

To,
The Manager
Listing Department,
National Stock Exchange Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051

Scrip Code: DELAPLEX

Subject: Submission of Annual Report.

Dear Sir/Madam,

Pursuant to Regulation 34 (1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are submitting herewith the Annual Report of Company for the Financial Year 2025-26, including Notice convening 22nd Annual General Meeting of members of the company scheduled to be held on Saturday, 12th September 2026 at 12:30 P.M. at #4A, SKSS Layout, Hazari Pahad Ring Road, Nagpur- 440013 (MH) India, which was sent in electronic mode to the Members. The Annual Report for the financial year 2025-26 is also available at the Company's website <https://delaplex.in>.

For your information and record. Kindly acknowledge and oblige.

Thanking you,

Yours faithfully

For DELAPLEX LIMITED

Manishraj
Bhuwanch
and Bhatt

Digitally signed by
Manishraj
Bhuwanchand Bhatt
Date: 2026.08.19
16:54:46 +05'30'

CS Manishraj Bhatt

Company Secretary cum Compliance Officer

Mem No: A63754



Enabling Businesses to Excel, Adapt, and Thrive.

ANNUAL REPORT
2025-26



**INNOVATE
BOLDLY**



**ENGINEER
SMARTER**



**EMPOWER
TOGETHER**

Company Overview

About our company.

18+ Years Technology Innovation Expertise with Over 400+ associates globally



Headquarters: Nagpur IND, Atlanta, GA,
Europe: London, UK
Dev Centers: Bangalore, Pune, Hyderabad, & Nagpur



Growth: Constant CAGR since 2014
NSE IPO : Feb 2024 (DELAPLEX LTD.)



Globally Featured In:



Satisfied Fortune 500 clients with long term relationships



About our people.

Global Delivery and Fulfillment Practices



Flexible Value Delivery models fit to Client needs

Certified & Highly Skilled Experienced Workforce



Experts in Technology, Project Management, Business, Advisory & Consulting

Flexible & Adaptive Multi Shore Delivery Model



Certified, Compliant, Best Practices & Standards



Proven Technology Partnerships & Domain Expertise



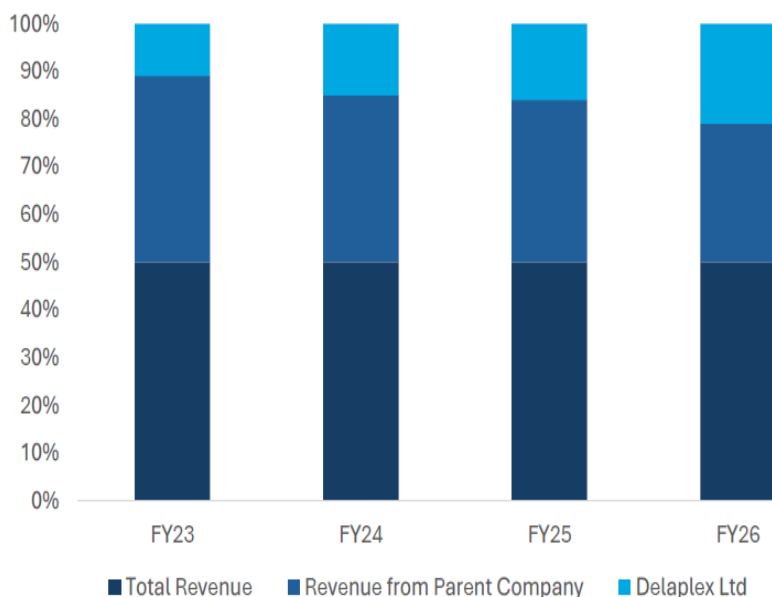
Empowering Tomorrow, Today.

Strengthening Direct Presence in North America while Leveraging Established US Operations

Building direct customer relationships while leveraging our established US presence

Expanding our US Growth Platform

- US remains the company's **largest geography**
- Long-standing customer relationships** developed through Delaplex Inc.
- Growing **direct sales efforts** in North America
- Expanding account penetration** within existing enterprise customers



Locations

Total: 350+ Associates

- ➔ North America
- ➔ India
- ➔ England
- ➔ Mexico
- ➔ Singapore



Core Values

- ➔ **Honesty:** Truthfulness cultivates cohesive, impactful results.
- ➔ **Trust:** Building trusting relationships ensures genuine results.
- ➔ **Dedication:** Exceeding expectations achieves meaningful results.
- ➔ **Integrity:** Upholding integrity ensures truly valuable results.

Indian Leadership Team

India Leadership - Delaplex Ltd.



Nitin Sachdeva
MANAGING DIRECTOR



Vikas Porwal
HEAD - SUPPLY CHAIN CONSULTING



Deepak Jajoo
CHIEF FINANCIAL OFFICER



Dr. Rizwan Ahmed
CHIEF BUSINESS OFFICER
GLOBAL CAPABILITY CENTER (INDIA)



Elduri Hari Pratap
VP STRATEGIC CONSULTING



Akash Saraiya
EXECUTIVE DIRECTOR



Ravi Rangu
VP ASIA PACIFIC



Vaibhav Srivastav
TECHNOLOGY HEAD
CLOUD SERVICES



Pravin Verma
TECHNOLOGY HEAD
SOFTWARE DEVELOPMENT SERVICES



Amit Yadav
TECHNOLOGY HEAD



Prashant Bokade
TECHNOLOGY HEAD
STORE OPERATIONS & EXECUTION



Reshma Kasurde
SR MANAGER
PMO & CUSTOMER SUCCESS



Avinash Mohabe
TECHNOLOGY HEAD
SENIOR SOLUTIONS ARCHITECT



Vivek Bhalla
PRACTICE HEAD
STORE EXECUTION



Jennie Kakkad Jobanputra
SENIOR CONTENT WRITER

Empowering Tomorrow, Today.

Global Leadership Team

U.S. Leadership

(Delaplex Inc.)



Manish Sachdeva
CHIEF EXECUTIVE OFFICER



Brian Sisley
CHIEF FINANCIAL OFFICER



Marty Reynolds
CHIEF REVENUE OFFICER



Heidi Spencer
CHIEF OPERATIONS OFFICER



Ben Taylor
VP IMPLEMENTATIONS



Mansell Mccord
GENERAL COUNSEL



Ernie Johnston
SVP STRATEGIC ACCOUNTS



Beryl Mokros
DIRECTOR OF MARKETING

U.K. Leadership

(Blueberry Systems Limited)



Nitin Sachdeva
MANAGING DIRECTOR



Bruce How
EVP STRATEGIC ACCOUNTS



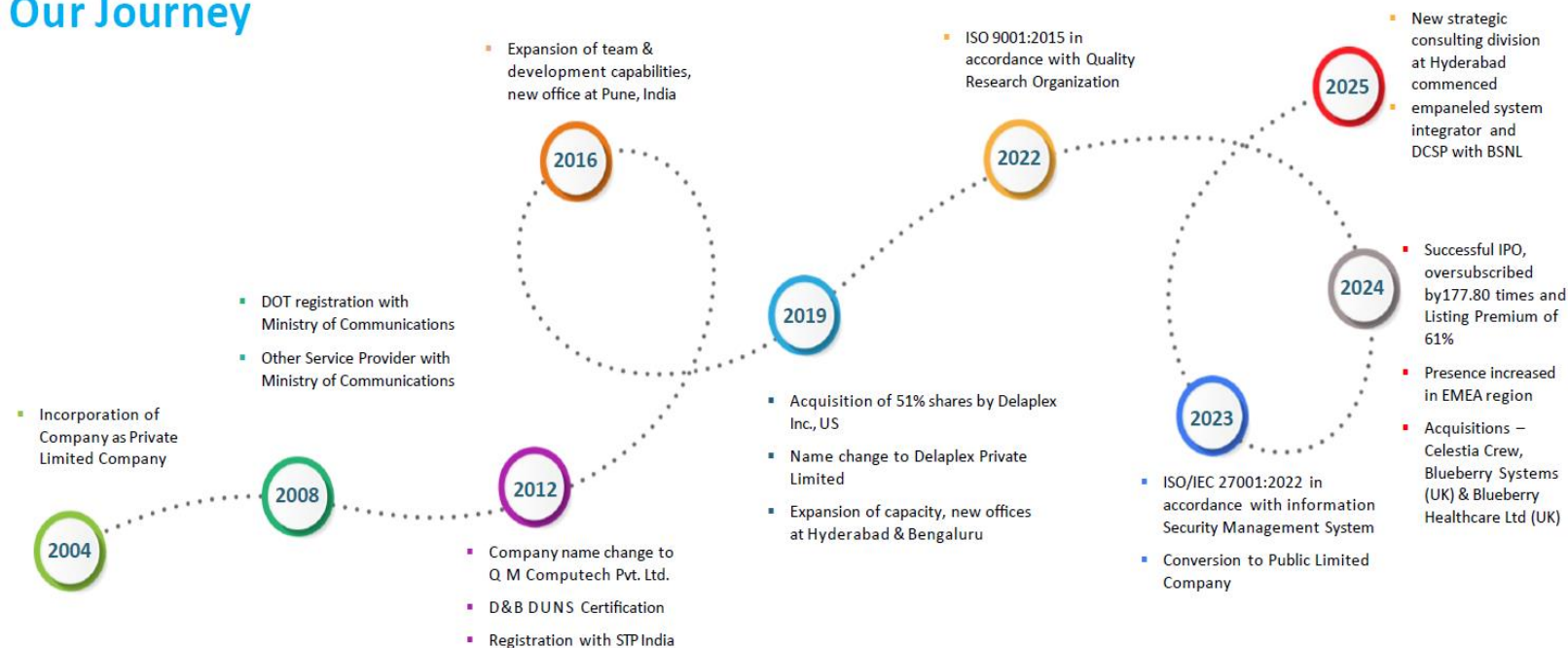
Joy Peerwala
VP - DEVELOPMENT SERVICES



Sam Williams
ACCOUNT EXECUTIVE

Empowering Tomorrow, Today.

Our Journey



Empowering Tomorrow, Today.

Grant Thornton India Meets Britain Tracker



Featured in the **13th edition of the India Meets Britain Tracker 2026**, recognizing the company's growing international presence and contribution to strengthening India-UK business partnerships.

NRF Singapore



Our participation at **NRF APAC Singapore 2026** reflected our commitment to helping retailers drive growth through digital innovation, optimized supply chains, and enhanced customer experiences.

Forbes India



Managing Director Nitin Sachdeva featured in Forbes India for his vision in building Delaplex into a **global digital transformation and cybersecurity-focused technology company**.

Anaplan Connect Mumbai



Our team engaged with industry leaders at **Anaplan Connect Mumbai**, showcasing our expertise in connected planning and data-driven business transformation.

BSNL Strategic Partnership



Entered into a **collaboration** with BSNL to **develop and deploy Micro Data Center** solutions, strengthening our position in India's edge computing and digital infrastructure ecosystem.

Manifest Las Vegas



At **Manifest Las Vegas 2026**, we demonstrated capabilities in supply chain and logistics, engaging with industry leaders and showcasing innovative solutions for transportation, fulfillment, and retail.

India Today



Recognized among India Today's **Top 5 Inspiring & Successful Indian Personalities** for leadership in technology and digital transformation.

Growth Drivers and Strengths

Niche Supply Chain Expertise

Driving enterprise value through high-demand, end-to-end omni-channel supply chain consulting

Execution-Focused Leadership

Anchored by seasoned Key Managerial Personnel (KMPs) with a proven track record of disciplined strategic expansion

High-Growth Market Focus

Targeting the underserved mid-market and SME segments with agile, high-margin software solutions



Accelerated Time-to-Market

Propelling client growth from MVP to enterprise scale through robust, product-led engineering

Next-Gen Tech & Infrastructure Capabilities

Capitalizing on the digital transformation boom by blending advanced AI, Cloud, and DevOps with cutting-edge Micro Data Center innovations

Predictable Revenue Engines

Securing long-term cash flow visibility through exceptional client retention and sticky, long-standing partnerships

High-Margin Global Delivery

Maximizing operational profitability via an optimized, 24/7 hybrid offshore-on-site delivery model

Empowering Tomorrow, Today.

BUSINESS OVERVIEW

IT Services Industry Overview

Global IT Services Market (USD Tn)

CAGR: 9.1%



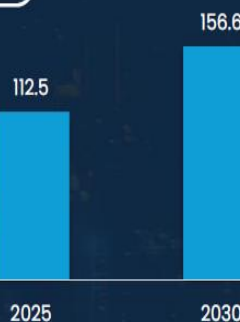
US IT Services Market (USD Bn)

CAGR: 7.9%



UK IT Services Market (USD Bn)

CAGR: 6.8%



India IT Services Market (USD Bn)

CAGR: 13%



Indian technology industry revenue is estimated at **USD 315 billion** in FY26, growing **6.1% YoY**, supported by AI adoption, cloud transformation, cybersecurity investments, and GCC expansion



AI-related revenues are estimated at **USD 10–12 billion** in FY26, reflecting a shift from pilot projects to scaled enterprise deployments across industries



India's technology sector **added ~135,000 net jobs** in FY26, taking total industry employment to approximately **5.95 million professionals**.



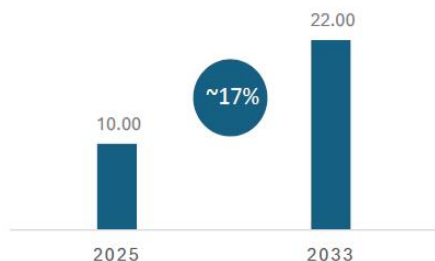
More than **2 million professionals** have been upskilled in AI, including **200,000–300,000** with advanced AI skills, strengthening India's position as a global digital talent hub.



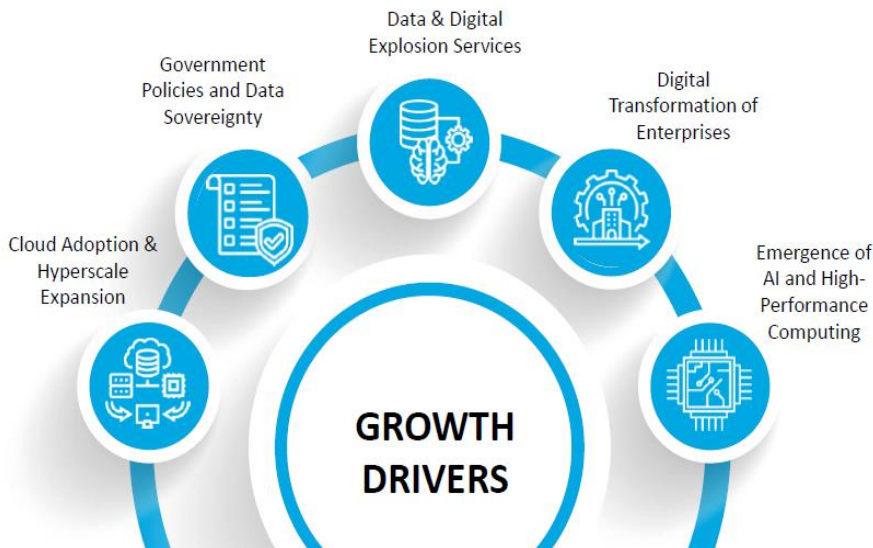
Cybersecurity, data analytics, cloud services, digital engineering, and GCC-as-a-Service are emerging as **key growth areas** for technology SMEs and mid-sized IT service providers.

Understanding the Data Centre Market

India Data Centre Market



- India's data centre capacity is expected to increase from ~1.4 GW in 2025 to over 4.5 GW by 2030
- More than USD 25-30 billion of investments are expected in the sector by 2030
- India is expected to remain one of the fastest-growing data centre markets globally
- AI-ready infrastructure is emerging as the next major growth catalyst for the industry



Empowering Tomorrow, Today.

Enterprise Delivery COE's



Warehouse Management

Optimize inventory and streamline operations with our cutting-edge WMS solutions, ensuring efficiency, accuracy, and timely delivery.



Store Operations

Boost store performance with innovative solutions for seamless operations, improving customer experience and operational efficiency.



Cyber Security & Data Governance

vCISO, DPO, Security as a Service and trainings specifically for best practices on security. Data Governance including Data Cataloguing, Data Monetization, Access Management, and Impact Analysis.



IT Infra & Storage Solutions

Brick Innovation Storages and Data Center Solutions with AI ready Micro Data Center capabilities offering flexible and modular designs with the effective infra management solutions.



Workforce Management

Maximize employee performance and enhance CX with smart, dynamic workforce management solutions, optimizing every aspect of your team.



Testing as a Service

Modernize all aspects of testing to reduce risks, improve quality, enhance efficiency, and ensure comprehensive coverage.



AI and IoT

Driving innovation and efficiency, AI and IoT optimize operations and decision-making with smart systems and real-time analytics.



Knowledge Management (KMS)

Delivering AI Driven innovative Knowledge Management Services custom fit to the domains and areas of the business excellence.

Empowering Tomorrow, Today.

Maturing – In House Intellectual Property

MDC

Integrated Micro Data Center

Micro Data Centers offer high-performance, co-located solutions designed to meet your evolving digital needs.

Our services provide dedicated resources within a secure, scalable environment, giving you the flexibility and control of a virtual server—without the complexities and costs of managing physical hardware. Dela One ensures the performance, reliability, and support you need to thrive online.

Product Highlights



Platform Highlights

- Cost-Effective & Affordable
- 100% Secure and Compliant
- Easy Deploy & On Demand scale
- Simplified Central Management
- 24/7 Expert Support & MNS

Di-AMS

Asset Management System



The Delaplex Intelligent AMS is an advanced AI Driven asset management software solution that simplifies the holistic approach of managing organizational assets such as hardware, software, digital or any other type of assets during their entire lifecycle, from acquisition through retirement. With a solution built for today's dynamic enterprise environment, you will be able to gain unprecedented control, compliance, and cost efficiency.

MDM

Modern Data Management Platform



MDM is designed to be Generative AI-ready, leveraging its Unified Metadata Graph as the essential context for AI-driven initiatives. This foundation helps organizations improve governance, accelerate insights, and unlock business value through automation and intelligence. MDM transforms this challenge into an opportunity by embedding AI and automation at the core of data governance and management.

Empowering Tomorrow, Today.

Software Development Service



- Product Development - Providing support at every stage of the software development cycle—creation, design, and build—through onshore, offshore, or onsite models
- Testing (Quality Assurance) - Providing specialised testing services, optimising testing cycle, and re-engineering services
- IT Consulting and Services - Providing strategic IT consulting and operational support to optimize client IT infrastructure, enhance business processes, and ensure seamless technology integration.



350+
Team Members



32+
Specific Skillsets



18+
Years of Smiling Clients

Delaplex leverages Mobile, Web, Analytics, IOT, Social and Cloud technologies to develop custom software applications and products for a broad range of industries, including Retail, Hospitality, Broadcast Media, Financial Services, Healthcare, and Software & Technology.

Empowering Tomorrow, Today.

Enterprise Centers of Excellence

Highly Specialized Knowledge Hubs

Access to experts with:

- Niche skills
- Resources
- Tools

Providing in-depth solutions that are:

- Adaptable
- Scalable
- Precise
- Accurate
- Timely



Empowering Tomorrow, Today.

BSNL – NATIONAL DCSP (DATA CENTER SOLUTION PROVIDER)

Delaplex Empaneled as National Level DCSP - A Step Forward in Technological Integration

Integrated Sovereign Micro Data Center Infrastructure

HYDERABAD | PONDICHERRY | JAIPUR | GUWAHATI | MUMBAI

Future Ready **AI Powered** Sovereign Micro Data Centers



-  **Monitored Dashboard**
AI – Edge Enabled Network Monitoring)
-  **Expandable Storages**
(Block Storages & NVN Bases – 1PB – 10 PB)
-  **Power Supply & Backups**
Less than 30kW – Scaling up to 300kW
-  **Cooling Unit**
Liquid Cooling with Integrated Sensor & CO2 Ionized converters.
-  **Security Layer**
Integrated Security Layer with Realtime Patch Update.
-  **Networking Capabilities**
PAN INDIA – BBNW Integration with SWAN and WAN Network



MNCs and
Enterprises



Startups and
entrepreneurs



IT Companies &
New Tech
Business



E-commerce
businesses



PSUs and Govt



MSME's

BTCL Sovereign Micro data Centers is Ideal For

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Recent developments and Growth Strategy



Tech Partnerships

Technology edge: Ongoing upskilling and cross-skilling in AI and other next-gen tech to stay ahead

Strategic Partnership: Partnered with a California-headquartered global IT firm to deliver cutting-edge Modern Data Management solutions.



Acquisitions and Synergies

Acquired Celestia Crew Consultancy, a Bengaluru-based WFM & HRMS consulting firm, enhancing Delaplex Limited's offerings and product mix to support revenue growth

Established a new consulting division in Hyderabad to accelerate services-delivery growth.



Partnership with BSNL – Micro Data Centers

Empanelled as National Level System Integrator

Partnered with BSNL (June 2025) to launch India's first Integrated Micro Data Center services in the Telangana circle, marking Delaplex's entry into digital infrastructure and edge computing under a PPP model

Executing POC's with National Bank.

Bagged initial PO for the PSU for setting their collocated MDC at PY



New Geographies

Incorporated Delaplex Software Limited (UK) and acquired a UK-based developer, establishing an EMEA footprint and driving synergies.



Retain, strengthen and grow customer base

We maintain a lean team by blending experienced professionals with dynamic young talent, delivering exceptional value and strong financial results. Recent successes include a new Oil & Gas order and a System Integrator partnership with BSNL.

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Driving Innovation Through AI



Expertise:

Specialization in AI/ML, application modernization, and data analytics

Business Impact:

Enhanced decision-making, operational efficiency, and new revenue streams.



Proven Results:

Delivered robust, cloud-based behavioral analytics platforms for global clients

Opportunity:

Positioned to capitalize on the growing demand for AI integration among Indian SMEs



"India's artificial intelligence market is projected to touch \$17 billion by 2027, growing at an annualised rate of 25–35% between 2024 and 2027."

"Leveraging AI and advanced analytics, Delaplex empowers organizations to unlock actionable insights, automate processes, and accelerate digital transformation"

Delivering Solutions Across Sectors



Supply chain and logistics



Retail



Healthcare



Broadcast and New Media



Fintech



Technology & IT enabled services



F & B / CRSs



Telecommunications



Manufacturing
(leveraging enterprise solutions & partner tech)



Ed-Tech

Empowering Tomorrow, Today.

Delivering Impact Industry-Wide

Delivering Value and Innovation for Industry Leaders

Technology and Consulting:

- Global IT consulting firms and enterprise solution providers.
- Industry leaders in business transformation and innovation.

Retail and Consumer Goods:

- The largest specialty retailer in the U.S.
- Top grocery chains and convenience store operators.

Energy and Logistics:

- Global leaders in energy and supply chain logistics.
- Proactive innovators in workforce management solutions.

Enterprise Software and SaaS:

- Trailblazers in enterprise SaaS platforms for workforce and retail management.
- Next-generation startups revolutionizing enterprise systems.



Empowering Tomorrow, Today.

Driving Success Through Collaborative Alliances

With 18+ years of expertise, Delaplex Limited is a trusted partner for organizations driving digital transformation.

Strategic Partnership and Alliances

-  **Blue Yonder (formerly JDA):** Partner Advantage member, providing deep expertise to implement, train, and support the Blue Yonder suite for supply chain excellence.
-  **Microsoft:** Gold Partner, leveraging Microsoft technologies to develop, deploy, and maintain world-class enterprise solutions.
-  **Oracle:** Gold member of the Oracle Partner Network, utilizing its database and Java technology expertise for enterprise solutions across various industries.
-  **IBM:** Strategic partner for delivering cutting-edge solutions by integrating IBM's advanced technologies like AI, hybrid cloud, and cybersecurity with Delaplex's agile development.
-  **AWS Partner Network (APN):** An APN Select Consulting Partner, focused on building solutions and services that leverage Amazon Web Services.
-  **ISTQB (International Software Testing Qualifications Board):** A Gold-certified company, demonstrating high proficiency and expertise in software testing based on ISTQB competencies.

Empowering Tomorrow, Today.

Tech Stack



Empowering Tomorrow, Today.



Market Expansion

Targeting Europe, the Middle East, and Africa for service roll-out, along with Pan-India expansion of Micro Data Centers (MDC) through the BSNL partnership



Talent Acquisition

Expansion of talented professionals to drive product research, innovation, and technology development



Business Wins

Added BSNL as a major client with multiple projects underway. Secured strategic Micro Data Center contracts with a leading PSU Bank (Mumbai) and the Pondicherry Government. Achieved strong wins across Public Sector and Banking verticals



Increasing Market Reach

Enhancing brand visibility through participation in key industry events and strategic engagements



Innovation

Launch of new AI-driven solutions and proprietary Micro Data Center (MDC) technology for Edge Computing, enhancing customer experience and product capabilities



Focus on Increasing Sales

Sharp focus on expanding both domestic and international sales presence



Employee Upskilling

Investing in AI/ML certifications and skill development programs to strengthen workforce capabilities

Empowering Tomorrow, Today.

CHAIRMAN'S MESSAGE

Dear Shareholders,

It gives me immense pleasure to present the Integrated Annual Report of **Delaplex Limited** for the financial year ended March 31, 2026.

FY 2025-26 was a year of meaningful progress for Delaplex, marked by strategic expansion, operational discipline and continued evolution of our business. As a global enterprise accelerated adoption of digital technologies, artificial intelligence, cloud, automation and data-led solutions, we remained focused on strengthening our capabilities and deepening our relationships with customers across key markets.

During the year, we continued to build on our core technology services while expanding into higher-value solutioning, digital infrastructure, edge computing and AI-led offerings. Our focus remained firmly anchored on sustainable growth, operational excellence and long-term value creation for all our stakeholders.

Delivering Sustainable Financial Performance

Our financial performance during FY 2025-26 reflects the resilience of our business and the progress made across our strategic initiatives.

On a **consolidated basis**, Revenue from Operations and Other Income increased to **₹730.73 million (₹7,307.25 lakhs)** from **₹701.02 million** in the previous year. EBITDA stood at **₹171.19 million**, while Profit Before Tax was **₹163.48 million**. Consolidated Profit After Tax increased to **₹129.11 million (₹1,291.10 lakhs)**, registering a **6.3% year-on-year growth**, while Earnings Per Share improved to **₹14.17**.

On a **standalone basis**, Revenue from Operations and Other Income stood at **₹623.82 million (₹6,238.16 lakhs)**. EBITDA was **₹133.85 million**, Profit Before Tax stood at **₹126.40 million**, and Net Profit was **₹94.46 million (₹944.55 lakhs)**, with Earnings Per Share of **₹10.37**.

Our performance reflects our continued focus on operational efficiency, disciplined cost management and building a business mix with greater exposure to higher-value technology and solution-led engagements.

In line with our long-term capital management approach, the profits earned during the year have been retained and transferred to the General Reserve. This further strengthens our financial position and provides a stronger foundation to pursue future strategic opportunities.

A Year of Strategic Progress

FY 2025-26 marked an important phase in Delaplex's evolution from a technology services provider towards a broader, technology-led solutions platform.

One of the key developments during the year spanned across with strategic **partnerships in the areas of WMS and WFM services** strengthening our enterprise businesses COE's. We have also ventured into Telecom IT Infra business vertical via strategic association with **BSNL** for the development and expansion of **Edge Micro Data Centre services and Telecom IT Infra Services**.

These initiatives has strengthened our capabilities in digital infrastructure and edge computing opportunities in public and private enterprises gaining strong vendor global and national partnerships in the space.

During the year, our micro data centre business progressed further, including operations in Hyderabad, Pondicherry while several proof-of-concepts with PSUs and enterprise clients advanced towards potential larger deployments across India.

Our international expansion progressed meaningfully through the operational integration of **Blueberry Systems Limited, United Kingdom**, into Delaplex Software Limited strengthening our presence in UK and European markets with Our new AI-enabled low-code platforms and new customer opportunities with NHS certification compliance. These integration & certifications shall

create opportunities to leverage operational synergies and cross-selling avenues helping deepen our engagement with multinational customers.

Within India, **Celestia Crew Consultancy**, our specialised Workforce Management (WFM) wing, Human Resource Management Systems (HRMS) and enterprise consulting business, continued to complement our existing technology and supply chain COE. The business has started contributing positively with profitability gaining traction through direct client wins. We continue to invest in strengthen capabilities empowering our ability to deliver comprehensive solutions to customers.

During the year, we also strengthened our leadership with key seniors joining, including sales leadership for the Asia-Pacific region. These additions will support our efforts to accelerate business development, deepen customer relationships and expand our presence across high-growth markets.

Innovation - Remains our central focus

Innovation remains central focus to Delaplex's long-term growth strategy.

We continue to invest in building capabilities across Artificial Intelligence, Machine Learning, Intelligent Automation, Cloud Computing, Data Engineering and Customer Centric Technologies continue to shape our technology roadmap with Intellectual Property accelerators and integrated solutions helping our customers improve productivity, enhance decision making and accelerate digital transformation.

Our investments in edge computing, micro data centres and data-led solutions broadens our addressable market in emerging technologies widening opportunities beyond traditional IT services.

As enterprises increasingly move towards intelligent, automated and data-driven operating models, we believe Delaplex is well positioned to support customers transformation journey.

Strengthening Governance and Stakeholder Confidence

Strong governance, transparency and accountability remain our core fundamental values.

During the year, we continued to strengthen our relationships with shareholders, investor community through regular communications, earning calls, investor presentations, analyst interactions and enhanced corporate disclosures.

We remain committed to maintain high standards of transparency ensuring our stakeholders have timely and meaningful access to the information about our business, strategy and performance.

