To,
The Manager- Listing Department
National Stock Exchange India Limited
SME platform
'Exchange Plaza', C-1 Block G,
Bandra Kurla complex,
Bandra (E), Mumbai 400051.

Date: 31-08-2026

Ref: NSE Symbol: MINDPOOL ***ISIN: INE00RQ01019***

Subject: Compliance of Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

Pursuant to Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to enclose herewith a copy of the Annual Report of the Company for the financial year 2025-26 along with Notice of 16th Annual General Meeting scheduled to be held on Thursday 24th September, 2026
.
The Annual Report containing the Notice is also uploaded on the Company's Website: https://mindpooltech.com/investors/ under the 2026-27 Section > Annual Report Tab.

Kindly take the same on your record. This is for your information and record.

Thanks & Regards,
For, **Mindpool Technologies Limited**

BINNY PORWAL
Digitally signed by BINNY PORWAL
Date: 2026.08.31 15:12:15 +05'30'

Binny Porwal
Company Secretary & Compliance Officer
A39413

MINDPOOL TECHNOLOGIES

ISO 9001:2015 ISO 27001:2013

2026

Annual Report

+91 997 266 0966 | www.mindpooltech.com | info@mindpooltech.com

Global Business Solution

FROM THE DESK OF

CHAIRMAN AND MANAGING DIRECTOR

Dear Stakeholders,

I extend my sincere gratitude for your continued trust and support, which remain the foundation of our success. Despite global economic uncertainties and shifting market dynamics, our resilience and strategic focus have enabled us to deliver robust growth and strengthen our position in the industry.

Over the past year, we achieved significant milestones in revenue growth, advanced our sustainability agenda, and upheld strong corporate governance. These achievements are a testament to the dedication of our employees and the confidence placed in us by our customers and partners.

Looking ahead, we are committed to innovation, customer-centric solutions, and expanding our market presence. A key pillar of this strategy is our growing focus on Global Capability Centers (GCCs) in India. By enabling enterprises worldwide to establish and scale their GCCs, we are helping them drive digital transformation, optimize costs, and tap into India's exceptional talent ecosystem.

Together with our stakeholders, we will continue building on this momentum to create long-term value and sustainable growth.

Best Wishes,

Ritesh Sharma

Chairman and Managing Director

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ABOUT
COMPANY

We are one of the leading technology consulting and digital solutions providers, delivering innovative technology solutions, capabilities, and Global Capability Center (GCC) services to clients across diverse industries worldwide. We enable organizations to establish, scale, and optimize their GCCs by providing end-to-end technology expertise, operational excellence, and strategic support across digital transformation, data & analytics, cloud, artificial intelligence (AI), and emerging technologies.

With extensive experience across multiple industry verticals, we specialize in building and managing technology capabilities that drive innovation, agility, and business growth.

Mindpool, a company listed on NSE Emerge, has established itself as a trusted technology partner in India and the US, delivering high-quality products, services, and GCC solutions. Our commitment to excellence is demonstrated through our adherence to globally recognized standards, including ISO 9001:2015 and ISO/IEC 27001:2022 certifications. We are trusted by a diverse clientele, including Fortune 500 companies, and are recognized for our exceptional service delivery, long-term partnerships, consistent outcomes, and continuous innovation.

INDUSTRY RECOGNITION & ACCREDITATIONS

Result Oriented Approach

We execute the right campaigns for the right customers at the right time across the right channels

Customer Focused

We empower your sales and marketing teams with data insight to enable them to make more customer-focused decisions

Joined Indian Staffing Federation

We joined the Indian Staffing Federation, further strengthening our position as a trusted and leading staffing solutions provider.

Microsoft Silver Partner

Empowering Organizations With Innovative Solutions

IAS Certified

Accredited by the International Accreditation Service (IAS) for its Information Security Management System (ISMS)

ISO Certified

Great Place to Work Certified

OUR BUSINESS
APPROACH

Mindpool Technologies is committed to empowering businesses through innovative, technology-driven, and out-of-the-box solutions that enable sustainable growth and create long-term value for all our stakeholders, including clients, candidates, employees, and shareholders.

Our robust, transparent, and efficient governance framework provides the foundation for a compliant, resilient, and scalable growth strategy. Leveraging our deep domain expertise across diverse industry sectors, combined with strong operational excellence and a customer-centric approach, we are well-positioned to deliver enhanced business value, drive transformation, and build enduring partnerships with our clients.

OUR MISSION

Our Mission is to be a trusted technology partner, enabling businesses to accelerate growth and transformation through our comprehensive technology expertise, Global Capability Center (GCC) solutions, certified professionals, and client-centric approach. We are committed to delivering tailored, scalable, and innovative solutions that enhance business performance, drive operational excellence, and foster long-term, value-driven partnerships with our clients.

We function as an organic extension of our client's teams and work closely with them to provide collaborative and dedicated support. We understand what matters for your success and deliver accordingly.

In an ever- demanding business environment, we constantly strive to meet all the expectations of our clients. We adhere to industry best-practices and standardized processes that allow us to surpass our client's expectations.

