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BOARD OF DIRECTORS

Name	Designation
Mr. Ashish Kumar	Managing Director
Ms. Ragini Jha	Whole Time Director
Mr. Girish Kamal Gupta	Independent Director
Mr. Sumit Kumar	Independent Director
Mr. Ankit Aggarwal	Independent Director

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Rashmi

BOARD COMMITTEES

Audit Committee

Mr. Sumit Kumar
Ms. Ragini Jha
Mr. Ankit Aggarwal

Bankers to the Company

HDFC Bank Limited

Secretarial Auditor

M/s SNK & Associates, Company Secretaries,
New Delhi

Statutory Auditor

M/s A Mishra & Associates, Chartered
Accountants, New Delhi

Nomination and Remuneration Committee

Mr. Ankit Aggarwal
Mr. Sumit Kumar
Mr. Girish Kamal Gupta

Registrar and Transfer Agent

Cameo Corporate Services Limited,
“Subramanian Building”, No. 1, Club
House Road, Chennai - 600 002, India

Stakeholders Relationship Committee

Mr. Sumit Kumar
Ms. Ragini Jha
Mr. Ankit Aggarwal

Corporate Social Responsibility Committee

Mr. Ankit Aggarwal
Ms. Ragini Jha
Mr. Sumit Kumar

Registered Office

607 6th Floor, Surya Kiran Building, 19
K G Marg, Connaught Place, New
Delhi- 110001

Risk Management Committee

Mr. Sumit Kumar
Ms. Ragini Jha
Mr. Ankit Aggarwal

In case of any Queries relating to the Annual Report

Contact: **Ms. Rashmi**
Email: cs@optivaluetek.com
Telephone No.: +91-70422313438
Address: 607, 6th Floor, Surya Kiran Building, 19 K. G. Marg, Connaught Place, New Delhi-01, India

OUR PHILOSOPHY

At **OptiValue Tek Consulting Limited**, we believe that technology is a catalyst for business transformation and sustainable growth. Our philosophy is centered on delivering innovative, reliable, and customer-focused IT consulting solutions that help organizations adapt to an evolving digital landscape and achieve their strategic objectives.

We are committed to conducting our business with the highest standards of integrity, professionalism, and transparency. By fostering a culture of innovation, continuous learning, and operational excellence, we strive to build lasting relationships with our clients, employees, business partners, and shareholders while consistently delivering value-driven solutions.

Our focus extends beyond business success to creating long-term value for all stakeholders through responsible corporate governance, ethical business practices, and sustainable growth. We continuously embrace emerging technologies, enhance our capabilities, and remain dedicated to excellence in every aspect of our operations.

OUR GUIDING PRINCIPLES

Integrity

Integrity is the foundation of our business. We uphold the highest standards of honesty, ethics, transparency, and accountability in every aspect of our operations, ensuring trust and long-term relationships with our clients, employees, shareholders, and business partners.

Innovation

Innovation drives our growth and enables us to deliver future-ready technology solutions. We continuously embrace emerging technologies, encourage creative thinking, and strive to provide innovative IT consulting services that help our clients achieve digital transformation and sustainable success.

Customer-Centricity

Our customers are at the heart of everything we do. We are committed to understanding their unique business needs and delivering reliable, high-quality, and value-driven solutions

that exceed expectations while fostering long-term partnerships built on trust and excellence.

Excellence

We are committed to achieving excellence through continuous improvement, operational efficiency, and professional expertise. By maintaining the highest standards of quality and performance, we aim to deliver exceptional value and create sustainable growth for all our stakeholders.

CORE VALUES

QUALITY

Delivering reliable, secure, and high-quality technology solutions by maintaining the highest standards in every project, process, and service.

INNOVATION

Encouraging a culture of continuous improvement, creative thinking, and adoption of emerging technologies to deliver future-ready digital solutions.

EXCELLENCE

Striving for operational excellence through professional expertise, continuous learning, timely execution, and superior service delivery.

INTEGRITY

Operating with honesty, transparency, and ethical business practices while maintaining accountability and strong corporate governance.

CUSTOMER-CENTRICITY

Placing our customers at the centre of everything we do by understanding their business needs and delivering solutions that exceed their expectations.

COLLABORATION

Promoting teamwork, mutual respect, and knowledge sharing to build long-term relationships with clients, employees, and business partners.

At **OptiValue Tek Consulting Limited**, what truly drives us is our commitment to delivering technology solutions with excellence, integrity, and innovation. We strive to provide reliable, secure, and high-quality IT consulting services that create meaningful value for our clients. Innovation is at the heart of our approach, enabling us to adapt to evolving technologies and business needs. We believe in conducting our business with honesty, transparency, and accountability while continuously improving our processes and capabilities. Most importantly, we place our customers at the centre of everything we do, building long-term relationships by understanding their requirements and consistently exceeding their expectations.

“EMPOWERING
BUSINESSES,
ENABLING
DIGITAL FUTURE”

To be a trusted leader at the intersection of technology, innovation, and business transformation. We aspire to empower organizations by delivering intelligent digital solutions, fostering innovation, and creating sustainable value for our clients, employees, shareholders, and society.

At the heart of our vision is the belief that technology should simplify businesses, accelerate growth, and create meaningful impact. We see digital transformation not merely as the adoption of new technologies, but as a strategic enabler that helps organizations become more agile, resilient, and future-ready.

Rather than simply providing technology services, we aim to become a trusted long-term partner by delivering innovative, secure, and scalable solutions tailored to our clients' evolving business needs. Through continuous innovation, customer-centricity, and operational excellence, we strive to build lasting relationships founded on trust, integrity, and shared success.

We are committed to embracing emerging technologies while maintaining the highest standards of corporate governance, ethical business practices, and professional excellence. Our vision is to contribute to a digitally connected future where innovation drives sustainable growth, empowers businesses, and creates long-term value for every stakeholder.

CHAIRMAN'S LETTER

Dear Shareholders,

I hope this message finds you in good health and high spirits.

As I reflect on the financial year 2025–26, I am pleased to present the Annual Report of OptiValue Tek Consulting Limited. During the year under review, the Company continued to strengthen its position in the Information Technology consulting and digital services sector by focusing on innovation, customer satisfaction, operational excellence, and sustainable business growth.

The increasing adoption of digital technologies, cloud computing, automation, artificial intelligence, and data-driven business solutions has created significant opportunities for the IT industry. Your Company remains committed to delivering high-quality consulting and technology solutions that enable clients to achieve operational efficiency and accelerate their digital transformation journey.

1. Financial Performance

The Company maintained stable business operations during the year while continuing to focus on disciplined financial management, efficient execution of projects, and strengthening customer relationships. The performance achieved during the year reflects the commitment of our employees, the confidence of our customers, and the continued support of our shareholders.

2. Listing Milestone

A significant milestone during the year was the successful listing of the equity shares of OptiValue Tek Consulting Limited on the NSE EMERGE Platform on 10 September 2025. The listing marked the Company's transition into a publicly listed entity and reflected the confidence of investors in its business model, management, and future growth prospects.

The successful public issue has further strengthened the Company's capital base, enhanced its corporate visibility, and reinforced its commitment towards transparency, good corporate governance, and value creation for all stakeholders. As a listed company, OptiValue Tek Consulting Limited remains committed to maintaining the highest standards of compliance, ethical business practices, and timely disclosures in accordance with the applicable regulatory requirements.

3. Strategic Focus

The Company continues to focus on:

- Strengthening its IT consulting and technology service offerings.
- Expanding its presence across domestic and international markets.
- Enhancing operational efficiency through digital processes and automation.
- Investing in skilled talent and continuous learning.
- Maintaining high standards of corporate governance and regulatory compliance.

4. Outlook

The outlook for the IT consulting industry remains positive with increasing investments in digital transformation, cloud adoption, cybersecurity, automation, and artificial intelligence. The Company is well-positioned to capitalize on these opportunities by leveraging its technical expertise, customer-centric approach, and commitment to quality service delivery.

Looking Ahead

As we move into the next financial year, our focus will remain on sustainable growth, operational excellence, innovation, and long-term value creation for all stakeholders. With the continued support of our customers, employees, shareholders, and business partners, I am confident that OptiValue Tek Consulting Limited will continue to achieve new milestones.

On behalf of the Board of Directors, I extend my sincere gratitude to our shareholders, customers, employees, bankers, business associates, and all stakeholders for their continued trust and confidence.

Thank you for being an integral part of our journey.

For OptiValue Tek Consulting Limited

ASHISH
KUMAR

Digitally signed by ASHISH KUMAR
Date: 2026.07.28 14:08:31 +05'30'

Ashish Kumar
Managing Director/Chairman

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 15th Annual General Meeting (AGM) of the Members of OptiValue Tek Consulting Limited ("the Company") will be held on Thursday, 20th August, 2026 at 4:00 PM through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Ms. Ragini Jha (DIN: 05260531), who retires by rotation and being eligible, offers herself for re-appointment

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

"RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, and the Articles of Association of the Company, Ms. Ragini Jha (DIN: 05260531), who retires by rotation at this Annual General Meeting and, being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. Alteration of the Main Object Clause of the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, permissions and sanctions as may be necessary from the Registrar of Companies and/or any other statutory or regulatory authority, the consent of the Members of the Company be and is hereby accorded to alter Clause III(A) (Main Objects) of the Memorandum of Association of the Company by inserting the following new sub-clauses after the existing sub-clauses thereof:"

1. To manufacture, develop, integrate and supply defence and homeland security drones, counter-drone systems, anti-drone technologies, autonomous systems, electronic warfare-enabled unmanned systems, surveillance and reconnaissance solutions and allied defence technologies for military, paramilitary and civil security applications, subject to obtaining necessary approvals, licences and permissions from the competent authorities under applicable laws.
2. To undertake, execute and perform contracts, projects and assignments relating to drone technologies and allied products and services for governments, public sector undertakings, defence organizations, private enterprises and international customers, subject to compliance with applicable laws governing exports, defence production and aviation regulations.

RESOLVED FURTHER THAT Mr. Ashish Kumar having (DIN:03511258), Managing Director of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this Resolution, including signing and executing all necessary documents, applications and writings, making such modifications as may be required by the Registrar of Companies or any other statutory or regulatory authority, filing the necessary e-forms with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary or incidental for the effective implementation of this Resolution.

By Order of the Board of Directors
For OptiValue Tek Consulting Limited



Rashmi
Company Secretary & Compliance Officer
Membership No-ACS78900

Place: New Delhi
Date: 28.07.2026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Board of Directors of the Company, by way of a Circular Resolution passed on 21st day of July, 2026 under Section 175 of the Companies Act, 2013, approved the proposal for alteration of Clause III(A) (Main Objects) of the Memorandum of Association of the Company, subject to the approval of the Members.

The proposed alteration will enable the Company to diversify and expand its business operations into the defence and homeland security drone technologies sector by undertaking activities relating to the manufacture, development, integration and supply of defence and homeland security drones, counter-drone systems, autonomous systems, surveillance technologies and allied defence solutions. It will also enable the Company to undertake projects and contracts with Government departments, defence establishments, public sector undertakings, private entities and international customers, subject to obtaining necessary statutory approvals, licences and permissions wherever required.

The proposed alteration is expected to provide the Company with greater operational flexibility and facilitate expansion into emerging technology-driven sectors, thereby enhancing long-term business opportunities and value creation for the stakeholders of the Company.

A copy of the existing Memorandum of Association together with the proposed alterations shall be available for inspection by the Members in electronic mode during business hours on all working days up to the date of the Annual General Meeting and shall also be available during the AGM through electronic mode.

In terms of Sections 4 and 13 of the Companies Act, 2013, alteration of the Memorandum of Association requires the approval of the Members by way of a Special Resolution.

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

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

NOTES:

1. In view of the continuing relaxation granted by the Ministry of Corporate Affairs ("MCA") and applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 15th Annual General Meeting ("AGM") of the Company is being conducted through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility without the physical presence of the Members at a common venue.
2. Pursuant to the MCA Circulars and SEBI Circulars issued from time to time, the 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 addresses are registered with the Company/ Depositories. The same shall also be available on the website of the Company and on the website of the Stock Exchange(s), where the equity shares of the Company are listed.
3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate Members intending to authorize their representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board Resolution/Authorization Letter authorizing their representative to attend and vote on their behalf at the AGM through VC/OAVM, by e-mail to the Company at cs@optivaluetek.com.
5. The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Company has provided the facility to the Members to exercise their right to vote by electronic means through remote e-voting as well as e-voting during the AGM. The detailed procedure for remote e-voting and e-voting during the AGM is provided separately in the Notice.
7. The remote e-voting facility shall commence on [●] at [●] A.M./P.M. and shall end on [●] at [●] P.M. During this period, Members holding shares either in physical form or in dematerialized form as on the cut-off date i.e. [●], may cast their vote electronically. The remote e-voting module shall thereafter be disabled by the e-voting agency.
8. Members whose names appear in the Register of Members/ List of Beneficial Owners as on the cut-off date shall be entitled to vote on the resolutions set forth in this Notice.
9. Members are requested to register/update their e-mail addresses and mobile numbers with their respective Depository Participants ("DPs") in case shares are held in dematerialized form and with the Company/Registrar and Share Transfer Agent ("RTA") in case shares are held in physical form.
10. Members may join the AGM through VC/OAVM facility using the credentials provided separately. Members are requested to join the meeting at least 15 minutes before the scheduled time of commencement of the AGM i.e., **4:00 P.M.**, to avoid any technical issues.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice shall be available electronically for inspection by the Members during the AGM.
12. Members seeking any information with regard to the Annual Financial Statements or any matter to be placed at the AGM are requested to write to the Company at cs@optivaluetek.com at least 7 days before the date of the AGM so as to enable the management to keep the information ready at the AGM.

13. Pursuant to Regulation 44 of the SEBI Listing Regulations and Section 108 of the Companies Act, 2013 read with the applicable Rules, the Company has appointed Mr. Sandeep Kumar, Practicing Company Secretary, as the Scrutinizer for conducting the remote e-voting and e-voting process during the AGM in a fair and transparent manner.
14. Since the AGM is being conducted through VC/OAVM facility, the Route Map is not annexed to this Notice.