Our governance framework continues to evolve alongside the growth of the organisation, with an emphasis on responsible decision-making, regulatory compliance and long-term stakeholder confidence.

Our People - The Driving Force

Our people remain at the heart of Delaplex's growth.

Today, Our Delaplex family comprises more than **310 associates** across multiple geographies. We continue to excel, expertise and commit to embrace new technologies and customer centric value delivery standing as our strongest competitive advantages.

We remain focused in creating encouraging environment for continuous learning, professional development, innovation and collaboration. Our continued investment in team skills and certifications will remain critical to ensuring that our workforce is future ready with new technology evolving.

I extend my sincere appreciation to every member of the Delaplex family for their dedication and contribution to our journey.

Looking Ahead

With our continues investments and partnerships in areas of advance technology landscape creating significant opportunities for Delaplex with strong digital capabilities, diversified integrated solutions and global delivery footprint.

With global scale of opportunities in **Artificial Intelligence, Digital Transformation, Edge Computing, Cloud Modernisation, Data Engineering and Intelligent Automation**. Our objective is to build on the foundation established during FY2025-26 and translate these opportunities into sustainable and profitable growth.

Our key strategic priorities for FY 2026-27 include:

- **Expanding our global presence** across the United States, Europe, MENA and Asia-Pacific, with a sharper focus on customer acquisition and strategic partnerships.
- **Accelerating investments in AI-powered platforms, automation solutions and intellectual property** to strengthen our technology-led offerings.
- **Maximising synergies from Blueberry Systems and our consulting businesses** through deeper integration, cross-selling and enhanced delivery capabilities.
- **Scaling our digital infrastructure and edge computing business** through strategic partnerships and customer deployments.
- **Maintaining disciplined capital allocation and operational execution** while pursuing sustainable and profitable growth.
- **Establishing a GCC (Build – Operate- Scale) COE Farmwork** leveraging India's accelerator ecosystem built for global enterprises creating sizable opportunities.

We believe the combination of our technology capabilities, global presence, domain expertise and expanding solution portfolio provides a strong foundation for the next phase of Delaplex's growth.

A Note of Gratitude

On behalf of the Board of Directors, I express my sincere gratitude to our shareholders for their continued trust and confidence in Delaplex. I also extend my appreciation to our customers, business partners, financial institutions, regulators and every member of the Delaplex family for their continued support and contribution.

As we enter the next chapter of our journey, our focus remains clear to build a globally relevant, innovation-led technology enterprise that delivers meaningful outcomes for customers and creates enduring value for all stakeholders.

We remain confident in our strategy, inspired by our people and committed to advancing with **innovation, integrity, execution and excellence**.

Together, we will continue to build Delaplex for the future.

With warm regards,

Sd/-

Mr. Nitin Sachdeva

Chairman & Managing Director, Delaplex Limited

THE DELAPLEX BOARD OF DIRECTORS & KEY MANAGERIAL PERSONS



Nitin Sachdeva
Managing Director

Age: 50
Nationality: Indian

Date of appointment:
September 15, 2017

Date of reappointment:
September 15, 2022

Term ending date:
September 14, 2027

Shareholding:
36,35,895 (39.91%)

Directorship / Committee details (Indian Listed companies)

1. Delaplex Limited

	Board	Committee
Chairperson	1	1
Member	Nil	2

Areas of expertise

- Leadership/Operational Experience
- Strategic Planning
- Industry Experience, Research & Development and Innovation
- Global Business, Financial, Regulatory/Legal & Risk Management



Preeti Nitin Sachdeva
Whole-time Director

Age: 49
Nationality: Indian

Date of appointment:
November 20, 2023

Term ending date:
November 19, 2028

Shareholding:
1 (0.00%)

Directorship / Committee details (Indian Listed companies)

1. Delaplex Limited

	Board	Committee
Chairperson	Nil	Nil
Member	Nil	Nil

Areas of expertise

- Financial Management
- Business Development
- Industry Experience, Research & Development and Innovation



Manish Iqbalchand Sachdeva
Non-Executive Director

Age: 53
Nationality: Indian

Date of appointment:
October 30, 2023

Shareholding:
Nil

Directorship / Committee details
(Indian Listed companies)

1. Delaplex Limited

	Board	Committee
Chairperson	Nil	Nil
Member	Nil	3

Areas of expertise

- Leadership/Operational Experience
- Strategic Planning
- Industry Experience, Research & Development and Innovation
- Global Business, Financial, Regulatory/Legal & Risk Management Mergers & Acquisitions
- Corporate Governance
- Business Development
- Executive Leadership



Manish Tarachand Pande
Independent Director

Age: 39
Nationality: Indian

Date of appointment:
October 30, 2023

Term ending date:
October 29, 2028

Shareholding:
Nil

Directorship / Committee details
(Indian Listed companies)

1. Delaplex Limited

	Board	Committee
Chairperson	Nil	1
Member	Nil	2

Areas of expertise

- Leadership/Operational Experience
- Strategic Planning
- Industry Experience, Research & Development and Innovation
- Global Business, Financial, Regulatory/Legal & Risk Management Mergers & Acquisitions
- Corporate Governance



Himanshu Vishwambarlal Bajaj
Independent Director

Age: 41
Nationality: Indian

Date of appointment:
October 30, 2023

Term ending date:
October 29, 2028

Shareholding:

Nil

Directorship / Committee details
(Indian Listed companies)

1. Delaplex Limited

	Board	Committee
Chairperson	Nil	2
Member	Nil	1

Areas of expertise

- Leadership/Operational Experience
- Strategic Planning
- Industry Experience, Research & Development and Innovation
- Global Business, Financial, Regulatory/Legal & Risk Management Mergers & Acquisitions
- Corporate Governance



Deepak Jajoo
Chief Financial Officer

Age: 36
Nationality: Indian

Date of appointment:
November 20, 2023

Shareholding:
600

Directorship / Committee details
(Indian Listed companies)

1. Delaplex Limited

	Board	Committee
Chairperson	Nil	Nil
Member	Nil	Nil

Areas of expertise

- Leadership/Operational Experience
- Strategic Planning
- Industry Experience, Research & Development and Innovation
- Global Business, Financial, Regulatory/Legal & Risk Management Mergers & Acquisitions
- Corporate Governance



Manishraj Bhuwanchand Bhatt
Company Secretary

Age: 40

Nationality: Indian

Date of appointment:
November 20, 2023

Shareholding:
600

Directorship / Committee details
(Indian Listed companies)

1. Delaplex Limited

	Board	Committee
Chairperson	Nil	Nil
Member	Nil	Nil

Areas of expertise

- Leadership/Operational Experience
- Strategic Planning
- Industry Experience, Research & Development and Innovation
- Global Business, Financial, Regulatory/Legal & Risk Management
Mergers & Acquisitions
Corporate Governance

COMMITTEES:

AUDIT COMMITTEE:

Mr. Manish Tarachand Pande

(Chairman)

Mr. Himanshu Vishwambarlal Bajaj

(Member)

Mr. Nitin Sachdeva

(Member)

NOMINATION & REMUNERATION COMMITTEE:

Mr. Himanshu Vishwambarlal Bajaj

(Chairman)

Mr. Manish Tarachand Pande

(Member)

Mr. Manish Iqbalchand Sachdeva

(Member)

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Mr. Himanshu Vishwambarlal Bajaj

(Chairman)

Mr. Manish Iqbalchand Sachdeva

(Member)

Mr. Nitin Sachdeva

(Member)

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

Mr. Nitin Sachdeva

(Chairman)

Mr. Manish Iqbalchand Sachdeva

(Member)

Mr. Manish Tarachand Pande

(Member)

AUDITORS AND CONSULTANTS:

STATUTORY AUDITOR:

M/s Jodh Joshi & Co, Chartered Accountants

1st Floor, J.P. House, Ravi Nagar Square,

Amravati Road, Nagpur – 440010.

SECRETARIAL AUDITOR & CORPORATE CONSULTANT:

M/s Avinash Gandhewar & Associates

Practicing Company Secretaries

Jagat Housing Society, Sundaram Apartments, Flat No: C-104,

Near Wonderland School, Opp. ICAD, Byramji Town,

Nagpur- 440013.

REGISTRAR AND SHARE TRANSFER AGENT:

Bigshare Services Private Limited

Office No S6-2, 6th floor Pinnacle Business Park,

Next to Ahura Centre, Mahakali Caves Road,

Andheri (East) Mumbai, India-400093.

GENERAL SHAREHOLDER'S INFORMATION:

Annual General Meeting	22 nd Annual General Meeting of Delaplex Limited
Date	Saturday, 12 th September 2026
Time	12:30 P.M.
Venue	#4A, SKSS Layout, Hazari Pahad Ring Road, Nagpur 440 013 (MH) India
Financial Year Reported	01 st April 2025 to 31 st March 2026.
Cut-Off date	Saturday, 05 th September, 2026
Book Closure	From Sunday, 06 th September, 2026 to Saturday 12 th September, 2026
E-Voting period	e-voting shall commence on From Wednesday 09 th September 2026 from 9.00 A.M. to Friday 11 th September 2026 till 5.00 P.M.
NSE Symbol	DELAPLEX
ISIN	INE0SK801018
CIN	L72900MH2004PLC144498

MEANS OF COMMUNICATION TO SHAREHOLDERS:

Effective communication of information is an essential component of Corporate Governance. It is a process of sharing information, thoughts, ideas and plans of all stakeholders which promotes management shareholders relations. The Company regularly interacts with shareholders through multiple channels of communication such as results, announcements, annual report, media releases, and company's website.

NOTICE OF AGM

Notice is hereby given that 22nd Annual General Meeting of the members of Delaplex Limited (“Company”) will be held on Saturday, 12th September 2026 at 12.30 P.M. at #4A, SKSS Layout, Hazari Pahad Ring Road, Nagpur 440 013 (MH) India to consider the following business:

ORDINARY BUSINESS:

ITEM NO. 1 - Adoption of Standalone and Consolidated Audited Financial Statements

To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet for the year ended 31st March, 2026, the Statement of Profit and Loss for the year ended as on the said date, the Directors' Report and the Auditors' Report thereon.

To Consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the reports of the Statutory Auditors and Board of Directors thereon along with all annexures as circulated to the members with the notice of the 22nd Annual General Meeting be and are hereby considered and adopted.”

ITEM NO.2 - Re-appointment of a Director

To re-appoint Mrs. Preeti Nitin Sachdeva, Whole-time director (DIN: 05354561) who retires by rotation and being eligible, offers herself for re-appointment.

To consider and, if thought fit, to pass the following resolution, with or without modification as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and the Articles of Association of the Company, Mrs. Preeti Nitin Sachdeva, Whole-time director (DIN: 05354561), 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 Whole-time director of the Company, liable to retire by rotation.

SPECIAL BUSINESS:**ITEM NO. 03: Approval of Payment of Remuneration for Mr. Nitin Sachdeva (DIN: 01627153), Managing Director of the company:**

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

“RESOLVED THAT Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, on the recommendation of Nomination and Remuneration Committee and Board of Directors and the consent of the members of the company be and is hereby accorded for payment of remuneration to Mr. Nitin Sachdeva (DIN: 01627153), Managing director of the company, up to INR 140 Lakhs p.a. as set out in the Explanatory Statement, for a period of three year.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year during the tenure of Mr. Nitin Sachdeva, the remuneration payable to him shall be governed and paid in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, including any amendments thereto from time to time, and within such limits as prescribed thereunder, subject to compliance with applicable conditions specified in the said Schedule V.

RESOLVED FURTHER THAT any director or company secretary of the company be and is hereby authorized, severally, to sign, execute and file the required forms and documents with the Registrar of Companies, to exercise such powers, and to do all such acts, deeds, things and matters as may be required and considered necessary or incidental thereto and to comply with all other requirements in this regard.”

ITEM NO. 04: Approval of Payment of Remuneration for Mrs. Preeti Nitin Sachdeva (DIN: 05354561), Whole-time director of the company:

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

“RESOLVED THAT Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, on the recommendation of Nomination and Remuneration Committee and Board of Directors and the consent of the members of the company be and is hereby accorded for payment of remuneration to Mrs. Preeti Nitin Sachdeva (DIN: 05354561), Whole-time director of the company, up to INR 40 Lakhs p.a. as set out in the Explanatory Statement, for a period of three year.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year during the tenure of Mrs. Preeti Nitin Sachdeva, the remuneration payable to her shall be governed and paid in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, including any amendments thereto from time to time, and within such limits as prescribed thereunder, subject to compliance with applicable conditions specified in the said Schedule V.

RESOLVED FURTHER THAT any director or company secretary of the company be and is hereby authorized, severally, to sign, execute and file the required forms and documents with the Registrar of Companies, to exercise such powers, and to do all such acts, deeds, things and matters as may be required and considered necessary or incidental thereto and to comply with all other requirements in this regard.”

ITEM NO. 5: To increase the limit for advance any loan/give guarantee/provide security under Section 185 of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and based on the recommendation of the Board of Directors of the Company, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary(ies) and Step Down Subsidiary(ies) of the Company in which any of the Director of the Company is deemed to be interested, up to a sum not exceeding INR 50 Crores (Rupees Fifty Crores Only) to be utilized for the principal business activities of Subsidiary(ies) and Step Down Subsidiary(ies) of the company, outstanding at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT the powers be delegated to the Board of the Company and the Board is hereby authorised to negotiate, finalise agree the terms and conditions of the aforesaid loan/guarantee/security to Subsidiary(ies) and Step Down Subsidiary(ies) of the Company and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/documents/undertakings/agreements/papers/writings for giving effect to this Resolution”

By order of the Board

For DELAPLEX LIMITED

Sd/-

CS Manishraj Bhatt

Company Secretary cum Compliance Officer

Mem No: A63754

Date: 19.08.2026

Place: Nagpur

Explanatory Statement Under Section 102 of the Companies Act, 2013

As required under Section 102(1) of the Act, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 5 of the accompanying Notice:

ITEM NO. 3:

Mr. Nitin Sachdeva (DIN: 01627153) has been serving as the Managing Director of Delaplex Limited, the Indian entity of the Delaplex Group, and has played a crucial role in its growth, expansion, and overall business strategy. Given his vast industry experience, leadership capabilities, and valuable contribution to the Company, the Board of Directors at its meeting held on Tuesday, 18th August, 2026, has proposed to fix his remuneration at up to INR 140 Lakhs (Indian Rupees One Hundred Forty Lakhs Only) per annum, along with other perquisites and benefits, to Mr. Nitin Sachdeva (DIN: 01627153), Managing Director of the Company, for a period of 3 years, including in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, above the maximum limits as mentioned in Section 197 and Section II (A) of Part II of Schedule V to the Companies Act, 2013, in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

Therefore, the members of Company are requested to accord their consent for the payment of remuneration payable to Mr. Nitin Sachdeva, Managing Director, in case of inadequate profits or no profits, for a period of three years, up to INR 140 Lakhs (Indian Rupees One Hundred Forty Lakhs Only) per annum as mentioned under Item A of Section II of Part II of the Schedule V of the Companies Act, 2013.

Other than Mr. Nitin Sachdeva, Mrs. Preeti Nitin Sachdeva and Mr. Manish Iqbalchand Sachdeva none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Pursuant to the recommendations of Nomination and Remuneration Committee, your directors recommend the Resolution set out in Item No. 3 as Special Resolution for your approval.

Statement containing additional information as required in Schedule V of the Companies Act, 2013:

I. General Information:

1.	Nature of industry	Information Technology		
2.	Date or expected date of commencement of commercial production.	February 12, 2004, being the date of incorporation of the Company.		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable		
4.	Financial performance based on given indicators.	For the year ended 31.03.2026	INR in lakhs	
		Turnover (gross)	5,677.03	
		Profit after tax	944.55	
		Net worth	8,222.33	
5.	Foreign Investments or collaborations, if any.	DELAPLEX INC (Promotor & Shareholder)		

II. Information about the appointee:

1.	Background details	Mr. Nitin Sachdeva, aged about 50 years, is the Promoter and Managing Director of our company.
2.	Past remuneration	Salary up to INR 96,00,000/- per annum
3.	Recognition or awards	-

4.	Job profile and his suitability	As a Promoter Managing Director, he is responsible for formulating various strategies, providing guidance for its implementation and overall growth and development in the Company through his experience in this industry.
5.	Remuneration proposed	Remuneration: In consideration of performance of duties, the company shall pay to the Managing Director as under during the contention of his tenure: Salary: Up to INR 140 Lakhs (Indian Rupees One Hundred Forty Lakhs Only) per annum pursuant to provision and Schedule V of the Companies Act, 2013, and subject to such approval and with the authority of the Board and Board may vary/alter the remuneration in terms of Schedule V and other applicable provisions if any, of the Companies Act, 2013. Any subsequent increase in remuneration beyond the limits as stated herein shall be done by way of passing a special resolution in a general meeting of the members of the Company.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Considering the size of the Company's operation the proposed remuneration is well within the general industry trends.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	36,35,895 shares representing 39.91% of the total shareholding. Mr. Nitin Sachdeva as Managing Director of the Company has no other relationship with the Company, or relationship with the managerial personal, except: Mr. Nitin Sachdeva and Ms. Preeti Nitin Sachdeva are related to each other as Husband and Wife and Mr. Manish Iqbalchand Sachdeva is a brother.

III. Other Information:

1.	Reasons of loss or inadequate profits	The Company has not incurred loss
2.	Steps taken or proposed to be taken for improvement	With a focus on sustainable growth, the company is preparing to scale its operations across India while exploring opportunities in international markets.
3.	Expected increase in productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability may improve and would be comparable with the industry average.

ITEM NO. 4:

Mrs. Preeti Nitin Sachdeva (DIN: 05354561) has been serving as the Whole-time Director of Delaplex Limited, the Indian entity of the Delaplex Group, and has played a crucial role in its growth, expansion, and overall business strategy. Given her vast industry experience, leadership capabilities, and valuable contribution to the Company, the Board of Directors at its meeting held on Tuesday, 18th August, 2026, has proposed to fix her remuneration at up to INR 40 Lakhs (Indian Rupees Forty Lakhs Only) per annum, along with other perquisites and benefits, to Mrs. Preeti Nitin Sachdeva (DIN: 05354561), Whole-time Director of the Company, for a period of 3 years, including in the event of loss or inadequacy of profits in any financial year during the tenure of her appointment, above the maximum limits as mentioned in Section 197 and Section II (A) of Part II of Schedule V to the Companies Act, 2013, in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

Therefore, the members of Company are requested to accord their consent for the payment of remuneration payable to Mrs. Preeti Nitin Sachdeva, Whole-time director, in case of inadequate profits or no profits, for a period of three years, up to INR 40 Lakhs (Indian Rupees Forty Lakhs Only) per annum as mentioned under Item A of Section II of Part II of the Schedule V of the Companies Act, 2013.

Other than Mr. Nitin Sachdeva and Mrs. Preeti Nitin Sachdeva none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Pursuant to the recommendations of Nomination and Remuneration Committee, your directors recommend the Resolution set out in Item No. 4 as Special Resolution for your approval.

Statement containing additional information as required in Schedule V of the Companies Act, 2013:

I. General Information:

1.	Nature of industry	Information Technology		
2.	Date or expected date of commencement of commercial production.	February 12, 2004, being the date of incorporation of the Company.		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable		
4.	Financial performance based on given indicators.	For the year ended 31.03.2026	INR in lakhs	
		Turnover (gross)	5,677.03	
		Profit after tax	944.55	
		Net worth	8,222.33	
5.	Foreign Investments or collaborations, if any.	DELAPLEX INC (Foreign Holding Company of DELAPLEX LIMITED)		

II. Information about the appointee:

1.	Background details	Mrs. Preeti Nitin Sachdeva, aged about 49 years, is the Promoter and Whole Time Director of our company.
2.	Past remuneration	Salary up to INR 24,00,000/- per annum
3.	Recognition or awards	-

4.	Job profile and his suitability	As a Promoter and Whole Time Director, She is responsible for formulating various strategies, providing guidance for its implementation and overall growth and development in the Company through his experience in this industry.
5.	Remuneration proposed	Remuneration: In consideration of performance of duties, the company shall pay to the Whole Time Director as under during the contention of his tenure: Salary: Up to INR 40 Lakhs (Indian Rupees Forty Lakhs Only) per annum pursuant to provision and Schedule V of the Companies Act, 2013, and subject to such approval and with the authority of the Board and Board may vary/alter the remuneration in terms of Schedule V and other applicable provisions if any, of the Companies Act, 2013. Any subsequent increase in remuneration beyond the limits as stated herein shall be done by way of passing a special resolution in a general meeting of the members of the Company.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Considering the size of the Company's operation the proposed remuneration is well within the general industry trends.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	1 share representing 0 % of the total shareholding. Mrs. Preeti Nitin Sachdeva as Whole Time Director of the Company has no other relationship with the Company, or relationship with the managerial personal, except: Mr. Nitin Sachdeva and Mrs. Preeti Nitin Sachdeva are related to each other as Husband and Wife.

III. Other Information:

1.	Reasons of loss or inadequate profits	The Company has not incurred loss
2.	Steps taken or proposed to be taken for improvement	With a focus on sustainable growth, the company is preparing to scale its operations across India while exploring opportunities in international markets.
3.	Expected increase in productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability may improve and would be comparable with the industry average.

ITEM NO. 5

To carry on and develop the business of the Company through its subsidiaries, step-down subsidiaries, associates, joint ventures or other entities in India or abroad and, for the purpose of expansion and growth of such businesses, to provide financial, operational, managerial or other support, including loans, advances, investments, guarantees, securities or other assistance, to such entities in which any Director of the Company is deemed to be interested, for their capital expenditure, working capital, business operations and other legitimate requirements, subject to applicable laws.

In this context, the Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185(2) of the Companies Act, 2013 for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for their expansion / other capital expenditure and/or working capital requirements as may be required from time to time and other matters connected and incidental thereon for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such entities.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any. By order of the Board

For DELAPLEX LIMITED

Sd/-

CS Manishraj Bhatt

Company Secretary cum Compliance Officer

Mem No: A63754

Date: 18.08.2026

Place: Nagpur

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote instead of himself/herself. Such proxy/proxies need not to be a member of the company.
2. A person can act as proxy on behalf of members not exceeding (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
4. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution authority, as applicable.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney/Letter of Representation authorizing its representative to attend and vote on their behalf at the Annual General Meeting.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. During the 22nd AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act.

8. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

Dispatch of Annual Report Through Electronic Mode: In compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder, read with the Ministry of Corporate Affairs ('MCA') General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2025 dated September 19, 2025. (Collectively referred to as "MCA Circulars").

In accordance with the aforesaid MCA Circulars and Securities and Exchange Board ('SEBI') Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/133 dated October 3, 2025 (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report of the Company for the FY 2025-26 will be sent electronically to those Members whose e-mail addresses are registered with the Company/ National Securities Depository Limited ("NSDL") and Central Depositories Services (India) Limited ("CDSL") (collectively referred to as "Depositories"/"Dps")/Registrar & Transfer Agent ("Registrar"/"RTA"). Physical copy of the Notice along with accompanying documents will be sent to those Equity Shareholders who request for the same. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's <https://delaplex.in/investor-relation/> and websites of the Stock Exchanges, i.e., NSE Limited at <https://www.nseindia.com/>

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private

Limited for facilitating voting through electronic means, as the authorized agency. The facility for voting through Ballot/Polling Paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting by Ballot/Polling Paper. The Board has appointed **M/s Avinash Gandhewar & Associates, Practicing Company Secretaries, Nagpur**, as a Scrutinizer to scrutinize the process of e-voting.

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

11. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:

- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

- **For shares held in electronic form:** to their Depository Participants only and not to the Company's RTA. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on Wednesday 09th September 2026 from 9.00 A.M. to Friday 11th September 2026 till 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday, 05th September, 2026 may cast their vote electronically. The e-voting module shall be sable by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as

	recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.

	After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-48867000.

1. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password, please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.

- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

2. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote, select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING

(To be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Delaplex Limited. I hereby record my presence at the 22nd Annual General Meeting of the shareholders of Delaplex Limited held on Saturday, 12th September 2026 at 12:30 P.M at #4A, SKSS Layout, Hazari Pahad Ring Road, Nagpur 440013 (MH) India.

Reg. Folio No. / Client ID	
DP ID	
No. of Shares	

Name & Address of Member;

Signature of Shareholder/Proxy/Representative

(Please Specify)

Form No. MGT-11**PROXY FORM**

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

CIN	L72900MH2004PLC144498
Name of the Company	Delaplex Limited
Registered office	#554/31, Utkarsh Nagar, Near K.T. Nagar Katol Road, Nagpur, Maharashtra, India, 440013
Name of the member(s)	
Registered Address	
Email Id	
Folio No / Client ID	DP ID:

I /We, being the member(s) of _____ shares of the above-named company, hereby appoint

1.	Name			
	Address		Signature	
	Email Id			
	Or failing him			
2.	Name			
	Address		Signature	
	Email Id			
	Or failing him			

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 22nd Annual General Meeting of the Company to be held on Saturday, 12th September 2026 at 12:30 P.M at #4A, SKSS Layout, Hazari Pahad Ring Road, Nagpur, 440 013 (MH) India, and at any adjournment thereof in respect of such resolutions as are indicated below:

	For	Against
Ordinary Business:		
1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet for the year ended 31 st March, 2026, the Statement of Profit and Loss account for the year ended as on the said date, the Directors' Report and the Auditors' Report thereon.		
2. To re-appoint Mrs. Preeti Nitin Sachdeva, Whole-time director (DIN: 05354561) who retires by rotation and being eligible, offers herself for the re-appointment.		
Special Business:		
3. Approval of Payment of Remuneration for Mr. Nitin Sachdeva (DIN: 01627153), Managing Director of the company.		
4. Approval of Payment of Remuneration for Mrs. Preeti Nitin Sachdeva (DIN: 05354561), Whole-time director of the company.		
5. To increase the limit for advance any loan/give guarantee/provide security under Section 185 of the Companies Act, 2013.		

Signed this day of 2026.

Signature of shareholder: _____ Signature of Proxy holder(s): _____

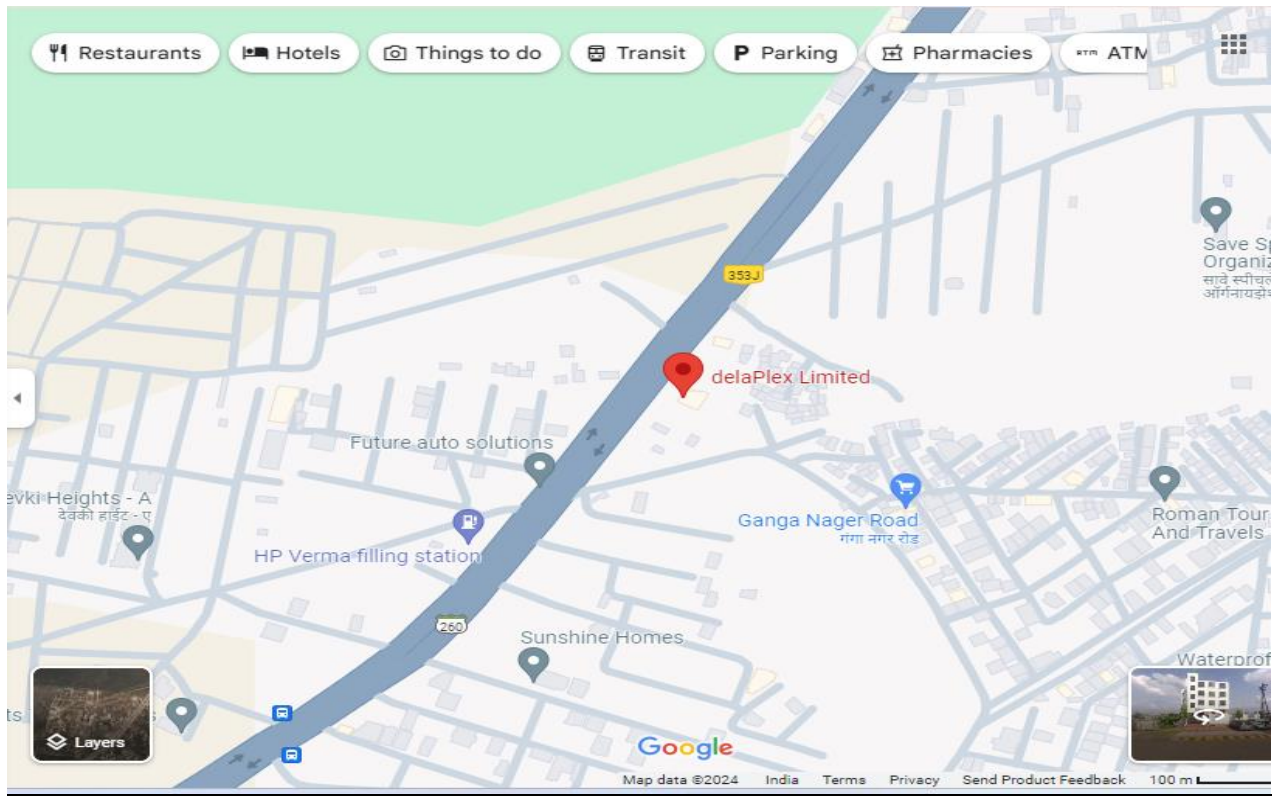
Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map

Address: #4A, SKSS Layout, Hazari Pahad Ring Road, Nagpur 440013 (MH) India

[https://www.google.com/maps/search/%234A,+SKSS+Layout,+Hazari+Pahad+Ring+Road,+Nagpur+440013+\(MH\)+India/@21.173389,78.955486,13z?entry=ttu&g_ep=EgoyMDI1MDcyOS4wIKXMDSoASAFQAw%3D%3D](https://www.google.com/maps/search/%234A,+SKSS+Layout,+Hazari+Pahad+Ring+Road,+Nagpur+440013+(MH)+India/@21.173389,78.955486,13z?entry=ttu&g_ep=EgoyMDI1MDcyOS4wIKXMDSoASAFQAw%3D%3D)



Directors' Report

To Members,

Delaplex Limited

Your directors have pleasure in presenting the 22nd Annual Report and the Company's Audited Financial Statements for the financial year ended on 31st March, 2026.

