.9% | (7.2%) |
| Onus Digital Services Private Limited | 1,800,000 | 1,440,000 | 33.0% | (11.4%) |
| Khyati Sanghavi | 150,000 | 120,000 | 2.8% | 0.0% |
| Khushboo Shah | 150,000 | 120,000 | 2.8% | 0.0% |
| **Total** | **4,050,000** | **3,240,000** | **74.3%** | **(23.8%)** |

## 4 Reserves and Surplus

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| **Securities Premium** | | |
| Balance as at the Beginning of the Year | 444.93 | 87.50 |
| Add: Equity Shares Issued During the Year | 2,048.00 | 812.00 |
| Less: Bonus Shares Issued During the Year | - | (436.00) |
| Less: Share Issue Expenses | (171.83) | (18.57) |
| **Balance as at the End of the Year** | **2,321.10** | **444.93** |
| **Surplus in Statement of Profit and Loss** | | |
| Balance as at the Beginning of the Year | 911.36 | 413.14 |
| Add / (Less) : Profit / (Loss) for the Year | 802.16 | 498.22 |
| Balance as at the End of the Year | 1,713.52 | 911.36 |
| Total | 4,034.62 | 1,356.29 |

# Notes to Standalone Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

## 5 Long Term Borrowings

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Secured | | |
| Term Loans from Banks | 97.22 | - |
| Less: Classified as Current Maturities for Long Term Borrowings (Refer Note 8) | (30.56) | - |
| | 66.66 | - |
| Unsecured | | |
| Loan from Banks | 88.86 | 123.78 |
| Loan from Non-Banking Financial Companies | 483.14 | 541.39 |
| | 572.00 | 665.17 |
| Less: Classified as Current Maturities for Long Term Borrowings (Refer Note 8) | (270.67) | (468.12) |
| | 301.33 | 197.05 |
| Total | 367.99 | 197.05 |

### Nature of Security and Terms of Repayment for Secured Borrowings

The Term Loan is secured by Current Assets and Fixed Deposits of the Company. The Term Loan is repayable in 36 monthly instalments and carries an interest rate of Repo Rate + 3.75% (31 March 2026: 9.0% and 31 March 2025: Nil)

### Repayment Period

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Financial Year 2026 - 27 | 30.56 | - |
| Financial Year 2027 - 28 | 33.33 | - |
| Financial Year 2028 - 29 | 33.33 | - |
| | 97.22 | - |

### Terms of Repayment for Unsecured Borrowings

Unsecured Loan from Banks and Non-Banking Financial Companies carries an interest rate between 15.0% and 18.5% (31 March 2025: 15.0% to 17.4%)

### Repayment Period

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Financial Year 2025 - 26 | - | 468.12 |
| Financial Year 2026 - 27 | 270.67 | 143.76 |
| Financial Year 2027 - 28 | 189.69 | 52.33 |
| Financial Year 2028 - 29 | 111.64 | 0.96 |
| | 572.00 | 665.17 |

## 6 Deferred Tax Liabilities, net

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Deferred Tax Liabilities | | |
| Written Down Value of Property, Plant and Equipment | 30.71 | 27.69 |
| | 30.71 | 27.69 |
| Deferred Tax Assets | | |
| Gratuity u/s 40A(7) | 24.69 | - |
| Expenses u/s 40(a)(ia) | 3.07 | - |
| | 27.76 | - |
| Total | 2.95 | 27.69 |

## 7 Long Term Provisions

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Provision for Employee Benefits | | |
| Provision for Gratuity (Refer Note 32.2) | 75.24 | 55.92 |
| Total | 75.24 | 55.92 |

## 8 Short Term Borrowings

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Secured | | |
| Current Maturities of Long Term Borrowings (Refer Note 5) | 30.56 | - |
| Bank Overdraft | 261.74 | - |
| | 292.30 | - |
| Unsecured | | |
| Current Maturities of Long Term Borrowings (Refer Note 5) | 270.67 | 468.12 |
| Loan from Non-Banking Financial Companies | 45.14 | 133.40 |
| | 315.81 | 601.52 |
| Total | 608.11 | 601.52 |

### Nature of Security and Interest Rate for Secured Borrowings

Bank Overdraft is secured by Current Assets and Fixed Deposits of the Company. The Bank Overdraft is repayable in 36 monthly instalments and carries an interest rate of Repo Rate + 3.75% (31 March 2026: 9.0% and 31 March 2025: Nil)

### Terms of Repayment for Unsecured Borrowings

Unsecured Loan and Non-Banking Financial Companies carries an interest rate of 23.0% (31 March 2025: 23.0%) and is repayable on demand.

## 9 Trade Payables (Refer Note 28)

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Total outstanding dues of micro enterprises and small enterprises (Refer Note 34) | 18.22 | 16.24 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 185.57 | 312.30 |
| Total | 203.79 | 328.54 |

# Notes to Standalone Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

## 10 Other Current Liabilities

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Accrued Interest | 16.97 | - |
| Payable to Employees | 198.01 | 201.69 |
| Statutory Dues Payable | | |
| Tax Deducted at Source | 23.48 | 62.41 |
| Provident Fund | 11.15 | 9.35 |
| Employee State Insurance | 3.91 | 4.08 |
| Goods and Services Tax | 1.46 | 0.34 |
| Profession Tax | 0.56 | 0.23 |
| **Total** | **255.54** | **278.10** |

## 11 Short Term Provisions

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| **Provision for Employee Benefits** | | |
| Provision for Gratuity (Refer Note 32.2) | 22.86 | 13.51 |
| | **22.86** | **13.51** |
| **Other Provisions** | | |
| Provision for Income-tax | 189.17 | 105.16 |
| [Net of Advance Taxes: INR 43.83 (Previous Year: INR 9.84)] | | |
| | **189.17** | **105.16** |
| **Total** | **212.03** | **118.67** |

## 12 Property, Plant and Equipment

| Particulars | Plant and Machinery | Furniture and Fixtures | Computer and Peripherals | Total |
|---|---|---|---|---|
| **Gross Block** | | | | |
| As at 31 March 2024 | 7.73 | 14.26 | 163.93 | 185.92 |
| Additions | 4.18 | 2.35 | 7.54 | 14.07 |
| Disposals | - | - | - | - |
| **As at 31 March 2025** | **11.91** | **16.61** | **171.47** | **199.99** |
| Additions | - | 1.53 | 403.56 | 405.09 |
| Disposals | - | - | - | - |
| As at 31 March 2026 | 11.91 | 18.14 | 575.03 | 605.08 |
| **Accumulated Depreciation** | | | | |
| As at 31 March 2024 | 0.56 | 1.91 | 59.99 | 62.46 |
| Charge For the Year | 0.52 | 1.73 | 50.55 | 52.80 |
| Disposals | - | - | - | - |
| **As at 31 March 2025** | **1.08** | **3.64** | **110.54** | **115.26** |
| Charge For the Year | 0.57 | 1.91 | 48.38 | 50.86 |
| Disposals | - | - | - | - |
| As at 31 March 2026 | **1.65** | **5.55** | **158.92** | **166.12** |
| Net Block | | | | |
| **As at 31 March 2025** | **10.83** | **12.97** | **60.93** | **84.73** |
| As at 31 March 2026 | **10.26** | **12.59** | **416.11** | **438.96** |

## 13 Intangible Assets

| Particulars | Trademarks | Computer Software | Total |
|---|---|---|---|
| **Gross Block** | | | |
| As at 31 March 2024 | - | 19.99 | 19.99 |
| Additions | 1.04 | 269.77 | 270.81 |
| Disposals | - | - | - |
| **As at 31 March 2025** | 1.04 | 289.76 | 290.80 |
| Additions | - | 370.50 | 370.50 |
| Disposals | - | - | - |
| As at 31 March 2026 | **1.04** | **660.26** | **661.30** |
| **Accumulated Amortization** | | | |
| As at 31 March 2024 | - | 8.81 | 8.81 |
| Charge For the Year | 0.07 | 28.01 | 28.08 |
| Disposals | - | - | - |
| **As at 31 March 2025** | **0.07** | **36.82** | **36.89** |
| Charge For the Year | 0.20 | 74.37 | 74.57 |
| Disposals | - | - | - |
| As at 31 March 2026 | **0.27** | **111.19** | **111.46** |
| Net Block | | | |
| **As at 31 March 2025** | **0.97** | **252.94** | **253.91** |
| As at 31 March 2026 | **0.77** | **549.07** | **549.84** |

## 14 Capital Work in Progress

| Particulars | Amount |
|---|---|
| As at 31 March 2024 | - |
| Additions | 92.20 |
| Disposals/ Capitalization | - |
| **As at 31 March 2025** | **92.20** |
| Additions | 222.51 |
| Disposals/ Capitalization | (92.20) |
| As at 31 March 2026 | **222.51** |

### CWIP Ageing Schedule

| Particulars | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|---|---|---|---|---|---|
| Projects in Progress | 92.20 | - | - | - | 92.20 |
| Projects Temporarily Suspended | - | - | - | - | - |
| **As at 31 March 2025** | **92.20** | **-** | **-** | **-** | **92.20** |
| Projects in Progress | 222.51 | - | - | - | 222.51 |
| Projects Temporarily Suspended | - | - | - | - | - |
| As at 31 March 2026 | **222.51** | **-** | **-** | **-** | **222.51** |

# Notes to Standalone Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

## 15 Non - Current Investments

| Particulars | As at 31 March 2026 | | As at 31 March 2025 | |
|---|---|---|---|---|
| | No. of Shares | Amount | No. of Shares | Amount |
| **Valued at Cost** | | | | |
| Investment in Equity Instruments (Subsidiary) | | | | |
| Prodocs Solutions Inc. (Face Value USD 1 Each) | 1,182,000 | 1,029.25 | - | - |
| **Total** | | **1,029.25** | | **-** |
| Aggregate Amount of Quoted Investments | | - | | - |
| Aggregate Market Value of Quoted Investments | | - | | - |
| Aggregate Amount of Unquoted Investments | | 1,029.25 | | - |
| Aggregate Provision for Diminution in Value | | - | | - |

## 16 Long Term Loans and Advances

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| **Unsecured, Considered Good** | | |
| Security Deposits | 211.93 | 102.58 |
| **Total** | **211.93** | **102.58** |

## 17 Other Non - Current Assets

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| **Non - Current Bank Balances** | | |
| Deposits with Original Maturity of More than 12 Months | 50.23 | - |
| **Total** | **50.23** | **-** |

## 18 Trade Receivables (Refer Note 29)

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| **Unsecured, Considered Good** | | |
| Trade Receivables Outstanding for a Period Exceeding Six Months | - | - |
| Other Trade Receivables | 1,022.95 | 938.33 |
| Unbilled Revenue | 246.60 | 80.62 |
| **Total** | **1,269.55** | **1,018.95** |

## 19 Cash and Bank Balances

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| **Cash and Cash Equivalents** | | |
| Cash on Hand | 2.70 | 3.81 |
| Balances with Banks in Current Accounts | 58.14 | 20.71 |
| Balances with Banks in EEFC Accounts | 23.57 | - |
| Balances with Banks in Deposit Accounts (Maturity <= 3 months) | 276.71 | - |
| | **361.12** | **24.52** |
| **Other Bank Balances** | | |
| Balances with Banks in Deposit Accounts (Maturity > 3 months but <= 12 months) | 269.87 | - |
| Initial Public Offering Monitoring Account | 211.31 | - |
| Dividend Account | 0.26 | 0.31 |
| | **481.44** | **0.31** |
| **Total** | **842.56** | **24.83** |

## 20 Short Term Loans and Advances

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| **Unsecured, Considered Good** | | |
| Loans Given | 1,079.28 | 1,586.02 |
| Balance with Government Authorities | 208.74 | 103.22 |
| Advance to Vendors | 212.34 | 48.69 |
| Loans to Employees | 68.87 | 62.67 |
| Advance to Employees | 15.53 | 32.12 |
| TDS Receivable from NBFCs | 12.22 | 6.87 |
| Prepaid Expenses | 24.44 | 1.90 |
| Other Advances | 90.96 | 19.74 |
| **Total** | **1,712.38** | **1,861.23** |

## 21 Other Current Assets

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| **Interest Accrued on Loans** | 138.06 | 70.35 |
| | | |
| **Total** | **138.06** | **70.35** |