We treat all information shared by our clients with utmost safety and privacy. We respect the confidentiality of client's data- giving utmost importance to business ethics. We build business relationships based on mutual trust.

CORPORATE INFORMATION – BOARD OF DIRECTORS

Mr. Ritesh Sharma
Chairman & Managing Director

An accomplished leader with nearly two decades of distinguished experience in the IT Staffing & Consulting industry, he provides strategic oversight of the company's business operations and contributes extensively to strategy consulting, business planning, sales strategy development, IT solutions, and service delivery.

He further serves as a member of the Audit Committee, the Stakeholders Relationship Committee, and the Nomination & Remuneration Committee.

Mrs. Poonam Sharma
Whole-Time Director

A dedicated and accomplished professional, Mrs. Sharma has played a pivotal role in establishing Mindpool as a distinguished IT consulting, development, and digital marketing organization. Since its inception, she has led the Human Resources and Administrative Operations functions with steadfast commitment.

Mr. Kaustubh Karwe
Independent Director

With approximately 25 years of professional experience spanning IT projects, human resources, and facility administration–including IT staffing–and nearly seven years in training and development, Mr. Karwe is a specialist in Business Administration and a Master Trainer in AML-KYC.

He also serves as Chairman of the Audit Committee and the Stakeholders Relationship Committee, and as a member of the Nomination & Remuneration Committee.

Mr. Sunil Jain
Independent Director

With over 25 years of industry experience, Mr. Jain brings deep expertise in product development and program management, which has been instrumental in the Company's strategic planning and the development of new avenues for expanding its services.

He also serves as Chairman of the Nomination & Remuneration Committee and as a member of the Audit Committee and the Stakeholders Relationship Committee.

Mr. Shailendrasingh Naiyyar
Independent Director

An Accredited Trainer for EXIN® and PEOPLECERT® with over 25 years of expertise in leading service management, Mr. Naiyyar is a visionary, dynamic, and outcome-oriented leader who has operated collaboratively across challenging environments spanning diverse geographies, cultures, and vendors for global enterprises.

Mr. Uday Surpuriya
Chief Financial Officer

He serves as the Chief Financial Officer of the Company, bringing over 10 years of experience in accounts and finance. He possesses extensive expertise in maintaining the profit and loss accounts of the respective business units and has consistently supported the organization in resource utilization, productivity, cost management, and profit generation.

Mrs. Binny Porwal
Company Secretary & Compliance Officer

She is an Associate Member of the Institute of Company Secretaries of India and a law graduate from Gujarat University, Ahmedabad. With approximately eight years of professional experience in statutory and stock exchange compliance, she manages the Company's secretarial, contractual, compliance, and other legal matters.

BOARD COMMITTEES

Sr. No.	Committee	Chairman	Members
A	Audit Committee	Kaustubh Karwe	Sunil Jain Ritesh Sharma Shailendra Naiyyar
B	Nomination And Remuneration Committee	Sunil Jain	Kaustubh Karwe Shailendra Naiyyar
C	Stakeholders Relationship Committee	Kaustubh Karwe	Sunil Jain Ritesh Sharma Shailendra Naiyyar

IMPORTANT STAKEHOLDERS & CORPORATE DETAILS

Statutory Auditor	M/s. R.B SHARMA & CO., Chartered Accountants Pune (MH)
Secretarial Auditor	M/s. KANJ & Co. LLP,Company Secretaries Pune (MH)
Internal Auditor	Mr. Rohit Kalamkar
Bankers	Federal Bank Limited RBL Bank Limited
Registrar & Share Transfer Agents	BIGSHARE SERVICES PRIVATE LIMITED S6-2, 6th Floor, Pinnacle business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai – 400093 Contact: + 91-22-6263 8200 www.bigshareonline.com email: investor@bigshareonline.com
Listed On	NSE EMERGE PLATFORM (National Stock Exchange of India Ltd.)
Investor Relations	Email: investors@mindpooltech.com
Website	www.mindpooltech.com
CIN	L72900PN2011PLC138607
Registered Office	3rd & 4th, Sr. No. 133/1/316111 GK Mall Near Konkane Chowk, Pimple Saudagar, Pune Maharashtra 411027
Contact Details	Tel: +91-9900038833; 9209401976 email: info@mindpooltech.com

LIFE @ MINDPOOL

Toy Exhibition
Maharashtra Days
Birthday Celebration
Health Checkup
Women's Day Celebration
Outings & Fun

Employee Appreciation

Awards and Music

NOTICE OF THE 16TH ANNUAL GENERAL MEETING

DEAR SHAREHOLDERS,

IT IS HEREBY BROUGHT TO YOUR NOTICE THAT THE 16TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF MINDPOOL TECHNOLOGIES LIMITED ("THE COMPANY") WILL BE HELD ON THURSDAY, 24TH SEPTEMBER 2026 AT 03:00 PM AT GROUND FLOOR, POLOROCHE BUSINESS AVENUE, AIRPORT RD, OPP. SYMBIOSIS LAW SCHOOL, VIMAN NAGAR, PUNE – 411032 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. Adoption of Audited Standalone Financial Statements:

To receive, consider & adopt the Audited Standalone Financial Statements of the Company for Financial Year ended March 31st, 2026 including the Balance Sheet, Statement of Profit & Loss Account and Cash Flow Statement together with the Reports of the Board of Directors and Auditors 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 Financial Statements of the Company including Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended March 31st , 2026 along with the Directors' Report and the Auditor's Report thereon be and are hereby received, considered, approved and adopted."