By Order of the Board of Directors
For OptiValue Tek Consulting Limited



Rashmi
Company Secretary & Compliance Officer
Membership No-ACS78900

Place: New Delhi
Date: 28.07.2026

DIRECTOR REPORT FOR F.Y. 2025-26

BOARD OF DIRECTORS

Name	Designation
Mr. Ashish Kumar	Managing Director
Ms. Ragini Jha	Whole Time Director
Mr. Girish Kamal Gupta	Independent Director
Mr. Sumit Kumar	Independent Director
Mr. Ankit Aggarwal	Independent Director

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Rashmi

BOARD COMMITTEES

Audit Committee

Mr. Sumit Kumar
Ms. Ragini Jha
Mr. Ankit Aggarwal

Bankers to the Company

HDFC Bank Limited

Secretarial Auditor

M/s SNK & Associates, Company Secretaries,
New Delhi

Statutory Auditor

M/s A Mishra & Associates, Chartered
Accountants, New Delhi

Nomination and Remuneration Committee

Mr. Ankit Aggarwal
Mr. Sumit Kumar
Mr. Girish Kamal Gupta

Registrar and Transfer Agent

Cameo Corporate Services Limited,
“Subramanian Building”, No. 1, Club
House Road, Chennai - 600 002, India

Stakeholders Relationship Committee

Mr. Sumit Kumar
Ms. Ragini Jha
Mr. Ankit Aggarwal

Corporate Social Responsibility Committee

Mr. Ankit Aggarwal
Ms. Ragini Jha
Mr. Sumit Kumar

Registered Office

607 6th Floor, Surya Kiran Building, 19
K G Marg, Connaught Place, New
Delhi-1100001

Risk Management Committee

Mr. Sumit Kumar

Ms. Ragini Jha

Mr. Ankit Aggarwal

To,
The Members,
OptiValue Tek Consulting Limited

Your directors have pleasure in presenting the 15th Board's Report on the business and operations of the Company together with the Audited Financial Statements for the Financial Year ended 31st March, 2026.

1. FINANCIAL HIGHLIGHTS

The financial performance of the Company for the financial year ended 31st March, 2026 is summarized below:

(INR IN LAKHS)

Particulars	YEAR ENDED 31.03.2026	YEAR ENDED 31.03.2025
Revenue from Operations	9,073.88	5,607.85
Other Income	148.66	39.52
Total Income	9,222.53	5,647.37
Less: Total Expenses	7,449.60	4,022.95
Profit Before Tax	1,772.93	1,618.94
Less: Provision for Taxation		
Current Tax	427.03	426.65
Deferred Tax (Expenses)/Income	30.59	21.61
Profit After Tax	1,376.49	1,213.90

2. STATE OF COMPANY'S AFFAIRS

During the financial year under review, the company recorded a total income of **Rs. 9,222.53 lakhs** from its business operations and other sources, as against **Rs. 5,647.37 lakhs** in the previous financial period. The net profit after tax stood at **Rs. 1,376.49 lakhs**, reflecting a significant improvement in the company's financial performance.

During the financial year under review, the Company continued its business operations in the field of IT consulting and technology-enabled services. The Company witnessed significant growth during the year and successfully completed its Initial Public Offer ("IPO") and got listed on NSE EMERGE Platform of National Stock Exchange of India Limited.

The Company continues to focus on strengthening its operational capabilities, expanding clientele, improving service delivery standards and maintaining sustainable growth.

3. INITIAL PUBLIC OFFER (IPO) AND LISTING

During the year under review, the Company successfully launched and completed its Initial Public Offer ("IPO") comprising fresh issue of 61,69,600 Equity Shares of face value of Rs.10/- each at an issue price of Rs.84/- per equity share including premium of Rs.74/- per equity share.

The Board of Directors in its meeting held on 26th August, 2025 approved the Red Herring Prospectus and Prospectus in connection with the IPO of the Company.

Further, the Board at its meeting held on 8th September, 2025 approved the allotment of 61,69,600 Equity Shares pursuant to the IPO and the Equity Shares of the Company were listed on NSE EMERGE Platform of National Stock Exchange of India Limited.

Post allotment, the paid-up Equity Share Capital of the Company stood at Rs. 23,41,14,000/- divided into 2,34,11,400 Equity Shares of Rs.10/- each.

4. CHANGE IN SHARE CAPITAL

During the year under review, the Company issued and allotted 61,69,600 Equity Shares pursuant to the Initial Public Offer.

Accordingly, the issued, subscribed and paid-up share capital of the Company increased during the year.

5. DIVIDEND

In order to conserve resources for future business operations and growth, your directors do not recommend any dividend for the Financial Year 2025-26.

6. TRANSFER TO RESERVES

The Board of Directors has decided to retain the entire amount of profit for FY 2025-26 in the Profit & Loss Account and no amount has been transferred to reserves during the year under review.

7. DETAILS OF NEW SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Company does not have any new Subsidiaries, Associates and Joint Ventures. Thus, it is not required to give details as required under Rule 8(5)(iv) of Companies (Accounts) Rules, 2014.

8. DEPOSITS

During the year under review, your Company has neither accepted nor renewed any deposit within the meaning of Section 73 of the Companies Act, 2013.

9. MATERIAL CHANGES AND COMMITMENTS

Except as disclosed elsewhere in this Report, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year and the date of this Report.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Ms. Shraboni Chatterjee resigned from the position of Company Secretary & Compliance Officer of the Company with effect from 10th February, 2026 and the erstwhile Chief Financial Officer resigned from the services of the Company with effect from 30th September, 2025. Further, Mr. Pramod Kumar T.C. was appointed as the Chief Financial Officer and Ms. Rashmi Negi was appointed as the Company Secretary & Compliance Officer of the Company with effect from 27th March, 2026. The Board and Key Managerial Personnel of the Company as on 31st March, 2026 are as under:

Sr. No.	DIN/PAN	Name	Designation	Date of Appointment
1	03511258	Ashish Kumar	Managing Director	07/12/2024
2	05260531	Ragini Jha	Whole-time Director	07/12/2024
3	00193844	Girish Kamal Gupta	Independent Director	10/03/2025
4	10835256	Sumit Kumar	Independent Director	07/11/2024
5	10742028	Ankit Aggarwal	Independent Director	14/08/2024
6	DVQPS9222D	Pramod Kumar T.C.	Chief Financial Officer	27/03/2026
7	CIEPR4165B	Rashmi	Company Secretary & Compliance Officer	27/03/2026

Further, Amit Jaiswal and Associates was appointed as the Internal Auditor of the Company pursuant to the provisions of Section 138 of the Companies Act, 2013.

11. INTERNAL AUDITOR

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with applicable Rules made thereunder, the Board of Directors had appointed Amit Jaiswal and Associates as Internal Auditor of the Company for the Financial Year 2025-26.

12. BOARD COMMITTEES

During the financial year under review, the Company had the following Committees of the Board in accordance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Audit Committee

Name of the Director	Designation
Mr. Sumit Kumar	Chairperson
Mrs. Ragini Jha	Member
Mr. Ankit Aggarwal	Member

Nomination and Remuneration Committee

Name of the Director	Designation
Mr. Ankit Aggarwal	Chairperson
Mr. Sumit Kumar	Member
Mr. Girish Kamal Gupta	Member

Stakeholders Relationship Committee

Name of the Director	Designation
Mr. Sumit Kumar	Chairperson
Ms. Ragini Jha	Member
Mr. Ankit Aggarwal	Member

Corporate Social Responsibility Committee

Name of the Director	Designation
Mr. Ankit Aggarwal	Chairperson
Ms. Ragini Jha	Member
Mr. Sumit Kumar	Member

Risk Management Committee

Name of the Director	Designation
Mr. Sumit Kumar	Chairperson
Ms. Ragini Jha	Member
Mr. Ankit Aggarwal	Member

13. DECLARATION BY INDEPENDENT DIRECTORS

The Company has obtained the declarations from Independent Directors under Section 149(7) of the Companies Act, 2013 and the Board is satisfied that all the Independent Directors meet the criterion of independence as mentioned in Section 149(6) of the Companies Act, 2013.

14. NUMBER OF BOARD MEETINGS

During the Financial Year 2025-26, the Board of Directors met 10 times at regular intervals in compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 for which details are as under:

Sr. No.	Date of Meeting	Board Strength	No. of Directors Present
1	29-05-2025	5	5
2	30-06-2025	5	5
3	16-07-2025	5	5
4	04-08-2025	5	5

5	11-08-2025	5	5
6	26-08-2025	5	5
7	08-09-2025	5	5
8	13-11-2025	5	5
9	02-01-2026	5	5
10	27-03-2026	5	5

During the financial year 2025-26, the members of Audit Committee met 2 (Two) times for which details are as under:

Sr. No.	Date of Meeting	Board Strength	No. of Directors Present
1	13-11-2025	3	3
2	27-03-2026	3	3

During the financial year 2025-26, the members of Nomination and Remuneration Committee met 1 (One) time for which details are as under:

Sr. No.	Date of Meeting	Board Strength	No. of Directors Present
1	27-03-2026	3	3

Further, the Company conducted 1 (One) Extra-Ordinary General Meeting (EGM) on 08-12-2025 during the financial year under review.

15. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3)L OF SECTION 178:

The Company has duly constituted a Nomination and Remuneration Committee under Section 178(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014.

16. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the annual performance evaluation of the Board, Committees and Individual Directors was carried out.

The Board expressed satisfaction with the evaluation process.

17. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors state that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed;
- (b) appropriate accounting policies have been selected and applied consistently and judgments and estimates made are reasonable and prudent;
- (c) proper and sufficient care has been taken for maintenance of adequate accounting records;
- (d) the annual accounts have been prepared on a going concern basis;
- (e) proper internal financial controls were laid down and such controls are adequate and operating effectively; and
- (f) Proper systems to ensure compliance with applicable laws were devised and such systems were adequate and operating effectively.

18. AUDITORS

M/s. A Mishra & Associates, Chartered Accountants (Firm Registration No. 023686N), were appointed as the Statutory Auditors of the Company at the 14th Annual General Meeting (“AGM”) held for a term of five (5) consecutive years, to hold office from the conclusion of the said AGM till the conclusion of the 19th AGM of the Company.

Accordingly, the said appointment continues to remain valid and M/s. A Mishra & Associates, Chartered Accountants, shall continue as the Statutory Auditors of the Company till the conclusion of the 19th AGM, subject to the provisions of the Companies Act, 2013.

The Auditors’ Report on the Financial Statements of the Company for the Financial Year 2025-26 does not contain any qualification, reservation, adverse remark, or disclaimer.

19. SECRETARIAL AUDITOR

The members of the company have appointed M/s SNK and Associates as Secretarial Auditor of the Company for the Financial Year 2025-26 to FY 2029-30 in the Extra-ordinary General Meeting held on 8th December, 2025.

The Secretarial Audit Report forms part of this Report as Annexure.

20. SECRETARIAL STANDARDS

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

21. INTERNAL FINANCIAL CONTROLS

The Company has adequate Internal Financial Controls commensurate with the size, scale and complexity of its operations. The controls are designed to ensure orderly and efficient conduct of business, safeguarding of assets, prevention and detection of frauds and errors and accuracy of accounting records.

22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to financial statements.

23. RELATED PARTY TRANSACTIONS

The details of the contracts or arrangements with related parties referred to in sub section (1) of section 188 during the financial year were on an arm's length basis and were in the ordinary course of business, pursuant to clause (h)) of sub-section (3) of section 134 of the Companies Act 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 are annexed with the report as "Annexure-A".

24. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a Vigil Mechanism/Whistle Blower Policy in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 for directors and employees to report genuine concerns.

25. RISK MANAGEMENT

The company has in place a mechanism to identify, assess, monitor and mitigate various risks to the Company.

26. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

27. DETAILS OF FRAUDS REPORTED BY AUDITORS

Pursuant to the provisions of clause (ca) of sub-section (3) of section 134 of the Companies Act, 2013, your Directors report state that there is no fraud reported by the Auditors of the company under sub-section (12) of section 143 of the Companies Act, 2013.

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

During the year under review, no applications were made, nor any proceeding were pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).

29. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the constitution of a Corporate Social Responsibility (CSR) Committee of the Board is not mandatory in case of our company as the annual spent on CSR activities is less than Rs. 50 lakhs, but for good governance the company has constituted Corporate Social Responsibility (CSR) Committee and the functions relating to the CSR activities and compliance of statutory provisions shall be carried out by the Corporate Social Responsibility (CSR) Committee. The Company has framed a CSR Policy indicating the activities to be undertaken by the Company in line with Schedule VII of the Companies Act, 2013. The CSR Policy is available on the Company's website at www.optivaluetek.com.

During the financial year 2025-26, the provision for expenditure on CSR activities has been made for 29.75 Lakhs and the Company has actually spent Rs. 21.10 Lakhs during the year on various CSR projects/programs out of which 18.51 lakhs related to previous years unspent amount.

The Annual Report on CSR activities for the financial year ended 31st March 2026, in the format prescribed under the Companies (CSR Policy) Rules, 2014, is annexed herewith as 'Annexure-B' to this Report.

30. PARTICULARS OF EMPLOYEES

Disclosure required under Section 197 of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report.

31. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

During the financial year under review, there were no amounts which were required to be transferred to the Investor Education and Protection Fund (IEPF) pursuant to the provisions of Section 125(2) of the Companies Act, 2013.

32. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**Conservation of Energy**

The operations of the Company are not energy intensive. However, the Company continues to adopt energy conservation measures wherever possible.

Technology Absorption

The Company continues to focus on technology innovation, process improvement and quality enhancement.

Foreign Exchange Earnings and Outgo

Foreign Exchange Earnings: 117.15 Lakhs

Foreign Exchange Outgo: Nil

33. ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013, the Annual Return of the Company in Form MGT-7 for the financial year ended 31st March, 2026 is available on the Company's website at the link www.optivaluetek.com.

34. SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India relating to Board Meetings and General Meetings.

35. LISTING WITH STOCK EXCHANGE

The Equity Shares of the Company are listed on NSE EMERGE Platform of National Stock Exchange of India Limited on 10th September, 2025 and the Company has paid the applicable listing fees for the financial year 2025-26.

36. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under SEBI (LODR) Regulations, 2015 forms part of the Annual Report.

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

The Company has in place a Policy on Prevention of Sexual Harassment at Workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and has constituted an Internal Complaints Committee (ICC) for redressal of complaints.

During the Financial year 2025-26 under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

38. POLICIES FORMULATED, APPROVED AND ADOPTED BY THE BOARD

The Board of directors approved and adopted following policies during the financial year under review:

- Code of Conduct for Directors and Senior Management
- Code for Independent Directors
- Policy for determination of Materiality of events/Information and Disclosure to Stock Exchanges
- Policy for Preservation of Document and Archival of Documents
- Details of familiarization Programme for Independent Directors
- The Materiality Policy
- Policy for Determining Material Subsidiary

- Policy for identification of Material Group Companies
- Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders
- Related Party Transaction Policy
- Risk Management Policy
- Corporate Social Responsibility (CSR) Policy; and
- Policy for Prevention of Sexual Harassment

39. EMPLOYEE STOCK OPTION SCHEME

Since the Company has not granted any Stock Options so far, the company is not required to give any details in this regard.