# Notes to Standalone Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

## 22 Revenue from Operations

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| **Sale of Services** | | |
| Export Sales | 4,072.54 | 4,157.14 |
| Domestic Sales | 440.36 | 22.00 |
| **Total** | **4,512.90** | **4,179.14** |

## 23 Other Income

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| **Interest Income** | | |
| On Bank Deposits | 4.04 | - |
| On Loans and Advances | 121.25 | 92.24 |
| Gain on Foreign Currency Transactions and Translation, net | 40.32 | 6.15 |
| **Total** | **165.61** | **98.39** |

## 24 Employee Benefit Expenses

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| Salaries and Wages | 1,757.00 | 1,494.01 |
| Contribution to Provident Fund and Other Funds (Refer Note 32.1) | 104.81 | 97.94 |
| Director Remuneration | 24.00 | 25.05 |
| Gratuity Expense | 28.67 | 22.87 |
| Staff Welfare Expenses | 40.97 | 29.61 |
| **Total** | **1,955.45** | **1,669.48** |

## 25 Finance Costs

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| **Interest Expense** | | |
| On Borrowings from Banks and NBFCs | 159.70 | 87.79 |
| On Bank Overdraft | 1.36 | - |
| Interest on Delayed Payment of Statutory Dues | 17.92 | 16.43 |
| Bank Charges Relating to Interest Costs | 6.84 | 5.56 |
| Other Borrowing Costs | 15.50 | 0.29 |
| **Total** | **201.32** | **110.07** |

## 26 Depreciation and Amortization Expenses

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| Depreciation on Property, Plant and Equipment (Refer Note 12) | 50.86 | 52.80 |
| Amortization of Intangible Assets (Refer Note 13) | 74.57 | 28.08 |
| **Total** | **125.43** | **80.88** |

## 27 Other Expenses

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| Rent | 274.04 | 294.78 |
| Repairs and Maintenance - Others | 51.64 | 32.38 |
| Insurance | 1.55 | 2.00 |
| Rates and Taxes | 1.75 | 8.71 |
| Communication Expenses | 25.12 | 25.69 |
| Travelling and Conveyance | 27.79 | 30.46 |
| Printing and Stationery | 5.79 | 4.74 |
| Legal and Professional Fees | 127.29 | 137.22 |
| Training Expenses | 590.49 | 888.41 |
| **Payment To Auditors** | | |
| For Statutory Audit | 1.25 | 1.25 |
| Directors' Sitting Fees | 0.55 | - |
| Power and Fuel | 81.22 | 97.43 |
| Corporate Social Responsibility Expenditure | 8.00 | - |
| Software Expenses | 13.33 | 102.16 |
| Security Expenses | 17.64 | 17.61 |
| Membership and Subscription Charges | 39.56 | 11.32 |
| Business Promotion Expenses | 18.71 | 1.23 |
| Commission Expenses | 76.15 | 117.84 |
| Charity and Donations | - | 0.34 |
| Miscellaneous Expenses | 3.09 | 1.10 |
| **Total** | **1,364.96** | **1,774.67** |

# Notes to Standalone Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

## 28 Trade Payables Ageing Schedule

As at 31 March 2026

| Particulars | Unbilled | Not Due | Outstanding for Following Periods From Due Date of Payment | | | | Total |
|---|---|---|---|---|---|---|---|
| | | | Less than 1 Year | 1 - 2 Years | 2 - 3 Years | More than 3 Years | |
| **Undisputed Dues** | | | | | | | |
| MSME | - | - | 18.22 | - | - | - | 18.22 |
| Other | 40.71 | - | 143.28 | 0.65 | 0.38 | 0.55 | 185.57 |
| **Disputed Dues** | | | | | | | |
| MSME | - | - | - | - | - | - | - |
| Other | - | - | - | - | - | - | - |

As at 31 March 2025

| Particulars | Unbilled | Not Due | Outstanding for Following Periods From Due Date of Payment | | | | Total |
|---|---|---|---|---|---|---|---|
| | | | Less than 1 Year | 1 - 2 Years | 2 - 3 Years | More than 3 Years | |
| **Undisputed Dues** | | | | | | | |
| MSME | - | - | 16.24 | - | - | - | 16.24 |
| Other | 9.12 | - | 300.67 | 2.51 | - | - | 312.30 |
| **Disputed Dues** | | | | | | | |
| MSME | - | - | - | - | - | - | - |
| Other | - | - | - | - | - | - | - |

## 29 Trade Receivables Ageing Schedule

As at 31 March 2026

| Particulars | Unbilled | Not Due | Outstanding for Following Periods From Due Date of Payment | | | | | Total |
|---|---|---|---|---|---|---|---|---|
| | | | Less than 6 Months | 6 Months - 1 Year | 1 - 2 Years | 2 - 3 Years | More than 3 Years | |
| **Undisputed Trade Receivables** | | | | | | | | |
| Considered Good | 246.60 | - | 1,022.95 | - | - | - | - | 1,269.55 |
| Considered Doubtful | - | - | - | - | - | - | - | - |
| **Disputed Trade Receivables** | | | | | | | | |
| Considered Good | - | - | - | - | - | - | - | - |
| Considered Doubtful | - | - | - | - | - | - | - | - |

As at 31 March 2025

| Particulars | Unbilled | Not Due | Outstanding for Following Periods From Due Date of Payment | | | | | Total |
|---|---|---|---|---|---|---|---|---|
| | | | Less than 6 Months | 6 Months - 1 Year | 1 - 2 Years | 2 - 3 Years | More than 3 Years | |
| **Undisputed Trade Receivables** | | | | | | | | |
| Considered Good | 80.62 | - | 938.33 | - | - | - | - | 1,018.95 |
| Considered Doubtful | - | - | - | - | - | - | - | - |
| **Disputed Trade Receivables** | | | | | | | | |
| Considered Good | - | - | - | - | - | | - | - |
| Considered Doubtful | - | - | - | - | - | | - | - |

## 30 Disclosure under Accounting Standard 17, Segment Reporting

### 30.1 Primary Segment: Business Segment

The Company has only one business segment i.e. providing information technology enabled services.

### 30.2 Secondary Segment: Geographical Segment

The Company operates in two geographical segment - India and the United States of America ('USA')

| Particulars | 31 March 2026 | | | 31 March 2025 | | |
|---|---|---|---|---|---|---|
| | Within India | USA | Total | Within India | USA | Total |
| Segment Revenue | 440.36 | 4,072.54 | 4,512.90 | 22.00 | 4,157.14 | 4,179.14 |
| Segment Assets | 5,213.96 | 1,251.31 | 6,465.27 | 3,496.91 | 11.87 | 3,508.78 |
| Segment Liabilities | 1,697.84 | 27.81 | 1,725.65 | 1,607.49 | - | 1,607.49 |

## 31 Disclosure Required Under the Guidance Note on Accounting for Derivative Contracts (Revised 2021)

| Particulars | 31 March 2026 | | | | 31 March 2025 | | | |
|---|---|---|---|---|---|---|---|---|
| | Currency | Exchange Rate | Amount in Foreign Currency | Amount in INR Lakhs | Currency | Exchange Rate | Amount in Foreign Currency | Amount in INR Lakhs |
| **Assets** | | | | | | | | |
| Trade Receivables | USD | 94.51 | 1,038,185 | 981.14 | USD | 85.44 | 1,093,196 | 934.01 |
| Unbilled Revenue | USD | 94.65 | 260,544 | 246.60 | USD | 85.58 | 94,209 | 80.62 |
| Bank Balances | USD | 94.65 | 24,900 | 23.57 | | - | - | - |
| **Liabilities** | | | | | | | | |
| Trade Payables | USD | 91.90 | 30,259 | 27.81 | | - | - | - |

# Notes to Standalone Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

## 32 Disclosure under Accounting Standard 15, Employee Benefits

### 32.1 Defined Contribution Plans

The Company makes contribution to defined contribution plan for qualifying employees. Under the Scheme, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company has recognized the contribution to the following funds in the Statement of Profit and Loss:

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| Provident Fund | 66.10 | 52.53 |
| Employee State Insurance Fund | 38.08 | 44.85 |
| Maharashtra Labour Welfare Fund | 0.63 | 0.56 |
| **Total** | **104.81** | **97.94** |

### 32.2 Defined Benefit Plans

***Gratuity [Non - Funded]***

The Company provides gratuity benefits to its employees as per the relevant statute. Present value of gratuity obligation (non funded) is based on actuarial valuation done by an independent valuer using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at 31 March 2026:

a Reconciliation of Defined Benefit Obligation

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Opening Balance | 69.43 | 46.56 |
| Current Service Cost | 26.19 | 22.28 |
| Past Service Cost | (0.44) | - |
| Interest Cost | 4.85 | 3.36 |
| Actuarial (Gains) / Losses | (1.93) | (2.77) |
| **Closing Balance** | **98.10** | **69.43** |

b Reconciliation of Fair Value of Plan Assets and Defined Benefit Obligation

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Defined Benefit Obligation | 98.10 | 69.43 |
| Fair Value of Plan Assets | - | - |
| **Net Amount Recognised as Liability / (Asset)** | **98.10** | **69.43** |
| **Recognised Under** | | |
| Long Term Provisions (Refer Note 7) | 75.24 | 55.92 |
| Short Term Provisions (Refer Note 11) | 22.86 | 13.51 |

c Expense Recognised in Statement of Profit and Loss

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| Current Service Cost | 26.19 | 22.28 |
| Past Service Cost | (0.44) | - |
| Interest Cost | 4.85 | 3.36 |
| Net Actuarial (Gain) / Loss Recognised | (1.93) | (2.77) |
| **Total Expense Recognised in the Statement of Profit and Loss** | **28.67** | **22.87** |

d Actuarial Assumptions

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Mortality Table | 100% of IALM (2012 - 14) | 100% of IALM (2012 - 14) |
| Discount Rate (%) | 7.78% | 6.99% |
| Salary Escalation Rate (%) | 5.00% | 5.00% |

e Amounts Recognised in Current Year and Previous Four Years

| Particulars | As at 31 March 2022 | As at 31 March 2023 | As at 31 March 2024 | As at 31 March 2025 | As at 31 March 2026 |
|---|---|---|---|---|---|
| Defined Benefit Obligation | 6.89 | 15.54 | 46.56 | 69.43 | 98.10 |
| Fair Value of Plan Assets | - | - | - | - | - |
| **Net Amount Recognised as Liability / (Asset)** | **6.89** | **15.54** | **46.56** | **69.43** | **98.10** |

## 33 Earnings in Foreign Currency

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| Revenue from Operations | 4,072.54 | 4,157.14 |
| **Total** | **4,072.54** | **4,157.14** |

# Notes to Standalone Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

## 34 Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act)

The details of dues to micro enterprises and small enterprises (MSME) as defined under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act') and disclosures pursuant to the MSMED Act are as follows:

| Particulars | 31 March 2026 | 31 March 2025 |
|---|---|---|
| Principal Amount Due to Suppliers Registered Under the MSMED Act and Remaining Unpaid as at Year End | 18.22 | 16.24 |
| Interest Due to Suppliers Registered Under the MSMED Act and Remaining Unpaid as at Year End | 0.66 | - |
| Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the Year | - | - |
| Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the Year | - | - |
| Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the Year | - | - |
| Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the Year) but without adding the interest specified under the MSMED Act | - | - |
| Interest accrued and remaining unpaid at the end of the accounting Year | - | - |
| Amount of further interest remaining due and payable even in the succeeding Years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act | - | - |

## 35 Disclosure under Accounting Standard 19, Leases

**Operating Lease: Company as a Lessee**

The Company has entered in commercial lease for renting out immovable property and is expected to pay the following amounts in the future as rentals based on the lease agreement.