1. FINANCIAL RESULTS OF THE COMPANY:

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

(Amount in Lakhs)

Particulars	31/03/2026	31/03/2025	31/03/2026	31/03/2025
	Standalone		Consolidated	
Revenue from operations and Other Income	6238.16	5,906.70	7,307.25	7,010.15
Profit/Loss before Interest, Depreciation and Tax	1,338.47	1,418.40	1,711.88	1,596.34
Less: Finance Cost	14.49	2.45	14.58	3.64
Net Profit/Loss before Depreciation and Tax	1,323.98	1,415.95	1,697.30	1,592.70
Less: Depreciation and amortization for the year	60.02	32.27	62.53	35.67
Net Profit/Loss before exceptional and extraordinary items and tax	1,263.96	1,383.68	1,634.77	1,557.03
Less: Exceptional Items	0.00	0.00	0.00	0.00

Profit before extraordinary items and tax	1,263.96	1,383.68	1,634.77	1,557.03
Less: Extraordinary Items	0.00	0.00	0.00	0.00
Profit before tax	1,263.96	1,383.68	1,634.77	1,557.03
Less: Tax Expenses				
Current tax expense	313.47	339.06	330.75	339.12
Deferred tax Charge/(Credit)	5.95	10.98	12.92	3.89
Profit/Loss for the period from continuing operations	944.55	1,033.64	1291.10	1,214.02
Tax expense of discontinuing operations	0.00	0.00	0.00	0.00
Profit/Loss from discontinuing operations (after tax)	0.00	0.00	0.00	0.00
Minority Interest in P& L	-	-	(7.20)	6.32
Profit after Tax & Minority Interest for the Year	-	-	1283.90	1220.33
Profit/Loss transferred/adjusted to General Reserve	944.55	1,033.65	1283.90	1220.33
Basic earnings per equity share	10.37	11.35	14.17	13.33
Diluted earnings per equity share	10.37	11.35	14.17	13.33

2. STATE OF COMPANY'S AFFAIRS, RESULTS OF OPERATIONS AND FUTURE OUTLOOK: (Standalone and Consolidated)

STATE OF COMPANY'S AFFAIRS:

During the financial year ended 31st March 2026, the Company continued to operate in a stable business environment and demonstrated steady performance across its core operations. The Company's financial results reflect sustained business activity, disciplined execution, and continued investment in strengthening its operational capabilities.

On a standalone basis, the Company reported total revenue from operations and other income of ₹6,238.16 Lakhs, compared to ₹5,906.70 Lakhs in the previous year, registering healthy growth. This increase indicates improved operational momentum and sustained demand for the Company's products/services.

On a consolidated basis, revenue stood at ₹7,307.25 Lakhs, as against ₹7,010.15 Lakhs in the previous year. The consolidated figures reflect the combined performance of the Company and its subsidiaries/associates, indicating stable overall group-level operations despite external economic and industry-related challenges.

The overall financial position of the Company remains sound, supported by consistent operating income generation and continued focus on efficiency improvements. However, the year also witnessed an increase in certain cost heads, particularly depreciation and finance costs, which had a moderating impact on profitability.

RESULTS OF OPERATIONS:

During FY26, the Company continued to demonstrate a healthy and resilient business performance, supported by synergies across its group companies, expansion into local markets, development of new business lines, and continued focus on operational efficiency.

Total Income for FY26 stood at **₹7,307.25 Lakhs**, compared to **₹7,010.15 Lakhs** in FY25. The performance was supported by the synergies arising from Blueberry Systems and Celestia Crew, the launch of the Company's Hyderabad-based strategic consulting division, expansion in local markets, and the early gains from BSNL-related initiatives.

EBITDA for FY26 stood at **₹1,711.88 Lakhs**, compared to **₹1,596.34 Lakhs** in FY25. The Company continued to strengthen its operating performance through cost optimisation, cross-skilling and upskilling initiatives, a greater focus on high-margin AI-driven engagements, and the development of end-to-end solution offerings.

Profit After Tax (PAT) for FY26 stood at **₹1,283.90 Lakhs**, compared to **₹1,220.33 Lakhs** in FY25, reflecting the Company's continued focus on profitable and sustainable growth. During the year, the Company also expanded its sales efforts across the APAC region and continued to establish new business lines, creating a strong foundation for future growth.

Overall, FY26 was marked by continued business expansion, strengthening of group synergies, operational improvements, development of new capabilities, and expansion into emerging markets.

The Company remains focused on enhancing its service offerings, building high-value technology-led solutions, and creating sustainable long-term value for its stakeholders.

FUTURE OUTLOOK:

The Company remains focused on building a strong foundation for sustainable and long-term growth. Going forward, the Company intends to strengthen its market presence, expand its service offerings, enhance technological capabilities, and develop a skilled workforce.

KEY AREAS OF FOCUS INCLUDE:

Market Expansion: The Company plans to expand its presence across Europe, the Middle East and Africa, while strengthening its Pan-India presence through strategic initiatives and partnerships.

Talent Acquisition: The Company will continue to attract skilled professionals with expertise in product research, innovation, technology development, and emerging technologies to support its growth objectives.

Business Development: The Company aims to build on its recent business wins, including opportunities in the public sector, banking, technology, and other strategic verticals, while exploring new avenues for business growth.

Strengthening Market Reach: The Company will continue to enhance its brand visibility and market presence through participation in key industry events, strategic engagements, and development of strong customer relationships.

Innovation and Technology: Innovation will remain a key priority, with continued focus on AI-driven solutions and proprietary technology platforms, including Edge Computing and modern Data Center solutions, to deliver enhanced value to customers.

Sales Growth: The Company intends to strengthen its sales efforts across both domestic and international markets, with a focus on expanding its customer base and increasing business opportunities.

Employee Upskilling: The Company will continue to invest in employee development through AI/ML certifications, technical training, and skill enhancement initiatives, enabling its workforce to remain aligned with evolving technology and market requirements.

Overall, the Company is well positioned to pursue its growth strategy through a combination of market expansion, technology-led innovation, strategic business development, talent enhancement, and stronger customer engagement. The Company remains committed to creating sustainable value for its stakeholders while building capabilities for the opportunities emerging in the rapidly evolving technology landscape.

3. CHANGES IN THE NATURE OF BUSINESS, IF ANY;

The Company did not undergo any change in the nature of its business during fiscal 2026.

4. TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3)(J) OF THE COMPANIES ACT, 2013:

The Company has transferred an amount of ₹ 944.55 lakhs to the General Reserve during fiscal 2026.

5. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board of Directors comprises distinguished professionals of proven integrity and competence, who provide strategic direction, guidance and leadership to the Company.

As on March 31, 2026, the Board of Directors of the Company comprised of 5 (Five) Directors with an optimum balance of Executive and Non-Executive Directors, including 1 (One) Women Director. Of these, 3 (Three) Directors were Non-Executive Directors, 2 (two) of whom were Independent Directors.

Pursuant to the provisions of Section 149 of the Act, Manish Iqbalchand Sachdeva, Non-Executive Directors (“NED”), Himanshu Vishwambarlal Bajaj, Independent Director (“ID”) and Manish Tarachand Pande, Independent Director (“ID”) are the Non-Executive Directors of the Company as on March 31, 2026.

Pursuant to the provisions of Section 149(7) of the Act, the Independent Directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. The Board has taken on record the said declarations submitted by the Independent Directors after undertaking due assessment of the veracity of the same. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses, if any.

Pursuant to the provisions of Section 203 of the Act, Nitin Sachdeva, Managing Director (“MD”), Preeti Nitin Sachdeva, Whole Time Director (“WTD”), Deepak Jajoo, Chief Financial Officer and Manishraj Bhuwanchand Bhatt, Company Secretary and Compliance Officer are the Key Managerial Personnels (“KMPs”) of the Company as on March 31, 2026.

During the financial year under review, there was no change in the composition of the Board of Directors and Key Managerial Personnel (KMP) of the Company.

Preeti Nitin Sachdeva, Whole-time director (DIN: 05354561) retires by rotation and being eligible, offers herself for re-appointment. A resolution seeking Members' approval for her re-appointment along with other required details forms part of the Notice of this AGM

6. DISCLOSURE BY DIRECTORS:

The Directors on the Board have submitted notice of interest under Section 184(1) i.e., in Form MBP-1, intimation under Section 164(2) i.e., in Form DIR-8 and declaration as to compliance with the Code of Conduct of the Company.

7. CODE OF CONDUCT:

The Company has laid down a code of conduct for all Board members and Senior Management and Independent Directors of the Company.

All the Board members including Independent Directors and Senior Management Personnel have affirmed compliance with the code of conduct.

8. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

There have been no material changes and commitments, which affect the financial position of the Company, that have occurred between the end of the financial year to which the financial statements relate and the date of this report.

9. CONSOLIDATED FINANCIAL STATEMENT:

During the financial year 2025–26, the Company continued to strengthen its group structure and international footprint through its subsidiary framework. The Company has subsidiaries, including its overseas entity, through which it undertakes and manages part of its global operations.

In accordance with the provisions of Section 129 of the Companies Act, 2013 read with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has prepared its consolidated financial statements for the financial year 2025–26. These financial statements are in compliance with the applicable Indian Accounting Standards (Ind AS) prescribed under the Companies (Indian Accounting Standards) Rules, 2015. The audited consolidated financial statements, along with the Independent Auditor's Report thereon, form an integral part of this Annual Report.

In compliance with Section 136 of the Act, the financial statements of the subsidiary companies are available for inspection by the Members at the Registered Office of the Company during business hours up to the date of the Annual General Meeting. A copy of such financial statements may also be obtained by any Member upon written request to the Company. The aforesaid documents are also accessible on the Company's website at the designated web link.

10. SUBSIDIARIES ASSOCIATES AND JOINT VENTURE OF THE COMPANY:

As on March 31, 2026, the Company had 3 subsidiaries with 2 direct subsidiaries and 1 step-down subsidiaries. Further, there are no associates or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("the Act").

During the year under review pursuant to Section 129(3) of the Act, a statement containing the salient features of the financial statements of the Company's subsidiaries, are provided in **Form AOC-1, attached as Annexure-I** to this Report. Further, there are no associates or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("the Act")

11. DIVIDEND:

Your directors wish to inform that no dividend has been declared or paid by the Company during the financial year 2025–26.

After considering the financial position of the Company, ongoing business requirements, and the need to conserve resources for future growth and expansion, the Board of Directors has decided not to recommend any dividend for the financial year ended 31st March, 2026.

The Board remains committed to adopting a prudent capital allocation strategy aimed at strengthening the Company's financial position and supporting its long-term growth objectives, while ensuring sustainable value creation for its shareholders.

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

During the financial year 2025–26, an amount of ₹70,499/- (Rupees Seventy Thousand Four Hundred and Ninety-Nine Only) remained unpaid and unclaimed in respect of dividend declared by the Company. Accordingly, the provisions relating to transfer of unpaid or unclaimed dividend to the Investor Education and Protection Fund (IEPF) under Section 125 of the Companies Act, 2013, and the rules made thereunder, shall be complied with within the prescribed time and manner.

The Company is taking necessary steps to ensure compliance with the applicable provisions relating to transfer of unpaid or unclaimed dividend to the IEPF.

13. BOARD COMMITTEES:

The Board has constituted Four main Committees, viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility and Governance Committee. the detailed terms of reference of the Committee are available on the website of the Company at <https://delaplex.in/committee-board/>. The recommendations of the Committees are submitted to the Board for approval. During the year, all the recommendations of the Committees were accepted by the Board.

Mr. Manishraj Bhuwanchand Bhatt, Company Secretary and Compliance Officer of the Company, is the Secretary to all the Committees constituted by the Board.

Procedure at Committee Meetings

The guidelines applicable to the meetings of the Board of Directors are also followed for meetings of the Committees of the Board. The composition and terms of reference of all Committees are in compliance with the provisions of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Each Committee is empowered to seek the assistance of external experts, advisors, and legal counsels, wherever considered necessary, to effectively discharge its responsibilities. This enables the Committees to make informed and well-considered decisions in the best interest of the Company.

The minutes of Committee meetings are duly recorded and circulated to the respective Committee members for their review and confirmation. Thereafter, the minutes are also placed before the Board of Directors for their information and noting.

A. Audit Committee:

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee of the Board was duly constituted and is in compliance with the applicable statutory requirements as on 31st March, 2026.

The details of the Audit Committee are available on the Company's website at <https://delaplex.in/committee-board/>. The composition of the Committee as on 31st March, 2026 is as under:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Manish Tarachand Pande	Non-Executive Independent Director	Chairman
Mr. Himanshu V Bajaj	Non-Executive Independent Director	Member
Mr. Nitin Sachdeva	Chairman & Managing Director	Member

All recommendations made by the Audit Committee during the year were duly reviewed and accepted by the Board of Directors.

B. Nomination and Remuneration Committee:

Pursuant to the provisions of Section 178(1) of the Act and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee of the Board was duly constituted and is in compliance with the applicable statutory requirements as on 31st March, 2026.

The details of the Nomination and Remuneration are available on the Company's website at <https://delaplex.in/committee-board/>. The composition of the Committee as on 31st March, 2026 is as under:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Himanshu V Bajaj	Non-Executive Independent Director	Chairman
Mr. Manish Tarachand Pande	Non-Executive Independent Director	Member
Mr. Manish Iqbalchand Sachdeva	Non-Executive Director	Member

All recommendations made by the Nomination and Remuneration during the year were duly reviewed and accepted by the Board of Directors.

C. Stakeholder Relationship Committee:

Pursuant to the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Stakeholders' Relationship Committee has been duly constituted with the primary objective of addressing and redressing the grievances of shareholders and investors, if any.

The Committee specifically focuses on matters relating to transfer and transmission of shares, dematerialisation of shares, loss of share certificates, non-receipt of annual reports, dividend warrants, and other related investor services.

The Stakeholders' Relationship Committee also reviews and reports to the Board on a quarterly basis regarding the status of investor complaints and the measures taken for their resolution.

The details of the Stakeholders' Relationship Committee are available on the Company's website at <https://delaplex.in/committee-board/>. The composition of the Committee as on 31st March, 2026 is as under:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Himanshu V Bajaj	Non-Executive Independent Director	Chairman
Mr. Manish Iqbalchand Sachdeva	Non-Executive Director	Member
Mr. Nitin Sachdeva	Chairman & Managing Director	Member

All recommendations made by the Stakeholders' Relationship Committee during the year were duly reviewed and accepted by the Board of Directors.

D. Corporate Social Responsibility Committee

Pursuant to the provisions of Section 135 of the Companies Act, 2013 and the applicable rules made thereunder, the Corporate Social Responsibility (CSR) Committee of the Board was duly constituted and is in compliance with the applicable statutory requirements as on 31st March, 2026.

The details of the CSR Committee are available on the Company's website at <https://delaplex.in/committee-board/>. The composition of the Committee as on 31st March, 2026 is as under:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Nitin Sachdeva	Managing Director	Chairman
Mr. Manish Iqbalchand Sachdeva	Non-Executive Director	Member
Mr. Manish Tarachand Pande	Non-Executive Independent Director	Member

The Committee met two times during the year. The brief outline of the corporate social responsibility (CSR) policy of the Company is available on the website of the Company at <https://delaplex.in/corporate-policies/>.

14. BOARD EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations. The criteria is broadly based on the Guidance Note on Board Evaluation issued by the SEBI.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and Chairman of the Company was evaluated, taking into account the views of Executive and Non-Executive Directors.

The Board and the Nomination and Remuneration Committee (“NRC”) reviewed the performance of individual directors on the basis of criteria such as contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

At the Board meeting that followed the meeting of the Independent Directors and meeting of NRC, the performance of the Board, its committees and individual directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board.

The overall outcome of the Board evaluation process was positive and the Directors expressed satisfaction with the performance and effectiveness of the Board, its Committees and Individual Directors.

15. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return in e-form MGT-7 for FY 2025-26 is available on Company’s website at URL <https://delaplex.in/annual-returns/>.

16. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for Employees, Directors and Stakeholders in conformation with the provisions of Section 177(9) of the Act and Regulation 22 of SEBI Listing Regulations, to report genuine concerns about unethical behaviour and to ensure strict compliance with ethical and legal standards across the Company

The Vigil Mechanism/ Whistle Blower Policy may be accessed on the Company’s website at <https://delaplex.in/corporate-policies/>.

17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

All contracts/ arrangements/ transactions entered by the Company during F.Y. 2025-26 with related parties were on an arm's length basis and in the ordinary course of business. There were material Related Party Transactions (RPTs) undertaken by the Company during the year, which required the approval of the Shareholders under Section 188 of the Act, and such approval was duly obtained.

All the transactions were in compliance with the applicable provisions of the Act. Given that the Company has reported the transactions in pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 and the same has been provided in **Annexure-II**.

During F.Y. 2025-26, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company other than sitting fees, commission and reimbursement of expenses, as applicable.

The Company formulated a policy on Related Party Transactions (RPTs) in accordance with the Act including any amendments thereto for identifying, reviewing approving and monitoring of RPTs. The said policy is available on the Company's website URL <https://delaplex.in/corporate-policies/>.

18. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3) (m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, do not apply to the Company. Accordingly, these particulars have not been provided.

During the year under review,

Foreign Exchange Expenditure	INR 131.81 Lakhs
Foreign Exchange Earnings	INR 5459.32 Lakhs

Note: Amount consider on actual receipt/payment basis; foreign exchange gain/loss excluded & Credit card Transaction not included

19. AUDITORS:

a. Statutory Auditors:

M/s Jodh Joshi & Co., Chartered Accountants Nagpur (FRN. 104317W) were appointed as Statutory Auditors of the Company at AGM held on 30th September, 2023 and they shall be holding their office till the conclusion of AGM relevant to Financial Year 2027-28.

There is no requirement for ratification of auditors in this Annual General Meeting as per the provision of Section 139 of the Companies Act, 2013 as amended.

The notes to accounts referred to in the Auditors' Report are self-explanatory and therefore, do not call for any further comments.

b. Secretarial Auditor:

During the year under review, the Members approved the appointment of M/s Avinash Gandhewar & Associates, Practising Company Secretaries (Peer Review Certificate No: 2718/2022) as the Secretarial Auditors of the Company, to hold office for a term of one year up to FY 2027.

The Secretarial Audit Report as required under section 204 of the Companies Act, 2013 and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in the Form MR-3 is annexed herewith for your kind perusal and information as **Annexure-III**.

c. Cost Records and Cost Auditors:

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act are not applicable for the business activities carried out by the Company

20. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND SECRETARIAL AUDITORS IN THEIR REPORTS:

The Statutory Auditor's report and the Secretarial Audit report do not contain any qualifications, reservations, adverse remarks or disclaimer. Secretarial Audit report, i.e., Form No. MR-3 is attached to this Report as **Annexure III**. During the year under review, the Statutory Auditors and Secretarial Auditors of the Company have not reported any fraud to the Audit Committee committed by its officers or employees as specified under Section 143(12) of the Act.

21. REMUNERATION POLICY:

The Company's policy on the appointment and remuneration of Directors and Key Managerial Personnel provides a framework based on which our human resources management aligns their recruitment plans for the strategic growth of Company and the same is available on the Company's website URL <https://delaplex.in/corporate-policies/>.

22. REPORTING OF FRAUD BY AUDITOR:

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the audit committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

23. LOANS, GUARANTEES AND INVESTMENTS:

Loans, guarantees and investments covered under Section 186 of the Act have been disclosed in the financial statements, which forms part of this Integrated Annual Report. During FY 2025-26, the Company has not given guarantee to any of its subsidiaries, joint ventures, associates companies and other body corporates and persons.

As per Section 186 of the Act, the details of Loans, Guarantees or Investments made during FY 2025-26 are given below:

Name of Companies	Nature of Transactions	Amt in Lakhs	
		Loans	Investments
Celestia Crew Consultancy Private Limited	Acquisition of shares	0.00	0.77
	Inter-Corporate debt	60.00	0.00
Delaplex Software Limited	Investment	0.00	19.71
	Inter-Corporate debt	1198.63	0.00

24. DEPOSITS:

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

Accordingly, disclosing the details of deposits which are not in compliance with the requirements of Chapter V of the Act is not applicable.

25. DISCLOSURES UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 [“POSH ACT”]:

The Company is committed to providing a safe, inclusive, and respectful workplace for all its employees and follows a zero-tolerance approach towards any form of sexual harassment. The Company endeavours to uphold the safety, dignity, and well-being of every individual associated with it and ensures a work environment free from discrimination and harassment.

In accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“POSH Act”) and other applicable laws, the Company has implemented a comprehensive Policy on Prevention of Sexual Harassment at Workplace. The Policy provides a framework for prevention, prohibition, and redressal of complaints relating to sexual harassment and establishes appropriate mechanisms for addressing such matters with fairness, sensitivity, and confidentiality.

All complaints received under the Policy are dealt with in a fair, impartial, and confidential manner, ensuring protection of the privacy and reputation of all concerned parties. Based on the outcome of the inquiry, appropriate corrective and disciplinary actions are taken, wherever warranted, in accordance with the provisions of the Policy and applicable laws.

The Company continues to promote awareness and prevention through regular employee training programmes, induction sessions for new employees, awareness initiatives, and periodic communications to reinforce expected standards of professional conduct.

During the financial year 2025-26, the Company did not receive any complaints relating to sexual harassment.

The Company remains committed to continuously strengthening its practices and initiatives to ensure a safe, equitable, and harassment-free workplace for all employees, trainees, associates, and other stakeholders.

26. MANAGERIAL REMUNERATION:

The Company has paid managerial remuneration during the financial year 2025-26 and the details of the same are disclosed in Management Discussion and Analysis Report (MDAR) as **Annexure-IV**.

27. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:

The Company had **5 (Five)** Board meetings during the financial year under review. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

Further, the Directors state that the applicable secretarial standard i.e., SS-1 relating to 'Meeting of the Board of Directors' has been duly followed by the Company.

Sr. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1	30.05.2025	5	5	100%
2	24.06.2025	5	5	100%
3	02.08.2025	5	3	60%
4	14.11.2025	5	5	100%
5	02.01.2026	5	4	80%

28. GENERAL MEETING:

The Company had **1 (One)** General meetings during the financial year under review.

The Directors state that the applicable secretarial standard i.e., SS-2, relating to 'General Meeting', has been duly followed by the Company.

Sr. No.	Type of Meeting	Date of Meeting
1	Annual General Meeting	30.08.2025

29. SIGNIFICANT AND MATERIAL ORDERS:

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

30. DETAILED REASON OR REPORT ON REVISION OF FINANCIAL STATEMENTS:

The Company confirms that during the financial year under review, there was no instance of revision or restatement of the financial statements. Accordingly, the provisions relating to revision of financial statements as prescribed under Section 131 of the Companies Act, 2013 read with the applicable rules thereunder are not applicable to the Company.

31. CORPORATE SOCIAL RESPONSIBILITY:

The Company's CSR initiatives and activities are aligned to the requirements of Section 135 of the Act.

The Annual Report on CSR activities for the year under review is set out in **Annexure V** of this Report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The CSR Policy is available on the Company's website at <https://delaplex.in/corporate-policies/>.

The brief outline of the Corporate Social Responsibility ('CSR') Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year in the format prescribed in the Companies ('CSR Policy') Rules, 2014 are set out in **Annexure V** of this Report.

32. PARTICULARS OF EMPLOYEE:

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to the Report as **Annexure-VI** forming part of this report.

33. SHARES:

i. Issue of shares or other convertible securities:

During the year, The Company has **not** issued any shares during the year under review.

ii. Issue of equity shares with differential rights:

The Company has **not** issued any equity shares with differential rights during the year under review.

iii. Issue of sweat equity shares:

The Company has **not** issued any sweat equity shares during the year under review.

iv. Details of employee stock options:

Presently, the Company has the Delaplex Employees Stock Option Scheme, 2024, and there has been no material change in the subsisting DESOS, 2024 Scheme during the financial year.

During the Financial Year 2024-25, the Company has received an in-principal approval for maximum listing of 4,55,500 stock options under the Delaplex Employees Stock Option Scheme, 2024. On 1st April 2025 the company has Granted 131800 stock options to eligible employees. No stock options vested or were exercised during the year, and accordingly, no equity shares were allotted pursuant to the exercise of stock options.

The disclosures required under Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are provided in **Annexure VII**, which forms an integral part of this Annual Report.

v. Shares held in Trust for the benefit of employees where the voting rights are not exercised directly by the employees:

The Company does not hold any shares in trust for the benefit of employees where the voting rights are not exercised directly by the employees during the year under review.

vi. Issue of Debentures, Bonds or Any Non-Convertible Securities:

The Company has not issued any debentures, bonds or any non-convertible securities during the year under review.

vii. Issue of Warrants:

The Company has not issued any warrants during the year under review.

34. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company's internal control systems are commensurate with the nature of its business, the size and complexity of its operations and such internal financial controls with reference to the financial statements are adequate.

The details in respect of internal financial controls and its adequacy are included in the Management Discussion and Analysis, which forms part of this Report.

35. MAINTENANCE OF COST RECORDS:

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

36. CORPORATE GOVERNANCE:

As a good corporate governance practice the Company has generally complied with the corporate governance requirements. Our disclosures seek to attain the best practices in corporate governance. We also endeavour to enhance long-term shareholder value and respect minority rights in all our business decisions.

As our company has been listed on NSE Emerge Platform on NSE Limited, therefore by virtue of Regulation 15 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the compliance with the corporate Governance provisions as specified in regulation 17 to 27 and Clause (b) to (i) of sub regulation (2) of Regulation 46 and Para C, D and E of schedule V are not applicable to the company.

Hence, corporate governance report does not form a part of this Board Report, though we are committed towards best corporate governance practices.

37. DIRECTORS RESPONSIBILITY STATEMENT:

In pursuance of Section 134(3)(c) read with 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

- a. in the preparation of the annual financial statements for the year ended March 31, 2026, the applicable accounting standards have been followed with no material departures;
- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2026 and of the profit and loss of the Company for the year ended on that date;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual financial statements on a going concern basis;
- e. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

38. RISK MANAGEMENT:

The Company's Risk Management framework is designed to support the achievement of its long-term vision, strategic objectives and sustainable value creation for all stakeholders. The framework enables the identification, assessment, monitoring and mitigation of risks that may impact the Company's operations, financial performance, reputation and growth prospects.

The Board of Directors has overall responsibility for overseeing the Company's risk management process and ensuring that an effective risk governance structure is in place. The Risk Management Committee, together with the senior management team, periodically reviews the risk landscape, including emerging risks arising from changes in the economic environment, regulatory developments, technology disruptions, cybersecurity threats, geopolitical uncertainties, climate-related factors and evolving stakeholder expectations.

The Company follows an integrated enterprise risk management approach that is aligned with its corporate strategy and operational objectives. Risks are identified and evaluated across various business functions and are prioritized based on their potential impact and likelihood. Appropriate

mitigation plans, internal controls and monitoring mechanisms are implemented to manage these risks within the Company's defined risk appetite.

During FY 2025-26, the Company continued to strengthen its risk management capabilities through enhanced governance practices, periodic risk assessments, business continuity planning, cybersecurity preparedness, compliance monitoring and internal control reviews. The management regularly reports key risk indicators, mitigation measures and emerging risk trends to the Board and its Committees for review and guidance.

The Company believes that effective risk management is fundamental to building resilience and sustaining long-term growth. Based on the assessment carried out during the year and the mitigation measures implemented, the Board is of the opinion that there are no material risks that may threaten the existence of the Company or materially impact its ability to achieve its strategic objectives.

The Risk Management Policy and framework are reviewed periodically to ensure their continued relevance, effectiveness and alignment with the evolving business environment and regulatory requirements.

39. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

In terms of the provisions of Regulation 34 and schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Management's discussion and analysis report is annexed in **Annexure-IV**.

40. WEBSITE:

The Company is maintaining its functional website and the website contains basic as well as investor related information. The link of website is <https://delaplex.in/>.

41. CHANGE IN THE REGISTERED OFFICE OF THE COMPANY:

There was no change in the registered office of the company during the financial year 2025-2026.

42. MATERNITY BENEFIT PROVIDED BY THE COMPANY UNDER MATERNITY BENEFIT ACT 1961:

The Company declares that it has duly complied with the provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the statutory benefits prescribed under the Act, including paid maternity leave, continuity of salary and service during the leave period, and post-maternity support such as nursing breaks and flexible return-to-work options, as applicable. The Company remains committed to fostering an inclusive and supportive work environment that upholds the rights and welfare of its women employees in accordance with applicable laws.

43. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016:

During the financial year under review, there were no application against the Company has been filed or is pending under the Insolvency and Bankruptcy Code, 2016.

44. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:

During the financial year under review, there were no one time settlement of Loans taken from Banks and Financial institutions.

45. CAPITAL STRUCTURE:

During the year under consideration, the Company has not changed its capital structure and the authorized and paid-up share capital as on 31st March 2026 stands as follow:

The Authorized Share Capital of the Company is Rs. 10,00,00,000.00 (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each.