40. ACKNOWLEDGEMENT

Your directors place on records their sincere appreciation for the continued support received from shareholders, customers, vendors, bankers, regulatory authorities and employees of the Company.

For and on behalf of

OptiValue Tek Consulting Limited

ASHISH KUMAR
Digitally signed by
ASHISH KUMAR
Date: 2026.07.28
14:07:43 +05'30'

Ashish Kumar
Managing Director
DIN: 03511258

RAGINI JHA
Digitally signed by RAGINI
JHA
Date: 2026.07.28 14:03:42
+05'30'

Ragini Jha
Whole Time Director
DIN: 05260531

Place: New Delhi
Date: 28.05.2026

ANNEXURE – A

FORM NO. AOC-2

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

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

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

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

A.

Sl. No.	Name(s) of the Related Party & Relationship	Nature of Contracts/ Arrangements/ Transactions	Duration of the Contracts/ Arrangements/ Transactions	Salient terms of the Contracts or Arrangements or Transactions including the value, if any	Date of Approval by the Board	Amount paid as advances, if any
1	Mr. Ashish Kumar, Managing Director	Unsecured Loan Given / Loan Repaid	F.Y. 2025-26	Unsecured Loan of ₹455.25 Lakhs was given during the year. Loan of ₹226.91 Lakhs was repaid during the year. Closing Balance as on 31.03.2026 was ₹275.39 Lakhs.	29.05.2025	NA
2	Winghover Technologies Private Limited (Entity in which KMP is Director)	Unsecured Loan Given	F.Y. 2025-26	Unsecured Loan of ₹508.36 Lakhs was given during the year. Interest of ₹30.50 Lakhs was charged. As per the commercial arrangement, the amount was subsequently refunded along with interest.	29.05.2025	NA

For and on behalf of the Board of Directors
of OptiValue Tek Consulting Limited

RAGINI
JHA

Digitally signed
by RAGINI JHA
Date: 2026.07.28
14:04:19 +05'30'

Ragini Jha
Whole Time Director
DIN: 05260531

ASHISH
KUMAR

Digitally signed by
ASHISH KUMAR
Date: 2026.07.28
14:07:20 +05'30'

Ashish Kumar
Managing Director
DIN: 03511258

Place: New Delhi
Date: 28.05.2026

ANNEXURE – B**ANNUAL REPORT ON CSR ACTIVITIES****[Pursuant to Section 135 of the Companies Act, 2013 ('the Act') & Rules made thereunder]****1. Brief outline on CSR Policy of the Company**

The Company has framed a Corporate Social Responsibility (CSR) Policy in accordance with the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Policy aims at undertaking initiatives and activities for the benefit of society and the community at large in the areas specified under Schedule VII of the Companies Act, 2013, including education, healthcare, rural development, environmental sustainability, skill development and other permissible activities.

2. Composition of CSR Committee

S.NO.	Name of Director	Designation / Nature of Directorship
1	Ankit Aggarwal	Independent Director
2	Ragini Jha	Executive Director
3	Sumit Kumar	Independent Director

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company.

<https://www.optivaluetek.com>

4. Provide the details of Impact Assessment of CSR Projects carried out in pursuance of Rule 8(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable.

In terms of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, the requirement of conducting an impact assessment of its CSR Projects is not applicable to the Company.

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

S. 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 `)
N.A.			

6. Average Net Profit of the Company as per Section 135(5) of the Companies Act, 2013.: Rs. 1,487.50 Lakhs

7. (a) Two percent of average net profit of the Company as per Section 135(5): Rs. 29.75 Lakhs

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

Regd. Office: 607, 6th Floor, Surya Kiran Building, 19 K. G. Marg, Connaught Place, New Delhi-01, India

Branch: B-311, 3rd Floor, Beta Block, Sigma Soft Tech Park, Whitefield Main Road, Bengaluru – 560066

Branch: First Floor & Roof Portion, Plot No. 20, Phase-I, Udyog Vihar, Gurugram, Haryana – 122016

Phone No: +91 804152 8580 Email-Contact@optivaluetek.com Website: www.optivaluetek.com

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

(d) Total CSR obligation for the financial year [7(a)+7(b)-7(c)]: Rs. 29.75 Lakhs

8. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹21.10 Lakhs

(b) Amount spent in Administrative Overheads: NIL

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

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹21.10 Lakhs

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (₹ in Lakhs)	Amount Unspent (in Rs.) NIL				
	Total Amount transferred to Unspent SR Account as per section 135(6).			Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).	
	Amount	Date of transfer	Name of the Fund	Amount	Date of Transfer
21.10	27.16	NA	NA	NA	NA

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

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

The Company has utilized Rs. 18.51 Lakhs during the financial year 2025-26 pertaining to unspent CSR obligation of previous financial years.

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:

(a) Date of creation or acquisition of the capital asset(s) – N.A.

(b) Amount of CSR spent for creation or acquisition of capital asset – N.A.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. – N.A.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) – N. A.

11. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per Section 135(5) of the Act.

During the financial year 2025-26, the Company had a CSR obligation of Rs. 29.75 Lakhs. Against the said obligation, the Company spent Rs. 21.10 Lakhs on CSR activities during the year. The Company was in the process of identifying and implementing suitable CSR projects in accordance with its CSR Policy and the requirements of Schedule VII of the Companies Act, 2013. Consequently, the entire CSR obligation could not be spent during the financial year.

The unspent CSR amount shall be dealt with in accordance with the applicable provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

**For and on behalf of the Board of Directors
of OptiValue Tek Consulting Limited**

ASHISH
KUMAR

Digitally signed by ASHISH
KUMAR
Date: 2026.07.28 14:06:55
+05'30'

Ashish Kumar
Managing Director
DIN: 03511258

Place: New Delhi
Date: 28.05.2026

ANNEXURE – II

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Developments

OptiValue Tek Consulting Limited operates in the Information Technology ("IT") Consulting and Services industry, which continues to witness robust growth driven by increasing digital transformation initiatives across industries. Businesses are increasingly adopting cloud computing, artificial intelligence (AI), data analytics, cybersecurity solutions, automation, and enterprise digital platforms to enhance operational efficiency and customer experience.

India continues to strengthen its position as a global technology hub, supported by a highly skilled workforce, digital infrastructure, and favorable government initiatives promoting digital innovation. The growing demand for technology-enabled business solutions presents significant opportunities for IT consulting companies to expand their service offerings and strengthen their market presence.

Opportunities and Threats

Opportunities

The increasing adoption of digital transformation, cloud migration, artificial intelligence, automation, and cybersecurity solutions across industries continues to create significant opportunities for the Company. Growing investments in digital infrastructure, increasing demand for IT consulting services, and the rapid evolution of emerging technologies provide a strong foundation for sustainable business growth. The Company remains focused on strengthening customer relationships, expanding its service portfolio, and leveraging technology-driven solutions to enhance long-term value creation.

Threats

The Company operates in a highly competitive industry characterized by rapid technological advancements and evolving customer expectations. Key challenges include intense market competition, pricing pressure, cybersecurity risks, changing regulatory requirements, and the continuous need to attract and retain skilled professionals. The Company continues to mitigate these risks through continuous innovation, employee development, robust information security practices, and effective risk management processes.

Segment-wise Performance

The Company operates in a single business segment, namely **IT Consulting Services**. During the financial year under review, the Company continued to focus on delivering technology consulting, digital transformation solutions, implementation support, and related advisory services. Continuous emphasis on service quality, timely execution of assignments, and customer satisfaction enabled the Company to maintain stable business operations throughout the year.

Outlook

The outlook for the IT consulting industry remains positive, supported by increasing investments in digital technologies, cloud adoption, artificial intelligence, cybersecurity, and enterprise automation. The Company expects continued demand for technology consulting and digital transformation services across various industry sectors. With its experienced management team, customer-centric approach, and commitment to quality, the Company is well-positioned to capitalize on future growth opportunities.

Risks and Concerns

The Company has established an appropriate risk management framework to identify, assess, monitor, and mitigate various business risks. Major risks include technology obsolescence, cybersecurity threats, competition, talent acquisition and retention, regulatory changes, and economic uncertainties. The Board of Directors periodically reviews the Company's risk management practices to ensure effective mitigation measures and business continuity.

Internal Control Systems and their Adequacy

The Company has an adequate system of internal financial controls commensurate with the size, scale, and nature of its business. These controls are designed to ensure the safeguarding of assets, accuracy and reliability of financial reporting, compliance with applicable laws and regulations, efficient business operations, and prevention of fraud. The Internal Auditor regularly reviews the effectiveness of internal control systems, and the Audit Committee periodically evaluates the adequacy of such controls and recommends necessary improvements wherever required.

Discussion on Financial Performance with Respect to Operational Performance

This discussion covers the financial performance and operational developments of the Company during the Financial Year 2025–26. The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under the Companies Act, 2013.

The Company recorded a strong financial performance during the year under review. Revenue from Operations increased to **₹9,073.88 Lakhs** as against **₹5,607.85 Lakhs** in the previous financial year, registering a healthy growth driven by increased business volume, successful execution of client engagements, and expansion of the Company's service portfolio.

Total Income stood at **₹9,222.53 Lakhs** as compared to **₹5,647.37 Lakhs** in the previous year. Profit Before Tax increased to **₹1,772.93 Lakhs** from **₹1,618.94 Lakhs** in the previous financial year. Profit After Tax also improved to **₹1,376.49 Lakhs** as against **₹1,213.90 Lakhs** in FY 2024–25, reflecting improved operational efficiency, prudent cost management, and sustained business growth.

During the financial year, the Company also achieved a significant milestone with the successful completion of its Initial Public Offer (IPO) and the listing of its Equity Shares on the **NSE EMERGE Platform**

of the National Stock Exchange of India Limited. The listing has enhanced the Company's visibility, strengthened its capital base, and positioned it for long-term sustainable growth.

The management remains focused on strengthening customer relationships, expanding service offerings, enhancing operational efficiencies, and delivering sustainable value to all stakeholders.

Human Resources / Industrial Relations

The Company firmly believes that its employees are its most valuable asset. It continues to focus on attracting, developing, and retaining skilled professionals through continuous learning, performance management, and employee engagement initiatives. The Company provides a professional work environment that encourages innovation, teamwork, integrity, and continuous improvement. Industrial relations remained cordial throughout the financial year.



SNK & Associates

COMPANY SECRETARIES

2nd Floor, House No. 104, Saidulajab Village, Near
Saket Metro Gate No.2, New Delhi-110030

Phone No. 011-41070236
Email: csskroy.snk@gmail.com M: 9911019008
cacsskroy.snk@gmail.com 8076345185

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (LODR) Regulations, 2015]

To,
The Members,
OPTIVALUE TEK CONSULTING LIMITED
[CIN: L72200DL2011PLC221539]
607, 6th Floor, Surya Kiran Building,
19, K. G. Marg, Connaught Place,
New Delhi-110001

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

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

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

1. The Companies Act, 2013 ("the Act") and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;



4. 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, as applicable;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
 - a. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - e. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - f. Other regulations and guidelines issued under the SEBI Act as applicable to SME Listed Companies.

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India;
2. The Listing Agreement/Listing Obligations entered into by the Company with National Stock Exchange of India Limited – EMERGE Platform.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to the following observations:

Specific Observations for Newly Listed SME Company

1. The Company was listed on NSE EMERGE Platform during the financial year on 10th September, 2025, and post-listing compliances under SEBI LODR Regulations and NSE EMERGE requirements were initiated accordingly.
2. The Company has constituted the following committees after listing:
 - i. Audit Committee
 - ii. Nomination and Remuneration Committee
 - iii. Stakeholders Relationship Committee
 - iv. Corporate Social Responsibility Committee
 - v. Risk Management Committee
3. The website of the Company is functional and contains disclosures as required under applicable SEBI LODR provisions applicable to SME Listed entities.
4. The Company has appointed:
 - Registrar & Share Transfer Agent (RTA)



- Internal Auditor
 - Secretarial Auditor
 - Compliance Officer
 - Monitoring Agency
5. The Company has maintained Structured Digital Database under PIT Regulations, wherever applicable.
 6. The Company has filed quarterly and periodic compliances with NSE EMERGE within prescribed timelines, except delays in some cases.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors, wherever applicable.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and in some cases if shorter notice sent, shorter notice consent was duly taken by all the directors of the company and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

Based on the information, explanations and representations provided by the Company, we report that the Company has generally complied with the provisions of the applicable Acts, Rules, Regulations and Guidelines as specifically mentioned in this Report.

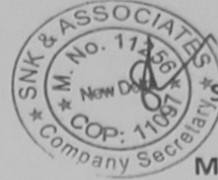
We further report that during the audit period; the following specific events/actions took place:

1. The Company came out with an Initial Public Offer (IPO) and got listed on NSE EMERGE Platform and raised an amount of Rs. 51.82 Crores during the year by way of initial public offer and in our opinion and according to the information and explanations given to us, the company is utilizing the money raised by way of initial public offer for the purpose those were raised. The unutilized part of IPO amounting to Rs. 19.09 Crores is included in fixed deposit and bank balance as on 31st March 2026.
2. The Company altered its Capital Structure pursuant to the IPO.
3. The Company entered into agreements with Merchant Banker, Depositories, Registrar & Share Transfer Agent and Market Maker in connection with the IPO process.
4. The Company complied with post-listing requirements and corporate governance requirements applicable to SME Listed Companies.



Other than as mentioned above there were no other specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

For SNK and Associates
(Peer Review No. 3039/2023)



[Signature]

Sandeep Kumar
(Proprietor)

M. No. FCS11256

C P No.: 11097

Date: 19.05.2026

Place: New Delhi

UDIN: F011256H000407707



SNK & Associates

COMPANY SECRETARIES

2nd Floor, House No. 104, Saidulajab Village, Near
Saket Metro Gate No.2, New Delhi-110030

Phone No. 011-41070236
Email: csskroy.snk@gmail.com; M: 9911019008
cacsskroy.snk@gmail.com: 8076345185

ANNEXURE – A

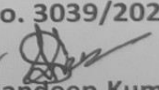
To,
The Members,
OPTIVALUE TEK CONSULTING LIMITED
[CIN: L72200DL2011PLC221539]
607, 6th Floor, Surya Kiran Building,
19, K. G. Marg, Connaught Place,
New Delhi-110001

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

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

For SNK and Associates
(Peer Review No. 3039/2023)




Sandeep Kumar
(Proprietor)

M. No. FCS11256

C P No.: 11097

UDIN: F011256H000407707

Date: 19.05.2026

Place: New Delhi



Opinion

We have audited the accompanying statement of half yearly and annual standalone financial results of Optivalue Tek Consulting Limited (the "Company") for the half year ended March 31, 2026 and for the year ended March 31, 2026 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Statement:

- i. is presented in accordance with the requirements of the Listing Regulations in this regard; and
- ii. gives a true and fair view in conformity with the applicable accounting standards and other accounting principles generally accepted in India, of the net profit and other comprehensive income/(loss) and other financial information of the Company for the half year ended March 31, 2026 and for the year ended March 31, 2026.