Future minimum rentals payable under non-cancellable operating leases are as follows:

| Particulars | 31 March 2026 | 31 March 2025 |
|---|---|---|
| Lease Payments Recognised in Statement of Profit and Loss | 274.04 | 294.78 |
| Within One Year | 396.00 | 295.21 |
| After One Year but not More than Five Years | 1,881.29 | 164.96 |
| More than Five Years | - | - |
| **Total** | **2,277.29** | 460.17 |

## 36 Details of Corporate Social Responsibility ('CSR')

| Particulars | 31 March 2026 | 31 March 2025 |
|---|---|---|
| **Gross Amount Required to be Spent During the Year** | 7.78 | - |
| **Amount Spent During the Year** | | |
| *Construction / Acquisition of Any Assets* | | |
| Paid in Cash | - | - |
| Yet to be Paid in Cash | - | - |
| | - | - |
| *On Any Other Purpose* | | |
| Paid in Cash | 8.00 | - |
| Yet to be Paid in Cash | - | - |
| | **8.00** | **-** |
| **Details Relating to Spent / Unspent Obligations** | | |
| Contribution to Charitable Trust for Education | 8.00 | - |
| | **8.00** | **-** |
| **Details of Other than Ongoing Project [Section 135(6)]** | | |
| Opening Balance | | |
| With Company | - | - |
| In Separate CSR Unspent Account | - | - |
| Amount Required to be Spent during the Year | 7.78 | - |
| Amount Spent during the Year | | |
| From Company's Bank Account | 8.00 | - |
| From Separate CSR Unspent Account | - | - |
| **Closing Balance** | **(0.22)** | **-** |

## 37 Disclosure under Accounting Standard 20, Earnings Per Share

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| **Nominal Value of Share** | **10** | **10** |
| **Profit / (Loss) after Tax for Calculation of Basic EPS [A]** | **802.16** | **498.22** |
| Weighted Average Number of Equity Shares for Calculation of Basic EPS [B] | 5,914,658 | 3,587,330 |
| **Basic EPS (A / B)** | **13.56** | **13.89** |
| | | |
| Profit / (Loss) after Tax | 802.16 | 498.22 |
| Effect of Dilution | - | - |
| **Profit / (Loss) after Tax for Calculation of Diluted EPS [C]** | **802.16** | **498.22** |
| | | |
| Weighted Average Number of Equity Shares for Calculation of Basic EPS | 5,914,658 | 3,587,330 |
| Effect of Dilution | - | - |
| **Weighted Average Number of Equity Shares for Calculation of Diluted EPS [D]** | **5,914,658** | **3,587,330** |
| **Diluted EPS (C / D)** | **13.56** | **13.89** |

# Notes to Standalone Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

## 38 Utilization of Money Raised through Public Issue

During the Year Ended 31 March 2026, the Company raised INR 2,208.00 Lakhs via Intial Public Offering for the following reasons:

| Particulars | Amount in INR Lakhs |
|---|---|
| Tailored Software Development and Support | 443.15 |
| IT Equipment and Hardware Purchase | 392.69 |
| Repayment of Outstanding Borrowings | 376.65 |
| Working Capital Requirements | 450.00 |
| General Corporate Purposes | 329.00 |
| Issue Related Expenses | 216.51 |
| | **2,208.00** |

Out of the above the following Expenditure has been Incurred by the Company:

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| Unutilized Amount Outstanding at the Beginning of the Year | - | - |
| Amount Received | 2,208.00 | - |
| Tailored Software Development and Support | - | - |
| IT Equipment and Hardware Purchase | 392.29 | - |
| Repayment of Outstanding Borrowings | 376.25 | - |
| Working Capital Requirements | 149.71 | - |
| General Corporate Purposes | 327.24 | - |
| Issue Related Expenses | 171.83 | - |
| **Unutilized Amount Outstanding at the End of the Year** | **790.68** | **-** |

Details of Unutilized Amount Outstanding at the End of the Year:

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| Bank Deposits | 543.15 | - |
| Initial Public Offering Monitoring Account | 211.31 | - |
| Balances in Current Account | 36.22 | - |
| **Unutilized Amount Outstanding at the End of the Year** | **790.68** | **-** |

## 39 Disclosure under Accounting Standard 18, Related Party Transactions

### (a) Name of the Related Party and Nature of Relationship

*Related Parties where Control Exists*

| | | |
|---|---|---|
| Subsidiaries | Prodocs Solutions Inc | |
| Step Down Subsidiaries | E-Data Solution Inc | |

*Other Related Parties with Whom Transactions Have Taken Place During the Year*

| | | |
|---|---|---|
| **Key Managerial Personnel** | Nidhi Sheth | Managing Director |
| | Asha Salian | Chief Financial Officer |
| | Meghha Trivedi | Company Secretary and Compliance Officer |
| *Entities where Key Managerial Personnel Exercise Control or* | E-Data Solution Inc (upto 30 April 2025) | |
| *Significant Influence* | E-Data Services Inc | |

(b) Transaction / Balances

| Particulars | 31 March 2026 | 31 March 2025 |
|---|---|---|
| **Transactions** | | |
| **Investment in Equity Shares** | | |
| Prodocs Solutions Inc | 1,029.25 | - |
| **Sale of Services** | | |
| E-Data Solutions Inc | 3,398.33 | 3,493.53 |
| E-Data Services Inc | 436.27 | 663.32 |
| **Remuneration** | | |
| Nidhi Sheth | 24.00 | 24.00 |
| Asha Salian | 10.97 | 11.05 |
| Meghha Trivedi | 9.38 | 2.85 |
| **Balances** | | |
| **Trade Receivables** | | |
| E-Data Solutions Inc | 508.58 | 310.70 |
| E-Data Services Inc | 400.59 | 623.30 |

# Notes to Standalone Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

## 40 Analytical Ratios

| Particulars | | 31 March 2026 | 31 March 2025 |
|---|---|---|---|
| (a) | **Current Ratio** | | |
| | Current Assets | 3,962.55 | 2,975.36 |
| | Current Liabilities | 1,279.47 | 1,326.83 |
| | | **3.10** | **2.24** |
| | % Change | 38.1% | |
| (b) | **Debt - Equity Ratio** | | |
| | Total Debt | 976.10 | 798.57 |
| | Total Equity | 4,739.62 | 1,901.29 |
| | | 0.21 | 0.42 |
| | % Change | (51.0%) | |
| (c) | **Debt Service Coverage Ratio** | | |
| | Profit / (Loss) before Tax | 1,031.35 | 642.43 |
| | Finance Costs | 201.32 | 110.07 |
| | Depreciation and Amortization Expenses | 125.43 | 80.88 |
| | **Earnings Available for Debt Service** | **1,358.10** | **833.38** |
| | Finance Costs | 201.32 | 110.07 |
| | Principal Repayments | 513.02 | 402.97 |
| | Rent | 274.04 | 294.78 |
| | **Debt Service** | **988.38** | **807.82** |
| | | **1.37** | **1.03** |
| | % Change | 33.2% | |
| (d) | **Return on Equity** | | |
| | Profit / (Loss) for the Year | 802.16 | 498.22 |
| | Shareholder's Fund at the Beginning of the Year | 1,901.29 | 581.64 |
| | Shareholder's Fund at the End of the Year | 4,739.62 | 1,901.29 |
| | Average Shareholder's Fund | 3,320.46 | 1,241.47 |
| | | **0.24** | **0.40** |
| | % Change | (39.8%) | |
| (e) | **Inventory Turnover Ratio** | | |
| | Cost of Goods Sold | - | - |
| | Inventories at the Beginning of the Year | - | - |
| | Inventories at the End of the Year | - | - |
| | Average Inventories | - | - |
| | | - | - |
| | % Change | - | |
| (f) | **Trade Receivables Turnover Ratio** | | |
| | Revenue from Operations | 4,512.90 | 4,179.14 |
| | Trade Receivables at the Beginning of the Year | 1,018.95 | 440.32 |
| | Trade Receivables at the End of the Year | 1,269.55 | 1,018.95 |
| | Average Trade Receivables | 1,144.25 | 729.64 |
| | | **3.94** | **5.73** |
| | % Change | (31.1%) | |

| Particulars | | 31 March 2026 | 31 March 2025 |
|---|---|---|---|
| (f) | **Trade Payables Turnover Ratio** | | |
| | Purchases of Raw Materials | - | - |
| | Purchases of Stock-in-Trade | - | - |
| | Purchases | - | - |
| | Trade Payables at the Beginning of the Year | 328.54 | 100.25 |
| | Trade Payables at the End of the Year | 203.79 | 328.54 |
| | Average Trade Payables | 266.17 | 214.40 |
| | | - | - |
| | % Change | - | |
| (g) | **Net Capital Turnover Ratio** | | |
| | Revenue from Operations | 4,512.90 | 4,179.14 |
| | Net Working Capital at the Beginning of the Year | 1,648.53 | 2,010.88 |
| | Net Working Capital at the End of the Year | 2,683.08 | 1,648.53 |
| | Average Net Working Capital | 2,165.81 | 1,829.71 |
| | | 2.08 | 2.28 |
| | % Change | (8.8%) | |
| (h) | **Net Profit Ratio** | | |
| | Profit / (Loss) for the Year | 802.16 | 498.22 |
| | Revenue from Operations | 4,512.90 | 4,179.14 |
| | | **0.18** | **0.12** |
| | % Change | 49.1% | |
| (i) | **Return on Capital Employed** | | |
| | Profit / (Loss) before Tax | 1,031.35 | 642.43 |
| | Finance Costs | 201.32 | 110.07 |
| | Earnings Before Interest and Tax | 1,232.67 | 752.50 |
| | Shareholder's Equity | 4,739.62 | 1,901.29 |
| | Total Debt | 976.10 | 798.57 |
| | Deferred Tax Liability / (Deferred Tax Asset) | 2.95 | 27.69 |
| | Capital Employed | 5,718.67 | 2,727.55 |
| | | **0.22** | **0.28** |
| | % Change | (21.9%) | |
| (j) | **Return on Investment** | | |
| | Time Weighted Return | - | - |
| | Time Weighted Investment | - | - |
| | | **-** | **-** |
| | % Change | - | |

# Notes to Standalone Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

## 41 Other Statutory Information

i. The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.

ii. The Company has availed loan facilities from banks secured against current assets. However, as per the terms of sanction and applicable arrangements during the year, there was no requirement to submit quarterly returns or statements to such banks and accordingly the reporting requirement is not applicable.

iii. The Company is not declared wilful defaulter by bank or financial institution or lender during the Year.

iv. The Company does not have any transactions with companies struck off.

v. The Company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies beyond the statutory period.

vi. The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

vii. The Company has used the borrowings from banks and financial institutions for the specific purpose for which they were obtained.

viii. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall :

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

ix. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall :

(a) 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

(b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

x. The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the Year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961).

xi. The Company has not traded or invested in Crypto currency or Virtual currency during the Financial Year.

**42** Previous year figures have been regrouped / reclassified wherever necessary to conform to the current year's classification / disclosure.

Significant Accounting Policies
See Accompanying Notes to the Financial Statements

As Per our Report of Even Date Attached
**For A K Kocchar & Associates**
*Chartered Accountants*
Firm's Registration No. 120410W

**For and Behalf of the Board of Directors of Prodocs Solutions Limited**

Nidhi Sheth
*Managing Director*
DIN: 08386886

Neha Kothari
*Non-Executive & Independent Director*
DIN: 11022380

Hitesh Kumar
*Partner*
Membership No. 134763
Udin 26134763WCOCPS5189
Place: Mumbai
Date: 29 May 2026

CS Meghha Trivedi
*Company Secretary and Compliance Officer*
M. No. F11110

CA Asha U. Salian
*Chief Financial Officer*
M. No. 153241

Place: Mumbai
Date: 29 May 2026



# Independent Auditors' Report

TO,

THE MEMBERS OF PRODOCS SOLUTIONS LIMITED

## Report on the Audit of the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **PRODOCS SOLUTIONS LIMITED** ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at **31 March 2026,** the Consolidated Statement of Profit and Loss, including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policy information and other explanatory information.

## Auditor's Opinion

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 prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015,** as amended, and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at **31 March 2026,** of its consolidated profit/ loss and other comprehensive income, its consolidated changes in equity and its consolidated cash flows for the year ended on that date.

## Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements** section of our report.

We are independent of the Group in accordance 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 issued by the Institute of Chartered Accountants of India.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended **31 March 2026.**

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**We have determined that there are no matters to be reported as key audit matters in our report.**

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

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Holding Company's 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 identified above and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated.

When we read the Holding Company's Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

The Holding Company's Board of Directors is responsible for 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 accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

# Independent Auditors' Report (Contd.)

The respective Board of Directors/management of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act, where applicable, for safeguarding the assets of their respective companies 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional 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.
- Obtain an understanding of internal control relevant to the audit of the consolidated financial statements 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 an opinion on whether the **Holding Company has adequate internal financial controls over financial reporting and the operating effectiveness of such controls,** as applicable to the Holding Company.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the consolidated financial statements, including the financial information of the entities and business activities included in the Group, to provide a reasonable basis for our opinion on the consolidated financial statements. The nature, timing and extent of audit procedures performed in respect of the financial information of the entities included in the Group are determined based on our professional judgment and our assessment of the risks of material misstatement of the consolidated financial statements. We remain responsible for expressing our opinion on the consolidated financial statements based on the audit evidence obtained by us.