During the F.Y. 2025-2026, the Paid-up Share capital of the Company stands as Rs. 9,11,00,000.00 (Rupees Nine Crores Eleven Lakhs Only) divided into 9110000 (Ninety-One Lakhs Ten Thousand) Equity Shares of Rs. 10/- each.

46. AUDIT TRAIL APPLICABILITY (AUDIT AND AUDITORS) RULES 2014 - RULE 11 OF THE COMPANIES ACT 2013:

The Company has maintained its books of account for the financial year ended March 31, 2026 using accounting software(s) having the feature of recording audit trail (edit log) facility. The said audit trail feature has been enabled and operated throughout the year for all relevant transactions recorded in the software(s). Further, there were no instances identified where the audit trail feature was tampered with during the course of audit.

The Company has complied with the requirements of Rule 3(1) of the Companies (Accounts) Rules, 2014, as applicable from April 1, 2025, and the provisions of Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 relating to the preservation of audit trail records as per the statutory requirements.

47. APPOINTMENT OF DESIGNATED PERSON (MANAGEMENT AND ADMINISTRATION) RULES 2014 - RULE 9 OF THE COMPANIES ACT 2013:

In accordance with Rule 9 of the Appointment of Designated Person (Management and Administration) Rules 2014, it is essential for the company to designate a responsible individual for ensuring compliance with statutory obligations.

The company has proposed and appointed a Designated person in a Board meeting and the same has been reported in Annual Return of the company.

48. FRAUD REPORTING:

During the Financial Year 2025-26, there have been no instances of frauds reported by the Auditors under Section 143(12) of the Companies Act, 2013 and the Rules framed thereunder, either to the Company or to the Central Government.

49. COMPLIANCE WITH SECRETARIAL STANDARD:

The Company has Complied with the applicable Secretarial Standards (as amended from time to time) on meetings of the Board of Directors issued by The Institute of Company Secretaries of India and approved by Central Government under section 118(10) of the Companies Act, 2013.

ACKNOWLEDGEMENT:

Your directors place on records their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your directors also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

Date: 18.08.2026

	Sd/-	Sd/-
Name	Nitin Sachdeva	Preeti Nitin Sachdeva
Designation	Managing Director	Whole-time Director
DIN	01627153	05354561

Annexure I

Form AOC- 1

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

Part A Subsidiaries

(Amount in Lakhs)

Name of the subsidiary	Celestia Crew Consultancy Private Limited	Delaplex Software Limited (United Kingdom)
The date since when subsidiary was acquired/Incorporated	2nd May 2024	13th April 2024
Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	N/A	N/A
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	N/A	Reporting Currency : GBP Foreign Exchange Rate for Balance Sheet Purpose : INR 125.6347 per GBP as on date of Balance Sheet & For Profit & Loss : INR 118.4359 per GBP for average exchange rate
Share capital	INR 1	INR 0.11
Reserves and surplus	INR 3.01	- INR 38.12
Total assets	INR 79.29	INR 1571.82

Total Liabilities	INR 75.28	INR 1609.84
Investments	INR 32.96	INR 465.70
Turnover	INR 202.47	INR 149.02
Profit before taxation	INR 32.09	INR 12.48
Provision for taxation	INR 8.08	-
Profit after taxation	INR 24.01	INR 12.48
Proposed Dividend	N/A	N/A
Extent of shareholding (in percentage)	70%	100%

Part B-Associates and Joint Ventures

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

Name of Associates or Joint Ventures	-	-	-	-		-	-	-
Latest audited Balance Sheet Date	-	-	-	-		-	-	-
Date on which the Associate or Joint Venture was associated or acquired	-	-	-	-		-	-	-
Shares of Associate or Joint Ventures held by the company on the year end	-	-	-	-		-	-	-
No.	-	-	-	-		-	-	-
Amount of Investment in Associates or Joint Venture	-	-	-	-		-	-	-
Extent of Holding (in percentage)	-	-	-	-		-	-	-
Description of how there is significant influence	-	-	-	-		-	-	-
Reason why the associate/Joint venture is not consolidated	-	-	-	-		-	-	-

Net worth attributable to shareholding as per latest audited Balance Sheet	-	-	-	-		-	-	-
Profit or Loss for the year	-	-	-	-		-	-	-
i. Considered in Consolidation	-	-	-	-		-	-	-
ii. Not Considered in Consolidation								

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

Date: 18.08.2026

Sd/-

Sd/-

Name

Nitin Sachdeva

Preeti Nitin Sachdeva

Designation

Managing Director

Whole-time Director

DIN

01627153

05354561

ANNEXURE - II

FORM NO. AOC -2

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

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

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

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

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

Name (s) of the related party & nature of relationship	Nature of Contract/arrangements/transaction	Duration of Contracts/arrangements/transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board, if any:	Amount paid as advances, if any: (in rupees)
Nitin Sachdeva (Managing Director)	a.Rent b.Salary c.Reimbursement of Expenses	Ongoing	N.A	-	-
Manish Sachdeva (Non-executive Director)	Rent	Ongoing	N.A	-	-
Preeti Sachdeva (Whole time Director)	Salary	Ongoing	N.A	-	-
Nitin Sachdeva HUF	Facilities Charges	Ongoing	N.A	-	-
Delastream Solutions Private Limited (Sister Concern)	Software Purchase	Ongoing	N.A	-	-
Delaplex Software Limited, United Kingdom (Wholly owned	a. Interest Income b. Loan	Ongoing	N.A	-	-

Subsidiary)					
Celestia Crew Consultancy Private Limited (Subsidiary)	a. Interest Income b. Professional Fees c. Loan	Ongoing	N.A	-	-
Blueberry Systems Limited (Step Down Subsidiary)	Sale of Goods & Services	Ongoing	N.A	-	-
Delaplex INC (Sister Concern)	Sale of Goods & Services	Ongoing	N.A	-	-
Xperity LLC (Sister Concern)	Sale of Goods & Services	Ongoing	N.A	-	-

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

Date: 18.08.2026

Sd/-

Sd/-

Name

Nitin Sachdeva

Preeti Nitin Sachdeva

Designation

Managing Director

Whole-time Director

DIN

01627153

05354561

ANNEXURE- III

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 Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,
The Members of
Delaplex Limited
#554/31, Utkarsh Nagar, Near K.T. Nagar Katol Road,
Nagpur, Maharashtra, India, 440013.

I have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by “Delaplex Limited” hereinafter called as company, secretarial audit was conducted in a manner that provide 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, paper, minutes, forms and returns and other records maintained by the Company and also the information provided by its officer, agents and authorized representative during the conduct of secretarial audit, I hereby report that in my opinion, the company has during the audit period covering the financial year ended on 31st March, 2026 complied with the statutory provisions listed thereunder 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 thereunder:

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and Regulations and by-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Share and Takeover) Regulation, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018; **(Not applicable to the Company during the audit period)**
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - e) The Securities and Exchange board of India (Issue and Listing of Debt Securities) Regulation, 2008; **(Not applicable to the Company during the audit period)**
 - f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, and dealing with the Client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Share) Regulations, 2021; **(Not applicable to the Company during the audit period)**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(vi) We further report that, with regard to the compliance system prevailing in the Company and on the examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has generally complied with the following laws applicable specifically to the Company:

- a) Information Technology Act, 2000 and the rules made thereunder;
- b) Software Technology Parks of India rules and regulations

As per the information provided by management, the Company has complied with all other laws as specifically applicable to it.

I have also examined the compliance with the applicable clause of following;

- I. Secretarial Standards issued by The Institute of Company Secretaries of India.
- II. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder (“Listing Regulations”).

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

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the audit period no changes took place in the composition of the Board of Directors.
- Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

I further report that during the audit period, no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

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

I further report that during the audit period there were no instances occurred which had bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards etc.

For M/s Avinash Gandhewar & Associates

Practicing Company Secretaries

Peer Review Certificate No: 2718/2022

Sd/-

CS Avinash Gandhewar

Proprietor

FCS. No: 11197

CP No: 16490

UDIN: F011197H000634754

Date: 16.06.2026

Place: Nagpur

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

“ANNEXURE A”**(To The Secretarial Audit Report)**

To,

The Members of

Delaplex Limited

#554/31, Utkarsh Nagar, Near K.T. Nagar Katol Road,

Nagpur, Maharashtra, India, 440013.

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

Management’s Responsibility:

1. Maintenance of Secretarial records is the responsibility of management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.

Auditor’s Responsibility:

3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. My examination was limited to the verification of procedures on test basis.

Disclaimer

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

For M/s Avinash Gandhewar & Associates

Practicing Company Secretaries

Peer Review Certificate No: 2718/2022

Sd/-

CS Avinash Gandhewar

Proprietor

FCS. No:11197

CP No:16490

UDIN: F011197H000634754

Date: 16.06.2026

Place: Nagpur

ANNEXURE – IV

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. INDUSTRY AND MARKET OVERVIEW

The global technology services industry continued to evolve rapidly during FY 2025-26, shaped by the convergence of Artificial Intelligence (AI), cloud computing, data engineering, automation, cybersecurity and digital transformation. Enterprises across industries increasingly viewed technology not merely as an enabler of operations, but as a strategic lever for productivity, resilience, customer experience and business growth.

The technology spending environment remained selective, with enterprises placing greater emphasis on measurable business outcomes, productivity improvement, cost optimisation and faster return on technology investments. At the same time, the adoption of AI progressed from experimentation towards broader deployment, increasing demand for solutions that combine strong data foundations, cloud capabilities, application modernisation and intelligent automation.

The continued adoption of cloud-native architectures, enterprise applications, data analytics and intelligent automation is also creating opportunities for specialised technology companies that can combine domain knowledge with technology expertise. The increasing deployment of connected systems and distributed computing is further expanding the opportunity landscape for edge computing and digital infrastructure.

Within India, the continued development of digital infrastructure, technology-led public initiatives and enterprise digitisation is supporting a favourable environment for technology service providers. Across global markets, customers are increasingly seeking partners capable of delivering integrated, outcome-oriented solutions rather than fragmented technology services.

These structural trends are aligned with Delaplex's strategy of combining technology expertise, domain capabilities and a global delivery model to address evolving customer requirements.

2. DELAPLEX – BUSINESS OVERVIEW

Delaplex Limited is a technology-driven enterprise engaged in software development, technology consulting, supply chain consulting and technology innovation services. The Company enables enterprises to modernise technology environments, improve operational efficiency and accelerate digital transformation.

The Company's service portfolio spans custom software development, cloud and digital transformation, Artificial Intelligence and Machine Learning, data analytics, enterprise application development, automation, supply chain optimisation and technology consulting.

Delaplex operates across India, Europe and North America and serves customers across a range of industries, including healthcare, retail, logistics, finance, manufacturing and other technology-intensive sectors.

The Company follows a flexible global delivery model that combines onsite and offshore capabilities across its delivery centres. This model enables Delaplex to leverage global talent, optimise delivery costs, execute projects across time zones and provide customers with scalable delivery capabilities.

During FY 2025-26, Delaplex continued to strengthen its business platform through a combination of organic capability building, geographical expansion, acquisitions, strategic partnerships and investments in new technology-led business opportunities.

3. STRATEGIC AND BUSINESS DEVELOPMENTS

FY 2025-26 represented an important phase in Delaplex's evolution, with the Company continuing to expand beyond its established technology services business into higher value solutioning and digital infrastructure opportunities.

Expansion of Edge Computing and Micro Data Centre Capabilities

The Company continued to build its presence in digital infrastructure and edge computing through its strategic association with BSNL. The initiative provides Delaplex with an opportunity to participate in the development and deployment of Edge Micro Data Centre solutions and address the growing need for distributed computing infrastructure.

The initiative progressed during the year, including the development of micro data centre operations in Hyderabad and advancement of engagements with PSUs and enterprise customers. The Company intends to leverage these capabilities to create integrated infrastructure, data and technology solutions for enterprise and government customers.

Blueberry Systems – International Expansion and Integration

The integration of Blueberry Systems Limited, United Kingdom, into Delaplex Software Limited strengthened the Company's presence in the UK and European markets.

The acquisition has expanded the Group's geographic footprint while providing access to additional technology capabilities, including AI-enabled low-code platforms. The integration is also expected to support greater cross-selling, operational collaboration, capability sharing and customer acquisition across international markets.

Blueberry therefore represents both a geographical expansion opportunity and a strategic capability enhancement for the Group.

Celestia Crew Consultancy

Celestia Crew Consultancy strengthens Delaplex's capabilities in Workforce Management (WFM), Human Resource Management Systems (HRMS) and enterprise consulting.

The business complements the Company's existing technology and supply chain capabilities and creates opportunities to provide more integrated solutions to customers. During the year, the business continued to contribute to the Group's performance and made progress in developing direct customer relationships.

Consulting and New Business Capabilities

The Company's Hyderabad-based strategic consulting division continued to support the expansion of its consulting and technology solutioning capabilities. The focus remains on combining domain expertise with technology capabilities to address complex enterprise requirements and create higher-value customer engagements.

4. INDUSTRIAL STRUCTURE AND BUSINESS LANDSCAPE

The technology services industry remains highly competitive and continues to undergo significant structural change. Enterprises are simultaneously seeking to modernise legacy environments and develop new digital capabilities, resulting in sustained demand for software development, cloud transformation, data platforms, cybersecurity, automation and AI-led solutions.

The industry comprises a broad spectrum of participants, including global technology services companies, specialist consulting firms, software product companies, platform providers, SaaS companies, data analytics businesses and niche technology solution providers.

For customers, the choice of technology partner increasingly depends on a combination of domain expertise, technical capabilities, speed of execution, scalability, cost efficiency, security and measurable business outcomes.

This environment presents opportunities for Delaplex to differentiate itself through its combination of technology capabilities, supply chain expertise, global delivery model, emerging AI capabilities and customer-oriented solution development.

5. GLOBAL DELIVERY MODEL

Delaplex's global delivery model remains an important competitive advantage.

The Company combines onsite and offshore resources to provide flexibility in project execution, access to a broader talent pool and cost-efficient delivery. Projects can be distributed across locations depending on customer requirements, project complexity, skill availability and commercial considerations.

The ability to operate across geographies and time zones enables Delaplex to provide scalable support, improve delivery responsiveness and optimise resource utilisation.

The Company continues to focus on strengthening its talent pool, cross-skilling and upskilling employees, and enhancing delivery capabilities in emerging technologies.

6. OPPORTUNITIES AND GROWTH DRIVERS

Artificial Intelligence and Automation

AI is becoming increasingly embedded in enterprise technology environments. Customers are seeking to move from experimentation towards practical applications that improve productivity, automate processes, enhance analytics and support decision-making.

Delaplex is strengthening its capabilities in AI, Machine Learning, automation and data analytics and intends to increasingly integrate these capabilities into its technology and consulting engagements.

Cloud and Digital Transformation

The continued adoption of hybrid and multi-cloud architectures, application modernisation and cloud-native development remain an important structural growth opportunity.

Delaplex's cloud and digital transformation capabilities position the Company to support customers across application development, modernisation, infrastructure and technology transformation initiatives.

Data and Analytics

Enterprises are increasingly focused on building strong data foundations, improving data governance and converting data into actionable insights.

The Company's capabilities in data engineering, analytics and technology consulting provide a foundation for expanding its participation in data-led transformation engagements.

Edge Computing and Digital Infrastructure

The growing requirement for real-time processing, distributed applications and lower-latency infrastructure is expanding the opportunity for edge computing and micro data centre solutions.

Delaplex's initiatives in this area, including its association with BSNL, provide an opportunity to develop an additional business vertical while complementing the Company's existing data, AI and technology capabilities.

Supply Chain Technology

Supply chain digitisation remains a significant opportunity, particularly across retail, logistics, manufacturing and other industries where customers are focused on improving planning, visibility, workforce productivity and operational efficiency.

Delaplex's supply chain consulting capabilities and associated technology expertise enable the Company to address these requirements through integrated consulting and technology solutions.

Geographical Expansion

The Company continues to focus on expanding its presence in the United States, Europe, MENA and Asia-Pacific markets.

The international footprint created through Blueberry Systems provides an additional platform for customer access in Europe, while the Company continues to develop partnerships and sales capabilities across other targeted geographies.

7. STRENGTHS AND COMPETITIVE POSITIONING

Delaplex believes its key strengths include:

Integrated technology capabilities: A broad portfolio spanning software development, cloud, AI, data, automation and technology consulting.

Domain expertise: Established capabilities in supply chain, workforce management and enterprise technology solutions.

Global delivery model: Flexible onsite-offshore execution capabilities supporting cost-efficient and scalable delivery.

Technology-led positioning: Continued investments in emerging technologies, AI capabilities and solution accelerators.

Agile operating model: Ability to design and deliver customised solutions for customers across different industries and geographies.

Growing global footprint: Presence across India, North America and Europe providing opportunities for broader customer engagement.

8. FINANCIAL PERFORMANCE

The following table summarises the financial performance of Delaplex Limited for FY 2025-26 and FY 2024-25:

Consolidated Financial Performance (₹ in Lakhs)

Particulars	FY26	FY25	YoY
Revenue from Operations	6,889.44	6,754.39	2.00%
Other Income	417.81	255.76	63.36%
Total Income	7,307.25	7,010.15	4.24%
EBITDA / PBITDA	1,711.88	1,596.34	7.24%
Profit Before Tax	1,634.77	1,557.03	4.99%
Profit After Tax & Minority Interest	1,283.90	1,220.33	5.21%
Basic EPS (₹)	14.17	13.33	6.30%

Standalone Financial Performance (₹ in Lakhs)

Particulars	FY26	FY25	YoY
Revenue from Operations	5,677.03	5,576.01	1.81%
Other Income	561.13	330.69	69.69%
Total Income	6,238.16	5,906.70	5.61%
EBITDA / PBITDA	1,338.47	1,418.40	(5.64%)
Profit Before Tax	1,263.96	1,383.68	(8.65%)
Profit After Tax	944.55	1,033.64	(8.62%)
Basic EPS (₹)	10.37	11.35	(8.63%)

The consolidated business remained resilient during the year, with Total Income increasing by 4.24% to ₹7,307.25 Lakhs. Consolidated EBITDA increased by 7.24% to ₹1,711.88 Lakhs, while Profit After Tax and Minority Interest increased by 5.21% to ₹1,283.90 Lakhs.

Standalone revenue from operations grew by 1.81%. However, standalone EBITDA and profit after tax moderated during the year, reflecting higher depreciation and amortisation, increased finance costs and higher operating expenses associated with business expansion and capability investments.

At the consolidated level, the stronger performance of the Group's businesses and the benefits of strategic expansion supported the improvement in profitability.

9. REVENUE ANALYSIS

Revenue from operations increased during FY 2025-26 on both standalone and consolidated bases.

Standalone revenue from operations increased from ₹5,576.01 Lakhs in FY25 to ₹5,677.03 Lakhs in FY26, representing growth of 1.81%.

Consolidated revenue from operations increased from ₹6,754.39 Lakhs to ₹6,889.44 Lakhs, representing growth of 2.00%.

The Company's revenues continue to be predominantly international in nature. Growth during the year was supported by continued customer engagement, expansion of capabilities and demand for software development, digital transformation and technology consulting services.

The Group's broader revenue base also reflects the contribution and integration of its subsidiaries and new business initiatives.

10. COST AND EXPENDITURE ANALYSIS

Employee benefit expenses remained the largest component of the Company's operating cost base, consistent with the people-intensive nature of technology services.

Consolidated employee benefit expenses declined from ₹4,191.26 Lakhs in FY25 to ₹4,030.38 Lakhs in FY26. On a standalone basis, employee benefit expenses declined from ₹3,678.67 Lakhs to ₹3,385.47 Lakhs.

The reduction reflects continued focus on resource utilisation, workforce productivity, cross-skilling and cost discipline.

Depreciation and amortisation increased materially during the year. Standalone depreciation and amortisation increased from ₹32.27 Lakhs to ₹60.02 Lakhs, while consolidated depreciation and amortisation increased from ₹35.67 Lakhs to ₹62.53 Lakhs. The increase reflects investments in technology infrastructure, software assets and office facilities.

Other expenses increased on a standalone basis as the Company continued to invest in business development, technology, professional services and expansion-related activities. On a consolidated basis, the increase remained comparatively moderate.

The Company remains focused on balancing growth investments with disciplined cost management and maintaining operating efficiency.

11. OTHER INCOME AND FINANCE COST

Other income increased significantly during FY26.

Standalone other income increased from ₹330.69 Lakhs in FY25 to ₹561.13 Lakhs in FY26, while consolidated other income increased from ₹255.76 Lakhs to ₹417.81 Lakhs.

The increase was primarily supported by higher interest income on surplus funds, treasury income and other non-operating receipts. The Company continues to follow a prudent treasury management approach with a focus on capital preservation, liquidity and efficient deployment of surplus funds.

Finance costs increased during the year from ₹2.45 Lakhs to ₹14.49 Lakhs on a standalone basis and from ₹3.64 Lakhs to ₹14.58 Lakhs on a consolidated basis. Despite the increase, finance costs remain a relatively small component of the overall cost structure.

12. PROFITABILITY

The consolidated EBITDA increased from ₹1,596.34 Lakhs in FY25 to ₹1,711.88 Lakhs in FY26, reflecting an improvement in operating profitability despite moderate revenue growth.

Consolidated Profit Before Tax increased from ₹1,557.03 Lakhs to ₹1,634.77 Lakhs.

Profit After Tax and Minority Interest increased from ₹1,220.33 Lakhs to ₹1,283.90 Lakhs, while Basic EPS increased from ₹13.33 to ₹14.17.

On a standalone basis, EBITDA moderated from ₹1,418.40 Lakhs to ₹1,338.47 Lakhs. Profit Before Tax declined from ₹1,383.68 Lakhs to ₹1,263.96 Lakhs, while Profit After Tax declined from ₹1,033.64 Lakhs to ₹944.55 Lakhs.

The standalone moderation was primarily influenced by higher depreciation and amortisation, finance costs and operating expenditure associated with the Company's continued investments and business expansion.

At the consolidated level, the performance of the Group's subsidiaries and strategic initiatives helped offset these pressures and supported continued growth in profitability.

13. BALANCE SHEET AND CAPITAL STRUCTURE

Delaplex continues to maintain a financially resilient balance sheet.

The authorised share capital of the Company remains ₹10 crore, divided into 1 crore equity shares of ₹10 each. The paid-up equity share capital as of March 31, 2026 remained unchanged at ₹9.11 crore, comprising 91.10 lakh equity shares of ₹10 each.

The Company continues to operate with a conservative capital structure, supported primarily by shareholders' funds and internally generated resources. The absence of significant external debt provides financial flexibility and enables the Company to evaluate growth opportunities while maintaining balance-sheet discipline.

The Company's net worth has continued to be supported by retained earnings and profitability.

14. INTANGIBLE ASSETS AND TECHNOLOGY INVESTMENTS

Technology and intellectual capital remain central to Delaplex's business model.

The consolidated carrying value of intangible assets, including goodwill, stood at ₹2,079.02 Lakhs as of March 31, 2026 compared with ₹1,444.49 Lakhs as of March 31, 2025.

The increase was primarily attributable to changes in the carrying value of UK assets and continued development of the Delaplex application platform and Blueberry Systems platforms.

The Company continues to invest in technology infrastructure, software assets, digital platforms and related capabilities to support scalability, innovation and delivery excellence.

15. WORKING CAPITAL MANAGEMENT

Efficient working capital management remains an important operational priority.

Trade receivables primarily comprise amounts due from customers for software development, technology consulting and related services. The Company follows a disciplined approach to customer credit assessment, monitoring of outstanding receivables and timely collections.

Management continues to monitor receivables, payables, cash balances and other current assets with the objective of maintaining liquidity while supporting business growth.

The Company's working capital practices are designed to maintain an appropriate balance between customer relationships, operational requirements and cash-flow discipline.

16. LIQUIDITY AND TREASURY MANAGEMENT

The Company maintains adequate liquidity to meet operational requirements, support capital expenditure and pursue strategic business initiatives.

Cash and cash equivalents are managed through a prudent treasury framework focused on capital preservation, liquidity and financial flexibility. Surplus funds are deployed in accordance with approved policies while maintaining sufficient liquidity for operational and strategic requirements.

The Company believes its current financial position provides an appropriate foundation to support its growth initiatives.

17. OPPORTUNITIES AND THREATS

Opportunities

AI-led Transformation: Increasing enterprise adoption of AI provides opportunities to expand into AI-enabled applications, analytics, automation and intelligent business solutions.

Cloud and Application Modernisation: Continued migration towards cloud and modern technology architectures supports demand for application development, modernisation and managed technology services.

Edge Computing: Increasing demand for real-time and distributed computing creates opportunities for the Company's Edge Micro Data Centre initiatives.

Digital Supply Chain: The digitisation of logistics, retail and supply chain operations creates opportunities for technology-enabled consulting and transformation solutions.

Geographical Expansion: The Company's presence in the United States, Europe and India provides a platform to expand into additional markets and deepen relationships with multinational and enterprise customers.

Threats

Rapid Technology Evolution: The pace of technological change requires continuous investment in skills, platforms and innovation. Failure to adapt could affect competitiveness.

Intense Competition: The technology services market remains highly competitive, with global technology companies, specialised service providers and emerging technology platforms competing across overlapping segments.

Macroeconomic Conditions: Global economic slowdowns, geopolitical developments and changes in enterprise technology budgets can affect customer decision-making, project commencement and discretionary spending.

Cybersecurity and Data Risks: Cybersecurity incidents, data breaches and technology vulnerabilities could result in operational, financial, legal and reputational consequences.

Talent Availability: Access to skilled technology professionals remains important for scaling the business and maintaining delivery quality.

Client Concentration: Dependence on a limited number of significant customers can create volatility if individual customers reduce spending, delay projects or change vendor strategies.

18. RISK MANAGEMENT

Delaplex operates in a rapidly evolving technology environment and is exposed to operational, financial, market, technology, cybersecurity, regulatory and people-related risks.

The Company follows an integrated risk management approach designed to identify, assess, monitor and mitigate material risks.

Key areas of risk include:

- Technology evolution and potential obsolescence
- Cybersecurity and data privacy
- Project execution and delivery
- Resource utilisation and talent retention
- Client concentration and changing customer requirements
- Foreign exchange and liquidity
- Cost pressures and macroeconomic uncertainty
- Intellectual property and contractual risks
- Regulatory and compliance requirements
- Scalability and innovation risks

The Company continues to strengthen project governance, resource planning, cybersecurity preparedness, internal controls, compliance monitoring and business continuity practices to manage these risks.

Management believes that the Company's diversified capabilities, global delivery model, investment in technology and focus on operational discipline provide a strong foundation to manage these risks. The Board continues to review the Company's risk landscape and mitigation framework periodically.

19. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Delaplex recognises that an effective internal financial control framework is essential to the reliability of financial reporting, safeguarding of assets, prevention and detection of fraud and errors, and compliance with applicable laws and regulations.

The Company has established internal financial controls covering financial reporting, authorisation mechanisms, segregation of duties, access controls, accounting processes and periodic review of financial information.

The internal control framework is supported by documented processes, defined authorities, system-based controls and regular monitoring.

The Company's internal audit mechanism, together with management review and statutory audit processes, provides oversight of the effectiveness of internal financial controls.

Based on the assessments undertaken during the year, the Company believes that its internal financial controls over financial reporting were adequate and operating effectively as of March 31, 2026.

20. HUMAN CAPITAL AND ORGANISATION

People remain central to Delaplex's ability to deliver technology-led solutions.

The Company continues to invest in technical capability development, cross-skilling and upskilling across emerging technologies, including Artificial Intelligence, Machine Learning, cloud and data technologies.

Delaplex's global delivery model is supported by a combination of experienced professionals and specialised technology teams across its operating locations.

The Company remains focused on developing a future-ready workforce, strengthening leadership capabilities and maintaining an environment that supports continuous learning, innovation and customer-centric execution.

21. OUTLOOK AND STRATEGY FOR GROWTH

The Company believes the medium- to long-term opportunity for technology-led transformation remains attractive.

Delaplex's growth strategy is centred on five key priorities:

1. Global Market Expansion

Deepening the Company's presence across the United States, Europe, MENA and Asia-Pacific markets through customer acquisition, partnerships and targeted business development.

2. AI and Technology-led Innovation

Accelerating the development and commercialisation of AI-enabled platforms, automation capabilities, data solutions and technology accelerators.

3. Integration and Synergy Creation

Maximising the potential of Blueberry Systems and the Company's consulting businesses through greater integration, capability sharing, cross-selling and operating synergies.

4. Scaling Edge and Digital Infrastructure

Building the Company's presence in Edge Computing and Micro Data Centre solutions through strategic partnerships and customer deployments.

5. Disciplined and Profitable Growth

Maintaining financial discipline, prudent capital allocation and operational efficiency while investing in technology, people and capabilities required for long-term growth.

The Company remains focused on strengthening the quality of its revenue base, expanding its solutioning capabilities, increasing customer value and building a scalable platform for sustainable growth.

22. CONCLUSION

FY 2025-26 was a year of steady financial progress accompanied by continued strategic investment in the future of the business.

While revenue growth remained moderate, the Company continued to strengthen its technology capabilities, expand its international footprint, integrate acquisitions and develop new opportunities across AI, digital transformation, consulting and edge infrastructure.

The consolidated performance remained resilient, with improvement in EBITDA, Profit Before Tax, Profit After Tax and Earnings Per Share.

Going forward, Delaplex will remain focused on converting its technology capabilities and strategic initiatives into sustainable business growth, while maintaining financial discipline, operational excellence and a strong focus on customer outcomes.

The Company remains committed to creating long-term value for its customers, employees, shareholders and other stakeholders.

Segment-wise or product-wise performance:

The Company is presently engaged in single segment of software development and also provide supply chain consultancy services and technology innovation.