Key Audit Matters

1. The Company has recognized revenue aggregating to Rs. 14.02 Crores during the year on a provisional basis in respect of unbilled customers. This amount includes revenue of Rs. 2.30 Crores pertaining to services stated to have been rendered in a previous financial year, which remained unbilled for a period exceeding one year as at the balance sheet date. The Company has continued to classify the said amount as a current asset based on management's assessment that the invoices are expected to be raised within the next twelve months. In the absence of sufficient appropriate audit evidence supporting the timing of revenue recognition and recoverability/classification of such balances, we are unable to determine whether any adjustments are required to revenue recognized, trade receivables / contract assets and current assets.
2. Balances aggregating to Rs. 59.87 Crores appearing under Note No. 4 are subject to confirmation and reconciliation with the respective parties. Pending receipt of confirmations and completion of reconciliation procedures, we were unable to obtain sufficient appropriate audit evidence regarding the existence, accuracy and recoverability of these balances. Consequently, we are unable to determine

whether any adjustments may be necessary to the carrying value of such balances in the financial statements. Management, however, believes that these amounts are fully recoverable.

Management's Responsibilities for the Standalone Financial Results

The Statement has been prepared on the basis of the standalone annual financial statements. The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit and other comprehensive income/(loss) of the Company and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of

the Statement that gives a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is 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 the 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 Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Director'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 results 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.
- Conclude on the appropriateness of the Board of Director'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 results 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.

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

Other Matters

- A. The Statement includes the results for the half year ended March 31, 2026 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2026 and the published unaudited figures up to first half of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.
- B. The Statement includes the results for the half year ended March 31, 2025 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2025 and the published unaudited year-to-date figures up to the end of first half of the previous financial year, which have not been subjected to a limited review and are approved by the Company's Board of Directors.

Place: New Delhi
Date: 28 May 2026

For A. Mishra & Associates
Chartered Accountants
FRN:023686N

Alok Mishra
Partner
Mem. No.: 408580
UDIN: 26408580FNZLQ7193



**A.MISHRA & ASSOCIATES
CHARTERED ACCOUNTANTS**



**To the Members of Opti Value Tek Consulting Limited
(Previously Known as Opti Value Tek Consulting Private Limited)**

Report on the Audit of the IND AS Standalone Financial Statements

Opinion

We have audited the accompanying Ind AS standalone financial statements of **Opti Value Tek Consulting Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2026 and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a

Key Audit Matters

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

Sl. No.	Key Audit Matters	How Key Audit Matters were Addressed
1.	Transaction with Related Parties: During the year, the Company has given advance to its related parties amounting to Rs. 9.34 Crores for business purpose which has been disclosed in notes to accounts as per IND-AS 40 and recovered an amount of Rs. 1.79	The matter was discussed in the board meeting and was approved. There is no financial loss occurred to the company due to this transaction. The Company provided extract of a board meeting in which board has given approval to transact



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E-mail id: alokmishra06@gmail.com**

	Crores. The outstanding balance of Rs. 8.15 Crores along with interest were repaid by the related parties subsequent to Balance Sheet date. The advances were given without seeking the prior approval of the board in contradiction of the provisions of Section 185/186 of the Companies Act.	with the related parties in ordinary course of business. Further, the money has been taken back from the related parties with interest subsequent to Balance sheet date.
2.	Revenue from IT manpower services is recognized based on MS Excel-based timesheets, without any system-based controls, resulting in a lack of automated validation and increased risk over the completeness and accuracy of revenue recognition.	Reconciled timesheet data with invoices, acceptance of invoices by the customers and subsequent realization of invoices as audit evidence.
3.	Unbilled Revenue Rs 14.07 Crores	We linked unbilled work with timesheets and analyzed subsequent billing/collection. Also analyzed aging of unbilled revenue as on the balance sheet date and in case of old aged items which are not subsequently billed, obtained reasons for delays and expected timelines for billing of the same.
4.	Outstanding receivable Balances aggregating to Rs. 59.87 Crores appearing under Note No. 4 are subject to confirmation and reconciliation with the respective parties.	We verified that the invoices are included in GST returns and liability to statutory dues has also been recognized. We also considered realization of receivables subsequent to balance sheet date as audit evidence.

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 Management Discussion and analysis, Directors' report, Corporate Governance Report, Business Responsibility and Sustainability Report and other information included in the Company's Annual report, but does not include the standalone financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditors' report. Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.



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

Management's Responsibility for the Standalone Financial Statements

Responsibilities of the Board of Directors for the 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 financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit

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

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is



higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- 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.

Report on Other Legal and Regulatory Requirements

1. 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, the Statement of Changes in Equity, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act;
 - e. The matter described in the Basis for Qualified Opinion paragraph, in our opinion, may have an adverse effect on the functioning of the Company;
 - f. On the basis of written representations received from the directors none of the directors is disqualified as on that date from being appointed as a director in terms of Section 164(2) of the Act;



- g. With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A"
- h. In our opinion, the Company has not complied with the provisions of Section 185 of the Act, as explained above;
- i. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The Company has disclosed the impact of pending litigations on its financial position;
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - There were no amounts required to be transferred to the Investor Education and Protection Fund.

Place: New Delhi
Date: 28/05/2026

For A. Mishra & Associates
Chartered Accountants
FRN:023686N

Alok Mishra
Partner

Mem. No.: 408580

UDIN: 26408580A440128643



Annexure-1 to the Independent Auditors' Report of even date on the financial statements of **Opti Value Tek Consulting Limited** for the year ended 31st March, 2026

(Referred to in Paragraph 1 under the "Other Legal & Regulatory Requirement")

We further report that:

i. In Respect of Its Fixed Assets

- 1) (a) The Company has maintained proper records in respect showing full particulars including quantitative details and situation of Property, Plant and Equipment.
(b) the company is maintaining proper records showing full particulars of intangible assets;
- 2) These Property, Plant and Equipment have been physically verified by the management at reasonable intervals and there is no material discrepancy noted at the time of verification.
- 3) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company.
- 4) The Company has not revalued its property, plant and equipment including intangible assets appearing in its financial statement during the year.
- 5) As explained to us by the management of the Company, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder

ii. In Respect of Its Inventory

- a. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- b. During the year, the company has been sanctioned working capital limits in excess of 5 Crores rupees, in aggregate, from Banks or financial institutions, on the basis of security of current assets. In our opinion, the quarterly returns filed by the Company with such Banks and Financial Institutions are in agreement with the unaudited books of accounts of the Company of the respective quarters and no material financial discrepancies have been observed.

iii. Loans given to parties covered under section 189

During the year, the Company has granted loans amounting to Rs.9.34 Crores to parties covered under Section 189 of the Companies Act. As on Balance sheet date, total outstanding from those parties was Rs. 8.15 Crores which was repaid subsequent to the Balance sheet date along with interest. According to the explanation given to us and audit procedure performed by us, the advances given to parties were not prejudicial to the interest of the Company as the amount has been repaid by the parties along with interest.

iv. Compliance of Provision of Section 185 and 186 of the Companies Act, 2013 in respect of loans, guarantees and securities

As per books of accounts and relevant documents examined by us, the company has complied with the provisions of Section 185 & 186 of the Companies Act.



v. **Acceptance of Deposits**

According to the information and explanations given to us, the company has not accepted deposits as per the directive issued by the Reserve Bank of India and the provision of Section 73 to 76 or any other relevant provision of the Act and the rules framed there under.

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, hence clause is not applicable **Undisputed & Disputed Statutory Dues**

- i. According to the information and explanations given to us and as per the records verified by us, the Company has been regular in depositing undisputed statutory dues including Income Tax, Provident Fund dues, Professional Tax, Value Added Tax and Service Tax with the appropriate authorities.
- ii. There was no undisputed amount payable in respect of Income Tax, Provident Fund dues, Professional Tax, Value Added Tax and Service Tax and other statutory dues in arrear as at 31st March 2026 for more than six months from the date they became payable except an amount of Rs. 43,000 of Income tax demand raised by the department.
- iii. In case if dues of Income Tax or sales tax or service tax or duty of custom or duty of excise or value tax or cess have not been deposited on account of any dispute **is as below:**

Name of Statute	Nature of Dues	Amount	Period	Forum
Goods & Service Tax	GST Liability	11.92 Lakhs	2019-20	GST Appeals

- vii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not apply to the Company
- viii. A. Based on our audit procedures and according to the intimation and explanations given by the management the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
B. The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
C. No term loans obtained during the year by the Company have been applied for the purposes for which they were obtained. Hence, need not be disclose.
D. On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
E. On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.
F. The Company has not raised loans during the year on the pledge of securities held in its subsidiary company. According to the information and explanations given to us and as per the records verified by us, the Company has not raised any money during the year through initial/further public offer (including debt instruments). Term loans raised by the company during the year have been utilized for the purpose for which they were obtained.



G. During the year, the Company raised an amount of Rs. 51.82 Crores through an Initial Public Offer (IPO). Based on our examination and according to the information and explanations given to us, the Company has applied the funds raised through the IPO for the purposes for which such funds were raised. The unutilised amount of Rs. 19.09 Crores as at 31 March 2026 has been kept in fixed deposits and bank balances pending utilisation in accordance with the objects of the issue.

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

i. **Frauds on or by the Company**

According to the information and explanations given to us and as per the records verified by us, carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of fraud on or by the company or its officers, noticed or reported during the year, nor have we been informed of any such case by the management.

ii. **Nidhi Companies**

The Company is not a Nidhi Company during the year under review and hence, the criteria as stipulated under Nidhi Rules 2014 are not applicable to the company.

iii. **Related Party Transactions**

As per the information and explanations given during the course of our verification, in our opinion, all transactions with the related parties made by the company were in compliance with section 177 and 188 of the Act, to the extent applicable to the company during the year, the relevant details in respect of which have been appropriately disclosed in the standalone financial statements.

iv. (a) According to the information and explanations provided by the Management and based on our evaluation, the Company has an internal audit system commensurate with the size and nature of its business. However, there is scope for strengthening internal control procedures relating to entering into agreement with the service providers and customers and timely recording, review and monitoring of accounting transactions.

(b) No internal audit report has been provided to us by the management of the company.

v. **Non-Cash Transactions with Director's etc.**

As per the information and explanations provided to us, during the year, the Company has not entered into any non-cash transactions with directors or persons connected with the directors within the purview of section 192 of the Act are not applicable.

vi. **Provision of 45-IA of the Reserve Bank of India Act, 1934**

a. According to the information and explanations given to us and as per the records verified by us, during the year, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

b. In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934,



- c. In our Opinion and based on our examination, the Company is not a Core Investment company (CIC) as defined in the regulations made by the Reserve Bank of India.
- d. According to the information and explanations given by the management, the Group does not have any CIC as part of the Group.
- vii. Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- viii. There has been no resignation of the statutory auditors during the year.
- ix. On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is 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;
- x. In our opinion and according to the information and explanations given to us, the Company has fully spent the amount required towards Corporate Social Responsibility during the year in accordance with Section 135 of the Companies Act, 2013. Accordingly, reporting under clause 3(xx)(a) and clause 3(xx)(b) of the Order is not applicable.
- xi. The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report

Place: New Delhi

Date: 28/05/2026

For A. Mishra & Associates
Chartered Accountants
FRN.: 023686N

Alok Mishra
Partner

M. No.:408580

UDIN: 26408580 A440128643



Annexure-2 to the Independent Auditors' Report of Optivalue Tek Consulting Limited

Report on the Internal Financial Controls over financial reporting under Section 143(3)(i) of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Optivalue Tek Consulting Limited** ("the Company") as of March 31, 2026, in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls:

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over financial reporting issued by the Institute of Chartered Accountants of India (the ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility:

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal financial controls over financial reporting and the Standards on Auditing, issued by the ICAI deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the Guidance Note that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal

financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatements of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting:

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes 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 principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting:

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, adequate internal financial controls system over financial reporting were operating effectively as at March 31st 2026, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: New Delhi

Date: 28/05/2026

For A. Mishra & Associates

Chartered Accountants

FRN.:023686N

Alok Mishra

Partner

M No.:408580

UDIN: 26408580A440128643



M/S OPTIVALUE TEK CONSULTING LTD
(FORMERLY KNOWN AS OPTIVALUE TEK CONSULTING PRIVATE LIMITED)
CIN: L72200DL2011PLC221539
Balance Sheet as at March 31, 2026, March 31, 2025 And March 31, 2024

(Amount in Rs. Lakhs)

Particulars	Note No.	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
I. ASSETS				
1) Non-Current Assets				
a) Property, Plant and Equipment	2	592.17	472.61	502.76
b) Right to Use	2A	64.65	-	-
c) Other Intangible Assets	2B	1,129.25	-	-
d) Other Intangible Assets-Under Development	2C	673.24	-	-
e) Financial Assets				
(i) Investments	3	2,116.00	109.80	15.34
(ii) Trade receivables		-	-	-
(iii) Loans		-	-	-
(IV) Other Financial Assets		-	-	-
f) Deferred Tax Asset(Net)	12	54.69	24.35	2.74
Total Non-Current Assets		4,630.01	606.76	520.83
2) Current Assets				
a) Financial Assets				
(i) Trade Receivables	4	5,987.95	1,715.64	1,050.31
(ii) Inventory	20	10.07	-	-
(iii) Cash and Cash Equivalents	5	159.89	7.88	12.80
(iv) Bank Balances other than Cash and Cash Equivalents	6	-	449.99	609.79
(v) Loans and Advances	7	1,444.91	76.24	-
b) Other Current Assets	8	1,974.05	1,866.12	703.59
Total Current Assets		9,576.88	4,115.87	2,376.48
Total Assets		14,206.89	4,722.63	2,897.32
II. EQUITY AND LIABILITIES				
1) Equity				
a) Equity Share Capital	9	2,341.14	1,724.18	1.00
b) Other Equity	10	6,854.49	1,462.73	1,765.17
Total Equity		9,195.63	3,186.91	1,766.17
LIABILITIES				
2) Non-Current Liabilities				
a) Financial Liabilities				
(i) Borrowings	11	158.36	54.25	179.70
(ii) Provisions for Employee Benefit	13	59.78	59.08	29.56
(iii) Lease Liability		50.11	-	-
b) Deferred Tax Liabilities(Net)		-	-	-
Total Non-current Liabilities		268.25	113.33	209.26
3) Current Liabilities				
a) Financial Liabilities				
(i) Borrowings	14	691.23	498.47	266.91
(ii) Trade Payables		14.54	-	-
(iii) Lease Liability		-	-	-
Total outstanding dues of Micro & Small Enterprises		-	-	-
Total outstanding dues of creditors other than Micro & Small Enterprises	15	3,415.12	225.95	111.34
(iii) Other financial liabilities		-	-	-
b) Other Current Liabilities	16	168.42	47.40	224.77
c) Provisions	13A	43.69	30.71	21.54
d) Current Tax Liabilities (Net)	17	410.01	619.85	297.34
Total current Liabilities		4,743.01	1,422.38	921.89
Total Equity and Liabilities		14,206.89	4,722.63	2,897.32