We communicate with those charged with governance of the Holding Company and, where appropriate, those charged with governance of the components included in the Group regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Other Matters

The consolidated financial statements include the financial statements and other financial information of the following foreign subsidiaries:

1. **Prodocs Solutions Inc.**, a wholly owned subsidiary of the Holding Company; and
2. **eData Solutions Inc,** a step-down subsidiary of the Holding Company through Prodocs Solutions Inc.

The financial statements and other financial information of the aforesaid subsidiaries have been prepared by the management of the respective subsidiaries and have not been subjected to statutory audit, as the applicable laws and regulations in the respective jurisdictions of incorporation do not require these entities to have their financial statements audited.

For the purposes of our audit of the consolidated financial statements, we have considered the financial information of these subsidiaries and have performed such audit procedures as we considered necessary and appropriate in the circumstances in respect of the financial information included in the consolidated financial statements.

The financial statements and other financial information of these subsidiaries reflect total assets of ₹ 3558.64 lakhs as at 31 March 2026, total revenues of ₹ 4408.59 and total net profit/loss after tax of of ₹ 159.98 lakhs for the year ended on that date.

Our opinion on the consolidated financial statements is not modified in respect of this matter.

## Report on Other Legal and Regulatory Requirements

**As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, the Order is not applicable to the consolidated financial statements of the Group except for clause 3(xxi) of paragraph 3 of the Order. Accordingly, our reporting under the Order in respect of the consolidated financial statements is restricted to the matters specified in clause 3(xxi).**

**As required by Section 197(16) of the Act, to the extent applicable, we report that the managerial remuneration for the year has been paid/provided in accordance with the provisions of Section 197 of the Act.**

As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Holding Company so far as it appears from our examination of those books.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement 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 the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2026, taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company 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 over financial reporting of the Holding Company and the operating effectiveness of such controls, refer to our separate report in Annexure B to this report.

(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,

## Independent Auditors' Report (Contd.)

as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Group does not have any pending litigations which would have an impact on its consolidated financial position.

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2026.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiaries, as applicable.

iv. (a) The management of the Holding Company has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the consolidated financial statements, no funds have been advanced or loaned or invested, either from borrowed funds or share premium or any other sources or kind of funds, by the Holding Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The management of the Holding Company has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the consolidated financial statements, no funds have been received by the Holding Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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

v. The Holding Company has not declared or paid any dividend during the year in contravention of the provisions of Section 123 of the Companies Act, 2013.

vi. Based on our examination, which included test checks, the Holding Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility, and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature having been tampered with. Further, the audit trail has been preserved by the Holding Company as per the statutory requirements for record retention.

Accordingly, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 regarding the preservation of the audit trail, as prescribed under the applicable statutory requirements, is applicable for the year ended 31 March 2026.

### Consolidated CARO Reporting – Clause 3(xxi)

In terms of clause 3(xxi) of paragraph 3 of the Companies (Auditor's Report) Order, 2020, the clause is applicable to the companies incorporated in India included in the consolidated financial statements. Based on the reports of the auditors of such companies, there were no qualifications or adverse remarks in the CARO reports of the companies included in the consolidated financial statements for the year ended 31 March 2026 which are required to be reported under this clause.

FOR A K KOCCHAR & ASSOCIATES
*(Chartered Accountants)*
Reg No. :0120410W

Place: Mumbai
Date: 29/05/2026

Hitesh Kumar S
Partner
M. No.: 134763
UDIN: 26134763MFPVNR3123



## Annexure – A To The Independent Auditor's Report

**Reports under The Companies (Auditor's Report) Order, 2020 (CARO 2020) for the year ended on 31st March 2026**

TO,

THE MEMBERS OF PRODOCS SOLUTIONS LIMITED

We report on the matters specified in paragraph 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Ministry of Corporate Affairs in terms of Section 143(11) of the Companies Act, 2013 ("the Act"), in respect of the companies included in the consolidated financial statements of the Company.

The Order does not apply to the auditor's report on consolidated financial statements except for clause 3(xxi) of paragraph 3 of the Order. Accordingly, our reporting under the Order in respect of the consolidated financial statements is restricted to the requirements of clause 3(xxi).

### Clause 3(xxi) – Consolidated Financial Statements

According to the information and explanations given to us and based on the consideration of the reports of the respective auditors of the companies included in the consolidated financial statements, there have been **no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order, 2020 ("CARO 2020") reports of the companies included in the consolidated financial statements for the year ended 31 March 2026.**

Accordingly, the details of the companies and the paragraph numbers of the respective CARO reports containing qualifications or adverse remarks are not applicable.

FOR A K KOCCHAR & ASSOCIATES
*(Chartered Accountants)*
Reg No. :0120410W

Place: Mumbai
Date: 29/05/2026

Hitesh Kumar S
Partner
M. No.: 134763
UDIN: 26134763MFPVNR3123

# Annexure –B To The Independent Auditor's Report

**of even date on the Consolidated Financial Statements of PRODOCS SOLUTIONS LIMITED.**

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

We have audited the internal financial controls over financial reporting of PRODOCS SOLUTIONS LIMITED ("the Holding Company") as of 31 March 2026, in conjunction with our audit of the consolidated financial statements of the Holding Company for the year ended on that date.

## Management's Responsibility for Internal Financial Controls

The Board of Directors of the Holding Company is responsible for establishing and maintaining internal financial controls over financial reporting based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("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 Holding Company's business, including adherence to the Holding Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

## Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls over financial reporting. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included 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 judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

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

## Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting includes 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 over Financial Reporting

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

## Opinion

In our opinion, the Holding Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2026, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR A K KOCCHAR & ASSOCIATES
*(Chartered Accountants)*
Reg No. :0120410W

Place: Mumbai
Date: 29/05/2026

Hitesh Kumar S
Partner
M. No.: 134763
UDIN: 26134763MFPVNR3123

## Consolidated Balance Sheet as on 31 March 2026

(All amounts in INR Lakhs, unless otherwise stated)

| Particulars | | Note No. | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|---|---|
| **EQUITY AND LIABILITIES** | | | | |
| Shareholders' Funds | | | | |
| 1 | Share Capital | 3 | 705.00 | 545.00 |
| 2 | Reserves and Surplus | 4 | 4,282.44 | 1,356.29 |
| 3 | Minority Interest | | 543.35 | - |
| | | | 5,530.79 | 1,901.29 |
| Non - Current Liabilities | | | | |
| 1 | Long Term Borrowings | 5 | 367.99 | 197.05 |
| 2 | Deferred Tax Liabilities, net | 6 | 2.95 | 27.69 |
| 3 | Long Term Provisions | 7 | 75.24 | 55.92 |
| | | | 446.18 | 280.66 |
| Current Liabilities | | | | |
| 1 | Short Term Borrowings | 8 | 1,072.15 | 601.52 |
| 2 | Trade Payables | 9 | | |
| | Total outstanding dues of micro enterprises and small enterprises | | 18.22 | 16.24 |
| | Total outstanding dues of creditors other than micro enterprises and small enterprises | | 183.41 | 312.30 |
| 3 | Other Current Liabilities | 10 | 255.54 | 278.10 |
| 4 | Short Term Provisions | 11 | 256.70 | 118.67 |
| | | | 1,786.02 | 1,326.83 |
| Total | | | 7,762.99 | 3,508.78 |
| **ASSETS** | | | | |
| Non - Current Assets | | | | |
| 1 | Property, Plant and Equipment and Intangible Assets | | | |
| | Property, Plant and Equipment | 12 | 438.96 | 84.73 |
| | Intangible Assets | 13 | 873.19 | 253.91 |
| | Capital Work-in-Progress | 14 | 222.51 | 92.20 |
| 2 | Long Term Loans and Advances | 15 | 213.44 | 102.58 |
| 3 | Other Non - Current Assets | 16 | 50.23 | - |
| | | | 1,798.33 | 533.42 |
| Current Assets | | | | |
| 1 | Trade Receivables | 17 | 2,917.16 | 1,018.95 |
| 2 | Cash and Bank Balances | 18 | 1,008.69 | 24.83 |
| 3 | Short Term Loans and Advances | 19 | 1,900.75 | 1,861.23 |
| 4 | Other Current Assets | 20 | 138.06 | 70.35 |
| | | | 5,964.66 | 2,975.36 |
| Total | | | 7,762.99 | 3,508.78 |

Significant Accounting Policies
See Accompanying Notes to the Financial Statements

As Per our Report of Even Date Attached
**For A K Kocchar & Associates**
*Chartered Accountants*
Firm's Registration No. 120410W

**For and Behalf of the Board of Directors of Prodocs Solutions Limited**

**Nidhi Sheth**
*Managing Director*
DIN: 08386886

**Neha Kothari**
*Non-Executive & Independent Director*
DIN: 11022380

**Hitesh Kumar**
*Partner*
Membership No. 134763
Udin 26134763MFPVNR3123
Place: Mumbai
Date: 29 May 2026

**CS Meghha Trivedi**
*Company Secretary and Compliance Officer*
M. No. F11110

**CA Asha U. Salian**
*Chief Financial Officer*
M. No. 153241

Place: Mumbai
Date: 29 May 2026

## Consolidated Statement of Profit and Loss for the Year Ended 31 March 2026

(All amounts in INR Lakhs, unless otherwise stated)

| Particulars | | Note No. | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|---|---|
| 1 | Revenue from Operations | 21 | 5,523.17 | 4,179.14 |
| 2 | Other Income | 22 | 167.30 | 98.39 |
| Total Income | | | 5,690.47 | 4,277.53 |
| Expenses | | | | |
| 1 | Employee Benefits Expenses | 23 | 2,492.64 | 1,669.48 |
| 2 | Finance Costs | 24 | 201.32 | 110.07 |
| 3 | Depreciation and Amortization Expenses | 25 | 158.11 | 80.88 |
| 4 | Other Expenses | 26 | 1,504.19 | 1,774.67 |
| | | | 4,356.26 | 3,635.10 |
| Profit / (Loss) before Tax | | | 1,334.21 | 642.43 |
| Tax Expenses | | | | |
| 1 | Current Tax | | 296.60 | 115.00 |
| 2 | Prior Period Tax Expense | | 20.94 | 6.84 |
| 3 | Deferred Tax | | (24.75) | 22.37 |
| | | | 292.79 | 144.21 |
| Profit / (Loss) after Tax before Minority Interest | | | 1,041.42 | 498.22 |
| | (Profit) / Loss of Minority Interest | | (95.70) | - |
| Profit / (Loss) for the Year | | | 945.72 | 498.22 |
| Earnings per Equity Share | | 36 | | |
| | Nominal Value (INR per Share) | | 10 | 10 |
| | Basic (INR per Share) | | 15.99 | 13.89 |
| | Diluted (INR per Share) | | 15.99 | 13.89 |

Significant Accounting Policies
See Accompanying Notes to the Financial Statements

As Per our Report of Even Date Attached
**For A K Kocchar & Associates**
*Chartered Accountants*
Firm's Registration No. 120410W

**For and Behalf of the Board of Directors of Prodocs Solutions Limited**

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*Company Secretary and Compliance Officer*
M. No. F11110

**CA Asha U. Salian**
*Chief Financial Officer*
M. No. 153241

Place: Mumbai
Date: 29 May 2026

# Consolidated Cash Flow Statement for the Year Ended 31 March 2026

(All amounts in INR Lakhs, unless otherwise stated)