The performance of Company for the financial year 2024-25 is summarized below:

(Amount in Lakhs)

Particulars	31/03/2026	31/03/2025	31/03/2026	31/03/2025
	Standalone		Consolidated	
Revenue from operations and Other Income	6238.16	5,906.70	7,307.25	7,010.15
Profit/Loss before Interest, Depreciation and Tax	1,338.47	1,418.40	1,711.88	1,596.34
Less: Finance Cost	14.49	2.45	14.58	3.64
Net Profit/Loss before Depreciation and Tax	1,323.98	1,415.95	1,697.30	1,592.70
Less: Depreciation and amortization for the year	60.02	32.27	62.53	35.67
Net Profit/Loss before exceptional and extraordinary items and tax	1,263.96	1,383.68	1,634.77	1,557.03
Less: Exceptional Items	0.00	0.00	0.00	0.00
Profit before extraordinary items and tax	1,263.96	1,383.68	1,634.77	1,557.03
Less: Extraordinary Items	0.00	0.00	0.00	0.00
Profit before tax	1,263.96	1,383.68	1,634.77	1,557.03
Less: Tax Expenses				

Current tax expense	313.47	339.06	330.75	339.12
Deferred tax Charge/(Credit)	5.95	10.98	12.92	3.89
Profit/Loss for the period from continuing operations	944.55	1,033.64	1291.10	1,214.02
Tax expense of discontinuing operations	0.00	0.00	0.00	0.00
Profit/Loss from discontinuing operations (after tax)	0.00	0.00	0.00	0.00
Profit/Loss transferred/adjusted to General Reserve	944.55	1,033.64	1291.10	1,214.02
Basic earnings per equity share	10.37	13.60	14.17	13.33
Diluted earnings per equity share	10.37	11.35	14.17	13.33

Key Observations

1. Revenue Growth

Standalone Basis

Revenue from Operations and Other Income increased from ₹5,906.70 Lakhs in FY 2024-25 to ₹6,238.16 Lakhs in FY 2025-26.

This represents a 5.61% year-on-year growth, driven by higher demand for the Company's products/services, improved client engagements, and continued business expansion.

Consolidated Basis

Consolidated revenue increased from ₹7,010.15 Lakhs to ₹7,307.25 Lakhs, registering a 4.24% growth over the previous year.

The increase reflects sustained contributions from subsidiaries and improved business performance across the Group.

2. Operational Profitability

Profit Before Interest, Depreciation and Tax (PBIDT)

Standalone Basis

PBIDT stood at ₹1,338.47 Lakhs during FY 2025-26 as against ₹1,418.40 Lakhs in the previous year.

The decline of 5.64% was primarily attributable to increased operating costs and investments in business development during the year.

Consolidated Basis

Consolidated PBIDT improved to ₹1,711.88 Lakhs from ₹1,596.34 Lakhs, recording a healthy 7.24% growth, demonstrating stronger overall Group performance.

Net Profit Before Depreciation and Tax

Standalone Basis

Net Profit before Depreciation and Tax decreased from ₹1,415.95 Lakhs to ₹1,323.98 Lakhs, a decline of 6.49%, mainly due to lower operating margins and increased finance costs.

3. Depreciation

Standalone Basis

Depreciation and amortization expense increased significantly from ₹32.27 Lakhs to ₹60.02 Lakhs, representing an increase of 86.00%.

The increase was primarily due to additions to fixed assets and investments in technology infrastructure during the year.

Consolidated Basis

Depreciation and amortization expense increased from ₹35.67 Lakhs to ₹62.53 Lakhs, reflecting continued capital expenditure across the Group.

4. Profitability After Depreciation**Profit Before Tax (PBT)****Standalone Basis**

Profit Before Tax declined from ₹1,383.68 Lakhs to ₹1,263.96 Lakhs, representing a decrease of 8.65%.

Decline primarily due to funds deployed for long-term growth and global expansion, coupled with a cautious global IT/AI spending environment impacting near-term earnings realization on capital deployed.

Consolidated Basis

Consolidated Profit Before Tax improved to ₹1,634.77 Lakhs from ₹1,557.03 Lakhs, reflecting a growth of 4.99%.

5. Tax Impact**Current Tax Expense****Standalone Basis**

Current tax expense decreased from ₹339.06 Lakhs to ₹313.47 Lakhs, a reduction of 7.55%, primarily due to lower taxable profits during the year.

Consolidated Basis

Current tax expense marginally declined from ₹339.12 Lakhs to ₹330.75 Lakhs.

Deferred Tax**Standalone Basis**

Deferred tax expense reduced from ₹10.98 Lakhs to ₹5.95 Lakhs, reflecting changes in temporary timing differences and tax adjustments.

Consolidated Basis

Deferred tax expense increased to ₹12.92 Lakhs from ₹3.89 Lakhs, owing to timing differences arising from capital expenditure and subsidiary operations.

6. Final Profitability**Profit After Tax (PAT)****Standalone Basis**

Profit after tax decreased from ₹1,033.64 Lakhs in FY 2024-25 to ₹944.55 Lakhs in FY 2025-26, representing a decline of 8.62%.

Decline primarily due to funds deployed for long-term growth and global expansion, coupled with a cautious global IT/AI spending environment impacting near-term earnings realization on capital deployed.

Consolidated Basis

Consolidated Profit after Tax increased from ₹1,214.02 Lakhs to ₹1,291.10 Lakhs, registering a 6.35% growth, reflecting improved performance of subsidiaries and Group operations.

7. Earnings Per Share

Standalone Basis

Basic and Diluted Earnings per Equity Share decreased from ₹11.35 to ₹10.37, reflecting the decline in standalone profitability during the year.

Consolidated Basis

Basic and Diluted Earnings per Equity Share improved from ₹13.33 to ₹14.17, demonstrating enhanced value creation at the consolidated level.

SUMMARY AND CONCLUSIONS

1. Healthy Revenue Growth

The Company continued its growth trajectory during FY 2025-26 with standalone revenue increasing by 5.61% and consolidated revenue by 4.24%, reflecting sustained demand and continued business expansion.

2. Mixed Operational Performance

While standalone operating profitability moderated during the year owing to higher operating expenses and strategic investments, the consolidated business delivered improved profitability driven by strong subsidiary performance and operational synergies.

3. Higher Capital Investments

Depreciation and amortization expenses increased significantly on both standalone and consolidated bases, indicating continued investment in fixed assets, technology infrastructure and business capabilities that are expected to support future growth.

4. Moderation in Standalone Profitability

Standalone Profit Before Tax and Profit After Tax declined during the year primarily due to increased depreciation, finance costs and operating expenses. However, consolidated profitability continued to improve, demonstrating the strength and resilience of the Group's diversified operations.

5. Tax Position

The reduction in standalone current and deferred tax expenses reflects lower taxable income, whereas consolidated tax expenses remained broadly stable with higher deferred tax arising from timing differences.

6. Shareholder Returns

Standalone Earnings per Share declined in line with lower profits. However, consolidated Earnings per Share improved to ₹14.17, indicating stronger value creation for shareholders at the Group level.

Overall Conclusion

The financial performance for the year ended 31 March 2026 reflects a year of steady revenue growth coupled with strategic investments for future expansion. While standalone profitability witnessed moderation due to higher depreciation, finance costs and operating expenditure, the consolidated results remained robust, with improvements in revenue, profitability and earnings per share. The Company's continued investments in infrastructure, technology and business expansion position it well for sustainable long-term growth while maintaining a healthy financial position.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE: (Amt in Lakhs)

1. Revenue Analysis

Revenue from Operations and Other Income:

- 31 March 2026: ₹6,238.16
- 31 March 2025: ₹5,906.70

Analysis: The revenue increased by 5.61% from ₹5,906.70 Lakhs in 2025 to ₹6,238.16 Lakhs in 2026. This growth reflects the Company's improved operational performance, stronger client relationships, and sustained demand for its offerings.

2. Operational Profitability

Profit/Loss before Interest, Depreciation, and Tax:

- 31 March 2026: ₹1,338.47
- 31 March 2025: ₹1,418.40

Analysis: The profit before interest, depreciation, and tax declined by **5.64%**, indicating marginal pressure on operating margins due to increased operating costs and business expansion-related expenses.

Net Profit/Loss before Depreciation and Tax:

- 31 March 2025: ₹1,323.98
- 31 March 2024: ₹1,415.95

Analysis: The net profit before depreciation and tax decreased by **6.49%**, suggesting slightly higher operational expenditure and finance costs during the year.

3. Depreciation and Amortization

Depreciation and Amortization for the Year:

- 31 March 2026: ₹60.02

- 31 March 2025: ₹32.27

Analysis: Standalone depreciation and amortization expenses increased significantly by **86.00%**, primarily due to additions in fixed assets and investments in technology infrastructure. This increase reflects the Company's continued focus on capacity building and long-term asset creation.

Consolidated Depreciation and Amortization

- 31 March 2026: ₹62.53 Lakhs

- 31 March 2025: ₹35.67 Lakhs

Analysis:

The consolidated increase reflects similar capital investments across subsidiaries, indicating stable expansion and asset utilization across the Group.

4. Profitability After Depreciation

Net Profit/Loss before Exceptional and Extraordinary Items and Tax:

- 31 March 2026: ₹1,263.96

- 31 March 2025: ₹1,383.68

Analysis: This metric declined by **8.65%**, mainly due to higher depreciation charges and increased operating costs, despite stable revenue growth.

5. Tax Impact

Current Tax Expense:

- 31 March 2026: ₹313.47

- 31 March 2025: ₹339.06

Analysis: The current tax expense decreased by **7.55%**, primarily due to lower taxable profits during the year

Deferred Tax Charge/ (credit):

- 31 March 2026: ₹5.95

- 31 March 2025: ₹10.98

Analysis: The reduction in deferred tax expense reflects lower timing differences and reduced tax adjustments compared to the previous year.

6. Final Profitability

Profit/Loss for the Period from Continuing Operations:

- 31 March 2026: ₹944.55

- 31 March 2025: ₹1,033.64

Analysis: The profit from continuing operations declined by **8.62%**, primarily due to higher depreciation and operating costs, despite lower tax expenses.

7. Earnings Per Share

Basic and Diluted Earnings Per Equity Share:

- 31 March 2026: ₹10.37
- 31 March 2025: ₹11.35

Analysis: Decline primarily due to funds deployed for long-term growth and global expansion, coupled with a cautious global IT/AI spending environment impacting near-term earnings realization on capital deployed

Consolidated EPS

- 31 March 2026: ₹14.17
- 31 March 2025: ₹13.33

Analysis:

Consolidated EPS improved, reflecting stronger overall Group performance and improved subsidiary contributions.

SUMMARY AND CONCLUSIONS

1. Steady Revenue Growth

During the financial year ended 31 March 2026, the Company continued its growth trajectory with Standalone Revenue from Operations and Other Income increasing by 5.61%, from ₹5,906.70 Lakhs in the previous year to ₹6,238.16 Lakhs. The growth was driven by sustained customer demand, stronger client relationships, and continued focus on expanding the Company's business portfolio. On a consolidated basis, revenue also increased, reflecting healthy contributions from subsidiaries and the Company's diversified business operations.

2. Pressure on Operating Margins

Despite the growth in revenue, the Company's standalone operating profitability experienced some moderation during the year. Profit Before Interest, Depreciation and Tax (PBIDT) declined primarily due to higher employee costs, increased investments in business development initiatives, technology enhancement, and other operating expenses incurred to strengthen the Company's long-term competitive position. These strategic investments, while impacting short-term margins, are expected to support sustainable future growth and improved operational capabilities.

3. Significant Capital Investment

The Company continued to invest in strengthening its operational infrastructure and technological capabilities during the year. This is reflected in the substantial increase in depreciation and amortization expenses, which rose from ₹32.27 Lakhs to ₹60.02 Lakhs on a standalone basis. The increase indicates the capitalization of new assets and technology investments that are expected to enhance operational efficiency, productivity, and service delivery in the coming years. Such investments reinforce the Company's commitment to long-term value creation and business expansion.

4. Moderation in Standalone Profitability

As a result of increased operating costs, higher depreciation charges, and a marginal rise in finance costs, the Company's standalone profitability moderated during FY 2025-26. Profit Before Tax (PBT) declined from ₹1,383.68 Lakhs to ₹1,263.96 Lakhs, while Profit After Tax (PAT) decreased from ₹1,033.64 Lakhs to ₹944.55 Lakhs. Although profitability was lower compared to the previous year, the Company continued to maintain healthy profit margins and a strong financial position. The management believes that the investments made during the year will contribute positively to operational performance and earnings in the medium to long term.

5. Improved Tax Efficiency

The Company's tax outgo moderated during the year in line with the reduction in taxable profits. Current tax expense declined from ₹339.06 Lakhs to ₹313.47 Lakhs, while deferred tax expense also reduced from ₹10.98 Lakhs to ₹5.95 Lakhs. These movements primarily reflect lower taxable income and changes in temporary timing differences between accounting and tax treatments. The Company continues to maintain a prudent and compliant tax management framework while optimizing its overall tax efficiency.

6. Mixed Earnings Performance

The Company's earnings performance presented a mixed picture during the year. On a standalone basis, Basic and Diluted Earnings Per Share (EPS) declined from ₹13.60 to ₹10.37, corresponding with the reduction in standalone profitability. However, at the consolidated level, EPS improved from ₹13.33 to ₹14.17, reflecting stronger financial performance by subsidiaries and improved overall Group profitability. This demonstrates the benefits of the Company's diversified business structure and the growing contribution of its consolidated operations toward enhancing shareholder value.

Overall Conclusion

The financial performance for the year ended 31 March 2026 reflects the Company's continued focus on sustainable growth and long-term value creation. The Company achieved healthy revenue growth while making significant investments in technology, infrastructure, and business expansion initiatives. Although these strategic investments, together with higher operating costs and depreciation, impacted standalone profitability during the year, the consolidated financial performance remained robust, with improvements in revenue, profitability, and earnings per share.

The Company's strong balance sheet, disciplined financial management, and continued emphasis on operational excellence provide a solid foundation for future growth. Management remains confident that the investments undertaken during FY 2025-26 will enhance operational efficiency, strengthen market competitiveness, and generate sustainable returns for shareholders in the years ahead.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

The Company firmly believes that its employees are its most valuable asset and the cornerstone of its long-term success. During the financial year ended 31 March 2026, the Company continued to strengthen its human capital through strategic talent acquisition, continuous capability development, employee engagement initiatives, and robust industrial relations practices. The Company remained committed to creating a high-performance work culture built on the principles of integrity, inclusiveness, innovation, and continuous learning.

The Human Resources function continued to focus on attracting and retaining quality talent, enhancing employee capabilities, promoting diversity and inclusion, ensuring statutory compliance, and maintaining cordial industrial relations across all levels of the organization.

1. Workforce Acquisition and Capability Development

1.1 Talent Acquisition and Employer Branding

The Company continued to strengthen its recruitment strategy to attract highly skilled professionals capable of supporting its expanding business operations and future growth objectives.

Key Initiatives:

- Adopted technology-enabled recruitment processes, including AI-assisted candidate screening and digital assessment tools, to improve hiring efficiency and candidate experience.
- Expanded sourcing channels through strategic partnerships with professional networking platforms, recruitment agencies, premier educational institutions, and employee referral programs.
- Strengthened the Company's employer branding through enhanced digital presence, campus engagement initiatives, and participation in industry events to position the Company as an employer of choice.
- Focused on recruiting professionals with specialized technical expertise and leadership capabilities aligned with the Company's strategic priorities.

Outcomes:

- Improved recruitment efficiency with reduced hiring cycle time.
- Enhanced quality of talent acquisition through competency-based recruitment practices.
- Successfully filled key strategic and operational positions to support business expansion.
- Strengthened succession planning by attracting experienced professionals and emerging talent.

1.2 Learning, Development and Capability Building

The Company continued to invest in employee learning and professional development to build a future-ready workforce equipped with evolving technical and managerial competencies.

Key Initiatives:

- Conducted structured learning and development programs covering leadership development, technical competencies, project management, communication skills, cybersecurity awareness, and regulatory compliance.
- Continued implementation of the Learning Management System (LMS), providing employees with access to digital learning modules, certification programs, and self-paced learning opportunities.
- Introduced role-based competency development frameworks to support career progression and succession planning.
- Strengthened the performance management process through periodic performance reviews, individual development plans, and continuous feedback mechanisms.
- Encouraged employees to participate in external professional certifications, industry seminars, webinars, and knowledge-sharing sessions.

Outcomes:

- Significant employee participation in structured learning programs across various functional areas.
- Enhanced technical and managerial capabilities leading to improved operational effectiveness.
- Improved employee productivity through continuous skill enhancement and competency development.
- Strengthened internal talent pipeline for future leadership roles.

1.3 Employee Engagement, Well-being and Retention

The Company continued its focus on creating a positive, collaborative, and employee-centric workplace that promotes engagement, well-being, and long-term career growth.

Key Initiatives:

- Conducted periodic employee engagement surveys to understand employee expectations and identify opportunities for organizational improvement.
- Continued employee recognition and reward programs to acknowledge outstanding performance, innovation, customer service excellence, and long-service milestones.
- Organized employee wellness initiatives covering physical health, mental well-being, preventive healthcare, stress management, and work-life balance.
- Promoted flexible work practices and digital collaboration tools wherever operationally feasible.
- Conducted cultural, sports, team building, and employee connect activities to strengthen organizational culture and collaboration.

Outcomes:

- Improved employee engagement and overall workplace satisfaction.
- Higher employee participation in wellness and engagement initiatives.
- Continued improvement in employee retention and organizational commitment.
- Strengthened collaboration, motivation, and team effectiveness across business functions.

1.4 Diversity, Equity and Inclusion (DE&I)

The Company remains committed to fostering an inclusive workplace that values diversity, equal opportunity, and mutual respect while creating an environment where every employee can contribute and thrive.

Key Initiatives:

- Continued implementation of Diversity, Equity and Inclusion (DE&I) initiatives across recruitment, career development, and workplace practices.
- Conducted awareness programs on diversity, unconscious bias, workplace ethics, prevention of sexual harassment, and inclusive leadership.
- Promoted equal employment opportunities based on merit, competence, and performance.
- Encouraged diverse hiring across gender, experience, and educational backgrounds.
- Continued to provide a safe, respectful, and discrimination-free workplace in accordance with applicable laws and Company policies.

Outcomes:

- Enhanced workforce diversity across various functions.
- Increased employee awareness regarding inclusive workplace practices.
- Strengthened organizational culture through improved collaboration and mutual respect.
- Reinforced the Company's reputation as an equitable and inclusive employer.

2. Strengthening Industrial Relations and Employee Relations

The Company continued to maintain cordial and harmonious industrial relations throughout the year. The management remained committed to fostering open communication, mutual trust, and employee participation while ensuring a productive and positive work environment.

2.1 Employee Relations and Internal Communication

Key Initiatives:

- Conducted regular town hall meetings, leadership interactions, departmental reviews, and employee feedback sessions to encourage transparent communication.
- Strengthened grievance redressal mechanisms through dedicated HR support channels and timely issue resolution.
- Enhanced internal communication through digital platforms, employee newsletters, policy updates, and organizational announcements.
- Encouraged collaborative decision-making and employee participation in various organizational initiatives.
- Promoted an open-door policy enabling employees to communicate directly with management on work-related concerns.

Outcomes:

- Continued improvement in employee trust and organizational transparency.
- Timely resolution of employee concerns and grievances.
- Strengthened employee-management relationships.
- Maintained a positive and harmonious workplace environment throughout the year.

2.2 Statutory Compliance, Governance and HR Processes

The Company continued to strengthen its human resource governance framework by ensuring full compliance with applicable labour laws, statutory regulations, and internal policies.

Key Initiatives:

- Conducted periodic internal reviews and compliance audits covering labour laws, social security regulations, employment contracts, payroll practices, and statutory filings.
- Updated HR policies, employee handbooks, and standard operating procedures in line with changing regulatory requirements and industry best practices.
- Organized regular compliance awareness programs for HR personnel, managers, and employees.
- Strengthened digital HR processes for employee lifecycle management, attendance, leave administration, payroll processing, and statutory reporting.
- Continued implementation of robust data privacy and information security practices within HR operations.

Outcomes:

- Maintained full compliance with applicable labour laws and statutory regulations.
- Strengthened governance and internal control mechanisms across HR processes.
- Reduced compliance-related risks through proactive monitoring and continuous policy updates.
- Enhanced operational efficiency through increased digitalization and process automation.

3. Occupational Health, Safety and Employee Well-being

The Company continued to prioritize employee health, safety, and well-being by maintaining a safe and healthy working environment.

Key Initiatives:

- Conducted periodic workplace safety inspections and risk assessments.
- Organized health awareness programs, preventive health check-ups, and wellness campaigns.
- Continued implementation of workplace safety policies and emergency response procedures.
- Promoted awareness regarding mental health, stress management, and employee assistance initiatives.
- Ensured compliance with occupational health and workplace safety requirements.

Outcomes:

- Continued maintenance of a safe working environment with minimal workplace incidents.
- Increased employee participation in health and wellness initiatives.
- Enhanced employee awareness regarding workplace safety and preventive healthcare.

4. Human Resource Digital Transformation

The Company continued to leverage digital technologies to enhance HR efficiency and employee experience.

Key Initiatives:

- Strengthened HR information systems for recruitment, onboarding, performance management, learning, payroll, and employee self-service.

- Expanded digital workflows to improve process efficiency and reduce administrative turnaround time.
- Utilized HR analytics for workforce planning, performance monitoring, attrition analysis, and talent management.

Outcomes:

- Improved operational efficiency across HR functions.
- Enhanced employee experience through digital self-service capabilities.
- Better workforce planning supported by data-driven decision-making.

Summary

During the financial year ended 31 March 2026, the Company continued to make significant progress in strengthening its human capital and fostering a high-performance organizational culture. Strategic investments in talent acquisition, employee learning and development, leadership capability building, digital HR transformation, diversity and inclusion, employee well-being, and statutory compliance have further reinforced the Company's people-centric approach.

The Company maintained cordial industrial relations throughout the year, supported by transparent communication, effective grievance redressal mechanisms, and a collaborative work environment. Continued emphasis on employee engagement, capability enhancement, governance, and workplace safety has enabled the Company to build a resilient, motivated, and future-ready workforce.

Management remains committed to nurturing talent, promoting innovation, strengthening employee experience, and maintaining harmonious industrial relations while supporting the Company's long-term strategic objectives and sustainable growth.

Details of significant changes (i.e., change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanation therefore for Standalone Figures:

Sr. No.	Ratios	Numerator	Denominator	31-Mar-26	31-Mar-25	% Change	Reason for Variance
1	Current Ratio	Current Assets	Current Liabilities	24.55	82.07	70.09%	Sub-note (i)
2	Return on Equity Ratio	PAT	Equity Share Capital + Reserves & Surplus	0.11	0.14	(21.43%)	Sub-note (i)
3	Trade Receivables Turnover Ratio	Total Sales	Average Accounts Receivable	2.44	2.31	5.63%	Sub-note (ii)
4	Net Capital Turnover Ratio	Total Sales	Average Working Capital	1.23	1.00	23%	Sub-note (ii)
5	Net Profit Ratio	PAT	Total Sales	0.17	0.19	(10.52%)	Sub-note (i)
6	Return on Capital Employed	EBIT	Capital Employed	0.16	0.19	(15.78%)	Sub-note (iii)
7	Return on Investment	PAT	Total Assets	0.11	0.14	(21.43%)	Sub-note (iii)

Sub-note (i): Funds deployed for long-term growth and global expansion initiatives, resulting in redeployment of current assets/cash reserves towards strategic investments rather than short-term liquid holdings.

Sub-note (ii): Improvement driven by better working capital management and a tighter collection cycle, reflecting stronger credit control and more disciplined receivables monitoring.

Sub-note (iii): Decline primarily due to funds deployed for long-term growth and global expansion, coupled with a cautious global IT/AI spending environment impacting near-term earnings realization on capital deployed.

Details of significant changes (i.e., change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanation therefore for Consolidated Figures:

Sr. No.	Ratios	Numerator	Denominator	31-Mar-26	31-Mar-25	% Change	Reason for Variance
1	Current Ratio	Current Assets	Current Liabilities	18.13	11.80	53.64%	Sub-note (i)
2	Return on Equity Ratio	PAT	Equity Share Capital + Reserves & Surplus	0.14	0.16	(12.5%)	Sub-note (ii)
3	Trade Receivables Turnover Ratio	Total Sales	Average Accounts Receivable	2.79	2.51	11.15%	Sub-note (i)
4	Net Capital Turnover Ratio	Total Sales	Average Working Capital	1.49	1.46	2.05%	Sub-note (i)
5	Net Profit Ratio	PAT	Total Sales	0.18	0.17	5.88%	Sub-note (iii)
6	Return on Capital Employed	EBIT	Capital Employed	0.18	0.21	(14.28%)	Sub-note (ii)
7	Return on Investment	PAT	Total Assets	0.14	0.16	(12.5%)	Sub-note (ii)

Sub-note (i): Improvement driven by better working capital management and a tighter collection cycle across group entities, resulting in stronger liquidity, receivables efficiency, and profitability at the consolidated level.

Sub-note (ii): Decline primarily due to funds deployed for long-term growth and global expansion across the group, coupled with a cautious global IT/AI spending environment impacting near-term earnings realization on the expanded capital and equity base.

Sub-note (iii): We see a marginal improvement into our consolidated statement due to our global effort which helped us navigate through a cautious global IT/AI spending environment impacting near-term earnings

Disclosure of Accounting Treatment:

The company prepares financial statements in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) including the Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

The financial statements have been prepared under the historical cost convention on accrual basis. The accounting policies are applied consistently to all the periods presented in the standalone financial statements

The standalone financial statements are presented in Indian Rupee (INR), the functional currency of the Company. Items included in the standalone financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the ‘functional currency’). Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction.

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

Date: 18.08.2026

	Sd/-	Sd/-
Name	Nitin Sachdeva	Preeti Nitin Sachdeva
Designation	Managing Director	Whole-time Director
DIN	01627153	05354561

ANNEXURE- V

Annual Report on Corporate Social Responsibility (CSR) Activities

[Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline on CSR Policy of the Company:

The main objective of the CSR Policy is to lay down guidelines for Delaplex Limited (hereinafter referred to as ‘the Company’) to make CSR as one of the key focus areas to adhere to global interest in environment and society that focuses on making a positive contribution to society through effective impact and sustainable development programs.

This Policy covers the proposed CSR activities to be undertaken by the Company and ensuring that they are in line with Schedule VII of the Act as amended from time to time. It covers the CSR activities which are being carried out in India only and includes strategy that defines plans for future CSR activities.

In this year the focus of CSR activities was mainly towards conservation of Environment.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Nitin Sachdeva	Managing Director	2	2
2.	Mr. Manish Iqbalchand Sachdeva	Non-Executive Director	2	2
3.	Mr. Manish Tarachand Pande	Non-Executive Independent Director	2	2

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://delaplex.in>

4. The details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): **Not Applicable to the Company, since the Company did not meet the criteria specified under Section 135(5) of the Companies Act, 2013.**

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

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
1	2024-25	Not Applicable	Not Applicable
2	2023-24	Not Applicable	Not Applicable
3	2022-23	Not Applicable	Not Applicable

6. Average net profit of the company as per section 135(5): INR 12,19,45,333.33/- (Indian Rupees Twelve Crore Nineteen Lakh Forty-Five Thousand Three Hundred Thirty-Three and Thirty-Three Paise Only.)

7. (a) Two percent of average net profit of the company as per section 135(5): INR 24,38,906.67 /- (Indian Rupees Twenty-Four Lakh Thirty-Eight Thousand Nine Hundred Six and Sixty-Seven Paise Only.)

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

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

(d) Total CSR obligation for the financial year (7a+7b-7c): INR 24,38,906.67 /- (Indian Rupees Twenty-Four Lakh Thirty-Eight Thousand Nine Hundred Six and Sixty-Seven Paise Only.)

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (Amount in INR)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
INR 24,50,000	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
	Nil	NA	NA	Nil	NA

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
Not Applicable									

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project. State. District.	Project duration.	Amount allocated for the project.	Amount spent in the current financial Year (Amount in INR)	Amount transferred to Unspent CSR Account for the project as per Section	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	CSR Registration number.
1.	Rural Education	Clause ii	No	Maharashtra, Amravati	01.04.2025 31.03.2026	11,00,000	11,00,000	Nil	No	Gramin Vikas Shikshan Sanstha	CSR00036793
2	Women Empowerment	Clause iii	No	Maharashtra, Amravati	01.04.2025 31.03.2026	13,50,000	13,50,000	Nil	No	Gramin Vikas Shikshan Sanstha	CSR00036793
Total						24,50,000	24,50,000				

(d) Amount spent in Administrative Overheads: Nil

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

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): INR 24,50,000/- (Indian Rupees Twenty-Four Lakh Fifty Thousand Only.)

(g) Excess amount for set off, if any

Sl. No.	Particular	Amounts
(i)	Two percent of average net profit of the company as per section 135(5)	24,38,906.67
(ii)	Total amount spent for the Financial Year	24,50,000.00
(iii)	Excess amount spent for the financial year [(ii)-(i)]	11,093.33
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	11,093.33

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

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs.).	Date of transfer.	
Not Applicable							

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs.).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing.
Not Applicable								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: **No such case**

(a) Date of creation or acquisition of the capital asset(s): **Not Applicable**

(b) Amount of CSR spent for creation or acquisition of capital asset: **Not Applicable**

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: **Not Applicable**

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): **Not Applicable**

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

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

Date. 18.08.2026

	Sd/-	Sd-
Name	Nitin Sachdeva	Preeti Nitin Sachdeva
Designation	Managing Director	Whole-time Director
DIN	01627153	05354561

ANNEXURE-VI

Particulars of Employees

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

I. Ratio of the remuneration of each Director to the median remuneration of Employees of the Company for the financial year 2025-26, the percentage increase in remuneration of Directors, Chief Financial Officer and Company Secretary during the financial year 2025-26.