The accompanying Notes 1 to 35 forms integral part of these Financial Statements
As per our report of even date attached

For A Mishra & Associates
Chartered Accountants
FRN :023686N

CA. ALOK MISHRA
Membership No. 408580
Partner

UDIN : 26408580 AGG Q128643
Place: New Delhi
Date: 28/05/2026



For & on behalf of the Board of Directors
of Optivalue Tek Consulting Limited

Ragini Jha
Whole time Director
DIN No:-05260531
Rashmi
Company Secretary
Mem No:ACS78900



Ashish Kumar
Managing Director
DIN No:- 03511258
Pranod Kumar TC
CFO
PAN: AJUPK2750J

M/S OPTIVALUE TEK CONSULTING LTD
(FORMERLY KNOWN AS OPTIVALUE TEK CONSULTING PRIVATE LIMITED)
CIN: L72200DL2011PLC221539

Statement of Profit & Loss Account for the period ended March 31, 2026, and March 31, 2025,

(Amount in Rs. Lakhs)

Sr. No.	Particulars	Note No.	As at 31st March, 2026	As at 31st March, 2025
1	Revenue from Operations	18	9,073.88	5,607.85
2	Other Income	19	148.66	39.52
3	Total Income (1+2)		9,222.53	5,647.37
4	EXPENSES :			
a.	Cost of Materials Consumed	20	33.50	451.49
b.	Sub-Contracting Cost	21	5,949.27	2,186.67
c.	Employee Benefits Expense	22	1,076.94	1,197.83
d.	Finance Costs	23	109.69	10.20
e.	Depreciation and Amortisation Expense	24	54.53	42.57
f.	Other Expenses	25	225.66	134.19
	Total Expenses		7,449.60	4,022.95
5	Profit Before Exceptional Items and Tax (3-4)		1,772.94	1,624.42
6	Exceptional Items		-	5.48
7	Profit/ (Loss) Before Tax (5-6)		1,772.94	1,618.94
8	Tax Expense/(Benefits):			
i.	Tax Expense for Previous Years		17.45	
ii.	Tax Expense for Current Year	26	409.58	426.65
iii.	Deferred Tax Income/(Expense)		30.35	21.61
	Total Tax Expense (i+ii)		396.69	405.04
9	Profit/(Loss) from continuing operations (7-8)		1,376.25	1,213.90
10	Profit/(Loss) from discontinuing operations			
11	Tax Expenses from discontinuing operations			
12	Profit/(Loss) from discontinuing operations (10-11)		-	
13	Profit/(Loss) for the period (9+12)		1,376.25	1,213.90
14	Other Comprehensive Income :			
A.)	(i) Items that will not be reclassified to Profit and Loss		20.27	6.28
	(ii) Income tax relating to items that will not be reclassified to profit or loss			
B)	(i) Items that will be reclassified to profit and loss account			
	(ii) Income tax relating to items that will be reclassified to profit or loss		-5.10	-1.58
15	Total Comprehensive Income for the period (13+14)		1,391.42	1,218.60
16	Earnings per Equity Share of Rs. 10 each			
	Basic	27	6.66	7.42
	Diluted	27	6.66	7.42

The accompanying Notes 1 to 35 forms integral part of these Financial Statements
As per our report of even date attached

For A Mishra & Associates
Chartered Accountants
FRN :023686N

CA. ALOK MISHRA
Membership No. 408580
Partner

Place: New Delhi
Date: 28/05/2026

For & on behalf of the Board of Directors
of Optivalue Tek Consulting Limited

Ragini Jha Ashish Kumar
Whole time Director Managing Director
DIN No:-05260531 DIN No:- 03511258

Rashmi Pramod Kumar TC
Company Secretary CFO
Mem No:ACS78900 PAN: AJUPK2750J



M/S OPTIVALUE TEK CONSULTING LTD
(FORMERLY KNOWN AS OPTIVALUE TEK COSULTING PRIVATE LIMITED)
CIN: L72200DL2011PLC221539

Statement of Cash Flows for the period ended March 31, 2026 & March 31, 2025

(Amount in Rs. Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
A. Cash Flow from Operating Activities		
Net Profit/(Loss) before Tax	1,772.94	1,618.94
Adjustment for :		
Depreciation & Amortisation Expense	54.53	42.57
Provision for Employee Benefit	22.98	-
Sundry Balance Written off	9.87	-
Interest Income	(138.79)	(39.52)
Interest Expense	109.69	10.20
Operating Profit before working Capital Changes :	1,831.22	1,632.19
Movements in Working Capital :		
(Increase)/decrease in Other current Assets	(107.93)	(1,159.49)
(Increase)/decrease in Inventory	(10.07)	-
(Increase)/decrease in short term loans and advances	(1,368.67)	(76.24)
(Increase)/decrease in Trade Receivables	(4,282.18)	(665.33)
Increase/(decrease) in Other current Liabilities	179.18	(141.72)
Increase/(decrease) in Trade payables	3,189.17	114.61
Cash generated from Operations :	(569.29)	(295.98)
Direct Taxes Paid	619.42	104.14
Net Cash flow from/(used in) Operating Activities [A]	(1,188.71)	(400.12)
B. Cash Flow from Investing Activities		
(Purchase)/Sale of property, plant and equipment including CWIP	(2,041.83)	(12.42)
(Increase)/decrease in Long term Loans & Advances	0.60	-
Movement in Investments	(2,006.20)	(94.46)
Interest Received	138.79	39.52
Net Cash flow from/(used in) Investing Activities [B]	(3,908.64)	(67.36)
C. Cash Flow from Financing Activities		
Proceeds from/ (repayment of) Long term borrowings	104.11	(125.46)
Increase/(decrease) in short term borrowings	192.76	231.56
Proceeds from Fresh Issue of Share Capital	4,612.21	206.84
Interest Paid	(109.69)	(10.20)
Net Cash flow from/(used) in Financing Activities [C]	4,799.38	302.74
Net Increase/Decrease in Cash & Cash Equivalents [A+B+C]	(297.97)	(164.73)
Cash & Cash equivalents at the beginning of the year	457.86	622.59
Cash & Cash equivalents at the end of the year	159.89	457.86
Components of Cash and Cash Equivalents	159.89	457.86

As per our report of even date attached
For A Mishra & Associates
Chartered Accountants
FRN :023686N



CA. ALOK MISHRA
Membership No. 408580
Partner

Place: New Delhi
Date: 28/05/2026

For & on behalf of the Board of Directors
of Optivalue Tek Consulting Limited

Ragini Jha

Ragini Jha
Whole time Director
DIN No:-05260531

Ashish Kumar

Ashish Kumar
Managing Director
DIN No:- 03511258

Rashmi

Rashmi
Company Secretary

Pramod Kumar TC

Pramod Kumar TC
CFO

Mem No:ACS78900 PAN: AJUPK2750J



M/S OPTIVALUE TEK CONSULTING LTD
(FORMERLY KNOWN AS OPTIVALUE TEK CONSULTING PRIVATE LIMITED)
CIN: L72200DL2011PLC221539

Statement of Changes in Equity for the period ended 31st March , 2026, March 31, 2025 & March 31,2024

A. Equity Share Capital

(1) Current Reporting Period 31st March, 2026

(Amount in Rs. Lakhs)

Balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1,724.18	616.96	2,341.14

(2) Previous Reporting Period 31st Total Income (1+2)

(Amount in Rs. Lakhs)

Balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1.00	1,723.18	1,724.18

(3) Reporting Period 31st March, 2024

(Amount in Rs. Lakhs)

Balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1.00	-	1.00

B. Other Equity

(1) Current Reporting Period 31st March, 2026

(Amount in Rs. Lakhs)

	Reserves and Surplus			Total
	Securities Premium	Other Reserves (General Reserve)	Retained Earnings	
Balance at the beginning of the current reporting period	155.04		1,312.39	1,467.43
Changes in accounting policy or prior period errors		-		-
Restated balance at the beginning of the current reporting period	155.04	-	1,312.39	1,467.43
Additions during the Year	4,565.50	-	1,376.25	5,941.75
Less Utilised During the Year	(570.25)		-	(570.25)
Total Comprehensive Income for the current year	-	-	-	-
Dividends	-	-	-	-
Right Issue Expenses	-	-	-	-
Discounting for Financial Asset	-	-	-	-
Balance at the end of the current reporting period	4,150.29	-	2,688.64	6,838.92

(2) Previous Reporting Period 31st March, 2025

(Amount in Rs. Lakhs)

	Reserves and Surplus			Total
	Securities Premium	Other Reserves (General Reserve)	Retained Earnings	
Balance at the beginning of the current reporting period	-	-	-	-
Additions during the Year	155.04		1,218.60	1,373.64
Total Comprehensive Income for the current year	-	-	-	-
Bonus Shares Issued	-	-	(1,671.38)	(1,671.38)
Right Issue Expenses	-	-	-	-
Discounting for Financial Asset	-	-	-	-
Balance at the end of the current reporting period	155.04	-	(452.78)	(297.74)

(3) Previous Reporting Period 31st March, 2024

(Amount in Rs. Lakhs)

	Reserves and Surplus			Total
	Securities Premium	Other Reserves (General Reserve)	Retained Earnings	
Balance at the beginning of the current reporting period			1,216.01	1,216.01
Additions during the Year	-		549.15	549.15
Total Comprehensive Income for the current year	-	-	-	-
Balance at the end of the current reporting period	-	-	1,765.16	1,765.16



OPTIVALUE TEK CONSULTING LIMITED

CIN No. L72200DL2011PLC221539

Note-1: Notes to the Standalone Financial Statements

1.1 General information

Optivalue Tek consulting Limited ("the Company") is a public limited company, incorporated and domiciled in India which mainly deals in softwares. The registered office of the Company is located at 607, 6th Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi - 110001.

1.2 Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India.

1.3 Basis of preparation of Financial statements

The Financial Statements have been prepared on an accrual basis under historical cost convention except for certain financial assets and liabilities that are measured at fair values.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

- Level 3 inputs are unobservable inputs for the asset or liability.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.4 Basis of presentation of financial statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows". The disclosure requirements with respect to items in the Balance Sheet and the Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements.

1.5 Functional and presentation currency

Amounts in these financial statements are presented in Indian rupees, which is the Company's functional currency. All amounts have been rounded to the nearest lakh with two decimals, except for share data and as otherwise stated.

1.6 Operating cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

1.7 Statement of material accounting policies

I) Foreign currencies

Foreign currency transactions

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 measurement

At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise.

II) Property, plant and equipment

Items of property, plant and equipment are stated at cost, less accumulated depreciation and impairment losses, if any. Cost comprises

a) the purchase price including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.,

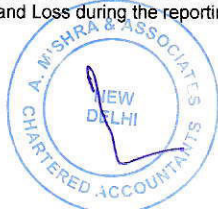
b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in Statement of Profit and Loss.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss.

Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest if any.

Subsequent expenditure on property, plant and equipment is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to Statement of Profit and Loss during the reporting period in which they are incurred.



OPTIVALUE TEK CONSULTING LIMITED

CIN No. L72200DL2011PLC221539

Note-1: Notes to the Standalone Financial Statements**Depreciation**

Depreciation is provided on original cost of property, plant and equipment on straight line method.

The estimated useful lives which are in line with Schedule II of the Companies Act, 2013 (Act) is set out herein below :-

Plant and Machinery	- 15 years
Factory Buildings	- 30 years
Furniture and Fixture	- 10 years
Office Equipment	- 3-10 years
Computer Hardware	- 3 years
Computer Hardware servers	- 6 years
Vehicles	- 8 years
Trade Licences	- 4 Years

Assets costing less than Rs. 5,000/- are fully depreciated in the year of acquisition.

III) Intangible assets

Intangible assets are recognized, only if it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the assets can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Computer software is amortized on straight line basis over a period of its estimated useful life of two years.

An intangible asset is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an intangible asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss has been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

IV) Financial Instruments

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

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

Financial Assets held at amortised cost

Financial assets that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding and that are held within a business model whose objective is to hold such assets in order to collect such contractual cash flows are classified in this category. Subsequently, these are measured at amortized cost using the effective interest method less any impairment losses.

These include trade receivables, balances with banks, short-term deposits with banks and other financial assets.

Equity investment

Investment in equity instruments issued by subsidiary are measured at cost less impairment.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received is recognised in the Statement of Profit and Loss.

Impairment of financial assets

Financial assets of the Company comprise of trade receivable and other receivables consisting of deposits and bank balance. An impairment loss for trade and other receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. Impairment losses if any, are recognised in Statement of Profit and Loss for the year.

Financial liabilities

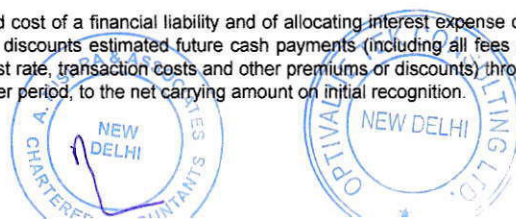
Financial instruments with a contractual obligation to deliver cash or another financial asset is recognised as financial liability by the Company.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of cost of an asset is included in the 'Finance costs' line item.

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

The Company's financial liabilities include trade and other payables.



OPTIVALUE TEK CONSULTING LIMITED

CIN No. L72200DL2011PLC221539

Note-1: Notes to the Standalone Financial Statements**Derecognition**

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is an enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

V) Derivative financial instruments

The Company enters into derivative financial instruments to manage its exposure to foreign exchange rate risks. Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedging relationship and the nature of the hedged item.