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| **A Cash Flow from Operating Activities** | | |
| Profit / (Loss) before Tax | 1334.21 | 642.43 |
| *Adjustments for:* | | |
| Depreciation and Amortisation | 158.10 | 80.87 |
| Share Issue Expenses Written off | 171.83 | - |
| Interest Income | (125.31) | - |
| Finance Costs | 201.32 | 87.79 |
| Foreign Currency Translation Reserve | 104.26 | - |
| Minority Interest | 447.65 | - |
| Unrealised Foreign Exchange Loss / (Gain), net | (40.32) | - |
| Operating Profit before Working Capital Changes | 2,251.74 | 811.09 |
| | | |
| *Changes in Working Capital:* | | |
| Increase / (Decrease) in Trade Payables | (126.90) | 217.14 |
| Increase / (Decrease) in Provisions | (107.27) | - |
| Increase / (Decrease) in Other Current Liabilities | (39.52) | 45.20 |
| (Increase) / Decrease in Trade Receivables | (1,857.89) | (498.01) |
| (Increase) / Decrease in Loans and Advances | (657.10) | (1,394.15) |
| (Increase) / Decrease in Other Non-Current Assets | (50.23) | - |
| (Increase) / Decrease in Other Bank Balances | (481.14) | - |
| Cash Generated from Operations | (1,068.31) | (818.73) |
| (Taxes Paid) / Refund Received, net | (52.92) | (121.84) |
| Net Cash Generated from / (Used in) Operating Activities (A) | (1,121.23) | (940.57) |
| | | |
| **B Cash Flow from Investing Activities** | | |
| Purchase of Property, Plant and Equipment (incl. Capital Work in Progress) | (535.41) | (284.89) |
| Purchase of Intangible Assets | (726.53) | (92.20) |
| Loans Repaid / (Given), net | 506.74 | - |
| Interest Received | 57.59 | - |
| Net Cash Generated from / (Used in) Investing Activities (B) | (697.61) | (377.09) |

(All amounts in INR Lakhs, unless otherwise stated)

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| **C Cash Flow from Financing Activities** | | |
| Proceeds from Issue of Share Capital | 1,864.35 | 840.00 |
| Proceeds from Long Term Borrowings | 517.07 | 788.76 |
| Repayment of Long Term Borrowings | (513.02) | (402.97) |
| Proceeds From / (Repayment of) Short Term Borrowings, net | 637.52 | 198.12 |
| Finance Costs Paid | (184.35) | (87.79) |
| Net Cash Generated from / (Used in) Financing Activities (C) | 2,321.57 | 1,336.12 |
| | | |
| Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C) | 502.73 | 18.46 |
| Cash and Cash Equivalents at the Beginning of the Year | 24.52 | 6.06 |
| | | |
| Cash and Cash Equivalents at the End of the Year | 527.25 | 24.52 |
| | | |
| Components of Cash and Cash Equivalents at the End of the Year: | | |
| Cash on Hand | 2.70 | 3.81 |
| Balances with Banks in Current Accounts | 58.14 | 20.71 |
| Balances with Banks in EEFC Accounts | 23.57 | - |
| Balances with Banks in Foreign Currency Accounts | 166.13 | - |
| Balances with Banks in Deposit Accounts (Maturity <= 3 months) | 276.71 | - |
| Total Cash and Cash Equivalents | 527.25 | 24.52 |

Significant Accounting Policies
See Accompanying Notes to the Financial Statements

As Per our Report of Even Date Attached
**For A K Kocchar & Associates**
*Chartered Accountants*
Firm's Registration No. 120410W

**For and Behalf of the Board of Directors of Prodocs Solutions Limited**

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Place: Mumbai
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CS Meghha Trivedi
*Company Secretary and Compliance Officer*
M. No. F11110

CA Asha U. Salian
*Chief Financial Officer*
M. No. 153241

Place: Mumbai
Date: 29 May 2026

# Notes to Consolidated Financial Statements for the Year Ended 31 March 2026

(All amounts in INR Lakhs, unless otherwise stated)

## 1 Corporate Information

Prodocs Solutions Limited ('the Company') (CIN: L72900MH2019PLC322408) (formerly known as Prodocs Solutions Private Limited) is a public company incorporated on 12 March 2019 under the provisions of the Companies Act, 2013. The registered office of the Company is located at 6/19, Transmission House, Compound No. 82, MIDC, Near M. V. Road, Andheri East, Mumbai - 400 059. The Company is engaged in providing information technology enabled services across the globe.

## 2 Statement of Significant Accounting Policies

### 2.01 Basis of Preparation

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Accounting Standards notified under Section 133 of the Companies Act, 2013 read together with the Companies (Accounting Standards) Rules, 2021 and the presentation requirements of Division I of Schedule III to the Companies Act, 2013 (as amended).

The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those of the previous year

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Division I of Schedule III to the Companies Act, 2013. Based on the nature of business and the time required realisation of products / services in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current / non-current classification of assets and liabilities.

### 2.02 Current versus Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on the following current / non-current classification:

An asset is treated as current when it is:

a Expected to be realised or intended to be sold or consumed in the normal operating cycle;

b Held primarily for the purpose of trading;

c Expected to be realised within twelve months after the reporting period; or

d Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

a It is expected to be settled in the normal operating cycle;

b It is held primarily for the purpose of trading;

c It is due to be settled within twelve months after the reporting period; or

d There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

### 2.03 Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

### 2.04 Property, Plant and Equipment

Property, plant and equipment and capital work-in-progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price including import duties and non-refundable taxes, borrowing costs if capitalisation criteria are met, and directly attributable costs of bringing the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management, and the initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price.

Such cost includes the cost of replacing part of the plant and equipment. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Items of stores and spares that meet the definition of property, plant and equipment are capitalised at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

The Company adjusts exchange differences arising on translation / settlement of long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset to the cost of the asset and depreciates the same over the remaining life of the asset.

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Property, plant and equipment held for sale is valued at lower of their carrying amount and net realisable value. Any write-down is recognised in the statement of profit and loss.

### 2.05 Depreciation on Property, Plant and Equipment

Depreciation on property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management. The identified components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset.

The Company has used the following useful lives to provide depreciation on its property, plant and equipment:

| Asset | Useful Life |
|---|---|
| Plant and Machinery | 15 Years |
| Furniture and Fixtures | 10 Years |
| Computer and Peripherals | 3 - 6 Years |

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at least at each financial year end and adjusted prospectively, if appropriate.

### 2.06 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in an amalgamation in the nature of purchase is their fair value as at the date of amalgamation. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

Intangible assets are amortised on a straight-line basis over the estimated useful economic life. The Company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss. The estimated useful life of intangible assets are as follows :

| Asset | Useful Life |
|---|---|
| Computer Software | 5 Years |
| Trademark | 5 Years |

***Research and Development Costs***

Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognised as an intangible asset when the Company can demonstrate all the following: the technical feasibility of completing the intangible asset so that it will be available for use or sale; its intention to complete the asset; its ability to use or sell the asset; how the asset will generate future economic benefits; the availability of adequate resources to complete the development and to use or sell the asset; and the ability to measure reliably the expenditure attributable to the intangible asset during development.

### 2.07 Leases

***Where the Company is Lessee***

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

### 2.08 Borrowing Costs

Borrowing cost includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings, and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

### 2.09 Impairment of Property, Plant and Equipment and Intangible Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If

# Notes to Consolidated Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. The Company bases its impairment calculation on budgets and forecast calculations covering a reasonable period of time.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised.

## 2.10 Investments

Investments which are readily realisable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

## 2.11 Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

***Income from Services***

Revenue from service contracts is recognised over time as and when services are rendered, in accordance with the terms of the underlying customer contracts and agreed pricing mechanism, net of GST and other indirect taxes.

***Interest***

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

## 2.12 Foreign Currency Translation

***Initial Recognition***

Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

***Subsequent Recognition***

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

All monetary assets and liabilities in foreign currency are restated at the end of the accounting period. With respect to long-term foreign currency monetary items, the Company has adopted the following policy:

a Foreign exchange difference on account of a depreciable asset is adjusted in the cost of the depreciable asset, which would be depreciated over the balance life of the asset.

b In other cases, the foreign exchange difference is accumulated in a Foreign Currency Monetary Item Translation Difference Account, and amortised over the balance period of such long-term asset / liability.

c All other exchange differences are recognised as income or as expenses in the period in which they arise.

## 2.13 Retirement and Other Employee Benefits

***Provident Fund (Defined Contribution)***

Contribution towards provident fund for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

***Gratuity (Defined Benefit)***

The Company provides for gratuity to eligible employees in accordance with the Payment of Gratuity Act, 1972. Gratuity liability is determined on an actuarial valuation using the Projected Unit Credit Method at each reporting date and actuarial gains/losses are recognised in the Statement of Profit and Loss in the period in which they arise.

***Compensated Absences***

Accumulated compensated absences expected to be availed or encashed within 12 months from the end of the reporting period are treated as short-term employee benefits and are recognised based on the expected obligation at the reporting date. The Company currently does not have any accumulated compensated absences expected to be availed or encashed beyond 12 months from the end of the reporting period and accordingly no actuarial valuation has been carried out for long-term compensated absences.

***Termination Benefits***

Termination benefits in the nature of voluntary retirement benefits are recognised in the statement of profit and loss as and when incurred.

## 2.14 Income Taxes

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the prelvant income-tax law in India and the tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognised for all taxable timing differences. Deferred tax assets are recognised for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the same taxable entity and the same taxation authority.

## 2.15 Segment Reporting

The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate. The Company has only one business segment i.e. providing information technology enabled services.

## 2.16 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and any attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## 2.17 Provisions

A provision is recognised when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value (except in case of decommissioning, restoration and similar liabilities recognised as cost of property, plant and equipment) and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

## 2.18 Contingent Liabilities and Contingent Assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. The Company does not recognise the contingent asset in its financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

## 2.19 Cash and Cash Equivalents

Cash and cash equivalents for the purposes of the cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

# Notes to Consolidated Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

## 3 Share Capital

| Particulars | As at 31 March 2026 | | As at 31 March 2025 | |
|---|---|---|---|---|
| | No. of Shares | Amount | No. of Shares | Amount |
| **Authorised** | | | | |
| Equity Shares of INR 10 each | 8,000,000 | 800.00 | 8,000,000 | 800.00 |
| **Issued, Subscribed and Fully Paid-up** | | | | |
| Equity Shares of INR 10 each | 7,050,000 | 705.00 | 5,450,000 | 545.00 |
| **Total** | **7,050,000** | **705.00** | **5,450,000** | **545.00** |

### 3.1 Reconciliation of Number of Shares Outstanding at the End of the Reporting Period

| Particulars | As at 31 March 2026 | | As at 31 March 2025 | |
|---|---|---|---|---|
| | No. of Shares | Amount | No. of Shares | Amount |
| **Equity Shares of INR 10 each** | | | | |
| Balance as at the Beginning of the Year | 54,50,000 | 545.00 | 8,10,000 | 81.00 |
| **Add: Equity Shares Issued During the Year** | 16,00,000 | 160.00 | 2,80,000 | 28.00 |
| Add: Bonus Shares Issued During the Year | - | - | 43,60,000 | 436.00 |
| **Balance as at the End of the Year** | **70,50,000** | **705.00** | **54,50,000** | **545.00** |

### 3.2 Rights, Preferences and Restrictions Attached to Each Class of Shares

The Company has one class of equity share having a par value of INR 10 per share. Each holder of equity share is entitled to one vote per share. The shareholders who held shares on the record date are entitled to dividend as may be proposed by the Board of Directors and is subject to approval of the Shareholders at the ensuing General Meeting.