Sr. No.	Name of the Director / KMP and Designation	Remuneration of Director / KMP for FY 2025-26	Remuneration of Director/ KMP for the FY 2024-25	% Increase (Decrease) in remuneration in the FY 2025-26	Ratio of Remuneration of each Director/ KMP to median remuneration of employees
1.	Preeti Nitin Sachdeva (Whole-Time Director)	9,60,000.00	9,60,000.00	No Change	0.96
2.	Nitin Sachdeva (Managing Director)	76,75,500.00	77,00,000.00	(0.31%)	7.67

3.	Manishraj Bhuwanchand Bhatt (Company Secretary)	11,47,000.00	10,77,000.00	6.50%	1.14
4.	Deepak Jajoo (Chief Financial Officer)	36,00,000.00	36,00,000.00	No Change	3.6

II. Percentage increase in remuneration of each director, Chief Financial Officer, Company Secretary in the financial year – as stated above in item No. (I).

III. Percentage increase in the median remuneration of employees in the financial year-

The Median remuneration of employees was Rs.10,00,000/- during the year 2025-26 as compared to Rs. 11,40,000/- in the previous year. During the year under review, there is an increase/(decrease) of (12.28%) in the median remuneration of employees due to cost optimisation and better mix of senior and new talent.

IV. Number of permanent employees on the rolls of company –

The Company has *310 permanent employees* on its rolls as on 31st March, 2026.

V. Affirmation that the remuneration is as per the remuneration policy of the company.

During the period under review, the Company has paid the managerial remuneration as per the Special Resolution passed at the Extra Ordinary General Meeting of the Company. However, the Company has paid the managerial remuneration in excess of the limit as stipulated under Section 197 of the Companies Act, 2013 and as fixed by the Special Resolution passed in this regard.

- VI. The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable to the Company.

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

Date: 18.08.2026

	Sd/-	Sd/-
Name	Nitin Sachdeva	Preeti Nitin Sachdeva
Designation	Managing Director	Whole-time Director
DIN	01627153	05354561

CFO Certification

To

The Board of Directors,

Delaplex Limited

In relation to the Audited Financial Accounts of the Company as at March 31st 2026, I hereby certify that:

(a) I have reviewed financial statements and the cash flow statement for the year ended March 31st, 2026 and that to the best of my knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

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

(b) There is, to the best of my knowledge and belief, no transactions entered into by the Company during the year ended March 31st 2026, which is fraudulent, illegal or violative of the Company's code of conduct.

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

(d) I have indicated to the auditors and the Audit committee, wherever applicable:

(i) significant changes in internal control over financial reporting during the year;

(ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

(e) members of the board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management.

Sd/-

Date: 18.08.2026

Deepak Jajoo

Place: Nagpur

Chief Financial Officer

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

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

I have examined the relevant registers, records, forms, returns, representation and disclosures received from the Directors of “Delaplex Limited” having CIN-L72900MH2004PLC144498 and having registered office at #554/31, Utkarsh Nagar, Near K.T. Nagar Katol Road, Nagpur, Maharashtra, India, 440013 (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No	Name of Director	DIN	Designation
1.	Mr. Nitin Sachdeva	01627153	Managing Director
2.	Mrs. Preeti Nitin Sachdeva	05354561	Whole Time Director
3.	Mr. Manish Iqbalchand Sachdeva	02822896	Non-Ex Director

4.	Mr. Himanshu Vishwambarlal Bajaj	08851755	Independent Director
5.	Mr. Manish Tarachand Pande	08712019	Independent Director

For M/s Avinash Gandhewar & Associates

Practicing Company Secretaries

Peer Review Certificate No: 2718/2022

Sd/-

CS Avinash Gandhewar

Proprietor

FCS. No: 11197

CP No: 16490

UDIN: F011197H000637416

Date: 16.06.2026

Place: Nagpur

ANNEXURE- VII

Details of Employee Stock Options Granted during FY 2025-26

(Pursuant to Rule 12 of Companies (Share Capital and Debentures) Rules, 2014)

Details of Employee Stock Option as on March 31, 2026

A. Key Managerial Personnel		No options were granted to any Key Managerial Personnel during the financial year.
B. Employees who received grant equal to or exceeding 5% of the options granted during the year		
Name	Designation	No. of Options Granted
NIL		
C. Employees who were granted options equal to or exceeding 1% of the issued capital of the Company during the year		Rizwan Ahmed Syed

D. Movement of Options under DESOS 2024 during FY 2025-26:

Particulars	Number of Options
Options outstanding at the beginning of the year	Nil
Options granted during the year	131800
Options vested during the year	Nil
Options exercised during the year	Nil
Shares arising as a result of exercise of options	Nil
Options lapsed/forfeited/cancelled during the year	Nil
Options outstanding at the end of the year	131800
Options exercisable at the end of the year	NIL
Exercise Price	It shall be the price for Exercise of Options as determined by the Committee which shall not be less the face value of the equity shares and not more than the closing market price as on the previous day of the date of Grant.

Vesting Period	Not earlier than minimum one year and not later than maximum three years from the date of grant of such options.
Variation of terms of options	Nil
Money realised by exercise of options	Nil

**DISCLOSURE PURSUANT TO REGULATION 14 OF THE SEBI (SHARE BASED
EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 READ
WITH PART F OF SCHEDULE – I**

Name of Scheme: DESOS 2024

Financial Year: 2025-26

A. Relevant disclosures in terms of the applicable accounting standards

The Company has accounted for DESOS 2024 in accordance with the applicable accounting standards notified under Section 133 of the Companies Act, 2013 and the accounting policies adopted by the Company.

B. Diluted EPS pursuant to issue of shares on exercise of options

No stock options were exercised during the financial year ended March 31, 2026. Accordingly, no equity shares were issued under DESOS 2024 and there was no dilution on account of exercise of stock options during the year.

C. Details of DESOS 2024

Particulars	Details
Date of shareholders' approval	09 September, 2024
Total number of options approved	455000
Total options granted till 31 March 2026	131800
Balance options available for future grant	323200

Exercise price	“Exercise Price” means the price approved by Nomination and Remuneration Committee being payable by an Eligible Employee in order to exercise the Options granted to him in pursuance of the DESOS 2024 subject to applicable laws.
Vesting period	Options granted under this Plan would Vest not earlier than minimum Vesting Period of 1 (One) year and not later than maximum Vesting Period of 5 (Five) years from the date of the Grant of such Options. 40% of the Options shall vest at the end of the first year and the remaining 60% shall vest equally over the subsequent four years, i.e. 15% each year, from the second year to the fifth year from the date of Grant.
Exercise period	Exercise period would commence from the date of vesting and will expire on completion of 90 days (Ninety days) from the date of respective vesting or such other period as may be decided by the Nomination and Remuneration Committee, from time to time.
Source of shares	Primary issue of equity shares
Method of settlement	Equity settled
Variation of terms	Nil

D. Movement of Options during FY 2025-26

Particulars	Number of Options
Outstanding at the beginning of the year	Nil
Granted during the year	1,31,800
Vested during the year	Nil
Exercised during the year	Nil
Lapsed / forfeited / cancelled during the year	Nil
Outstanding at the end of the year	1,31,800
Exercisable at the end of the year	Nil

E. Grant-wise Details

Grant Date	Number of Options Granted
01 st April 2025	1,31,800
TOTAL	1,31,800

F. Employee-wise Details

(i) Key Managerial Personnel

No options were granted to any Key Managerial Personnel during the financial year.

(ii) Senior Management Personnel

The Senior Management Personnel to whom Options were granted, during the financial year are as follows:

Name	Designation	No. of Options Granted	Exercise Price (Rs.)
Rizwan Ahmed Syed	Country Head-Development Services	111000	10

Note: Dr. Syed Rizwan Ahmed, vide his letter dated December 30, 2025, voluntarily and irrevocably waived his entitlement to future vesting of 66,600 stock options out of the 111,000 stock options granted to him under DESOS 2024. The first tranche of 44,400 stock options remained subject to the applicable vesting and exercise conditions. Pursuant to the waiver, the said 66,600 unvested stock options were lapsed/cancelled in accordance with the ESOP Scheme. The aforesaid waiver was duly disclosed to the NSE by the Company.

(iii) Employees receiving grant equal to or exceeding 5% of options granted during the year:

None.

(iv) Employees granted options equal to or exceeding 1% of the issued capital of the Company during the year:

Name	Designation	No. of Options Granted	Exercise Price (Rs.)
Rizwan Ahmed Syed	Country Head-Development Services	111000	10

Note: Dr. Syed Rizwan Ahmed, vide his letter dated December 30, 2025, voluntarily and irrevocably waived his entitlement to future vesting of 66,600 stock options out of the 111,000 stock options granted to him under DESOS 2024. The first tranche of 44,400 stock options remained subject to the applicable vesting and exercise conditions. Pursuant to the waiver, the said 66,600 unvested stock options were lapsed/cancelled in accordance with the ESOP Scheme. The aforesaid waiver was duly disclosed to the NSE by the Company.

G. Details of Trust

Not Applicable. DESOS 2024 is administered directly by the Company and not through an employee welfare trust.

H. Material Changes

There were no material changes in DESOS 2024 during the financial year.

I. Compliance Statement

DESOS 2024 has been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the approval accorded by the shareholders of the Company on September 30, 2024.

J. Capital Structure Impact

No stock options vested or were exercised during FY 2025-26. Consequently, no equity shares were allotted under DESOS 2024 and there was no dilution in the equity share capital of the Company during the year.

During the Financial Year 2024-25, the Company has received an in-principal approval for maximum listing of 4,55,500 stock options under the Delaplex Employees Stock Option Scheme, 2024. On 1st April 2025 the company has Granted 131800 stock options to eligible

employees. No stock options vested or were exercised during the year, and accordingly, no equity shares were allotted pursuant to the exercise of stock options.

The disclosures required under Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are provided in this **Annexure** which forms an integral part of this Annual Report.

The disclosures required under Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are available on the Company's website at <https://delaplex.in/>.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF DELAPLEX LIMITED

Report on the Standalone Financial Statements Opinion

We have audited the accompanying Standalone financial statements of **DELAPLEX LIMITED** ("the Company") which comprises the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone 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 its profit and its Cash Flow for the year ended on that date.

Basis for Opinion

We have conducted our audit of the standalone financial statements 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 Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and We have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Information other than the Financial Statements and Auditors' Report thereon.

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

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that if there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone financial statements that give a true and fair view of the state of affairs, profit/loss and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and 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.

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

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

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

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

2. A) As required by section 143 (3) of the Act, we report that:

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

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

c. The standalone Balance Sheet, the Statement of Profit and Loss and the standalone Cash Flow Statement dealt with by this Report are in agreement with the books of account;

d. In our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under section 133 of the Act.

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

f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**";

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

- a) The Company did not have any pending litigations which would impact its financial position;
- b) The Company did not have any long- term contracts including derivative contracts for which there were any material foreseeable losses.
- c) There were no amounts which were required to be transferred to the Investors Education and Protection Fund by the Company.
- d) (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (ii) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (iii) Based on audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11[e], as provided under (i) and (ii) above, contain any material mis-statement.
- (e) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

B) Based on our examination, which included test checks, the Company has used accounting software's for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software's. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2025, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is applicable for the financial year ended March 31, 2026.

C) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For and on behalf of

For Jodh Joshi And Co.,

Chartered Accountants

FRN: 104317W

SD/-

Yash K. Verma

Partner

Membership Number: 105954

UDIN:

Place: Nagpur

Date: 28th May 2026

“Annexure A”

To the Independent Auditors’ Report on the Standalone Financial Statements of Delaplex Limited for the year ended 31st March, 2026

Report as required by the Companies (Auditor’s Report) Order, 2020 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013

(Refer to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

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

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular program of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner at reasonable intervals. In accordance with this program, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties disclosed in the standalone financial statements are held in the name of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year. Therefore, the provisions of Clause (i)(d) of paragraph 3 of the order are not applicable to the company.

(e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Therefore, the provisions of Clause (i)(e) of paragraph 3 of the order are not applicable to the Company.

(ii) (a) In our opinion, physical verification of inventory has been conducted at reasonable intervals by the management and the coverage and procedure of such verification by the management is appropriate. No material discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees in aggregate from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.

(iii) During the year, the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Therefore, the provisions of clause 3(iii) of the said Order are not applicable to the company.

(iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any investments, guarantees or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). Therefore, the provisions of clause 3(iv) of the said Order are not applicable to the company.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Therefore, the provisions of Clause 3(v) of the order is not applicable to the Company.

(vi) As explained to us, the Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company. Therefore, the provisions of Clause (vi) of paragraph 3 of the order are not applicable to the Company.

(vii) (a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income tax, Sales Tax, Wealth tax, Service tax, Duty of Customs, duty of Excise, Value Added Tax, GST, Cess and other statutory dues with the appropriate authorities to the extent applicable to it. There are no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, value added tax, duty of customs, duty of excise or cess which have remained outstanding as at March 31, 2026 for a period of more than 6 months from the date they became payable.

(b) According to the information and explanations given to us, there are no statutory dues referred in sub- clause (a) which have not been deposited on account of any dispute. Therefore, the provisions of Clause (vii) (b) of paragraph 3 of the order are not applicable to the Company.

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year

(ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of any loan or other borrowings or any interest due thereon to any lender.

(b) In our opinion and according to the information and explanations given to us, the company has not been a declared willful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, the loans were applied for the purpose for which the loans were obtained.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

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

(f) In our opinion and according to the information and explanations given to us, the company has not

raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) The Company has raised money by way of initial public offer in November, 2023 and the requirements of the Companies Act, 2013 have been complied with and the funds raised have been used for the purpose for which the funds were raised.

(b) In our opinion and according to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, Clause (x)(b) of the Order is not applicable to the Company.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) During the year no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As an auditor, we did not receive any whistle blower complaint during the year.

(xii) The company is not a Nidhi Company. Therefore, the provisions of Clause (xii) of paragraph 3 of the order are not applicable to the Company.

(xiii) As per the information and explanations received to us all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable, and the details have been disclosed in the standalone financial statements as required by the applicable accounting standards. Identification of related parties were made and provided by the management of the company.

(xiv) In our opinion and based on our examination, the Company is not required to have an internal audit system under section 138 of the Companies Act, 2013.

(xv) The Company has not entered into any non-cash transactions with directors or persons connected with him for the year under review. Therefore, the provisions of Clause (xv) of paragraph 3 of the order are not applicable to the Company.

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

(b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The company is not part of any Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order are not applicable.

(d) As per the information and explanations received, the group does not have any CIC as part of the group.

(xvii) The company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

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

(xix) According to the information and explanations given to us 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 standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination, 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. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) There is not liability of the company under the provisions of section 135 of the Companies Act, relating to Corporate Social Responsibility. Therefore, the provisions of Clause (xx) of paragraph 3 of the order are not applicable to the Company.

(xxi) The company has not made investments in subsidiary company. Therefore, the company does not require to prepare consolidated financial statement. Therefore, the provisions of Clause (xxi) of paragraph 3 of the order are not applicable to the Company.

For and on behalf of

For Jodh Joshi And Co.,

Chartered Accountants

FRN: 104317W

SD/-

Yash K. Verma

Partner

Membership Number: 105954

UDIN: 26105954SLNFCL3691

Place: Nagpur

Date: 28th May 2026

“Annexure B”

To the Independent Auditor’s Report on the Standalone Financial Statements of Delaplex Limited for the year ended 31st March, 2026

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A) (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Delaplex Limited (“the Company”) as of March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31st March, 2026, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”).

Management’s and Board of Director’s Responsibilities for Internal Financial Controls

The Company’s Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Notes. 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.

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to Financial Statements

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

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

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

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

For and on behalf of

For Jodh Joshi And Co.,

Chartered Accountants

FRN: 104317W

SD/-

Yash K. Verma

Partner

Membership Number: 105954

UDIN: 26105954SLNFCL3691

Place: Nagpur

Date: 28th May, 2026

Delaplex Limited (Formerly known as: delaPlex Private Limited) CIN: L72900MH2004PLC144498 STATEMENT OF STANDALONE ASSETS & LIABILITIES (₹ in Lakhs)				
	Particulars	Note	As at March 31, 2026	As at March 31, 2025
			Audited	Audited
I	EQUITY AND LIABILITIES			
	1. Shareholders' funds			
	(a) Share Capital	I.1	911.00	911.00
	(b) Reserves and surplus	I.2	7,311.33	6,321.62
	Sub Total Shareholders Funds (A)		8,222.33	7,232.62
	2. Non-current liabilities			
	(a) Long-term borrowings	I.3	-	-
	(b) Other Non-current Liabilities	I.4	-	-
	(c) Deferred Tax liability	I.5	-	-
	(d) Long-term provisions	I.6	-	-
	Sub Total Non Current Liabilities (B)		-	-
	3. Current liabilities			
	(a) Short-term borrowings	I.7	-	-
	(b) Trade payables	I.8		
	i) Due to MSME		16.17	16.37
	ii) Due to Others		114.77	3.76
	(c) Other current liabilities	I.9	0.04	38.28
	(d) Short-term provisions	I.10	56.80	1.31
	Sub Total Current Liabilities (C)		187.79	59.72
	TOTAL (A+B+C)		8,410.11	7,292.35
II.	ASSETS			
	1. Non-current assets			
	(a) Property, Plant and Equipment and Intangible assets			
	(i) Property, Plant and Equipment	I.11	117.82	68.98
	(ii) Capital work-in-progress		146.06	14.20
	(iii) Intangible Assets		75.11	-
	(b) Non-current investments	I.12	20.48	20.48
	(c) Long-term loans and advances	I.13	1,258.63	1,012.50
	(d) Deferred Tax Assets	I.5	30.66	36.61
	(e) Other Non Current Assets	I.14	2,149.93	1,237.86
	Sub Total (A)		3,798.71	2,390.64
	2. Current assets			
	(a) Current Investments	I.15	-	-
	(b) Trade receivables	I.16	2,003.32	2,656.19
	(c) Cash and Cash Equivalents	I.17	539.15	294.49
	(d) Short-term loans and advances	I.18	8.27	52.65
	(e) Other Current Assets	I.19	2,060.66	1,898.36
	Sub Total (B)		4,611.41	4,901.70
	TOTAL (A + B)		8,410.11	7,292.35
Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements. As per our report of even date attached				
For Jodh Joshi and Co. Chartered Accountants Firm's Registration No: 104317W		For and on behalf of the Board of Directors Delaplex Limited		
SD/- Yash K. Verma Partner M No.105954		SD/- Preeti Sachdeva Director (DIN : 05354561)		
UDIN: 26105954SLNFCL3691 Nagpur 28-May-25		SD/- Deepak Jajoo CFO Nagpur 28-May-25		
		SD/- Nitin Sachdeva Managing Director (DIN : 01627153)		
		SD/- Manishraj Bhatt Company Secretary		

Delaplex Limited
(Formerly known as: delaPlex Private Limited)
CIN: L72900MH2004PLC144498
STATEMENT OF STANDALONE PROFIT & LOSS

(₹ in Lakhs)

	Particulars	Note	As at March 31, 2026	As at March 31, 2025
			Audited	Audited
I	Revenue from operations	II.1	5,677.03	5,576.01
II	Other Income	II.2	561.13	330.69
III	Total Income (I+II)		6,238.16	5,906.70
	Expenses:			
	(a) Cost of materials consumed	II.3	293.94	7.17
	(b) Purchases of stock-in-trade	II.4	-	-
	(c) Changes in inventories of finished goods and work-in- progress	II.5	-	-
	(d) Employee benefits expense	II.6	3,385.47	3,678.67
	(e) Finance costs	II.7	14.49	2.45
	(f) Depreciation and amortisation expense	I.11	60.02	32.27
	(g) Other expenses	II.8	1,195.77	780.95
	(h) CSR Expenses		24.50	21.50
IV	Total expenses		4,974.20	4,523.01
V	Profit /(Loss) before tax and Exceptional Items (III-IV)		1,263.96	1,383.69
VI	Exceptional Items	II.9	-	-
VII	Profit /(Loss) before tax (V-VI)		1,263.96	1,383.69
VIII	Tax expense:			
	Current tax expense		313.47	339.06
	Deferred tax charge/(credit)		5.95	10.98
			319.42	350.04
IX	Profit after tax for the year (VII-VIII)		944.55	1,033.65
XII	Earnings per share (face value of ₹ 10/- each):	II.10		
	(a) Basic (in ₹)		10.37	11.35
	(b) Diluted (in ₹)		10.37	11.35

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements.

As per our report of even date attached

For Jodh Joshi and Co.
Chartered Accountants
Firm's Registration No: 104317W

SD/-
Yash K. Verma
Partner
M No.105954

UDIN: 26105954SLNFCL3691
Nagpur
28-May-25

For and on behalf of the Board of Directors
Delaplex Limited

SD/-
Preeti Sachdeva
Director
(DIN : 05354561)

SD/-
Deepak Jajoo
CFO

Nagpur
28-May-25

SD/-
Nitin Sachdeva
Managing Director
(DIN : 01627153)

SD/-
Manishraj Bhatt
Company Secretary

Delaplex Limited (Formerly known as: delaPlex Private Limited) CIN: L72900MH2004PLC144498 STATEMENT OF STANDALONE CASH FLOWS (₹ in Lakhs)		
Particulars	Cash Flow	
	As at March 31, 2026	As at March 31, 2025
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Extraordinary items	1,263.96	1,383.69
Adjustment For:		
(a) Depreciation and Amortization	60.02	32.27
(b) Interest & Finance Charges	14.49	2.45
(c) Change in ESOP Pool	65.16	-
(d) Short/Excess provision written off	-	-
(e) Interest & Other income	-561.13	-330.69
(f) Preliminary Expenses written off	-	-
(g) Provision for Gratuity	-	-
Operating Profit before Working Capital Changes	842.52	1,087.72
Adjustment For :		
(a) (Increase)/Decrease in Inventories	-	-
(b) (Increase)/Decrease in Trade Receivables	652.87	-484.45
(c) (Increase)/Decrease in Other Assets	-156.35	-101.76
(d) Increase /(Decrease) in Trade Payables	110.82	14.00
(e) Increase /(Decrease) in Other Liabilities	-38.24	-10.33
(f) Increase /(Decrease) in Provisions	55.49	-64.51
CASH GENERATED FROM OPERATIONS	1,467.10	440.68
Less : Taxes	-319.42	-350.04
Less : CSR & Other Adjustment	-	-
CASH FLOW BEFORE EXTRAORDINARY ITEMS	1,147.68	90.64
NET CASH FROM OPERATING ACTIVITIES (A)	1,147.68	90.64
B. CASH FLOW FROM INVESTING ACTIVITIES		
(a) Sales / (Addition) in Fixed Assets & WIP	-315.84	-71.76
(b) Adjustment on Account of Opening gratuity Provision	-	-
(c) (Increase) / Decrease in Investment	-	105.31
(d) (Increase) / Decrease in loans and advances	-201.75	-1,012.25
(e) (Increase) / Decrease in Non Current Assets	-912.07	-23.72
(f) Interest and other income	561.13	330.69
NET CASH FROM INVESTING ACTIVITIES (B)	-868.53	-671.74
C. CASH FLOW FROM FINANCING ACTIVITIES		
(a) Increase/(Decrease) in Borrowings	-	-
(b) Increase/(Decrease) in Long term Liabilities	-	-
(c) Increase / (Decrease) in Long Term Provisions	-	-
(d) Funds from IPO (Net of Expenses)	-20.00	-15.67
(e) Dividends Distributed	-	-250.53
(f) Interest & Charges Paid	-14.49	-2.45
NET CASH FLOW IN FINANCING ACTIVITIES (C)	-34.49	-268.65
NET INCREASE IN CASH & CASH EQUIVALENTS (A)+(B)+(C)	244.66	-849.74
OPENING BALANCE – CASH & CASH EQUIVALENT	294.49	1,144.24
CLOSING BALANCE - CASH & CASH EQUIVALENT	539.15	294.50
	-	-
As per our Report of even date For Jodh Joshi and Co. Chartered Accountants Firm's Registration No: 104317W SD/- Yash K. Verma Partner M No.105954 UDIN: 26105954SLNFCL3691 Nagpur 28-May-25		
For and on Behalf of the Board Delaplex Limited SD/- SD/- Preeti Sachdeva Nitin Sachdeva Director Managing Director (DIN : 05354561) (DIN : 01627153) SD/- SD/- Deepak Jajoo Manishraj Bhatt CFO Company Secretary Nagpur 28-May-25		

Annexure - I.1

Standalone Statement of Share Capital

(₹ in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Authorised Capital*		
No. of Equity Shares of ₹ 10/- each	10,000,000	10,000,000
Authorised Equity Share Capital (In Lakhs)	1,000.00	1,000.00
Issued, Subscribed & Fully Paid up#		
No. of Equity Shares of ₹ 10/- each	9,110,000	9,110,000
Issued, Subscribed & Fully Paid up Share Capital (In Lakhs)	911.00	911.00
Total	911.00	911.00

*Company has increased authorised capital of the Company from Rs. 1 Lakh divided into 10000 Equity Shares of Rs. 10 each to Rs. 1000 Lakhs divided into 100 Lakhs Equity Shares of Rs. 10 Each in the extra-ordinary General Meeting of Shareholders of the company held on October 23, 2023.

#Company has allotted 73 Lakhs Bonus Equity Shares of Rs. 10 each on October 26, 2023 in the ratio of 730:1, i.e., for every equity share, 730 bonus shares were issued.

##Company has issued 18 Lakh Fresh Equity Shares of Rs. 10 each via IPO on 2nd Feb 2024.