VI) Borrowing costs

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the Effective Interest Rate (EIR) applicable to the respective borrowing. Borrowing costs include interest costs measured at EIR and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs net of any investment income from the temporary investment of related borrowings, that are attributable to acquisition or construction of a qualifying asset are capitalized as a part of cost of such asset till the time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are recognised as an expense in the Statement of Profit and Loss in the year in which they are incurred.

VII) Segment Reporting

Ind AS 108 establishes standards for the way that companies report information about operating segments and related disclosures about products and services, geographic areas, and major customers. Based on the 'management approach' as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

As per CODM evaluation, there is only 1 reportable segments for the Company, in accordance with the requirements of Indian Accounting Standard 108- 'Operating Segments'. The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.

VIII) Inventories

Inventories are carried at lower of cost and net realizable value. Cost is determined by using the First in First Out formula. Costs comprise all cost of purchase, cost of conversion and cost incurred in bringing the inventory to their present location and condition other than those subsequently recoverable by the Company from tax authorities.

Net realisable value represents the estimated selling price less all estimated costs of completion and costs necessary to make the sale. Work in progress and finished goods include appropriate proportion of overheads and, where applicable, taxes or duties.

IX) Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the Statement of Cash Flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

X) Revenue recognition

The Company derives revenue primarily from the business of providing high skilled IT manpower services.

Revenue is measured based on hourly rate devoted by the resources under a contract.

Revenue is recognised either at a point in time or over time, when (or as) the Company satisfies performance obligations by rendering the services and customer approves the performance.

The Company recognises unearned revenue, if any, based on services rendered/time devoted by a resource as per hourly rate agreed with the customer and reports these amounts as other current asset in the Balance Sheet in those cases where approval from customer is under consideration.

Revenue recognised from business activities mainly include:

i. Sale of products

Revenue from sale of products is recognised (net of estimated volume discounts) at the point in time when the control is transferred to the customer.

ii. Rendering of services

Revenue is recognised either at a point in time or over time, when (or as) the Company satisfies performance obligations by rendering the services and customer approves the performance.

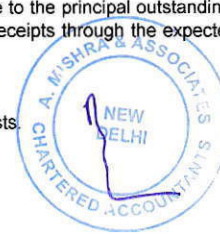
Other income**Dividend and Interest income**

Dividend income is recognised when right to receive payment has been established.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Export Incentives

Export incentives are recognised when no significant uncertainty as to determination or realisation exists.



OPTIVALUE TEK CONSULTING LIMITED

CIN No. L72200DL2011PLC221539

Note-1: Notes to the Standalone Financial Statements**XI) Leases****Company as a Lessee**

The Company assesses, whether the contract is, or contains, a lease. A Contract is, or contains, a lease if the contract involves:

- (a) The use of an identified asset,
- (b) The right to obtain substantially all the economic benefits from use of the identified asset, and
- (c) The right to direct the use of the identified asset.

The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The lease liability include the net present value of the following lease payments:

- Fixed payments (including in-substance fixed payments), less any lease incentives and receivable and
- Payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option.

Lease payment to be made under reasonably certain extension options are also included in the measurement of liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the lease payments are discounted using the lessee's incremental borrowing rate, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payment made.

The right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liability, any lease payments made at or before the commencement date of the lease less any lease incentives received any initial direct costs and restoration costs.

The right-of-use assets is measured at cost less accumulated depreciation and accumulated impairment losses, if any. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use assets. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

The Company applies Ind AS 36 to determine whether a right-of use asset is impaired and accounts for any identified impairment loss.

Company as a Lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income.

The respective lease assets are included in balance sheet based on their nature.

XII) Retirement and other employee benefits

Compensation to employees for services rendered is measured and accounted for in accordance with Ind AS 19 on Employee Benefits.

Short term employee benefits

Employee Benefits such as salaries, allowances, non-monetary benefits and employee benefits under defined contribution plans such as provident and other funds, which fall due for payment within a period of twelve months after rendering service, are charged as expense to the Statement of Profit and Loss in the period in which the service is rendered.

Defined contribution plans

The Company's contribution to Provident Fund is considered as defined contribution plan and is charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans

Employee Benefits under defined benefit plans such as Gratuity which fall due for payment after completion of employment are measured by the projected unit credit method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. The Company's obligation recognised in the Balance Sheet represents the present value of obligations as reduced by the fair value of plan assets.

Actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest) are recognised immediately in Other Comprehensive Income. Remeasurement recognised in Other Comprehensive Income is reflected immediately in retained earnings and is not reclassified to the Statement of Profit and Loss. Past service cost is recognised in the Statement of Profit and Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

The retirement benefit obligation recognised in the Balance Sheet represents the actual deficit or surplus on the Company's defined benefit plan. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

When the benefits of the plan are changed or when a plan is curtailed, the resulting change in the benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the Statement of Profit and Loss.

XIII) Taxation

Income tax expenses represents the sum of the current tax and deferred tax.

Current tax

The current tax is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.



OPTIVALUE TEK CONSULTING LIMITED

CIN No. L72200DL2011PLC221539

Note-1: Notes to the Standalone Financial Statements**Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiary, except where the Company is able to control the reversal of temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflect the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

XIV) Provisions, contingent liabilities and contingent assets

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the notes to the financial statements. Contingent assets are not recognized in the financial statements.

Further, long term provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost. A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

XV) Use of estimates:

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of relevant facts and circumstances as at the date of the financial statements. Actual results could differ from estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. Key source of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of property, plant and equipment.

XVI) Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with Ind AS requires the Company's Management to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities recognised in the financial statements that are not readily apparent from other sources.

The judgements, estimates and associated assumptions are based on historical experience and other factors including estimation of effects of uncertain future events that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates (accounted on a prospective basis) are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgements and estimations that have been made by the Management in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements and/or key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Property, plant and equipment :

Determination of the estimated useful lives of tangible assets and the assessment as to which components of the cost may be capitalized. Useful lives of tangible assets are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support. Assumptions also need to be made, when the Company assesses, whether an asset may be capitalised and which components of the cost of the asset may be capitalised.



NOTE NO. 2**Property, Plant & Equipment as on 31st March, 2026-Tangibles****(Amount in Rs. Lakhs)**

Asset	Gross Block As on 1 April 2025	Addition	Deletion	Gross Block As on 31 March 2026	Depreciation			Net Block As on 31 March 2026	Net Block As on 31 March 2025
					Opening	For the Year	Total		
Office Equipment	1.85	-	-	1.85	1.74	0.03	1.77	0.08	0.11
Plant & Machinery	0.00	62.93	-	62.93		1.06	1.06	61.87	0.00
Furniture	2.80	1.24	-	4.04	2.48	0.08	2.56	1.48	0.32
Car	116.51	-	-	116.51	96.85	6.14	102.99	13.52	19.66
Building	595.29	-	-	595.29	152.17	21.58	173.75	421.55	443.13
Laptop	36.49	100.44	0.60	136.33	27.10	15.56	42.65	93.68	9.39
Total	752.94	164.62	0.60	916.96	280.34	44.45	324.79	592.17	472.61

NOTE NO. 2A**Leasehold Property as on 31st March, 2026-****(Amount in Rs. Lakhs)**

Asset	Gross Block As on 1 April 2025	Addition	Deletion	Gross Block As on 31 March 2026	Depreciation			Net Block As on 31 March 2026	Net Block As on 31 March 2025
					Opening	For the Year	Total		
Right to Use	0.00	74.72	-	74.72	0.00	10.08	10.08	64.65	0.00

NOTE NO. 2B**Intangibles Asset as on 31st March, 2026****(Amount in Rs. Lakhs)**

Asset	Gross Block As on 1 April 2025	Addition	Deletion	Gross Block As on 31 March 2026	Depreciation			Net Block As on 31 March 2026	Net Block As on 31 March 2025
					Opening	For the Year	Total		
Trade Licence	0.00	1,129.25	-	1,129.25	0.00		0.00	1129.25	0.00

The tenure of licence is for 4 years from the date of first sale of the product covered under the licence. There is no sale of the product covered under license and hence no amortisation has been done

NOTE NO. 2C**Intangible Assets-Under Development as on 31st March, 2026****(Amount in Rs. Lakhs)**

Asset	Gross Block As on 1 April 2025	Addition	Deletion	Gross Block As on 31 March 2026	Depreciation			Net Block As on 31 March 2026	Net Block As on 31 March 2025
					Opening	For the Year	Total		
Product Under Development (Software)	0.00	673.24	-	673.24	0.00	0.00	0.00	673.24	0.00

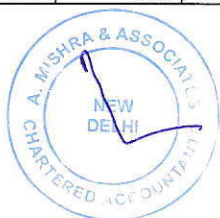
The amount represent cost of resource deployed by the company for development of Software for sale to outside customers. The product is still under development phase

Property, Plant & Equipment as on 31st March, 2025**(Amount in Rs. Lakhs)**

Asset	Gross Block As on 1 April 2024	Addition	Deletion	Gross Block As on 31 March 2025	Depreciation			Net Block As on 31 March 2025	Net Block As on 31 March 2024
					Opening	For the Year	Total		
		673.24352							
Office Equipment	1.85	-	-	1.85	1.70	0.04	1.74	0.11	0.15
Furniture	2.80	-	-	2.80	2.37	0.11	2.48	0.32	0.43
Car	116.51	-	-	116.51	87.93	8.93	96.85	19.66	28.58
Building	595.29	-	-	595.29	129.48	22.69	152.17	443.13	465.81
Laptop	24.07	13.22	0.80	36.49	16.29	10.81	27.10	9.39	7.79
Total	740.53	13.22	0.80	752.94	237.76	42.57	280.34	472.61	502.76

Property, Plant & Equipment as on 31st March, 2024**(Amount in Rs. Lakhs)**

Asset	Gross Block As on 1 April 2023	Addition	Deletion	Gross Block 31 March 2024	Depreciation			Net Block As on 31 March 2024	Net Block 31 March 2023
					Opening	For the Year	Total		
Office Equipment	1.85	-	-	1.85	1.42	0.29	1.71	0.14	0.43
Furniture	2.80	-	-	2.80	2.27	0.10	2.37	0.43	
Car	116.51	-	-	116.51	69.42	18.51	87.93	28.58	47.09
Building	595.29	-	-	595.29	105.64	23.85	129.48	465.81	489.66
Laptop	13.01	11.06	-	24.07	4.62	11.67	16.29	7.79	8.39
Total	729.47	11.06	-	740.53	183.37	54.40	237.77	502.76	545.57



NOTE NO. 3 Investments

(Amount in Rs. Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Long Term Investment (Maturity is More Than 1 Year)	2,116.00	109.80	15.34
	2,116.00	109.80	15.34

Note: 3.1: Long Term Investment includes Rs. 18.5 Lakh of Fixed Deposit out of IPO proceeds pending utilisation as on Balance Sheet Date

NOTE NO. 4 Trade Receivable

(Amount in Rs. Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Trade Receivable considered good - Unsecured	5,987.95	1,715.64	1,050.31
	5,987.95	1,715.64	1,050.31

(Hypothecated against OD limit Sanctioned by HDFC Bank Ltd.)

Trade receivables ageing schedule for the period ended as on 31st March, 2026:

(Amount in Rs. Lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Less than 6 months	6 months to 1 year	1 to 2 year	2 to 3 year	More than 3 year	Not Due	
i) Undisputed Trade Receivables-Considered Good	5,546.57	424.38	17.00	-	-	-	5,987.96
ii) Undisputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
iii) Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
iv) Disputed Trade Receivables-Considered Good	-	-	-	-	-	-	-
v) Disputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
vi) Disputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
Total	5,546.57	424.38	17.00	-	-	-	5,987.96

Trade receivables ageing schedule for the period ended as on 31st March, 2025:

(Amount in Rs. Lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Less than 6 months	6 months to 1 year	1 to 2 year	2 to 3 year	More than 3 year	Not Due	
i) Undisputed Trade Receivables-Considered Good	1,715.64	-	-	-	-	-	1,715.64
ii) Undisputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
iii) Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
iv) Disputed Trade Receivables-Considered Good	-	-	-	-	-	-	-
v) Disputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
vi) Disputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
Total	1,715.64	-	-	-	-	-	1,715.64

Trade receivables ageing schedule for the period ended as on 31st March, 2024:

(Amount in Rs. Lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Less than 6 months	6 months to 1 year	1 to 2 year	2 to 3 year	More than 3 year	Not Due	
i) Undisputed Trade Receivables-Considered Good	1,050.31	-	-	-	-	-	1,050.31
ii) Undisputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
iii) Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
iv) Disputed Trade Receivables-Considered Good	-	-	-	-	-	-	-
v) Disputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
vi) Disputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
Total	1,050.31	-	-	-	-	-	1,050.31

NOTE NO. 5 Cash & Cash Equivalents

(Amount in Rs. Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Cash & Cash Equivalents	6.69	4.63	9.52
Balance With Bank in Current Accounts	153.20	3.25	3.28
	159.89	7.88	12.80

Note: 5.1: Balance with bank in current account includes an amount of Rs.110.61 Lakhs out of IPO proceed, pending utilisation as on date of balance Sheet

NOTE NO. 6 Bank Balances other than Cash & Cash Equivalents

(Amount in Rs. Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Fixed Deposits with Bank (Maturing within 90 Days)	0.00	450.0	609.80
Total	-	450.0	609.80

NOTE NO. 7 Loans and Advances

(Amount in Rs. Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Deposit With Government Bodies	0.62	0.62	-
Advances to Creditors	1,444.30	75.62	-
	1,444.91	76.24	-

Note:7.1: Advance to creditors include Rs. 814.25 Lakhs outstanding with related parties

NOTE NO. 8 Other Current Assets

(Amount in Rs. Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Security deposits	25.64	2.76	2.76
Unbilled Revenue	1,407.17	1,183.99	-
GST ITC (Net off GST liability)	228.94	3.04	-
TDS Receivable	306.39	648.84	689.32
Interest Accrued on Fixed Deposit	5.92	27.49	11.51
	1,974.05	1,866.12	703.59

Note:8.1: Unbilled Revenue includes an amount of Rs. 230.22 Lakhs (P.Y. Rs. NIL) outstanding to be billed for more than 1 Year

NOTE NO. 9 Equity Share Capital

(Amount in Rs. Lakhs)

PARTICULARS	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Share Capital Authorised			
2,50,00,000 Equity shares of Rs. 10 each (Previous year 10,000 Equity shares of Rs 10 Each)	2,500.00	2,500.00	1.00
Issued, Subscribed and Paid up			
2,34,11,400 Equity shares of Rs. 10 each (Previous year 1,72,41,800 Equity shares of Rs 10 Each)	2,341.14	1,724.18	1.00
	2,341.14	1,724.18	1.00



Reconciliation of number of Ordinary (Equity) Shares and amount outstanding :