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

### 3.3 Details of Bonus Shares Issued

During the Year Ended 31 March 2025, the Company issued Bonus Shares in the ratio of 4:1 vide Board Resolution dated 30 September 2024

### 3.4 Shares Held by Shareholders Holding More Than 5% of the Aggregate Shares in the Company

| Particulars | As at 31 March 2026 | | As at 31 March 2025 | |
|---|---|---|---|---|
| | No. of Shares | % Holding | No. of Shares | % Holding |
| Onus Digital Services Private Limited | 16,00,000 | 22.7% | 18,00,000 | 33.0% |
| Pallavi Kothari | 10,00,000 | 14.2% | 11,40,000 | 20.9% |
| Manan Kothari | 6,60,000 | 9.4% | 6,60,000 | 12.1% |
| Rahul Bhatia | 5,00,000 | 7.1% | 7,00,000 | 12.8% |
| **Total** | **37,60,000** | **53.3%** | **43,00,000** | **78.9%** |

### 3.5 Details of Promoters' Shareholding

| Particulars | As at 31 March 2026 | | | |
|---|---|---|---|---|
| | No. of Shares | Change in No. of Shares | % Holding | % Change in Holding |
| Nidhi Sheth | 1,65,000 | 15,000 | 2.3% | (0.4%) |
| Manan Kothari | 6,60,000 | - | 9.4% | (2.7%) |
| Pallavi Kothari | **10,00,000** | **(1,40,000)** | **14.2%** | **(6.7%)** |
| Onus Digital Services Private Limited | **16,00,000** | **(2,00,000)** | **22.7%** | **(10.3%)** |
| Khyati Sanghavi | 1,20,000 | (30,000) | 1.7% | (1.1%) |
| Khushboo Shah | 1,20,000 | (30,000) | 1.7% | (1.1%) |
| **Total** | **36,65,000** | **(3,85,000)** | **52.0%** | **(22.3%)** |

| Particulars | As at 31 March 2025 | | | |
|---|---|---|---|---|
| | No. of Shares | Change in No. of Shares | % Holding | % Change in Holding |
| Nidhi Sheth | 1,50,000 | 1,20,000 | 2.8% | (1.0%) |
| Manan Kothari | 6,60,000 | 5,28,000 | 12.1% | (4.2%) |
| Pallavi Kothari | 11,40,000 | 9,12,000 | 20.9% | (7.2%) |
| Onus Digital Services Private Limited | 18,00,000 | 14,40,000 | 33.0% | (11.4%) |
| Khyati Sanghavi | 1,50,000 | 1,20,000 | 2.8% | 0.0% |
| Khushboo Shah | 1,50,000 | 1,20,000 | 2.8% | 0.0% |
| **Total** | **40,50,000** | **32,40,000** | **74.3%** | **(23.8%)** |

## 4 Reserves and Surplus

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| **Securities Premium** | | |
| Balance as at the Beginning of the Year | 444.93 | 87.50 |
| Add: Equity Shares Issued During the Year | 2,048.00 | 812.00 |
| Less: Bonus Shares Issued During the Year | - | (436.00) |
| Less: Share Issue Expenses | (171.83) | (18.57) |
| **Balance as at the End of the Year** | **2,321.10** | **444.93** |
| **Foreign Currency Translation Reserve** | | |
| **Balance as at the Beginning of the Year** | - | - |
| Add / (Less) : Transactions During the Year | 104.26 | - |
| **Balance as at the End of the Year** | **104.26** | **-** |
| **Surplus in Statement of Profit and Loss** | | |
| Balance as at the Beginning of the Year | 911.36 | 413.14 |
| Add / (Less) : Profit / (Loss) for the Year | 945.72 | 498.22 |
| **Balance as at the End of the Year** | **1,857.08** | **911.36** |
| **Total** | **4,282.44** | **1,356.29** |

# Notes to Consolidated Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

## 5 Long Term Borrowings

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| **Secured** | | |
| Term Loans from Banks | 97.22 | - |
| Less: Classified as Current Maturities for Long Term Borrowings (Refer Note 8) | (30.56) | - |
| | **66.66** | **-** |
| **Unsecured** | | |
| Loan from Banks | 88.86 | 123.78 |
| Loan from Non-Banking Financial Companies | 483.14 | 541.39 |
| | 572.00 | 665.17 |
| Less: Classified as Current Maturities for Long Term Borrowings (Refer Note 8) | (270.67) | (468.12) |
| | **301.33** | **197.05** |
| **Total** | **367.99** | **197.05** |

### Nature of Security and Terms of Repayment for Secured Borrowings

The Term Loan is secured by Current Assets and Fixed Deposits of the Company. The Term Loan is repayable in 36 monthly instalments and carries an interest rate of Repo Rate + 3.75% (31 March 2026: 9.0% and 31 March 2025: Nil)

### Repayment Period

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Financial Year 2026 - 27 | 30.56 | - |
| Financial Year 2027 - 28 | 33.33 | - |
| Financial Year 2028 - 29 | 33.33 | - |
| | **97.22** | **-** |

### Terms of Repayment for Unsecured Borrowings

Unsecured Loan from Banks and Non-Banking Financial Companies carries an interest rate between 15.0% and 18.5% (31 March 2025: 15.0% to 17.4%)

### Repayment Period

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Financial Year 2025 - 26 | - | 468.12 |
| Financial Year 2026 - 27 | 270.67 | 143.76 |
| Financial Year 2027 - 28 | 189.69 | 52.33 |
| Financial Year 2028 - 29 | 111.64 | 0.96 |
| | 572.00 | 665.17 |

## 6 Deferred Tax Liabilities, net

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| **Deferred Tax Liabilities** | | |
| Written Down Value of Property, Plant and Equipment | 30.71 | 27.69 |
| | **30.71** | **27.69** |
| **Deferred Tax Assets** | | |
| Gratuity u/s 40A(7) | 24.69 | - |
| Expenses u/s 40(a)(ia) | 3.07 | - |
| | **27.76** | **-** |
| **Total** | **2.95** | **27.69** |

## 7 Long Term Provisions

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| **Provision for Employee Benefits** | | |
| Provision for Gratuity (Refer Note 31.2 ) | 75.24 | 55.92 |
| **Total** | **75.24** | **55.92** |

## 8 Short Term Borrowings

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| **Secured** | | |
| Current Maturities of Long Term Borrowings (Refer Note 5) | 30.56 | - |
| Bank Overdraft | 261.74 | - |
| | **292.30** | **-** |
| **Unsecured** | | |
| Current Maturities of Long Term Borrowings (Refer Note 5) | 270.67 | 468.12 |
| Loan from Non-Banking Financial Companies | 45.14 | 133.40 |
| Loan from Companies | 38.10 | - |
| Loan from Directors | 425.94 | - |
| | **779.85** | **601.52** |
| **Total** | **1,072.15** | **601.52** |

### Nature of Security and Interest Rate for Secured Borrowings

Bank Overdraft is secured by Current Assets and Fixed Deposits of the Company. The Bank Overdraft is repayable in 36 monthly instalments and carries an interest rate of Repo Rate + 3.75% (31 March 2026: 9.0% and 31 March 2025: Nil)

### Terms of Repayment for Unsecured Borrowings

Unsecured Loan and Non-Banking Financial Companies carries an interest rate of 23.0% (31 March 2025: 23.0%) and is repayable on demand.

# Notes to Consolidated Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

## 9 Trade Payables (Refer Note 27)

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Total outstanding dues of micro enterprises and small enterprises (Refer Note 33) | 18.22 | 16.24 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 183.41 | 312.30 |
| **Total** | **201.63** | **328.54** |

## 10 Other Current Liabilities

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Accrued Interest | 16.97 | - |
| Payable to Employees | 198.01 | 201.69 |
| Statutory Dues Payable | | |
| Tax Deducted at Source | 23.48 | 62.41 |
| Provident Fund | 11.15 | 9.35 |
| Employee State Insurance | 3.91 | 4.08 |
| Goods and Services Tax | 1.46 | 0.34 |
| Profession Tax | 0.56 | 0.23 |
| **Total** | **255.54** | **278.10** |

## 11 Short Term Provisions

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| **Provision for Employee Benefits** | | |
| Provision for Gratuity (Refer Note 31.2) | 22.86 | 13.51 |
| | **22.86** | **13.51** |
| **Other Provisions** | | |
| Provision for Income-tax | 233.84 | 105.16 |
| [Net of Advance Taxes: INR 62.76 (Previous Year: INR 9.84)] | | |
| | **233.84** | **105.16** |
| **Total** | **256.70** | **118.67** |

## 12 Property, Plant and Equipment

| Particulars | Plant and Machinery | Furniture and Fixtures | Computer and Peripherals | Total |
|---|---|---|---|---|
| **Gross Block** | | | | |
| As at 31 March 2024 | 7.73 | 14.26 | 163.93 | 185.92 |
| Additions | 4.18 | 2.35 | 7.54 | 14.07 |
| Disposals | - | - | - | - |
| **As at 31 March 2025** | **11.91** | **16.61** | **171.47** | **199.99** |
| Additions | - | 1.53 | 403.56 | 405.09 |
| Disposals | - | - | - | - |
| As at 31 March 2026 | 11.91 | 18.14 | 575.03 | 605.08 |
| **Accumulated Depreciation** | | | | |
| As at 31 March 2024 | 0.56 | 1.91 | 59.99 | 62.46 |
| Charge For the Year | 0.52 | 1.73 | 50.55 | 52.80 |
| Disposals | - | - | - | - |
| **As at 31 March 2025** | **1.08** | **3.64** | **110.54** | **115.26** |
| Charge For the Year | 0.57 | 1.91 | 48.38 | 50.86 |
| Disposals | - | - | - | - |
| As at 31 March 2026 | **1.65** | **5.55** | **158.92** | **166.12** |
| Net Block | | | | |
| **As at 31 March 2025** | **10.83** | **12.97** | **60.93** | **84.73** |
| As at 31 March 2026 | **10.26** | **12.59** | **416.11** | **438.96** |

## 13 Intangible Assets

| Particulars | Goodwill | Trademarks | Computer Software | Total |
|---|---|---|---|---|
| **Gross Block** | | | | |
| As at 31 March 2024 | - | - | 19.99 | 19.99 |
| Additions | - | 1.04 | 269.77 | 270.81 |
| Disposals | - | - | - | - |
| **As at 31 March 2025** | - | 1.04 | 289.76 | 290.80 |
| Additions | 356.03 | - | 370.50 | 726.53 |
| Disposals | - | - | - | - |
| As at 31 March 2026 | **356.03** | **1.04** | **660.26** | **1,017.33** |
| **Accumulated Amortization** | | | | |
| As at 31 March 2024 | - | - | 8.81 | 8.81 |
| Charge For the Year | - | 0.07 | 28.01 | 28.08 |
| Disposals | - | - | - | - |
| **As at 31 March 2025** | **-** | **0.07** | **36.82** | **36.89** |
| Charge For the Year | 32.68 | 0.20 | 74.37 | 107.25 |
| Disposals | - | - | - | - |
| As at 31 March 2026 | **32.68** | **0.27** | **111.19** | **144.14** |
| **Net Block** | | | | |
| **As at 31 March 2025** | - | 0.97 | 252.94 | 253.91 |
| As at 31 March 2026 | **323.35** | **0.77** | **549.07** | **873.19** |

## 14 Capital Work in Progress

| Particulars | Amount |
|---|---|
| As at 31 March 2024 | - |
| Additions | 92.20 |
| Disposals/ Capitalization | - |
| **As at 31 March 2025** | **92.20** |
| Additions | 222.51 |
| Disposals/ Capitalization | (92.20) |
| As at 31 March 2026 | **222.51** |

# Notes to Consolidated Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

### CWIP Ageing Schedule

| Particulars | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|---|---|---|---|---|---|
| Projects in Progress | 92.20 | - | - | - | 92.20 |
| Projects Temporarily Suspended | - | - | - | - | - |
| As at 31 March 2025 | 92.20 | - | - | - | 92.20 |
| Projects in Progress | 222.51 | - | - | - | 222.51 |
| Projects Temporarily Suspended | - | - | - | - | - |
| As at 31 March 2026 | 222.51 | - | - | - | 222.51 |

## 15 Long Term Loans and Advances

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Unsecured, Considered Good | | |
| Security Deposits | 213.44 | 102.58 |
| Total | 213.44 | 102.58 |

## 16 Other Non - Current Assets

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Non - Current Bank Balances | | |
| Deposits with Original Maturity of More than 12 Months | 50.23 | - |
| Total | 50.23 | - |

## 17 Trade Receivables (Refer Note 28)

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Unsecured, Considered Good | | |
| Trade Receivables Outstanding for a Period Exceeding Six Months | - | - |
| Other Trade Receivables | 2,670.56 | 938.33 |
| Unbilled Revenue | 246.60 | 80.62 |
| Total | 2,917.16 | 1,018.95 |

## 18 Cash and Bank Balances

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Cash and Cash Equivalents | | |
| Cash on Hand | 2.70 | 3.81 |
| Balances with Banks in Current Accounts | 58.14 | 20.71 |
| Balances with Banks in EEFC Accounts | 23.57 | - |
| Balances with Banks in Foreign Currency Accounts | 166.13 | - |
| Balances with Banks in Deposit Accounts (Maturity <= 3 months) | 276.71 | - |
| | 527.25 | 24.52 |
| Other Bank Balances | | |
| Balances with Banks in Deposit Accounts (Maturity > 3 months but <= 12 months) | 269.87 | - |
| Initial Public Offering Monitoring Account | 211.31 | - |
| Dividend Account | 0.26 | 0.31 |
| | 481.44 | 0.31 |
| Total | 1,008.69 | 24.83 |