Reconciliation of the number of shares outstanding is set out below:-

Particulars	As at March 31, 2026	As at March 31, 2025
	Number of Shares	Number of Shares
Shares outstanding at the beginning of the year	9,110,000	10,000
Add:-Shares Issued during the year	-	-
Fresh Issue		1,800,000
Bonus Shares Issued		7,300,000
Less: Shares bought back during the year		
Other Changes	-	-
Shares outstanding at the end of the year	9,110,000	9,110,000

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The company has not proposed any dividend during preceding financial year. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

Details of Shareholders holding more than 5 % shares:-

Name of Shareholder	As at March 31, 2026	As at March 31, 2025
DelaPlex Inc, USA		
Number of Shares	3,128,100	3,128,100
% of Holding	34.34%	34.34%
Mr. Nitin Sachdeva		
Number of Shares	3,635,895	3,581,895
% of Holding	39.91%	39.32%

Details of promoters holding shares:-

Name of Shareholder	As at March 31, 2026	As at March 31, 2025
1) DelaPlex Inc, USA (P)		
Number of Shares	3,128,100	3,128,100
% of Holding	34.34%	34.34%
2) Mr. Nitin Sachdeva (P)		
Number of Shares	3,635,895	3,581,895
% of Holding	39.91%	39.32%
3) Mr. Manish Sachdeva (P)		
Number of Shares	-	-
% of Holding	0.00%	0.00%
4) Mrs. Preeti Sachdeva (P)		
Number of Shares	1	1
% of Holding	Negligible	Negligible
5) Mr. Mark Rivers (P)		
Number of Shares	-	-
% of Holding	0.00%	0.00%
6) delaStream Solutions Private Limited (PG)		
Number of Shares	1	1
% of Holding	Negligible	Negligible
7) NSMentors Private Limited (PG)		
Number of Shares	1	1
% of Holding	Negligible	Negligible
8) Rekha Sachdeva (PG)		
Number of Shares	1	1
% of Holding	Negligible	Negligible
9) Iqbalchand Sachdeva (PG)		
Number of Shares	1	1
% of Holding	Negligible	Negligible

Annexure - I.2
Standalone Statement of Reserves And Surplus
(₹ in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
a. Securities Premium Account		
Opening Balance	2,752.53	2,768.20
Addition During the year		
Less IPO & ESOP Scheme Expenses	-20.00	-15.67
Closing of Securities Premium Account	2,732.53	2,752.53
b. ESOP Outstanding Account		
Opening Balance		
Add: ESOP Outstanding Account	-	
	65.16	
Closing Balance	65.16	-
c. Surplus in Statement of Profit & Loss A/c		
Opening balance	3,569.10	2,785.97
Net Profit For the current year	944.55	1,033.65
Less: Bonus Shares Issued	-	-
Less: Dividend Distributed		-250.53
Add/(less) - CSR Expenses:	-	-
Less: Others	-	-
Net Surplus in Statement of Profit and Loss	4,513.64	3,569.10
Total	7,311.33	6,321.62

Annexure - I.3
Standalone Statement of Long Term Borrowings
(₹ in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
<u>Secured</u>		
(a) Term loans		
Working Capital Term Loan	-	-
Vehicle Loan	-	-
(Secured By hypothecation of the Vehicle)		
Total Secured Term Loans	-	-
<u>Unsecured</u>		
(a) Unsecured Loan from Bank and NBFCs	-	-
(b) Loans from Directors	-	-
	-	-
Total	-	-

Annexure - I.4**Standalone Statement of Other Non-Current Liabilities****(₹ in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Security Deposit Received	-	-
Total	-	-

Annexure - I.5**Standalone Statement of Deferred Tax Asset/(Liability)****(₹ in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred Tax Liability On account of timing difference in Net block as per books & as per Income Tax		
Deferred Tax Assets On account of timing difference in retiral and other benefits	30.66	36.61
Total	30.66	36.61

Annexure - I.6**Standalone Statement of Long Term Provisions****(₹ in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Long Term Provisions	-	-
Total	-	-

Annexure - I.7**Standalone Statement of Short Teem Borrowings****(₹ in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
(a) Loan repayable on demand		
(b) Current Maturity of long term debt	-	-
Total	-	-

Annexure - I.8**Standalone Statement of Trade Payable****(₹ in Lakhs)**

Particulars		As at March 31, 2026	As at March 31, 2025
Trade Payable: Micro, Small and Medium Enterprises		16.17	16.37
Trade Payable: Others		114.77	3.76
Total		130.95	20.13

(a) Ageing schedule:**As at March 31, 2026****(₹ in Lakhs)**

Particulars	Less than 1 year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) MSME	16.17	-	-	-	16.17
(ii) Others	114.77	-	-	-	114.77
(iii) Disputed dues - MSME					-
(iv) Disputed dues - Others					-
Total	130.95	-	-	-	130.95

As at March 31, 2025**(₹ in Lakhs)**

Particulars	Less than 1 year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) MSME	16.37	-			16.37
(ii) Others	3.76	-			3.76
(iii) Disputed dues - MSME					-
(iv) Disputed dues - Others					-
Total	20.13	-	-	-	20.13

(b) Dues payable to Micro and Small Enterprises:**(₹ in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
1) Principal amount remaining unpaid to any supplier as at the year end	16.17	16.37
2) Interest due on the above mention principal amount remaining unpaid to any supplier as at the year end	-	-
3) Amount of the interest paid by the Company in terms of Section 16	-	-
4) Amount of the interest due and payable for the period of delay in making payment but without adding the interest specified under the MSMED Act	-	-
5) Amount of interest accrued and remaining unpaid at the end of the accounting year	-	-

Annexure - I.9**Standalone Statement of Other Current Liabilities****(₹ in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
TDS Payable	-	35.51
Credit Card dues	0.04	2.77
Total	0.04	38.28

Annexure - I.10**Standalone Statement Short Term Provisions****(₹ in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for Audit Fees	1.50	0.75
Salary Payable	27.93	28.65
Provident Fund, ESIC and PT Payable	8.35	9.35
Reimbursements & Utilities Payable	3.03	0.69
Dividend Payable	0.70	0.72
Income Tax Provision:		
Provision of Income Tax	313.47	338.65
Less: TDS Credit	-33.18	-42.79
Less: Advance Income Tax & Refund	-265.00	-334.70
Total	56.80	1.31

Standalone Statement of Property Plant & Equipment for 2025-2026

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	
		As At 01-Apr-2025	Purchase during the period	Disposal / Converted	Upto 31-Mar-2026	Upto 01-Apr-2025	Dep.fund Adjustment.	For the period	Disposals	Upto 31-Mar-2026	As At 31-Mar-25	As At 31-Mar-2026
I.	Property Plant & Equipment											
	Computers, Desktops & Printers	287.46	10.19		297.65	248.13		22.28	-	270.41	39.33	27.24
	Computer- Server & Networking Devices	2.63	73.43		76.06	2.53		20.86		23.38	0.10	52.68
	Office Equipment	42.53	5.93		48.46	25.92		8.83	-	34.76	16.61	13.70
	Electrical Installations	8.67	4.04		12.71	8.23		0.98	-	9.20	0.45	3.51
	Furniture & Fixtures	17.10	14.12		31.23	4.61		5.93		10.54	12.50	20.69
	Total Tangible Assets	358.39	107.72	-	466.11	289.41	-	58.87	-	348.29	68.98	117.82
	Previous Year	300.83	57.56	-	358.39	257.14	-	32.27	-	289.41	43.69	68.98
II.	Capital Work In Progress	14.20	146.06	14.20	146.06						14.20	146.06
	Total	14.20	146.06	14.20	146.06	-		-	-	-	14.20	146.06
III	Intangible Assets											
	Delaplex Application Platform (MDM, DAMP)	-	76.26		76.26	-		1.15		1.15	-	75.11
		-	76.26	-	76.26	-	-	1.15	-	1.15	-	75.11
	Total	372.60	330.04	14.20	688.43	289.41		60.02	-	349.44	83.19	339.00

I.11.1 Ageing Schedule of Capital Work In Pro

Amount in CWIP for a period of

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	146.06	-	-	-	-

Standalone Statement of Property Plant & Equipment for 2024-2025

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	
		As At 01-Apr-2024	Purchase during the period	Disposals	As At 31-Mar-25	Upto 01-Apr-2024	Dep.fund Adjustment.	For the period	Disposals	Upto 31-Mar-25	As At 31-Mar-24	As At 31-Mar-2025
I.	Property Plant & Equipment											
	Computer and Software's	256.44	31.01	-	287.46	220.90		27.23	-	248.13	35.54	39.33
	Computer- Networking Devices	2.63	-		2.63	2.51		0.01		2.53	0.12	0.10
	Office Equipment	27.93	14.60	-	42.53	21.96		3.96	-	25.92	5.97	16.61
	Electrical Installations	8.67	-	-	8.67	8.14		0.08	-	8.23	0.53	0.45
	Furniture & Fixtures	5.16	11.95		17.10	3.62		0.98		4.61	1.53	12.50
	Total Tangible Assets	300.83	57.56	-	358.39	257.14	-	32.27	-	289.41	43.69	68.98
II.	Capital Work In Progress		14.20		14.20						-	14.20
	Total		14.20	-	14.20	-	-	-		-	-	14.20

I.11.2 Ageing Schedule of Capital Work In Pro

Amount in CWIP for a period of

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	-	-	-	-	-

Annexure - I.12**Standalone Statement of Non-Current Investments****(₹ in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Investment in Subsidiaries	20.48	20.48
Total	20.48	20.48

Annexure - I.13**Standalone Statement of Long-term loans and advances****(₹ in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Loans given to Subsidiaries	1,258.63	1,012.50
Total	1,258.63	1,012.50

Annexure - I.14**Standalone Statement of Other Non Current Asset****(₹ in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Long term deposit with bank with maturity period more then 12 Months *	-	-
Interest accrued on above	-	-
Security Deposits	53.29	70.52
Fixed Deposit with ICICI (Non Current)	1,841.00	1,087.92
Interest accrued on Loans to Subsidiary & Non Current Fixed Deposit	255.64	79.42
Preliminary Expenses not written off		
Total	2,149.93	1,237.86

Annexure - I.15**Standalone Statement of Current Investments****(₹ in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Total	-	-

Annexure - I.16**Standalone Statement of Trade receivables****(₹ in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Trade Receivables, Unsecured	2,003.32	2,656.19
Total	2,003.32	2,656.19

Aging of Receivables - 31 March 2026**(₹ in Lakhs)**

Particulars	Less than 6 months	6 Months - 1 year	More than 3 years	Total
Undisputed				
Trade receivables - Considered good	2,003.32	-	-	2,003.32
Trade receivables - doubtful debt	-	-	-	-
Disputed				
Trade receivables - Considered good	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-
Total	2,003.32	-	-	2,003.32

Aging of Receivables - 31 March 2025**(₹ in Lakhs)**

Particulars	Less than 6 months	6 Months - 1 year	More than 3 years	Total
Undisputed				
Trade receivables - Considered good	2,656.19	-	-	2,656.19
Trade receivables - doubtful debt	-	-	-	-
Disputed				
Trade receivables - Considered good	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-
Total	2,656.19	-	-	2,656.19

Annexure - I.17**Standalone Statement of Cash and Cash Equivalents****(₹ in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Cash and Bank Balance		
Bank Balance		
Balance in current accounts	536.18	292.90
Balance in Travel Cards	-	-
Cash on Hand	2.97	1.59
Fixed deposit (Original Maturity less than 3 Months)	-	-
Total	539.15	294.49

Annexure - I.18**Standalone Statement of Short Term Loans And Advances****(₹ in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Deposits (Short Term)	8.27	52.65
Total	8.27	52.65

Annexure - I.19**Standalone Statement of Other current assets****(₹ in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
TDS Credit		
Advance Income Tax & Refund		
Less: Provision of Income Tax		
Professional Tax Paid in Advance	0.02	0.04
Prepaid Insurance & Expenses	52.56	41.15
GST Input Tax Credit c/f / (payable)	214.07	149.09
Interest Accrued	90.10	41.80
Advance Salary	0.10	-
Excess payment in TDS Payable Account	10.79	-
Fixed Deposits with ICICI (Current)	1,693.01	1,666.28
Total	2,060.66	1,898.36

Annexure - II.1**Standalone Statement of Revenue from operations****(₹ in Lakhs)**

Particulars	For The Year	
	As at March 31, 2026	As at March 31, 2025
Sale of products	-	-
Sales of Services	5,677.03	5,576.01
Other Operating Revenue	-	-
Total	5,677.03	5,576.01
Note:		
(i) Sale of Services comprises following :		
Domestic sales	958.00	321.82
Export sales	4,719.03	5,254.19
Total	5,677.03	5,576.01

Annexure - II.2**Standalone Statement of Other income****(₹ in Lakhs)**

Particulars	For The Year	
	As at March 31, 2026	As at March 31, 2025
Interest Income	371.13	271.49
Foreign Exchange Fluctuation	190.00	59.06
Discounts	-	0.14
Total	561.13	330.69

Annexure - II.3**Standalone Statement of Cost of materials consumed****(₹ in Lakhs)**

Particulars	For The Year	
	As at March 31, 2026	As at March 31, 2025
Inventories at the beginning of the year	-	-
Add: Purchases during the year - Computer Consumables	293.94	7.17
Add: Freight Inward	-	-
	293.94	7.17
Less: Closing stock at the end of the year	-	-
Cost of materials consumed	293.94	7.17

Annexure - II.4**Standalone Statement of Purchases of stock-in-trade****(₹ in Lakhs)**

Particulars	For The Year	
	As at March 31, 2026	As at March 31, 2025
Purchases of stock-in-trade	-	-

Annexure - II.5**Standalone Statement of Changes in inventories of finished goods and work-in-progress****(₹ in Lakhs)**

Particulars	For The Year	
	As at March 31, 2026	As at March 31, 2025
Inventories at the end of the year:		
(a) Finished goods	-	-
(b) Work-in-progress	-	-
(c) Scrap	-	-
(d) Packing Material	-	-
	-	-
Inventories at the beginning of the year:		
(a) Finished goods	-	-
(b) Work-in-progress	-	-
(c) Scrap	-	-
(d) Packing Material	-	-
	-	-
Net (increase) / decrease	-	-

Annexure - II.6**Standalone Statement of Employee benefits expense****(₹ in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Basic & House Rent Allowance	2,186.94	2,492.46
Other Allowance & Incentives	985.54	1,049.85
Contributions to Provident Fund and ESIC with Admin Fee	57.58	61.04
Staff Welfare Expense & Reimbursement	29.35	13.80
Retirement benefit Gratuity and other Full and Final Settlement	36.74	38.31
Employee Insurance	24.17	23.21
Contribution towards ESOP Pool	65.16	-
Total	3,385.47	3,678.67

Annexure - II.7**Standalone Statement of Finance costs****(₹ in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Bank & Transaction Charges	4.58	2.33
Interest Paid to Bank	-	
Interest Paid to Others	9.91	0.12
Total	14.49	2.45

Annexure - II.8**Standalone Statement of Other expenses****(₹ in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Auditors Remunerations	0.75	0.75
Fees for Professional and Technical Services	586.75	359.51
Internet and Domain Usage Fees	22.63	16.55
Software subscription expenses	19.67	16.40
Power & Fuel Charges (Including Consumbale)	36.70	34.06
Rent Expense	140.26	111.34
Project Cost	104.52	26.46
Sales & Marketing Expenses	46.02	51.06
Facility Management	16.28	16.40
Insurance Expense	19.40	17.31
Office Expenses	16.60	12.76
Postage and courier charges	2.73	3.56
Security Charges	14.64	10.95
Travelling and conveyance expenses	47.58	26.15
Legal fees	5.90	4.07
Consultant Fees	109.74	67.66
Printing and stationery expenses	1.26	2.87
Independent Director's Remuneration	1.20	1.20
Telephone expenses	2.82	1.58
Property Taxes	0.30	0.30
Profession Tax	0.02	0.02
Total (A+B+C)	1,195.77	780.95

Annexure - II.9**Standalone Statement of Exceptional Items****(₹ in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
NIL	-	-
Total (A+B+C)	-	-

Annexure - II.10**Standalone Statement of Earning Per Equity Share****(₹ in Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Before Exceptional Items		
1.Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs)	944.55	1,033.65
2. Weighted Average number of equity shares used as denominator for calculating EPS	9,110,000	9,110,000
3. Basic and Diluted Earning per Share (Post Bonus) (On Face value of Rs. 10/ per share)	10.37	11.35

DELAPLEX LIMITED

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON STANDALONE FINANCIAL STATEMENTS

Note No.: III

A. Basis of Preparation and Significant Accounting Policies –

1. Basis of accounting:

- The company prepares financial statements in accordance with the Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.
- The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies are applied consistently to all the periods presented in the standalone financial statements.

2. Use of Estimates:

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

3. Revenue Recognition:

Expenses and Income considered payable and receivable respectively are accounted for on accrual basis. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Revenue from fixed-price and fixed-time frame contracts, where there is no uncertainty as to measurement or collectability of consideration, is recognized based upon the percentage of completion or proportionate efforts method depending upon the circumstances. When there is uncertainty as to measurement or ultimate collectability revenue recognition is postponed until such uncertainty is resolved.

Interest income is recognized on a time proportion basis taking into account the outstanding amount and the interest rate applicable.

4. **Property, Plant & Equipment:**

Property, Plant & Equipment including intangible assets are stated at their original cost of acquisition including taxes, freight and other incidental expenses related to acquisition and installation of the concerned assets less depreciation till date.

Company has adopted cost model for all class items of Property Plant and Equipment.

Assets costing INR 5,000 or less are fully depreciated in the year of purchase.

5. **Depreciation:**

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price 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 risks specific to the asset.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

6. **Investments:**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments. Interest accrued on such investments has also been classified accordingly

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

7. **Inventories:**

The Company is a service company, primarily involved in software and support services. Accordingly, it does not hold any physical inventory.

8. **Retirement Benefits:**

The retirement benefits including Gratuity are accounted for as and when liability becomes due for payment.

9. **Taxes on Income:-**

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted by the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is virtual certainty with convincing evidence that these would be realized in future. At each Balance Sheet date, the carrying amount of deferred tax is reviewed to reassure realization.

10. **Provisions, Contingent Liabilities and Contingent Assets: (AS-29)**

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities is disclosed in Notes to the account for:

- i. Possible obligations which will be confirmed only by future events not wholly within the control of the company or
- ii. Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the financial statement since this may result in the recognition of the income that may never be realized.

11. Intangible Assets :(AS 26)

(a) Recognition and Measurement

Intangible assets are recognized when it is probable that future economic benefits attributable to the asset will flow to the Enterprise and the cost of the asset can be measured reliably.

Separately acquired intangible assets are measured initially at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

(b) Research and Development Costs

Expenditure on research phase activities is recognized as an expense in the Statement of Profit and Loss as incurred.

Development expenditures arising from an internal project are capitalized and recognized as an intangible asset if, and only if, the Enterprise can demonstrate all of the following:

- i. The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- ii. Its intention to complete the intangible asset and use or sell it;
- iii. Its ability to use or sell the intangible asset;
- iv. How the intangible asset will generate probable future economic benefits (including the existence of a market for the output of the asset, the asset itself, or its internal usefulness);
- v. The availability of adequate technical, financial, and other resources to complete the development and to use or sell the asset; and
- vi. Its ability to measure reliably the expenditure attributable to the intangible asset during its development.

Capitalized development costs are stated at cost less accumulated amortization and impairment.

12. Foreign Exchange Transactions (AS 11) :

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

transaction, in accordance with AS 11- The Effects of Changes in Foreign Exchange Rates.

Monetary items denominated in foreign currencies outstanding at the Balance Sheet date are translated at the closing rate. Non-monetary items that are measured in terms of historical cost in a foreign currency are reported using the exchange rate at the date of the transaction.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, are recognized as income or expense in the period.

13. Earnings per share:

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

14. Material Events:

Material events occurring after Balance Sheet date are taken into cognizance for better presentation of financial statement and full disclosures.

15. General:

Except wherever stated, accounting policies are consistent with the accounting standards and have been consistently applied.

The assertions in the financial statements, including the outstanding balances and closing balances for transactions may be reclassified for better presentation and disclosure purposes.

(B) Notes on Financial Statements

1. The classification of creditors as micro and small enterprise has been given to the parties from whom the confirmation has been received regarding their classification as per MSMED Act.

2. Trade receivables, Trade payables, Loans & Advances and Unsecured Loans have been taken at their book value subject to confirmation and reconciliation.

3. Payments to Auditors: (in Lakhs)

Auditors Remuneration	2025-2026	2024-2025
Audit Fees	Rs.0.60	Rs.0.60
Tax Audit Fees	Rs. 0.15	Rs. 0.15
Company Law Matters	-	-
GST Matters	-	-
Total	Rs0.75	Rs0.75

4. Loans and Advances are considered good in respect of which company does not hold any security other than the personal guarantee of people.

5. Related Party disclosure as identified by the company and relied upon by the auditors:

(A) Related Parties and their Relationship

(I) Key Management Personnel

1. Nitin Sachdeva
2. Preeti Sachdeva
3. Manish Sachdeva
4. CA Deepak Jajoo
5. CS Manishraj Bhatt

(II) Relative of Key Management Personnel

Sr.	Name	Relation
1	Rekha Sachdeva	Related to Director
2	Nitin Sachdeva HUF	HUF of Director
3	Delastream Solutions Private Limited	Sister Concern
4	Delaplex Inc.	Promoter
5	Xperity LLC (formerly delaPlex Software LLC)	Sister Concern
6	NSMentors Pvt. Ltd.	Sister Concern
7	Celestia Crew Consultancy Pvt Ltd	Subsidiary
8	Delaplex Software Limited UK	Subsidiary
9	Blueberry Software Limited	Step Down Subsidiary

(III) Enterprises owned or significantly influenced by Key Management personnel or their relatives

Transactions with Related parties

(INR in Lakhs)

	Transactions during the year	
Nature of Transaction	Current Year	Previous year
<u>Rent:</u>		
Nitin Sachdeva	8.40	8.40
Manish Sachdeva	18.00	18.00
<u>Salary:</u>		
Preeti Sachdeva	9.60	9.60
Nitin Sachdeva	76.75	77.00
Deepak Jajoo	36.00	36.00
Manishraj Bhatt	11.47	10.77
<u>Facilities Charges:</u>		
Nitin Sachdeva HUF	13.20	13.20
<u>Procurement & Expense & Incomes:</u>		
DelaStream Solutions Pvt. Ltd. (Purchases)	14.69	18.82
Celestia Crew Private Limited (Purchase)	98.87	47.99
Delaplex Software UK (Interest Income)	134.70	69.99
Celestia Crew Private Limited (Interest Income)	8.12	5.49
Blueberry Systems Limited (Revenue)	583.25	287.91
Delaplex Inc. (Revenue)	3342.21	3727.19
Xperity LLC (Revenue)	667.91	881.84
<u>Loans Given to Related Parties:</u>		
Celestia Crew Consultancy	10.00	50.00
Delaplex Software Limited	236.13	962.50

(INR in Lakhs)

	Current Year	Previous Year
6. Value of Imports		
Raw Material	N.A.	N.A.
Goods Finished	N.A.	N.A.
7. Expenditure in Foreign Currency	Rs. 131.81	Rs. 73.58
8. Earning in Foreign Exchange	Rs. 5459.32	Rs. 4829.87

(This does not include expenses incurred through credit card usage. Only transactions directly paid/ transacted from the company bank account conducted in foreign currency are mentioned above. Additionally foreign exchange gain/loss are excluded)

9. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
10. The Company has not declared any dividends for year FY 2025-26.
11. Previous year figures were regrouped/rearranged wherever necessary.
12. The figures stated in financials have been rounded off to the nearest decimal (in Lakhs) wherever required

For Jodh Joshi & Co.

FRN No. 104317W

Chartered Accountants

SD/-

CA Yash Verma

Partner

Membership No. 105954

Place: Nagpur

Date: 28TH May 2026

UDIN: 26105954SLNFCL3691

For Delaplex Limited

SD/-

Preeti Sachdeva

(Director)

DIN 05354561

SD/-

Nitin Sachdeva

(Managing Director)

DIN 01627153

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF DELAPLEX LIMITED

Report on the Audit of the Consolidated Financial Statements Opinion

We have audited the accompanying consolidated financial statements of **DELAPLEX LIMITED** (the "Company") and its subsidiaries (the Company and its subsidiaries together referred to as the "Group") which comprise the Consolidated Balance Sheet as at March 31, 2026, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), and the Consolidated Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2026, of consolidated profit/loss, and its consolidated cash flows for the year then ended

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements, standalone financial statements and our auditor's report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India. The respective Boards of Directors/Trustees of the entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Boards of Directors of the entities included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intends to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective Boards of Directors of the entities included in the Group are also responsible for overseeing the financial reporting process of the Group.

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

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

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

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls with reference to Consolidated 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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the Consolidated Financial Statements.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.

We communicate with those charged with governance of the Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

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

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

Other Matters

We did not audit the financial statements / financial information of M/s. Delaplex Software Limited UK, whose financial statements reflect total assets of Rs. 2700.18 Lakhs as at 31st March, 2026 and total revenues of Rs. 1694.43 Lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit/loss of Rs. 322.54 Lakhs for the year ended 31st March, 2026, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors

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

Report on Other Legal and Regulatory Requirements

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

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2026 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and jointly controlled companies incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of Internal Financial Control with reference to Financial Statements of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A.
- g. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197(16) of the Act.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and jointly controlled entities there are no pending litigations on the company or its group entities.
- ii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Delaplex Limited and its subsidiary companies, associate companies and jointly controlled companies incorporated in India.

For and on behalf of
For Jodh Joshi And Co.,
Chartered Accountants
FRN: 104317W

Yash K. Verma
Partner
Membership Number: 105954
UDIN: 26105954MBNIZI9743
Place: Nagpur
Date: 28/05/2026

Annexure A

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Delaplex Limited of even date)

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

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

Management’s Responsibility for Internal Financial Controls

The respective Boards of Directors of the Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies 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 the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to Consolidated Financial Statements of the Company and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

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

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at March 31, 2026, based on the criteria for internal financial control with reference to Consolidated Financial Statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For and on behalf of

For Jodh Joshi And Co.,

Chartered Accountants

FRN: 104317W

Yash K. Verma

Partner

Membership Number: 105954

UDIN: 26105954MBNIZI9743

Place: Nagpur

Date: 28/05/2026

Delaplex Limited (Formerly known as: delaPlex Private Limited) CIN: L72900MH2004PLC144498 STATEMENT OF CONSOLIDATED ASSETS & LIABILITIES (₹ in Lakhs)				
	Particulars	Note	As at Mar 31, 2026	As at Mar 31, 2025
			Audited	Audited
I	EQUITY AND LIABILITIES			
	1. Shareholders’ funds			
	(a) Share Capital	I.1	911.00	911.00
	(b) Reserves and surplus	I.2	8,087.22	6,473.48
	Sub Total Shareholders Funds (A)		8,998.22	7,384.48
	Minority Interest in Subsidiaries		1.21	-5.99
	Sub Total Minority Interests (B)		1.21	-5.99
	3. Non-current liabilities			
	(a) Long-term borrowings	I.3	-	-
	(b) Other Non-current Liabilities	I.4	-	-
	(c) Deferred Tax liability	I.5	-	-
	(d) Long-term provisions	I.6	-	-
	Sub Total Non Current Liabilities (C)		-	-
	4. Current liabilities			
	(a) Short-term borrowings	I.7	-	-
II.	(b) Trade payables	I.8		
	i) Due to MSME		16.17	5.76
	ii) Due to Others		152.59	188.68
	(c) Other current liabilities	I.9	5.38	52.64
	(d) Short-term provisions	I.10	95.95	180.32
	Sub Total Current Liabilities (D)		270.09	427.40
	TOTAL (A+B+C+D)		9,269.52	7,805.89
	ASSETS			
	1. Non-current assets			
	(a) Property, Plant and Equipment and Intangible assets			
	(i) Property, Plant and Equipment	I.11	124.64	73.52
	(ii) Capital work-in-progress	I.11	146.06	14.20
	(iii) Intangible Assets & WIP	I.11	2,079.02	1,444.49
	(b) Non-current investments	I.12	19.60	19.60
(c) Long-term loans and advances	I.13	-	-	
(d) Deferred Tax Assets	I.5	29.62	42.40	
(e) Other Non Current Assets	I.14	1,973.22	1,166.19	
Sub Total (A)		4,372.17	2,760.40	
2. Current assets				
(a) Current Investments	I.15	-	-	
(b) Trade receivables	I.16	2,256.25	2,690.30	
(c) Cash and Cash Equivalents	I.17	631.15	411.78	
(d) Short-term loans and advances	I.18	8.27	52.65	
(e) Other Current Assets	I.19	2,001.68	1,890.77	
Sub Total (B)		4,897.35	5,045.50	
TOTAL (A + B)		9,269.52	7,805.89	
Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements. As per our report of even date attached				
For Jodh Joshi and Co.		-		
Chartered Accountants		Delaplex Limited		
Firm's Registration No: 104317W				
SD/-		SD/-	SD/-	
Yash K. Verma		Preeti Sachdeva	Nitin Sachdeva	
Partner		Director	Managing Director	
M No.105954		(DIN : 05354561)	(DIN : 01627153)	
		SD/-	SD/-	
		Deepak Jajoo	Manishraj Bhatt	
		CFO	Company Secretary	
UDIN: 26105954MBNIZI9743				
Nagpur			Nagpur	
May 28 2026			May 28 2026	

Delaplex Limited (Formerly known as: delaPlex Private Limited) CIN: L72900MH2004PLC144498 STATEMENT OF CONSOLIDATED PROFIT & LOSS (₹ in Lakhs)				
	Particulars	Audited	As at For Year Mar 31, 2026	As at For Year Mar 31, 2025
			Consolidated Audited	Consolidated Audited
I	Revenue from operations	II.1	6,889.44	6,754.39
II	Other Income	II.2	417.81	255.76
III	Total Income (I+II)		7,307.25	7,010.15
	Expenses:			
	(a) Cost of materials consumed	II.3	294.27	7.95
	(b) Purchases of stock-in-trade	II.4	-	-
	(c) Changes in inventories of finished goods and work-in- progress	II.5	-	-
	(d) Employee benefits expense	II.6	4,030.38	4,191.26
	(e) Finance costs	II.7	14.58	3.64
	(f) Depreciation and amortisation expense	I.11	62.53	35.67
	(g) Other expenses	II.8	1,246.22	1,193.11
	(h) CSR Expenses		24.50	21.50
IV	Total expenses		5,672.48	5,453.12
V	Profit /(Loss) before tax and Exceptional Items (III-IV)		1,634.77	1,557.03
VI	Exceptional Items	II.9		-
VII	Profit /(Loss) before tax (V-VI)		1,634.77	1,557.03
VIII	Tax expense:			
	Current tax expense		330.75	339.12
	Deferred tax charge/(credit)		12.92	3.89
	(d) (Less): MAT Credit Entitlement			
			343.67	343.01
IX	Profit after tax for the year (VII-VIII)		1,291.11	1,214.01
	Minority Interest in P&L		-7.20	6.32
X	Profit after tax & minority interest for the year		1,283.90	1,220.33
XII	Earnings per share (face value of ₹ 10/- each):	II.10		
	(a) Basic (in ₹)		14.17	13.33
	(b) Diluted (in ₹)		14.17	13.33
Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements. As per our report of even date attached For Jodh Joshi and Co. Chartered Accountants Firm's Registration No: 104317W SD/- Yash K. Verma Partner M No.105954 UDIN: 26105954MBNIZI9743 Nagpur May 28 2026				
For and on behalf of the Board of Directors Delaplex Limited SD/- Preeti Sachdeva Director (DIN : 05354561) SD/- Deepak Jajoo CFO SD/- Nitin Sachdeva Managing Director (DIN : 01627153) SD/- Manishraj Bhatt Company Secretary Nagpur May 28 2026				

Delaplex Limited
(Formerly known as: delaPlex Private Limited)
CIN: L72900MH2004PLC144498
STATEMENT OF CONSOLIDATED CASH FLOWS

(₹ in Lakhs)

Particulars	Cash Flow	Cash Flow
	As at For Year Mar 31, 2026	As at For Year Mar 31, 2025
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Extraordinary items	1,634.77	1,557.03
Adjustment For:		
(a) Depreciation and Amortization	62.53	35.67
(b) Interest & Finance Charges	14.58	3.64
(c) Foreign Currency Translation	202.33	47.52
(d) Employee Stock Option Reserve	65.16	-
(e) Minority Share of P&L	-7.20	6.32
(f) Interest & Other income	-417.81	-255.76
Operating Profit before Working Capital Changes	1,554.37	1,394.42
Adjustment For :		
(a) (Increase)/Decrease in Inventories	-	-
(b) (Increase)/Decrease in Trade Receivables	434.05	-518.56
(c) (Increase)/Decrease in Other Assets	-98.13	-35.38
(d) Increase /(Decrease) in Trade Payables	-25.68	188.31
(e) Increase /(Decrease) in Other Liabilities	-47.26	4.03
(f) Increase /(Decrease) in Provisions	-84.37	121.53
CASH GENERATED FROM OPERATIONS	1,732.97	1,154.34
Less : Direct Taxes paid	-343.67	-343.01
Less : CSR & Other Adjustment	-	-
CASH FLOW BEFORE EXTRAORDINARY ITEMS	1,389.31	811.33
NET CASH FROM OPERATING ACTIVITIES (A)	1,389.31	811.33
B. CASH FLOW FROM INVESTING ACTIVITIES		
(a) Sales / (Addition) in Fixed Assets & WIP	-880.05	-1,524.19
(b) Adjustment on Account of Opening gratuity Provision	-	-
(c) (Increase) / Decrease in Investment	0.00	103.00
(d) (Increase) / Decrease in Loans and advances	44.38	-
(e) (Increase) / Decrease in Non Current Assets	-807.04	-20.19
(f) Interest and other income	417.81	255.76
(g) Minority Purchase for Blueberry Systems UK	82.34	-82.34
NET CASH FROM INVESTING ACTIVITIES (B)	-1,142.56	-1,267.96
C. CASH FLOW FROM FINANCING ACTIVITIES		
(a) Increase/(Decrease) in Borrowings	-	-
(b) Increase/(Decrease) in Long term Liabilities	-	-
(c) IPO/ESOP Expenses	-20.00	-15.67
(d) Dividends Distributed	-	-250.53
(e) Interest & Charges Paid	-14.58	-3.64
(f) Non Controlling Interest in Subsidiary	7.20	-6.00
NET CASH FLOW IN FINANCING ACTIVITIES (C)	-27.38	-275.83
NET INCREASE IN CASH & CASH EQUIVALENTS (A)+(B)+(C)	219.37	-732.46
OPENING BALANCE – CASH & CASH EQUIVALENT	411.78	1,144.24
CLOSING BALANCE - CASH & CASH EQUIVALENT	631.15	411.78

As per our Report of even date

For Jodh Joshi and Co.
Chartered Accountants
Firm's Registration No: 104317W

SD/-
Yash K. Verma
Partner
M No.105954

UDIN: 26105954MBNIZI9743
Nagpur
May 28 2026

For and on Behalf of the Board
Delaplex Limited

SD/-
Preeti Sachdeva
Director
(DIN : 05354561)

SD/-
Deepak Jajoo
CFO

Nagpur
May 28 2026

SD/-
Nitin Sachdeva
Managing Director
(DIN : 01627153)

SD/-
Manishraj Bhatt
Company Secretary

Annexure - I.1

Standalone Statement of Share Capital

(₹ in Lakhs)

Particulars	As at Mar 31, 2026	As at Mar 31, 2025
Authorised Capital*		
No. of Equity Shares of ₹ 10/- each	10,000,000	10,000,000
Authorised Equity Share Capital (In Lakhs)	1,000.00	1,000.00
Issued, Subscribed & Fully Paid up#		
No. of Equity Shares of ₹ 10/- each	9,110,000	9,110,000
Issued, Subscribed & Fully Paid up Share Capital (In Lakhs)	911.00	911.00
Total	911.00	911.00

*Company has increased authorised capital of the Company from Rs. 1 Lakh divided into 10000 Equity Shares of Rs. 10 each to Rs. 1000 Lakhs divided into 100 Lakhs Equity Shares of Rs. 10 Each in the extra-ordinary General Meeting of Shareholders of the company held on October 23, 2023.