Particulars	As at 31st March, 2026		As at 31st March, 2025		As at 31st March 2024	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Equity Share:						
Balance as at the beginning of the year	1,72,41,800.00	1,724.18	10,000	1.00	10,000	1.00
Add: Right Issue during the year for Cash-(Note 9.1)			1,150	0		
Add: Issued during the year as Bonus (Note-9.2)			1,67,13,850	1,671		
Add: Issued during the year as Private Placement in Cash (Note-9.3)			5,16,800	52		
Add: Issued during the year as Public Placement in Cash (Note-9.4)	61,69,600.00	616.96				
Balance as at the end of the year	2,34,11,400.00	2,341.14	1,72,41,800	1,724	10,000	1.00

Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of Shareholder	As at 31st March, 2026		As at 31st March, 2025		As at 31st March 2024	
	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
Ashish Kumar	74,99,956	32.04%	74,99,956	44.84%	5,000	50.00%
Ragini Jha	75,00,000	32.04%	75,00,000	44.84%	5,000	50.00%
Sujith Kumar	17,25,000	7.37%	17,25,000	10.31%		
Total	1,67,24,956	71.44%	1,67,24,956	100.00%	10,000	100.00%

Disclosure of Shareholding of Promoter

Name of Promoter	As at 31st March, 2026		As at 31st March, 2025		As at 31st March 2024	
	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
Ashish Kumar	74,99,956	32.04%	74,99,956	50.00%	5,000	50.00%
Ragini Jha	75,00,000	32.04%	75,00,000	50.00%	5,000	50.00%
Total	1,49,99,956		1,49,99,956	100.00%	10,000	100.00%

Note-9.1

During the year, right issue of NIL Equity Shares (P.Y. 1,150 Equity shares of Face Value Rs. 10 Each was made at Par, fully subscribed. (P.Y. NIL)

Note-9.2

i) During the year, NIL Equity Shares (P.Y. 1,67,13,850 Equity Shares of face value of Rs.10/- each) issued as Bonus to the existing shareholders out of free reserves in the ratio of 1499: 1 as on the record date of 26 July 2024

Note-9.3

i) During the year NIL , (P.Y. 5,16,800 Equity Shares of face Value of Rs 10/- each was offered via by private placement at premium of Rs. 30/- per share, fully subscribed)

Note-9.4

i) Pursuant to initial public offering (IPO) of 61,69,600 equity share, fresh issue of 61,69,600 equity of Rs 10 each were allotted at the price Rs 84/- per equity share (Face Value of Rs. 10 Each Equity Shares) and Rs. 51,82,46,400 has been received on 30th Septemeb 2025. The company's equity share were listed on National Stock Exchange of India Limited (NSE) on September 10, 2025.

ii) The transaction cost of Rs. 570.25 Lakhs has been recorded in the books is et of GST credit availed on such expenditure. The said expenditure has been adjusted from Securities Premium. (Refer Note: 10)

iii) The Company has applied the funds raised through the IPO for the purposes for which such funds were raised. The unutilised amount of Rs. 19.09 Crores as at 31 March 2026 has been kept in fixed deposits and bank balances pending utilisation in accordance with the objects of the issue.



NOTE NO. 10 Other Equity

(Amount in Rs. Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
a) Share Application Money Pending Allotment			
Opening Balance	-		-
Additions during the period	-		-
Closing Balance	-		-
b) Profit & Loss Account			
Opening balance	1,312.39	1,765.17	1,216.01
Profit /(Loss) for the year	1,376.25	1,218.60	549.15
Discounting for Financial Asset	-		
Closing Balance	2,688.64	2,983.77	1,765.16
Less: Bonus Shares issued	-	1,671.38	-
Closing Balance	2,688.64	1,312.39	1,765.17
c) Security Premium			
Opening balance	155.04		
Additions during the period on account of issue of equity shares	4,565.50	155.04	-
Redemption of Debenture	-		-
Share Issue Expenses	570.25		-
Closing Balance	4,150.29	155.04	-
d) Other Comprehensive Income			
Opening balance	(4.70)		-
Additions during the period (Net of Tax)	20.27	(4.70)	-
Closing Balance	15.57	(4.70)	-
e) General Reserve			
Opening balance			
Additions during the period on account of issue of equity shares			
Closing Balance	6,854.49	1,462.73	1,765.17
Less: Bonus Shares issued	-	-	-
Total Other Equity	6,854.49	1,462.73	1,765.17

General Reserve Represents Accumulated profit since inception of the Company

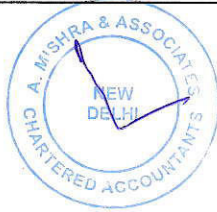


NOTE NO. 11 Borrowings**(Amount in Rs. Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March 2024
Loan From Bank			
Secured Loan - From Bank (Note 11.1)	-	7.20	47.54
Secure Loan -From NBFC (Note-11.2)	158.36		
Others			
Unsecured Loan - From Related Parties	-	47.05	132.16
Total	158.36	54.25	179.70

Note-11.1: (Payable in 60 Equal Instalments of Rs. 1.82 Lakhs to HDFC Bank at an interest rate of 7.25%)

Note-11.2: (Payable in 36 Equal Instalments of Rs. 8.33 Lakhs plus Interest @ 11.5% upto 10 Oct 2028). Secured by outstanding Receivables



NOTE NO. 12 Deferred Tax Liabilities/(Assets)

(Amount in Rs. Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
WDV as per Companies Act, 2013	1,786.07	472.61	502.76
WDV as per Income Tax Act, 1961	1,943.67	525.88	557.06
Difference	(157.61)	(53.27)	(54.30)
Closing Employee Benefit	(59.78)	(58.03)	
40a(ia) Disallowance	-	14.57	43.42
Closing Balance	(217.39)	(96.73)	(10.88)
Deferred Tax Liability/(Assets)	(54.69)	(24.35)	(2.74)

NOTE NO. 13 Provisions for Employee Benefit

(Amount in Rs. Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Long Term Provisions			
Provision for Gratuity	59.78	59.08	29.56
Total	59.78	59.08	29.56

NOTE NO 13.A Provisions

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Gratuity	0.96	0.62	0.44
CSR Expenses	27.73	18.09	13.60
Audit Fees Payable	15.00	12.00	7.50
Total	43.69	30.71	21.54

NOTE NO. 14 Borrowings

(Amount in Rs. Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Short Term Maturity of Borrowings			
Car Loan From Bank (Secured against hypothecation of Car)	7.23	20.55	-
Working Capital Loan from NBFC (Secured by Personal Guarantee of the Directors)	127.69	-	-
Other Loans			
Bank overdraft from HDFC bank (Secured by Mortgage of Accounts Receivable)	556.30	477.92	266.91
	691.23	498.47	266.91

NOTE NO. 15 Trade Payable

(Amount in Rs. Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Outstanding dues of micro enterprises and small enterprises	0	-	-
Outstanding dues of creditors other than micro enterprises and small enterprises	3,415.12	225.95	111.34
	3,415.12	111.34	173.25

Trade payables ageing schedule for the year ended as on 31st March, 2026, 31st March, 2025, March 31, 2024

(Amount in Rs. Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1 to 2 year	2 to 3 year	More than 3 years	Total
Outstanding dues to MSME					
31st March, 2026					
31st March, 2025	-	-	-	-	-
31st March, 2024	-	-	-	-	-
Others					
31st March, 2026	3,410.84	3.97	-	0.32	3,415.12
31st March, 2025	111.34	-	-	-	111.34
31st March, 2024	173.25	-	-	-	173.25
Total trade payables					
31st March, 2026	3,420.23	3.97	-	0.32	3,424.51
31st March, 2025	111.34	-	-	-	111.34
31st March, 2024	173.25	-	-	-	173.25

NOTE NO. 16 Other Current Liabilities

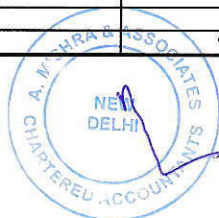
(Amount in Rs. Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Statutory Liability	92.99	42.74	135.18
Other current liabilities	75.43	4.66	89.59
	168.42	47.40	224.77

NOTE NO. 17 Current Tax Liabilities (Net)

(Amount in Rs. Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2024	As at 31st March, 2023
Provisions for Income Tax	410.01	619.85	297.34
	410.01	619.85	297.34



NOTE NO. 18 Revenue From Operation**(Amount in Rs. Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
Professional Consultancy	9,038.66	5,127.85
Sale of Goods	35.21	480.00
Revenue from operations	9,073.88	5,607.85

NOTE NO. 19 Other Income**(Amount in Rs. Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
Interest on Fixed Deposit	138.79	39.52
Misc. Income		
Sundry Balance Written Off	9.87	-
	148.66	39.52

NOTE NO. 20 Cost of Material Consumed**(Amount in Rs. Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
Opening Stock	-	-
Purchase of Material	43.57	451.49
Closing Stock	10.07	
Total	33.50	451.49

NOTE NO. 21 Sub-Contracting Cost**(Amount in Rs. Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
Sub-Contracting Expenses	6,558.74	2,186.67
Less: Product Development Expenses (Refer Note-34(iii))	(609.47)	
Total	5,949.27	2,186.67

NOTE NO. 22 Employee Benefit Expenses**(Amount in Rs. Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
a) Salaries and Wages		
Salary and Allowances	1,058.88	1,123.17
b) Contribution/Provision to Provident Fund & others		
Provident Fund	18.46	5.90
ESI		-
Professional Tax	1.63	1.64
Gratuity Exp	22.98	28.03
c) Directors' Remuneration	38.77	39.09
Total	1,140.72	1,197.83
Less: Product Development Expenses (Refer Note-34(iii))	(63.78)	
Total	1,076.94	1,197.83



NOTE NO. 23 Finance Cost**(Amount in Rs. Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
Bank Charges and Interest	2.93	7.94
Interest on Car Loan	1.21	2.26
Interest on Loan	91.98	0.00
Lease Liability	1.62	
Loan Processing Fee	11.95	
Total	109.69	10.20

Note: 24 Depreciation and Amortisation Expense**(Amount in Rs. Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
Depreciation on Tangible Assets	44.45	42.57
Amortisation of Leased Asset	10.08	
Total	54.53	42.57

NOTE NO. 25 Other Expenses**(Amount in Rs. Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
Audit Fee	17.50	12.00
Office Expenses	28.76	10.86
Business Promotion	50.32	21.77
Rates & Taxes	8.38	0.50
Office Rent	19.17	1.65
Repair & Maintenance	8.40	1.04
Misc Exp	7.18	3.08
PF & ESI Consultancy Charges	0.60	0.75
Travelling Exp	25.62	10.62
IT and Computer Maintenance Exp	4.82	9.07
CSR Expenses	29.64	18.51
Conveyance/ Vehicle Maintenance Charges	1.03	0.59
ROC Exp	4.28	42.47
Telephone and Internet Expenses	0.40	0.12
Director's stitting Fee	4.40	0.00
IPO Expenses	11.45	0.00
Legal Fee	1.52	0.00
Forex Gain/Loss	0.88	1.16
Brokerage Commission	1.32	0.00
Total	225.66	134.19

Note: 25A: Audit Fee**(Amount in Rs. Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
Statutory Audit Fee	10.00	10.00
Tax Audit Fee	2.00	1.50
Other Services	5.50	0.50
Total	17.50	12.00

NOTE NO. 26 Current Tax Expense**(Amount in Rs. Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
Income Tax Expense	409.58	426.65
Total	409.58	426.65



NOTE NO. 27: Earning Per Share

(Amount in Lakhs, except No. of Shares)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Basic EPS			
Profit for the year	1,376.25	1,213.90	549.15
Number of shares outstanding	2,34,11,400	1,72,41,800	1,50,00,000
Weighted number of shares outstanding	2,06,73,112	1,63,49,998	1,50,00,000
Basic EPS (Rs.)	6.66	7.42	3.66
Diluted EPS			
Profit for the year	1,376.25	1,213.90	549.15
Weighted number of shares outstanding	2,06,73,112	1,63,49,998	1,50,00,000
Diluted EPS (Rs.)	6.66	7.42	3.66

EPS for the previous financial years have been computed considering post bonus issue of shares

NOTE NO. 28: Reconciliation of Effective Tax Rate

(Amount in Rs. Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Net income before tax	1,772.94	1,618.94	743.67
Enacted tax rate in India	25.17%	25.17%	25.17%
Computed tax expense	446.21	407.45	187.17
Increase/ decrease in taxes on account of:			
Tax effect on exempted income under Income-tax Act			-
Adjustment on account of Demerger			
Tax impact of restatement of Prior period items			
Adjustment on account of brought forward losses/unabsorbed Dep.			-
Adjustment on account of other than permanent difference	-42.06	19.19	6.04
Adjustment on account of permanent difference	-7.46		-
Excess/ Short provision relating earlier year tax			
Income tax expense recognized in the statement of profit and loss	396.69	426.64	193.21

NOTE No 29: Contingent Liabilities and commitments (to the extent not provided for)

Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
-------------	------------------------	------------------------	------------------------

Contingent liabilities

- Income tax matters in respect of which appeals are pending
Tax demand on matters in dispute

- Demand under Labor Law in respect of which appeals are pending adjudication
Tax demand on matters in dispute

- GST matters in respect of which appeals are pending
Tax demand on matters in dispute

Commitments

The group does not have any long-term contracts including derivative contracts for which there are any material foreseeable losses.

NOTE NO 30: Earnings in foreign currency

	Amount in INR (Lakhs)		
	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
Income from Operations	1171.48	123.04	184.35
	1,171.48	123.04	184.35

NOTE NO 31 Employee Benefits

The group participates in defined contribution and benefit schemes, the assets of which are held (where funded) in separately administered funds.

For defined contribution schemes the amount charged to the statement of profit or loss is the total of contributions payable in the year.

A. Defined contribution plan

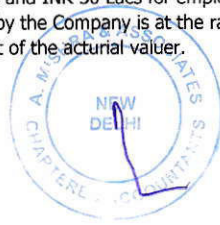
The group makes contributions towards provident fund and employee state insurance scheme to a defined contribution retirement benefit plan for qualifying employees. The group's contribution to the Employees Provident Fund and Employees State Insurance scheme is deposited with the Regional Provident Fund Commissioner. Under the scheme, the group is required to contribute a specified percentage of payroll cost to the retirement benefit scheme to fund the benefits.

During the year, the group has recognised INR 18.46 Lacs, INR 5.90 Lacs and INR 3.25 Lacs for Employer's contributions to the Provident Fund and NIL, NIL and INR 0.33 Lacs for Employee State Insurance Scheme contribution in the Statement of Profit and Loss for the year ended March 31, 2026, March 31, 2025 and March 31, 2024 respectively. The contribution payable to the plan by the group is at the rate specified in rules to the scheme.