## 19 Short Term Loans and Advances

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Unsecured, Considered Good | | |
| Loans Given | 1,079.28 | 1,586.02 |
| Balance with Government Authorities | 208.74 | 103.22 |
| Advance to Vendors | 372.16 | 48.69 |
| Loans to Employees | 68.87 | 62.67 |
| Advance to Employees | 15.53 | 32.12 |
| TDS Receivable from NBFCs | 12.22 | 6.87 |
| Prepaid Expenses | 43.52 | 1.90 |
| Other Advances | 100.43 | 19.74 |
| Total | 1,900.75 | 1,861.23 |

## 20 Other Current Assets

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Interest Accrued on Loans | 138.06 | 70.35 |
| | | |
| Total | 138.06 | 70.35 |

## 21 Revenue from Operations

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| Sale of Services | | |
| Export Sales | 5,082.81 | 4,157.14 |
| Domestic Sales | 440.36 | 22.00 |
| Total | 5,523.17 | 4,179.14 |

# Notes to Consolidated Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

## 22 Other Income

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| **Interest Income** | | |
| On Bank Deposits | 4.06 | - |
| On Loans and Advances | 121.25 | 92.24 |
| Gain on Foreign Currency Transactions and Translation, net | 40.32 | 6.15 |
| Miscellaneous Income | 1.67 | - |
| Total | 167.30 | 98.39 |

## 23 Employee Benefit Expenses

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| Salaries and Wages | 2,095.12 | 1,494.01 |
| Contribution to Provident Fund and Other Funds (Refer Note 31.1) | 289.81 | 97.94 |
| Director Remuneration | 24.00 | 25.05 |
| Gratuity Expense | 28.67 | 22.87 |
| Staff Welfare Expenses | 55.04 | 29.61 |
| Total | 2,492.64 | 1,669.48 |

## 24 Finance Costs

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| **Interest Expense** | | |
| On Borrowings from Banks and NBFCs | 159.70 | 87.79 |
| On Bank Overdraft | 1.36 | - |
| Interest on Delayed Payment of Statutory Dues | 17.92 | 16.43 |
| Bank Charges Relating to Interest Costs | 6.84 | 5.56 |
| Other Borrowing Costs | 15.50 | 0.29 |
| Total | 201.32 | 110.07 |

## 25 Depreciation and Amortization Expenses

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| Depreciation on Property, Plant and Equipment (Refer Note 12) | 50.86 | 52.80 |
| Amortization of Intangible Assets (Refer Note 13) | 107.25 | 28.08 |
| Total | 158.11 | 80.88 |

## 26 Other Expenses

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| Rent | 370.98 | 294.78 |
| Repairs and Maintenance - Others | 64.60 | 32.38 |
| Insurance | 10.76 | 2.00 |
| Rates and Taxes | 6.97 | 8.71 |
| Communication Expenses | 26.75 | 25.69 |
| Travelling and Conveyance | 64.22 | 30.46 |
| Printing and Stationery | 5.79 | 4.74 |
| Legal and Professional Fees | 82.34 | 137.22 |
| Training Expenses | 590.49 | 888.41 |
| **Payment To Auditors** | | |
| For Statutory Audit | 1.25 | 1.25 |
| Directors' Sitting Fees | 0.55 | - |
| Power and Fuel | 81.22 | 97.43 |
| Corporate Social Responsibility Expenditure | 8.00 | - |
| Software Expenses | 13.33 | 102.16 |
| Security Expenses | 17.64 | 17.61 |
| Membership and Subscription Charges | 50.05 | 11.32 |
| Business Promotion Expenses | 28.31 | 1.23 |
| Commission Expenses | 76.15 | 117.84 |
| Charity and Donations | - | 0.34 |
| Miscellaneous Expenses | 4.79 | 1.10 |
| Total | 1,504.19 | 1,774.67 |

## 27 Trade Payables Ageing Schedule

**As at 31 March 2026**

| Particulars | Unbilled | Not Due | Outstanding for Following Periods From Due Date of Payment | | | | Total |
|---|---|---|---|---|---|---|---|
| | | | Less than 1 Year | 1 - 2 Years | 2 - 3 Years | More than 3 Years | |
| **Undisputed Dues** | | | | | | | |
| MSME | - | - | 18.22 | - | - | - | 18.22 |
| Other | 40.71 | - | 141.12 | 0.65 | 0.38 | 0.55 | 183.41 |
| **Disputed Dues** | | | | | | | |
| MSME | - | - | - | - | - | - | - |
| Other | - | - | - | - | - | - | - |

# Notes to Consolidated Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

As at 31 March 2025

| Particulars | Unbilled | Not Due | Outstanding for Following Periods From Due Date of Payment | | | | Total |
|---|---|---|---|---|---|---|---|
| | | | Less than 1 Year | 1 - 2 Years | 2 - 3 Years | More than 3 Years | |
| **Undisputed Dues** | | | | | | | |
| MSME | - | - | 16.24 | - | - | - | 16.24 |
| Other | 9.12 | - | 300.67 | 2.51 | - | - | 312.30 |
| **Disputed Dues** | | | | | | | |
| MSME | - | - | - | - | - | - | - |
| Other | - | - | - | - | - | - | - |

## 28 Trade Receivables Ageing Schedule

As at 31 March 2026

| Particulars | Unbilled | Not Due | Outstanding for Following Periods From Due Date of Payment | | | | | Total |
|---|---|---|---|---|---|---|---|---|
| | | | Less than 6 Months | 6 Months - 1 Year | 1 - 2 Years | 2 - 3 Years | More than 3 Years | |
| **Undisputed Trade Receivables** | | | | | | | | |
| Considered Good | 246.61 | - | 2,670.55 | - | - | - | - | 2,917.16 |
| Considered Doubtful | - | - | - | - | - | - | - | - |
| **Disputed Trade Receivables** | | | | | | | | |
| Considered Good | - | - | - | - | - | - | - | - |
| Considered Doubtful | - | - | - | - | - | - | - | - |

As at 31 March 2025

| Particulars | Unbilled | Not Due | Outstanding for Following Periods From Due Date of Payment | | | | | Total |
|---|---|---|---|---|---|---|---|---|
| | | | Less than 6 Months | 6 Months - 1 Year | 1 - 2 Years | 2 - 3 Years | More than 3 Years | |
| **Undisputed Trade Receivables** | | | | | | | | |
| Considered Good | 80.62 | - | 938.33 | - | - | - | - | 1,018.95 |
| Considered Doubtful | - | - | - | - | - | - | - | - |
| **Disputed Trade Receivables** | | | | | | | | |
| Considered Good | - | - | - | - | - | | - | - |
| Considered Doubtful | - | - | - | - | - | | - | - |

## 29 Disclosure under Accounting Standard 17, Segment Reporting

### 29.1 Primary Segment: Business Segment

The Company has only one business segment i.e. providing information technology enabled services.

### 29.2 Secondary Segment: Geographical Segment

The Company operates in two geographical segment - India and the United States of America ('USA')

| Particulars | 31 March 2026 | | | 31 March 2025 | | |
|---|---|---|---|---|---|---|
| | Within India | USA | Total | Within India | USA | Total |
| Segment Revenue | 440.36 | 5,082.81 | 5,523.17 | 22.00 | 4,157.14 | 4,179.14 |
| Segment Assets | 4,192.65 | 3,570.34 | 7,762.99 | 3,496.91 | 11.87 | 3,508.78 |
| Segment Liabilities | 1,820.87 | 411.33 | 2,232.20 | 1,607.49 | - | 1,607.49 |

## 30 Disclosure Required Under the Guidance Note on Accounting for Derivative Contracts (Revised 2021)

| Particulars | 31 March 2026 | | | | 31 March 2025 | | | |
|---|---|---|---|---|---|---|---|---|
| | Currency | Exchange Rate | Amount in Foreign Currency | Amount in INR Lakhs | Currency | Exchange Rate | Amount in Foreign Currency | Amount in INR Lakhs |
| **Assets** | | | | | | | | |
| Trade Receivables | USD | 94.46 | 33,21,354 | 3,137.32 | USD | 85.44 | 10,93,196 | 934.01 |
| Unbilled Revenue | USD | 94.65 | 2,60,544 | 246.60 | USD | 85.58 | 94,209 | 80.62 |
| Bank Balances | USD | 94.65 | 1,96,942 | 186.41 | | - | - | - |
| **Liabilities** | | | | | | | | |
| Trade Payables | USD | 94.46 | 4,35,441 | 411.33 | | - | - | - |

## 31 Disclosure under Accounting Standard 15, Employee Benefits

### 31.1 Defined Contribution Plans

The Company makes contribution to defined contribution plan for qualifying employees. Under the Scheme, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company has recognized the contribution to the following funds in the Statement of Profit and Loss:

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| Provident Fund | 66.10 | 52.53 |
| Employee State Insurance Fund | 38.08 | 44.85 |
| Maharashtra Labour Welfare Fund | 0.63 | 0.56 |
| US Payroll Taxes | 185.00 | - |
| **Total** | **289.81** | **97.94** |

### 31.2 Defined Benefit Plans

***Gratuity [Non - Funded]***

The Company provides gratuity benefits to its employees as per the relevant statute. Present value of gratuity obligation (non funded) is based on actuarial valuation done by an independent valuer using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

# Notes to Consolidated Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

The following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at 31 March 2026:

a Reconciliation of Defined Benefit Obligation

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Opening Balance | 69.43 | 46.56 |
| Current Service Cost | 26.19 | 22.28 |
| Past Service Cost | (0.44) | - |
| Interest Cost | 4.85 | 3.36 |
| Actuarial (Gains) / Losses | (1.93) | (2.77) |
| **Closing Balance** | **98.10** | **69.43** |

b Reconciliation of Fair Value of Plan Assets and Defined Benefit Obligation

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Defined Benefit Obligation | 98.10 | 69.43 |
| Fair Value of Plan Assets | - | - |
| **Net Amount Recognised as Liability / (Asset)** | **98.10** | **69.43** |
| **Recognised Under** | | |
| Long Term Provisions (Refer Note 7) | 75.24 | 55.92 |
| Short Term Provisions (Refer Note 11) | 22.86 | 13.51 |

c Expense Recognised in Statement of Profit and Loss

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| Current Service Cost | 26.19 | 22.28 |
| Past Service Cost | (0.44) | - |
| Interest Cost | 4.85 | 3.36 |
| Net Actuarial (Gain) / Loss Recognised | (1.93) | (2.77) |
| **Total Expense Recognised in the Statement of Profit and Loss** | **28.67** | **22.87** |

d Actuarial Assumptions

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Mortality Table | 100% of IALM (2012 - 14) | 100% of IALM (2012 - 14) |
| Discount Rate (%) | 7.78% | 6.99% |
| Salary Escalation Rate (%) | 5.00% | 5.00% |

e Amounts Recognised in Current Year and Previous Four Years

| Particulars | As at 31 March 2022 | As at 31 March 2023 | As at 31 March 2024 | As at 31 March 2025 | As at 31 March 2026 |
|---|---|---|---|---|---|
| Defined Benefit Obligation | 6.89 | 15.54 | 46.56 | 69.43 | 98.10 |
| Fair Value of Plan Assets | - | - | - | - | - |
| **Net Amount Recognised as Liability / (Asset)** | **6.89** | **15.54** | **46.56** | **69.43** | **98.10** |

## 32 Earnings in Foreign Currency

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| Revenue from Operations | 5,082.81 | 4,157.14 |
| **Total** | **5,082.81** | **4,157.14** |

## 33 Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act)

The details of dues to micro enterprises and small enterprises (MSME) as defined under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act') and disclosures pursuant to the MSMED Act are as follows:

| Particulars | 31 March 2026 | 31 March 2025 |
|---|---|---|
| Principal Amount Due to Suppliers Registered Under the MSMED Act and Remaining Unpaid as at Year End | 18.22 | 16.24 |
| Interest Due to Suppliers Registered Under the MSMED Act and Remaining Unpaid as at Year End | 0.66 | - |
| Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the Year | | |
| Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the Year | | |
| Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the Year | | |
| Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the Year) but without adding the interest specified under the MSMED Act | | |
| Interest accrued and remaining unpaid at the end of the accounting Year | | |
| Amount of further interest remaining due and payable even in the succeeding Years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act | | |

# Notes to Consolidated Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

## 34 Disclosure under Accounting Standard 19, Leases

**Operating Lease: Company as a Lessee**

The Company has entered in commercial lease for renting out immovable property and is expected to pay the following amounts in the future as rentals based on the lease agreement.