#Company has allotted 73 Lakhs Bonus Equity Shares of Rs. 10 each on October 26, 2023 in the ratio of 730:1, i.e., for every equity share, 730 bonus shares were issued.

##Company has issued 18 Lakh Fresh Equity Shares of Rs. 10 each via IPO on 2nd Feb 2024.

Reconciliation of the number of shares outstanding is set out below:-

Particulars	As at Mar 31, 2026	As at Mar 31, 2025
	Number of Shares	Number of Shares
Shares outstanding at the beginning of the year	9,110,000	9,110,000
Add:-Shares Issued during the year	-	-
Fresh Issue		-
Bonus Shares Issued		-
Less: Shares bought back during the year		
Other Changes	-	-
Shares outstanding at the end of the year	9,110,000	9,110,000

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The company has not proposed any dividend during preceding financial year. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

Details of Shareholders holding more than 5 % shares:-

Name of Shareholder	As at Mar 31, 2026	As at Mar 31, 2025
DelaPlex Inc, USA		
Number of Shares	3,128,100	3,128,100
% of Holding	34.34%	34.34%
Mr. Nitin Sachdeva		
Number of Shares	3,635,895	3,581,895
% of Holding	39.91%	39.32%

Details of promoters holding shares:-

Name of Shareholder	As at Mar 31, 2026	As at Mar 31, 2025
1) DelaPlex Inc, USA (P)		
Number of Shares	3,128,100	3,128,100
% of Holding	34.34%	34.34%
2) Mr. Nitin Sachdeva (P)		
Number of Shares	3,635,895	3,581,895
% of Holding	39.91%	39.32%
3) Mr. Manish Sachdeva (P)		
Number of Shares	-	-
% of Holding	0.00%	0.00%
4) Mrs. Preeti Sachdeva (P)		
Number of Shares	1	1
% of Holding	Negligible	Negligible
5) Mr. Mark Rivers (P)		
Number of Shares	-	-
% of Holding	0.00%	0.00%
6) delaStream Solutions Private Limited (PG)		
Number of Shares	1	1
% of Holding	Negligible	Negligible
7) NSMentors Private Limited (PG)		
Number of Shares	1	1
% of Holding	Negligible	Negligible
8) Rekha Sachdeva (PG)		
Number of Shares	1	1
% of Holding	Negligible	Negligible
9) Iqbalchand Sachdeva (PG)		
Number of Shares	1	1
% of Holding	Negligible	Negligible

Annexure - I.2

Consolidated Statement of Reserves And Surplus

(₹ in Lakhs)

Particulars	As at Mar 31, 2026	As at Mar 31, 2025
a. Securities Premium Account		
Opening Balance	2,752.53	2,768.20
Addition During the year		
Less IPO & ESOP Scheme Expenses	-20.00	-15.67
Closing of Securities Premium Account	2,732.53	2,752.53
b. Capital Reserve		
Capital Reserve arising out of consolidation	-0.01	-0.01
Closing of Capital Reserve	-0.01	-0.01
c. Foreign Exchange Translation Reserve		
Foreign Exchange Translation Reserve arising out of consolidation	249.85	47.52
d. Employee Stock Option Plan		
Opening Balance	-	-
Add: ESOP Outstanding Amounts	65.16	-
Closing Balance	65.16	-
e. Surplus in Statement of Profit & Loss A/c		
Opening balance	3,673.44	2,785.97
Net Profit For the current year	1,283.90	1,220.33
Less: Bonus Shares Issued	-	-
Less: Dividend Distributed	-	-250.53
Less: Purchase of Minority in Blueberry Systems UK	82.34	-82.34
Add/(less) - CSR Expenses:	-	-
Less: Others	-	-
Net Surplus in Statement of Profit and Loss	5,039.68	3,673.44
Total	8,087.22	6,473.48

Annexure - I.3

Consolidated Statement of Long Term Borrowings

(₹ in Lakhs)

Particulars	As at Mar 31, 2026	As at Mar 31, 2025
<u>Secured</u>		
(a) Term loans		
Working Capital Term Loan	-	-
Vehicle Loan	-	-
(Secured By hypothecation of the Vehicle)		
Total Secured Term Loans	-	-
<u>Unsecured</u>		
(a) Unsecured Loan from Bank and NBFCs	-	-
(b) Blueberry Consults Loan Account	-	-
	-	-
Total	-	-

Annexure - I.4**Consolidated Statement of Other Non-Current Liabilities****(₹ in Lakhs)****(₹ in Lakhs)**

Particulars	As at Half Yearly Mar 31,	As at Mar 31, 2025
Security Deposit Received	-	-
Total	-	-

Annexure - I.5**Consolidated Statement of Deferred Tax Asset/(Liability)****(₹ in Lakhs)****(₹ in Lakhs)**

Particulars	As at Half Yearly Mar 31, 2026	As at Mar 31, 2025
Deferred Tax Liability		
On account of timing difference in Net block as per books & as per Income Tax		-
Deferred Tax Assets	29.62	42.40
On account of timing difference in retiral and other benefits		
Total	29.62	42.40

Annexure - I.6**Consolidated Statement of Long Term Provisions****(₹ in Lakhs)****(₹ in Lakhs)**

Particulars	As at Half Yearly Mar 31,	As at Mar 31, 2025
Long Term Provisions	-	-
Total	-	-

Annexure - I.7**Consolidated Statement of Short Teem Borrowings****(₹ in Lakhs)****(₹ in Lakhs)**

Particulars	As at Half Yearly Mar 31,	As at Mar 31, 2025
(a) Loan repayable on demand		
(b) Current Maturity of long term debt	-	-
Total	-	-

Annexure - I.8**Consolidated Statement of Trade Payable**

	(₹ in Lakhs)	(₹ in Lakhs)
Particulars	As at Mar 31, 2026	As at Mar 31, 2025
Trade Payable: Micro, Small and Medium Enterprises	16.17	5.76
Trade Payable: Others	152.59	188.68
Total	168.76	194.44

Annexure - I.9**Consolidated Statement of Other Current Liabilities**

	(₹ in Lakhs)	(₹ in Lakhs)
Particulars	As at Mar 31, 2026	As at Mar 31, 2025
TDS Payable	5.34	46.08
Credit Card dues	0.04	6.57
Total	5.38	52.64

Annexure - I.10**Consolidated Statement Short Term Provisions**

	(₹ in Lakhs)	(₹ in Lakhs)
Particulars	As at Mar 31, 2026	As at Mar 31, 2025
Provision for Audit Fees	16.65	0.85
Salary Payable	27.93	28.65
Provident Fund, ESIC and PT Payable	8.36	16.64
Reimbursements & Utilities Payable	3.03	0.69
Unearned Revenue	-	154.48
Dividend Payable	0.70	0.72
Provision for Expenses & Foreign Statutory Dues	17.17	24.17
Interest Payable	-	-
Income Tax Provision	-	-
Provision of Income Tax	331.73	338.64
Less: TDS Credit	-44.62	-49.81
Less: Advance Income Tax & Refund	-265.00	-334.70
	-	
Total	95.95	180.32

Statement of Property Plant & Equipment for 2025-2026

(₹ in Lakhs)

	Fixed Assets	Gross Block					Accumulated Depreciation					Net Block	
		As At 01-Apr-2025	Purchase during the period	Currency Revaluation	Disposals	Upto 31-Mar-2026	Upto 01-Apr-2025	Dep.fund Adjustment.	For the period	Disposals	Upto 31-Mar-2026	As At 31-Mar-25	As At 31-Mar-2026
I.	Property Plant & Equipment												
	Computer and Softwares	292.21	12.10	3.47	-	307.77	251.01		25.13	-	276.13	41.20	31.64
	Computer- Networking Devices	2.63	73.43			76.06	2.53		20.86		23.38	0.10	52.68
	Office Equipment	43.93	5.93		-	49.86	26.09		8.83	-	34.92	17.84	14.93
	Electrical Installations	8.67	4.04		-	12.71	8.23		0.98	-	9.20	0.45	3.51
	Furniture & Fixtures	18.95	14.12	0.56	-	33.63	5.02		6.74		11.76	13.93	21.87
	Total Tangible Assets	366.39	109.62	4.03	-	480.04	292.87	-	62.53	-	355.40	73.52	124.64
II.	Capital Work In Progress	14.20	131.86			146.06						14.20	146.06
	Total	14.20	131.86	-	-	146.06	-	-	-	-	-	14.20	146.06
III.	Intangible Assets											-	-
	Goodwill on Acquisition	451.32		154.12		605.45					-	451.32	605.45
	Delaplex Application Platform		76.26			76.26		-	1.15		1.15	-	75.11
	Total	451.32	76.26	154.12	-	681.71	-	-	1.15	-	1.15	451.32	680.56
IV.	Intangible Assets in Progress											-	-
	PTS Platform	99.80	27.17	13.42		140.40					-	99.80	140.40
	BBWT3 Platform	893.36	244.54	120.17		1,258.06					-	893.36	1,258.06
	Total	993.16	271.71		-	1,398.46	-		-	-	-	993.16	1,398.46

Statement of Property Plant & Equipment for 2024-2025

(₹ in Lakhs)

	Fixed Assets	Gross Block					Accumulated Depreciation					Net Block	
		As At 01-Apr-2024	Purchase during the period	Currency Revaluation	Disposals	Upto 31-Mar-2025	Upto 01-Apr-2024	Dep.fund Adjustment.	For the period	Disposals	Upto 31-Mar-2025	As At 31-Mar-24	As At 31-Mar-2025
I.	Property Plant & Equipment												
	Computer and Softwares	256.44	35.76		-	292.21	220.90		30.11	-	251.01	35.54	41.20
	Computer- Networking Devices	2.63	-			2.63	2.51		0.01		2.53	0.12	0.10
	Office Equipment	27.93	16.00		-	43.93	21.96		4.12	-	26.09	5.97	17.84
	Electrical Installations	8.67			-	8.67	8.14		0.08	-	8.23	0.53	0.45
	Furniture & Fixtures	5.16	13.79		-	18.95	3.62		1.40		5.02	1.53	13.93
	Total Tangible Assets	300.83	65.55		-	366.39	257.14	-	35.73	-	292.87	43.69	73.52
II.	Capital Work In Progress		14.20			14.20						-	14.20
	Total		14.20		-	14.20	-		-	-	-	-	14.20
III.	Intangible Assets											-	-
	Goodwill on Acquisition		451.32			451.32						-	451.32
												-	-
	Total	-	451.32		-	451.32	-		-	-	-	-	451.32
IV.	Intangible Assets in Progress											-	-
	PTS Platform		99.80			99.80					-	-	99.80
	BBWT3 Platform		893.36			893.36					-	-	893.36
	Total	-	993.16		-	993.16	-		-	-	-	-	993.16

Annexure - I.12**Consolidated Statement of Non-Current Investments****(₹ in Lakhs)**

Particulars	As at Mar 31, 2026	As at Mar 31, 2025
Fixed Deposit (Non Current)	-	-
Investment in Subsidiaries:	-	-
Celestia Crew Consultancy - Equity	-	-
delaPlex Software Limited UK - Equity	-	-
delaPlex Software Limited UK - Other Acquisition Costs	19.60	19.60
Total	19.60	19.60

Annexure - I.13**Consolidated Statement of Long-term loans and advances****(₹ in Lakhs)**

Particulars	As at Mar 31, 2026	As at Mar 31, 2025
Loans given to Subsidiaries		
Celestia Crew Consultancy Pvt Ltd - India	-	-
Delaplex Software Limited - UK	-	-
Total	-	-

Annexure - I.14**Consolidated Statement of Other Non Current Asset****(₹ in Lakhs)**

Particulars	As at Mar 31, 2026	As at Mar 31, 2025
Long term deposit with bank with maturity period more then 12 Months *	-	-
Interest accrued on above	-	-
Security Deposits	56	72.18
Fixed Deposit with ICICI (Non Current)	1,874	1,089.53
Interest accrued on Loans to Subsidiary & Non Current Fixed Deposit	44	4.48
Preliminary Expenses not written off	-	
Total	1,973	1,166.19

Annexure - I.15**Consolidated Statement of Current Investments****(₹ in Lakhs)**

Particulars	As at Mar 31, 2026	As at Mar 31, 2025
Fixed Deposits (Current)	-	-
Total	-	-

Annexure - I.16**Consolidated Statement of Trade receivables****(₹ in Lakhs)**

Particulars	As at Mar 31, 2026	As at Mar 31, 2025
Trade Receivables, Unsecured	2,256.25	2,690.30
Total	2,256.25	2,690.30

Annexure - I.17

Consolidated Statement of Cash and Cash Equivalents (₹ in Lakhs)

Particulars	As at Mar 31, 2026	As at Mar 31, 2025
Cash and Bank Balance		
Bank Balance		
Balance in current accounts	627.59	409.72
Balance in Travel Cards	-	-
Cash on Hand	3.56	2.06
Fixed deposit (Original Maturity less than 3 Months)	-	-
Total	631.15	411.78

Annexure - I.18

Consolidated Statement of Short Term Loans And Advances (₹ in Lakhs)

Particulars	As at Mar 31, 2026	As at Mar 31, 2025
Deposits (Short Term)	8.27	52.65
Total	8.27	52.65

Annexure - I.19

Consolidated Statement of Other current assets (₹ in Lakhs)

Particulars	As at Mar 31, 2026	As at Mar 31, 2025
Professional Tax Paid in Advance	0.02	0.04
Prepaid Insurance & Expenses	71.57	60.66
GST & Indirect Taxes	134.02	117.76
Interest Accrued on FDs	90.10	41.80
Advance Salary	0.10	-
Unbilled Income	12.85	2.63
Fixed Deposits with Banks (Current)	1,693.01	1,667.87
Total	2,001.68	1,890.77

Annexure - II.1**Statement of Revenue from operations****(₹ in Lakhs)****(₹ in Lakhs)**

Particulars		
	As at For Year Mar 31, 2026	As at For Year Mar 31, 2025
Sale of products	-	-
Sales of Services	6,889.44	6,754.39
Other Operating Revenue		
Total	6,889.44	6,754.39
Note:		
(i) Sale of Services comprises following :		
Domestic sales	2,663.88	1,784.30
Export sales	4,225.56	4,970.09
Total	6,889.44	6,754.39

Annexure - II.2**Statement of Other income****(₹ in Lakhs)****(₹ in Lakhs)**

Particulars		
	As at For Year Mar 31, 2026	As at For Year Mar 31, 2025
Interest Income	229.05	197.26
Foreign Exchange Fluctuation	188.45	58.36
Discounts	0.31	0.14
Total	417.81	255.76

Annexure - II.3**Statement of Cost of materials consumed****(₹ in Lakhs)****(₹ in Lakhs)**

Particulars		
	As at For Year Mar 31, 2026	As at For Year Mar 31, 2025
Inventories at the beginning of the year	-	-
Add: Purchases: Computer Consumables & Direct Materials	294.27	7.95
Add: Freight Inward	-	-
	294.27	7.95
Less: Closing stock at the end of the year		
Cost of materials consumed	294.27	7.95

Annexure - II.4**Statement of Purchases of stock-in-trade****(₹ in Lakhs)****(₹ in Lakhs)**

Particulars		
	As at For Year Mar 31, 2026	As at For Year Mar 31, 2025
	-	-
Purchases of stock-in-trade	-	-

Annexure - II.5**Statement of Changes in inventories****(₹ in Lakhs)****(₹ in Lakhs)**

Particulars		
	As at For Year Mar 31, 2026	As at For Year Mar 31, 2025
Inventories at the end of the year:		
(a) Finished goods	-	-
(b) Work-in-progress	-	-
(c) Scrap	-	-
(d) Packing Material	-	-
	-	-
Inventories at the beginning of the year:		
(a) Finished goods	-	-
(b) Work-in-progress	-	-
(c) Scrap	-	-
(d) Packing Material	-	-
	-	-
Net (increase) / decrease	-	-

Annexure - II.6**Statement of Employee benefits expense****(₹ in Lakhs)****(₹ in Lakhs)**

Particulars	As at For Year Mar 31, 2026	As at For Year Mar 31, 2025
Basic & House Rent Allowance	2,706.52	2,934.30
Other Allowance & Incentives	1,051.69	1,070.86
Contributions to Provident Fund, Pension, ESIC & Other funds	67.86	69.37
Staff Welfare Expense & Reimbursement	30.92	16.43
Retirement benefit Gratuity and other Full and Final Settlement	36.74	38.31
Employee Insurance	71.48	61.99
ESOP Expense	65.16	
Total	4,030.38	4,191.26

Annexure - II.7**Statement of Finance costs****(₹ in Lakhs)****(₹ in Lakhs)**

Particulars	As at For Year Mar 31, 2026	As at For Year Mar 31, 2025
Bank & Transaction Charges	5.89	3.48
Interest Paid to Bank	-	-
Interest on Statutory Dues	8.69	0.16
Total	14.58	3.64

Annexure - II.8**Statement of Other expenses****(₹ in Lakhs)****(₹ in Lakhs)**

Particulars	As at For Year Mar 31, 2026	As at For Year Mar 31, 2025
Auditors Remunerations	15.74	9.78
Bad Debt Written Off	-	7.28
Fees for Professional and Technical Services	549.31	532.06
Internet and Domain Usage Fees	22.63	17.29
Software subscription expenses	37.17	30.90
Power & Fuel Charges (Including Consumbale)	39.21	37.57
Rent Expense	166.87	135.69
Project Cost	104.52	26.46
Sales & Marketing Expenses	46.02	129.48
Facility Management	20.23	19.88
Insurance Expense	19.40	21.92
Office Expenses	21.17	21.09
Postage and courier charges	2.73	3.67
Security Charges	14.64	10.95
Travelling and conveyance expenses	58.38	36.74
Legal fees	9.77	4.07
Consultancy & Professional Fees	109.74	134.74
Printing and stationery expenses	1.26	2.88
Independent Director's Remuneration	1.20	1.20
Telephone expenses	5.89	9.13
Property Taxes	0.30	0.30
Profession Tax	0.02	0.02
Total (A+B+C)	1,246.22	1,193.11

Annexure - II.9**Statement of Exceptional Items****(₹ in Lakhs)****(₹ in Lakhs)**

Particulars	As at For Year Mar 31, 2026	As at For Year Mar 31, 2025
NIL		
Total (A+B+C)	-	-

Annexure - II.10**Statement of Earning Per Equity Share****(₹ in Lakhs)****(₹ in Lakhs)**

Particulars	As at For Year Mar 31, 2026	As at For Year Mar 31, 2025
Before Exceptional Items		
1.Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs)	1,291.11	1,214.01
2. Weighted Average number of equity shares used as denominator for calculating EPS	9,110,000	9,110,000
3. Basic and Diluted Earning per Share (Post Bonus) (On Face value of Rs. 10/ per share)	14.17	13.33

DELAPLEX LIMITED

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

Note No.: III

A. Basis of Preparation and Significant Accounting Policies –

1. Basis of accounting:

- The company prepares financial statements in accordance with the Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.
- The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies are applied consistently to all the periods presented in the standalone financial statements.

2. Use of Estimates:

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

3. Revenue Recognition:

Expenses and Income considered payable and receivable respectively are accounted for on accrual basis. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Revenue from fixed-price and fixed-time frame contracts, where there is no uncertainty as to measurement or collectability of consideration, is recognized based upon the percentage of completion or proportionate efforts method depending upon the circumstances. When there is uncertainty as to measurement or ultimate collectability revenue recognition is postponed until such uncertainty is resolved.

Interest income is recognized on a time proportion basis taking into account the outstanding amount and the interest rate applicable.

4. **Property, Plant & Equipment:**

Property, Plant & Equipment including intangible assets are stated at their original cost of acquisition including taxes, freight and other incidental expenses related to acquisition and installation of the concerned assets less depreciation till date.

Company has adopted cost model for all class items of Property Plant and Equipment.

Assets costing INR 5,000 or less are fully depreciated in the year of purchase.

5. **Depreciation:**

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written down Value (WDV) Method. For India based assets, depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. For assets held in foreign countries, depreciation is charged on the basis of local GAAP.

The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price 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 risks specific to the asset.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

6. **Investments:**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments. Interest accrued on such investments has also been classified accordingly

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

7. **Inventories:**

The Company is a service company, primarily involved in software and support services. Accordingly, it does not hold any physical inventory.

8. **Retirement Benefits:**

The retirement benefits including Gratuity are accounted for as and when liability becomes due for payment.

9. **Taxes on Income:-**

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted by the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is virtual certainty with convincing evidence that these would be realized in future. At each Balance Sheet date, the carrying amount of deferred tax is reviewed to reassure realization.

10. **Provisions, Contingent Liabilities and Contingent Assets: (AS-29)**

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities is disclosed in Notes to the account for:

- i. Possible obligations which will be confirmed only by future events not wholly within the control of the company or
- ii. Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the financial statement since this may result in the recognition of the income that may never be realized.

11. **Intangible Assets :(AS 26)**

(a) Recognition and Measurement

Intangible assets are recognized when it is probable that future economic benefits attributable to the asset will flow to the Enterprise and the cost of the asset can be measured reliably.

Separately acquired intangible assets are measured initially at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

(b) Research and Development Costs

Expenditure on research phase activities is recognized as an expense in the Statement of Profit and Loss as incurred.

Development expenditures arising from an internal project are capitalized and recognized as an intangible asset if, and only if, the Enterprise can demonstrate all of the following:

- i. The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- ii. Its intention to complete the intangible asset and use or sell it;
- iii. Its ability to use or sell the intangible asset;
- iv. How the intangible asset will generate probable future economic benefits (including the existence of a market for the output of the asset, the asset itself, or its internal usefulness);
- v. The availability of adequate technical, financial, and other resources to complete the development and to use or sell the asset; and
- vi. Its ability to measure reliably the expenditure attributable to the intangible asset during its development.

Capitalized development costs are stated at cost less accumulated amortization and impairment.

12. **Foreign Exchange Transactions (AS 11) :**

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

transaction, in accordance with AS 11- The Effects of Changes in Foreign Exchange Rates.

Monetary items denominated in foreign currencies outstanding at the Balance Sheet date are translated at the closing rate. Non-monetary items that are measured in terms of historical cost in a foreign currency are reported using the exchange rate at the date of the transaction.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, are recognized as income or expense in the period.

13. Earnings per share:

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

14. Material Events:

Material events occurring after Balance Sheet date are taken into cognizance for better presentation of financial statement and full disclosures.

15. General:

Except wherever stated, accounting policies are consistent with the accounting standards and have been consistently applied.

The assertions in the financial statements, including the outstanding balances and closing balances for transactions may be reclassified for better presentation and disclosure purposes.

(B) Notes on Financial Statements

1. The classification of creditors as micro and small enterprise has been given to the parties from whom the confirmation has been received regarding their classification as per MSMED Act.

2. Trade receivables, Trade payables, Loans & Advances and Unsecured Loans have been taken at their book value subject to confirmation and reconciliation.

3. Payments to Auditors: (in Lakhs)

Auditors Remuneration	2025-2026	2024-2025
Audit Fees	Rs.15.59	Rs.9.63
Tax Audit Fees	Rs. 0.15	Rs. 0.15
Company Law Matters	-	-
GST Matters	-	-
Total	Rs 15.74	Rs 6.24

4. Loans and Advances are considered good in respect of which company does not hold any security other than the personal guarantee of people.

5. Related Party disclosure as identified by the company and relied upon by the auditors:

(A) Related Parties and their Relationship

(I) Key Management Personnel

- 1) Nitin Sachdeva, Managing Director, Delaplex Limited
- 2) Preeti Sachdeva, Whole-Time Director, Delaplex Limited
- 3) Manish Sachdeva, Non-Executive Director Delaplex Limited
- 4) CA Deepak Jajoo, Chief Financial Officer, Delaplex Limited
- 5) CS Manishraj Bhatt, Company Secretary and Compliance Officer, Delaplex Limited
- 6) Akash Saraiya, Executive Director, Celestia Crew Consultancy Private Limited
- 7) Joy Peerwala, Director & COO, Blueberry Systems Limited, UK
- 8) Bruce How, Director, Blueberry Systems Limited, UK

(II) Relative of Key Management Personnel

Sr.	Name	Relation
1	Rekha Sachdeva	Related to Director
2	Nitin Sachdeva HUF	HUF of Director
3	Delastream Solutions Private Limited	Sister Concern
4	Delaplex Inc.	Promoter
5	Xperity LLC (formerly delaPlex Software LLC)	Sister Concern
6	NSMentors Pvt. Ltd.	Sister Concern

(III) Enterprises owned or significantly influenced by Key Management personnel or their relatives

Transactions with Related parties

(INR in Lakhs)

	Transactions during the year	
Nature of Transaction	Current Year	Previous year
<u>Rent:</u>		
Nitin Sachdeva	8.40	8.40
Manish Sachdeva	18.00	18.00
<u>Salary:</u>		
Preeti Sachdeva	9.60	9.60
Nitin Sachdeva	76.75	77.00
Deepak Jajoo	36.00	36.00
Manishraj Bhatt	11.47	10.77
Akash Saraiya	52.96	44.13
Joy Peerwala	118.44	97.10
<u>Facilities Charges:</u>		
Nitin Sachdeva HUF	13.20	13.20
<u>Procurement & Expense & Incomes:</u>		
DelaStream Solutions Pvt. Ltd. (Purchases)	14.69	18.82
Delaplex Inc. (Revenue)	3342.21	3727.19
Xperity LLC (Revenue)	667.91	881.84

(INR in Lakhs)

	Current Year	Previous Year
6. Value of Imports		
Raw Material	N.A.	N.A.
Goods Finished	N.A.	N.A.
7. Expenditure in Foreign Currency	Rs. 131.81	Rs. 73.58
8. Earning in Foreign Exchange	Rs. 5459.32	Rs. 4829.87

(This does not include expenses incurred through credit card usage. Only transactions directly paid/ transacted from the company bank account conducted in foreign currency are mentioned above. Additionally foreign exchange gain/loss are excluded)

9. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
10. The Company has not declared any dividends for year FY 2025-26.
11. Previous year figures were regrouped/rearranged wherever necessary.
12. The figures stated in financials have been rounded off to the nearest decimal (in Lakhs) wherever required

For Jodh Joshi & Co.
FRN No. 104317W
Chartered Accountants

For Delaplex Limited

SD/-
CA Yash Verma
Partner
Membership No. 105954
Place: Nagpur
Date: 28th May 2026
UDIN: 26105954MBNIZI9743

SD/-	SD/-
Preeti Sachdeva	Nitin Sachdeva
(Director)	(Managing Director)
DIN 05354561	DIN 01627153