B. Defined benefit plan - Gratuity plan

The gratuity liability arises on retirement, withdrawal, resignation and death of an employee. The aforesaid liability is calculated on the basis of fifteen days salary (i.e. last drawn basic salary) for each completed year of service subject to completion of five years service.

The company has recognised INR 2.71 lacs, 28.03 lacs and INR 30 Lacs for employee benefit plan to the gratuity for the year ended March 31, 2026, March 31, 2025 and March 31, 2024 respectively. The benefit payable to the plan by the Company is at the rate specified in rules to the scheme. For the year ended on 31st March 2026 and 31st March 2025, the liability has been recognised based on report of the actuarial valuer.



Note: 31.1 The additional disclosure in terms of Ind AS 19 on "Employee Benefits", is as under:

Particulars		Gratuity (Unfunded) As At	
		31-Mar-26	31-Mar-25
Obligations at period beginning		59,70,492	30,98,008
Current Service cost		22,97,906	24,56,303
Past Service Cost		-	-
Remeasurement of DBO		(20,26,605)	4,16,181
Less: Benefits paid		-	-
Obligations at period end		62,41,793	59,70,492
Gratuity & other Post Employment benefit cost for the period			
Current Service cost		18,92,510	22,32,937
Past Service Cost		-	-
Interest Cost		4,05,396	2,23,366
Expected return on plan assets		-	-
Remeasurement of DBO		-	-
Net amount recognised in Statement of Profit & Loss		22,97,906	24,56,303
Remeasurement (gains) and losses			
Actuarial (gain)/loss		20,26,695	(4,16,181)
Net amount recognised on Statement of Other Comprehensive Income		20,26,695	(4,16,181)
Assumptions			
Discount Rate		7.29	6.79
Retirement age		60	60
Salary Escalation		10	10



NOTE NO. 32: FINANCIAL INSTRUMENTS

A. The carrying value and fair value of financial instruments:

(Amount in Rs. Lakhs)

Particulars	As at 31st March, 2026		As at 31st March, 2025		As at 31st March, 2024	
	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets						
At Amortised Cost						
Trade Receivables	5,987.95	5,987.95	1,715.64	1,715.64	1,050.31	1,050.31
Cash & Cash equivalents	11.00	11.00	457.87	457.87	622.59	622.59
Loans and Advances	7.00	1,444.91	76.24	76.24	-	-
Other Financial Asset	3.00	2,116.00	109.80	109.80	15.34	15.34
Total Financial Assets	6,008.95	9,559.86	2,359.55	2,359.55	1,688.24	1,688.24
Financial Liabilities						
At Amortised Cost						
Borrowings	959.48	959.48	611.80	611.80	476.17	476.17
Trade Payables	3,415.12	3,415.12	3,424.51	3,424.51	111.34	111.34
Other Financial Liabilities	-	-	-	-	0	0
Total Financial Liabilities	4,374.60	4,374.60	4,036.32	4,036.32	587.51	587.51

B. Fair value measurements recognised in the statement of financial position:

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

(Amount in Rs. Lakhs)

Particulars	As at 31st March, 2026			As at 31st March, 2025			As at 31st March, 2024		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
At Amortised Cost									
Trade Receivables	-	-	5,987.95	-	-	5,987.96	-	-	1,050.31
Cash & Cash equivalents	-	-	11.00	0	-	457.87	-	-	622.60
Loans and Advances	-	-	1,444.91	-	-	-	-	-	-
Other Financial Asset	-	-	2,116.00	-	-	-	-	-	15.34
Subtotal	-	-	9,559.86	-	-	6,461.17	-	-	1,688.24
Financial Liabilities									
At Amortised Cost									
Borrowings	-	-	959.48	-	-	611.80	-	-	446.61
Trade Payables	-	-	3,415.12	-	-	3,424.51	-	-	111.34
Other Financial Liabilities	-	-	-	-	-	-	-	-	-
Subtotal	-	-	4,374.60	-	-	4,036.32	-	-	557.95

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

Cash and cash equivalents, Trade receivables, Other current Financial assets, Trade payable and other current Financial liabilities approximate their carrying amounts largely due to the short-term maturities or nature of these instruments.



NOTE NO.33. Key Financial Ratios

S.No.	Particulars	Numerator	Denominator	Numerator	Denominator	31.03.2026	Numerator	Denominator	31.03.2025	Variance Reasons
1	Current Ratio	Current Assets	Current Liabilities	9,576.88	4,743.01	202%	4,115.87	1,422.38	289%	The increase in current ratio is mainly due to non realisation of receivables and advances given to suppliers
2	Debt-Equity Ratio	Total Debt	Total shareholder's Equity	849.59	9,195.63	9%	552.72	3,186.91	17%	During the year, the Company has issued share through IPO whereas there is no significant increase in Debt of the Company
3	Debt Service Coverage Ratio	EBITDA	Interest+ Instalment	1,937.16	109.69	1766%	1,677.19	10.20	16443%	Due to increase in working capital loan during the year, the Debt Service Coverage Ratio has gone down
4	Return On Equity	Net Income	Shareholder's Equity	1,376.25	9,195.63	15%	1,213.90	3,186.91	38%	Due to increase in share capital during the year and low margin earned due to competitive market, return on equity has gone down.
5	Inventory Turnover Ratio	Cost of Goods Sold	Average Inventories	33.50	5.03	665%	451.49	-	0%	There was no inventory during as on close of the previous year.
6	Trade Receivable Turnover Ratio	Net Credit Sale	Average account Receivable	9,073.88	3,851.80	236%	5,607.85	1,382.98	405%	Due to increase in sales and corresponding increase in Debtors, the ratio has changed
7	Trade Payable Turnover Ratio	Net Credit Purchase	Average account Payable	5,982.77	1,820.53	329%	2,638.16	168.64	1564%	Due to increase expense and corresponding increase in sundry creditors, the ratio has changed
8	Net Capital Turnover Ratio	Total Sale	Shareholder's Equity	9,073.88	9,195.63	99%	5,607.85	3,186.91	176%	Due to change in share capital and increase in revenue, the ratio is changed
9	Net Profit Ratio	Net Profit	Revenue	1,376.25	9,073.88	15%	1,213.90	5,607.85	22%	Due to Competitive market, the NO margin has gone down during the financial year
10	Return On Capital Employed	Earning Before Interest & Tax	Capital Employed	1,882.63	9,353.99	20%	1,629.14	3,241.16	50%	Due to Change in Share Capital during the year and low margin earned, there is a decrease in ratio
11	Return on Investment	Profit from Investment	Cost of Investment	138.79	2,116.00	7%	39.52	109.80	36%	Return on FD is lower as the deposits were created in last month of the year



Note 34 Related Party.**Disclosure as required by IND AS 24 is given as under**

Name	Designation
Ashish Kumar	Managing Director
Ragini Jha	Whole-time director
Girish Kumar Gupta	Independent Director
Sumit Kumar	Independent Director
Ankit Aggarwal	Independent Director
Rashmi	Company Secretary (DOJ 27 03 2024)
Shraboni Chatterjee	Company Secretary (14.08.2024 to 10.02.2026)
Thiyyakandy Chalil Pramod Kumar	Chief Financial Officer ((DOJ 27 03 2024)
Sudhir Kumar Sahni	Chief Financial Officer (From 07.11.2024 to 30.09.2025)

Enterprises over which Key Managerial Personnel are able to exercise

Winghover Technologies Private Limited	KMP is Director
Zenriver Visions Private Limited	KMP is Director
Felistaa Technologies Private Limited	KMP is Director

Related Party Transactions		For the Period	
Sl. No.	Particulars	31-Mar-26	31-Mar-25
1	<u>Key Managerial Personnel</u>		
A	<u>Remuneration</u>		
	Ashish Kumar	25.84	26.14
	Ragini Jha	12.94	12.94
	Total	38.78	39.09
B	<u>Unsecured Loan Given</u>		-
	Ashish Kumar	455.25	47.05
	Ragini Jha		-
	Total	455.25	
	<u>Unsecured Loan Received Back</u>		
	Ashish Kumar	226.91	-
	<u>Unsecured Loan Cloing Balance</u>		
	Ashish Kumar	275.39	
	Total	275.39	
Note: The director was given imprest advance to purchase IT assets for the Company. However, due to other commercial reasons, procurement could not be executed and money has been refunded by the related party with interest subsequent to balance sheet date.			
2	<u>Independent Directors</u>		
	<u>Sitting Fee</u>		
	Sumit Kumar	1.40	-
	Girish	0.90	-
	Ankit Agarwal	1.70	-
	Total	4.00	
3	<u>Associate Concern</u>		
	<u>Winghover Technologies Private Limited</u>		
	Loan Given	508.36	-
	Interest Charged	30.50	-
	Total	538.86	
Note: The party was given advance to execute a project for the company. Due to other commercial reasons, the work could not be executed and money has been refunded by the related party with interest subsequent to balance sheet date.			
4	<u>CFO Salary and Consultancy Fees</u>		
	Thiyyakandy Chalil Pramod Kumar	7.9	
	Sudhir Sahni	3.0	2.4
	Total	10.9	
5	<u>Company Secretary</u>		
	Shraboni Chatterjee	4.40	3.20
	Rashmi	0.79	-
	Total	5.19	3.20



NOTE NO. 35 : ADDITIONAL REGULATORY INFORMATION**During the Period or previous years**

- (i) During the year ended 31st March 2026, pursuant to initial public offering (IPO) of 61,69,600 equity share, fresh issue of 61,69,600 equity of Rs 10 each were allotted at the price Rs 84/- per equity share (Face Value of Rs. 10 Each Equity Shares) and Rs,51,82,46,400 has been received on 30th Septemebr 2025. The company's equity share were listed on National Stock Exchange of India Limited (NSE) on September 10, 2025.
- (ii) During the year ended on 31st March 2026, the Company has spentan amount of Rs. 673.24 Lakhs towards development of Software from its own resource. Pending compltion of development of software, the amount has been shwn as capital work in progress.
- (iii) Company has Short Term borrowings from banks in the form of Over Draft Facility on the basis of security of current assets.
- (iv) Company has not been declared as wilful defaulter by any bank or financial Institution or other lender.
- (v) Company has not done any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956,
- (vi) Company does not have any charges or satisfaction yet to be registered with ROC beyond the statutory period.
- (vii) Section 135 of Companies Act, 2013 relating to CSR Policy is applicable to the Company and an amount of Rs. 20 Lakhs have been spent by the company during the finnnial year towards CSR expenses

Particulars	As at 31st March 2026	As at 31st March 2025
(i) Gross Amount required to be spent by the Company during the year	18.09	8.86
Add: Amount unspent/(excess spent) Spent from previous year	-	-
(iii) Amount Spent during the year on	20.00	8.86
Total Excess Carry Forward to Next Year / Net Amount to be Spent	(1.91)	-
Provision for CSR expense in the Current year	29.64	18.09
Amount to be Spent in the Next Financial Year	27.73	18.09

- (viii) Revenue from Operations includes an amount of Rs. 1407.17 Lakhs against which service has been provided during FY 2025-26 but invoice has not been raised (Customer Due but not Billed)
- (ix) Balances of parties appearing in Sundry Receivables and Sundry Creditors and amount appearing under Current Assets and Current Liabilities are subject to reconciliation / confirmation. However, in the opinion of the Board of Directors, Current Assets, Loans and Advances have realizable value in the ordinary course of business at least equal to the amount at which they are stated and all known liabilities are provided for.

The accompanying Notes 1 to 35 forms integral part of these Financial Statements**As per our report of even date attached**

For A Mishra & Associates
Chartered Accountants
FRN :023686N

CA. ALOK MISHRA
Membership No. 408580
Place: Delhi

Place: New Delhi
Date: 28/05/2026

**For & on behalf of the Board of Directors of Optivalue Tek Consulting Limited**

Ragini Jha
Whole time Director
DIN No:-05260531

Rashmi
Company Secretary
Mem No:ACS78900



Ashish Kumar
Managing Director
DIN No:- 03511258

Pramod Kumar TC
CFO
PAN: AJUPK2750J

**Annexure-V: Annual Report on Sexual Harassment Policy for Calendar Year ending on
December 31, 2025**

To,
Office of the Labour Commissioner
Government of NCT of Delhi
5, Sham Nath Marg,
Delhi – 110054

Sub: Annual Report for the Calendar Year 2025 under Section 21 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder.

Sr. No.	Particulars	Remarks of Internal Committee
1	Complaints received during the year	NIL
2	Complaints disposed of during the year	NIL
3	Cases pending for more than 90 days	NIL
4	Workshops or Awareness Programmes conducted	1

Nature of Action taken by the Employer:

Since no complaint was received by the Internal Committee during the Calendar Year 2025, no action was required to be taken by the Employer.

On behalf of Internal Committee

OPTIVALUE TEK CONSULTING LIMITED

RAGINI JHA Digitally signed by RAGINI JHA
Date: 2026.07.28 13:53:42
+05'30'

Name: Ragini Jha

Designation: Presiding Officer, Internal Committee

Annexure-VI: LIST OF TOP 10 PUBLIC SHAREHOLDERS OF THE COMPANY **AS ON 31/03/2025**

Sr. No.	Name	Category	Shares held as on 31.03.2025
1	RAGINI JHA	Promoters	7500000
2	ASHISH KUMAR	Promoters	7499956
3	SUJITH DAMODARAN KAMATH	Resident-Ordinary	1725000
4	PG FOILS LIMITED	Corporate Body-Domestic	676800
5	MINT FOCUSED GROWTH FUND PCC-CELL 1	FPI-(Corporate) Category I	305600
6	GOPI KISHAN MALANI	Resident-Ordinary	284800
7	VARADA TRADING PRIVATE LIMITED	Corporate Body-Domestic	273600
8	CHOICE EQUITY BROKING PRIVATE LIMITED	Corporate Body-Market Maker	256000
9	ANUP GUPTA	Resident-Ordinary	241600
10	MINERVA EMERGING OPPORTUNITIES FUND LIMITED	FPI-(Corporate) Category I	238400

For and on behalf of
OptiValue Tek Consulting Limited

**ASHISH
KUMAR**

Digitally signed by
ASHISH KUMAR
Date: 2026.07.28
14:05:58 +05'30'

Ashish Kumar
Managing Director
DIN: 03511258

**RAGINI
JHA**

Digitally signed by
RAGINI JHA
Date: 2026.07.28
14:05:24 +05'30'

Ragini Jha
Whole Time Director
DIN: 05260531

Place: New Delhi
Date: 28.05.2026