Future minimum rentals payable under non-cancellable operating leases are as follows:

| Particulars | 31 March 2026 | 31 March 2025 |
|---|---|---|
| **Lease Payments Recognised in Statement of Profit and Loss** | **274.04** | **294.78** |
| Within One Year | 396.00 | 295.21 |
| After One Year but not More than Five Years | 1,881.29 | 164.96 |
| More than Five Years | - | - |
| **Total** | **2,277.29** | 460.17 |

## 35 Details of Corporate Social Responsibility ('CSR')

| Particulars | 31 March 2026 | 31 March 2025 |
|---|---|---|
| **Gross Amount Required to be Spent During the Year** | **7.78** | **-** |
| **Amount Spent During the Year** | | |
| *Construction / Acquisition of Any Assets* | | |
| Paid in Cash | - | - |
| Yet to be Paid in Cash | - | - |
| | - | - |
| *On Any Other Purpose* | | |
| Paid in Cash | 8.00 | - |
| Yet to be Paid in Cash | - | - |
| | **8.00** | **-** |
| **Details Relating to Spent / Unspent Obligations** | | |
| Contribution to Charitable Trust for Education | 8.00 | - |
| | **8.00** | **-** |
| **Details of Other than Ongoing Project [Section 135(6)]** | | |
| Opening Balance | | |
| With Company | - | - |
| In Separate CSR Unspent Account | - | - |
| Amount Required to be Spent during the Year | 7.78 | - |
| Amount Spent during the Year | | |
| From Company's Bank Account | 8.00 | - |
| From Separate CSR Unspent Account | - | - |
| **Closing Balance** | **(0.22)** | **-** |

## 36 Disclosure under Accounting Standard 20, Earnings Per Share

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| **Nominal Value of Share** | **10** | **10** |
| **Profit / (Loss) after Tax for Calculation of Basic EPS [A]** | **945.72** | **498.22** |
| Weighted Average Number of Equity Shares for Calculation of Basic EPS [B] | 59,14,658 | 35,87,330 |
| **Basic EPS (A / B)** | **15.99** | **13.89** |
| | | |
| Profit / (Loss) after Tax | 945.72 | 498.22 |
| Effect of Dilution | - | - |
| **Profit / (Loss) after Tax for Calculation of Diluted EPS [C]** | **945.72** | **498.22** |
| | | |
| Weighted Average Number of Equity Shares for Calculation of Basic EPS | 59,14,658 | 35,87,330 |
| Effect of Dilution | - | - |
| **Weighted Average Number of Equity Shares for Calculation of Diluted EPS [D]** | **59,14,658** | **35,87,330** |
| **Diluted EPS (C / D)** | **15.99** | **13.89** |

## 37 Utilization of Money Raised through Public Issue

During the Year Ended 31 March 2026, the Company raised INR 2,208.00 Lakhs via Intial Public Offering for the following reasons:

| Particulars | Amount in INR Lakhs |
|---|---|
| Tailored Software Development and Support | 443.15 |
| IT Equipment and Hardware Purchase | 392.69 |
| Repayment of Outstanding Borrowings | 376.65 |
| Working Capital Requirements | 450.00 |
| General Corporate Purposes | 329.00 |
| Issue Related Expenses | 216.51 |
| | **2,208.00** |

Out of the above the following Expenditure has been Incurred by the Company:

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| Unutilized Amount Outstanding at the Beginning of the Year | - | - |
| Amount Received | 2,208.00 | - |
| Tailored Software Development and Support | - | - |
| IT Equipment and Hardware Purchase | 392.29 | - |
| Repayment of Outstanding Borrowings | 376.25 | - |
| Working Capital Requirements | 149.71 | - |
| General Corporate Purposes | 327.24 | - |
| Issue Related Expenses | 171.83 | - |
| **Unutilized Amount Outstanding at the End of the Year** | **790.68** | **-** |

# Notes to Consolidated Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

Details of Unutilized Amount Outstanding at the End of the Year:

| Particulars | For the Year Ended 31 March 2026 | For the Year Ended 31 March 2025 |
|---|---|---|
| Bank Deposits | 543.15 | - |
| Initial Public Offering Monitoring Account | 211.31 | - |
| Balances in Current Account | 36.22 | - |
| **Unutilized Amount Outstanding at the End of the Year** | **790.68** | **-** |

## 38 Disclosure under Accounting Standard 18, Related Party Transactions

### (a) Name of the Related Party and Nature of Relationship

*Other Related Parties with Whom Transactions Have Taken Place During the Year*

| | | |
|---|---|---|
| **Key Managerial Personnel** | Nidhi Sheth | Managing Director |
| | Asha Salian | Chief Financial Officer |
| | Meghha Trivedi | Company Secretary and Compliance Officer |
| *Entities where Key Managerial Personnel Exercise Control or* | E-Data Solution Inc (upto 30 April 2025) | |
| *Significant Influence* | E-Data Services Inc | |

(b) Transaction / Balances

| Particulars | 31 March 2026 | 31 March 2025 |
|---|---|---|
| **Transactions** | | |
| **Sale of Services** | | |
| E-Data Solutions Inc | - | 3,493.53 |
| E-Data Services Inc | 436.27 | 663.32 |
| **Remuneration** | | |
| Nidhi Sheth | 24.00 | 24.00 |
| Asha Salian | 10.97 | 11.05 |
| Meghha Trivedi | 9.38 | 2.85 |
| **Balances** | | |
| **Trade Receivables** | | |
| E-Data Solutions Inc | - | 310.70 |
| E-Data Services Inc | 400.59 | 623.30 |

## 39 Analytical Ratios

| Particulars | | 31 March 2026 | 31 March 2025 |
|---|---|---|---|
| (a) | **Current Ratio** | | |
| | Current Assets | 5,964.66 | 2,975.36 |
| | Current Liabilities | 1,786.02 | 1,326.83 |
| | | **3.34** | **2.24** |
| | % Change | 48.9% | |
| (b) | **Debt - Equity Ratio** | | |
| | Total Debt | 1,440.14 | 798.57 |
| | Total Equity | 5,530.79 | 1,901.29 |
| | | **0.26** | **0.42** |
| | % Change | (38.0%) | |
| (c) | **Debt Service Coverage Ratio** | | |
| | Profit / (Loss) before Tax | 1,334.21 | 642.43 |
| | Finance Costs | 201.32 | 110.07 |
| | Depreciation and Amortization Expenses | 158.11 | 80.88 |
| | **Earnings Available for Debt Service** | **1,693.64** | **833.38** |
| | Finance Costs | 201.32 | 110.07 |
| | Principal Repayments | 513.02 | 402.97 |
| | Rent | 370.98 | 294.78 |
| | **Debt Service** | **1,085.32** | **807.82** |
| | | **1.56** | **1.03** |
| | % Change | 51.3% | |
| (d) | **Return on Equity** | | |
| | Profit / (Loss) after Tax before Minority Interest | 945.72 | 498.22 |
| | Shareholder's Fund at the Beginning of the Year | 1,901.29 | 581.64 |
| | Shareholder's Fund at the End of the Year | 5,530.79 | 1,901.29 |
| | Average Shareholder's Fund | 3,716.04 | 1,241.47 |
| | | **0.25** | **0.40** |
| | % Change | (36.6%) | |
| (e) | **Inventory Turnover Ratio** | | |
| | Cost of Goods Sold | - | - |
| | Inventories at the Beginning of the Year | - | - |
| | Inventories at the End of the Year | - | - |
| | Average Inventories | - | - |
| | | - | - |
| | % Change | - | |
| (f) | **Trade Receivables Turnover Ratio** | | |
| | Revenue from Operations | 5,523.17 | 4,179.14 |
| | Trade Receivables at the Beginning of the Year | 1,018.95 | 440.32 |
| | Trade Receivables at the End of the Year | 2,917.16 | 1,018.95 |
| | Average Trade Receivables | 1,968.06 | 729.64 |
| | | **2.81** | **5.73** |
| | % Change | (51.0%) | |

# Notes to Consolidated Financial Statements (Contd.)

(All amounts in INR Lakhs, unless otherwise stated)

| | Particulars | 31 March 2026 | 31 March 2025 |
|---|---|---|---|
| (f) | **Trade Payables Turnover Ratio** | | |
| | Purchases of Raw Materials | - | - |
| | Purchases of Stock-in-Trade | - | - |
| | Purchases | - | - |
| | Trade Payables at the Beginning of the Year | 328.54 | 100.25 |
| | Trade Payables at the End of the Year | 201.63 | 328.54 |
| | Average Trade Payables | 265.09 | 214.40 |
| | | | |
| | % Change | - | |
| (g) | **Net Capital Turnover Ratio** | | |
| | Revenue from Operations | 5,523.17 | 4,179.14 |
| | Net Working Capital at the Beginning of the Year | 1,648.53 | 2,010.88 |
| | Net Working Capital at the End of the Year | 4,178.64 | 1,648.53 |
| | Average Net Working Capital | 2,913.59 | 1,829.71 |
| | | 1.90 | 2.28 |
| | % Change | (17.0%) | |
| (h) | **Net Profit Ratio** | | |
| | Profit / (Loss) after Tax before Minority Interest | 945.72 | 498.22 |
| | Revenue from Operations | 5,523.17 | 4,179.14 |
| | | **0.17** | **0.12** |
| | % Change | 43.6% | |
| (i) | **Return on Capital Employed** | | |
| | Profit / (Loss) before Tax | 1,334.21 | 642.43 |
| | Finance Costs | 201.32 | 110.07 |
| | Earnings Before Interest and Tax | 1,535.53 | 752.50 |
| | Shareholder's Equity | 5,530.79 | 1,901.29 |
| | Total Debt | 1,440.14 | 798.57 |
| | Deferred Tax Liability / (Deferred Tax Asset) | 2.95 | 27.69 |
| | Capital Employed | 6,973.88 | 2,727.55 |
| | | **0.22** | **0.28** |
| | % Change | (20.2%) | |
| (j) | **Return on Investment** | | |
| | Time Weighted Return | - | - |
| | Time Weighted Investment | - | - |
| | | **-** | **-** |
| | % Change | - | |

## 40 Other Statutory Information

i. The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.

ii. The Company has availed loan facilities from banks secured against current assets. However, as per the terms of sanction and applicable arrangements during the year, there was no requirement to submit quarterly returns or statements to such banks and accordingly the reporting requirement is not applicable.

iii. The Company is not declared wilful defaulter by bank or financial institution or lender during the Year.

iv. The Company does not have any transactions with companies struck off.

v. The Company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies beyond the statutory period.

vi. The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

vii. The Company has used the borrowings from banks and financial institutions for the specific purpose for which they were obtained.

viii. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall :

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

ix. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall :

(a) 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

(b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

x. The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the Year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961).

xi. The Company has not traded or invested in Crypto currency or Virtual currency during the Financial Year.

**41** Previous year figures have been regrouped / reclassified wherever necessary to conform to the current year's classification / disclosure.

Significant Accounting Policies
See Accompanying Notes to the Financial Statements

As Per our Report of Even Date Attached
**For A K Kocchar & Associates**
*Chartered Accountants*
Firm's Registration No. 120410W

**For and Behalf of the Board of Directors of Prodocs Solutions Limited**

**Nidhi Sheth**
*Managing Director*
DIN: 08386886

**Neha Kothari**
*Non-Executive & Independent Director*
DIN: 11022380

**Hitesh Kumar**
*Partner*
Membership No. 134763
Udin 26134763MFPVNR3123
Place: Mumbai
Date: 29 May 2026

**CS Meghha Trivedi**
*Company Secretary and Compliance Officer*
M. No. F11110

**CA Asha U. Salian**
*Chief Financial Officer*
M. No. 153241

Place: Mumbai
Date: 29 May 2026

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**Prodocs Solutions Limited**
6/19, 1st Floor, Transmission House,
Compound No 82, MIDC,
NR MV ROAD Andheri, East,
Mumbai, Maharashtra, India, 400059
**Phone:** + 022-62315800
**Email:** info@prodocssolution.com
**Website:** www.prodocssolution.com