2. Adoption of Audited Consolidated Financial Statements:

To receive, consider & adopt the Audited Consolidated Financial Statements of the Company for Financial Year ended March 31st, 2026 including the Balance Sheet, Statement of Profit & Loss Account and Cash Flow Statement together with the Reports of the Board of Directors and Auditors 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 Consolidated Financial Statements of the Company including Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended March 31st, 2026 along with the Directors' Report and the Auditor's Report thereon be and are hereby received, considered, approved and adopted."

3. To reappoint Mr. Ritesh Sharma (DIN:02676486), who retires by rotation pursuant to section 152(6) of the Companies Act 2013, at this Annual General Meeting and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013 read with the rules made thereunder and the other applicable provisions of law, including any statutory modification(s) or reenactment thereof, for the time being in force ("Act"), the consent be and is hereby accorded to re-appoint Mr. Ritesh Sharma (DIN:02676486), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment."

SPECIAL BUSINESS:

4. To approve change in designation of Mrs. Poonam Sharma (DIN: 03397469) from Non-Executive Director to Executive Director and her remuneration thereof.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in it's meeting dated 10th April, 2026, the consent of the Members be and is hereby accorded for the redesignation and appointment of Mrs. Poonam Ritesh Sharma (DIN: 03397469) from Non-Executive Director to Executive – Whole-Time Director of the Company for a period of three (3) years with effect from 13th April, 2026, on the terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT Mrs. Poonam Ritesh Sharma shall be liable to retire by rotation during her tenure as Executive – Whole-Time Director, unless otherwise provided under the provisions of the Companies Act, 2013.

By Order of the Board of Directors

For, **Mindpool Technologies Limited**

Sd/-
Binny Porwal
Company Secretary
A39413

Place: Pune
Date: 22-08-2026

Notes:

1. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting and the explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the Item Nos. 3 and 4 is also annexed with this notice. These statements/ disclosures should be treated as part of this Notice.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

   The instrument of Proxy in order to be effective and valid, 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. A Proxy form MGT -11 is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

   Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 members provided shareholding of those members in aggregate should not be more than 10% of the total share capital of the Company carrying voting rights. 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. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.

4. Members are requested to bring their attendance slip along with copy of the report and accounts to Annual General Meeting. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.

5. Relevant documents referred to in the accompanying Notice & Explanatory Statement would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday / Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.

6. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address.

7. MEMBERS DESIROUS OF SEEKING ANY INFORMATION OF THE COMPANY ARE REQUESTED TO ADDRESS THEIR QUERIES IN WRITING TO THE COMPANY AT LEAST SEVEN DAYS PRIOR TO THE ANNUAL GENERAL MEETING SO THAT THE REQUESTED INFORMATION CAN BE MADE AVAILABLE AT THE TIME OF THE MEETING.

8. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, Bigshare Services Private Limited, for assistance in this regard. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience.

9. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.

10. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.

11. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled, to Bigshare Services Private Limited ('Bigshare'), Registrar and Transfer Agent ('R&T') of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection at the venue of the Annual General Meeting from 30 minutes prior to the scheduled time and shall be available till 30 minutes after the conclusion of the meeting. Members seeking to inspect such documents can send an email to *investors@mindpooltech.com/ cs@mindpooltech.com* with subject line 'Inspection of AGM Documents'. This notice and the Annual Report will also be available on the Company's website *www.mindpooltech.com* for download.

Notes:

13. In compliance with the Rule 11 of the Companies (accounts) Rules, 2014 and other applicable provisions and circulars, Notice of the 16th AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.mindpooltech.com , and the website of the National Stock Exchange of India Limited at www.nseindia.com and on the website of Service Provider, https://evoting.nsdl.com/.

14. The members seeking Annual Report in physical form may write a mail to cs@mindpooltech.com mentioning their Name, DPIP/CLID/BOID/Folio Number, Postal Address alongwith PIN Code and Contact Number for requesting Hard Copy of the Notice and Annual Report. The reports shall be sent to the member within 5 working days of receipt of the request.

15. A route map showing direction to reach the venue of the 16th AGM is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.

16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members holding shares in physical or dematerialized form, as on the cut-off date, being Thursday, 17th September, 2026, to exercise their right to vote through electronic means from a place other than the venue of the Meeting on any or all of the businesses specified in the accompanying Notice (the "Remote e-voting").

17. The remote e-voting period begins on Monday, September 21st, 2026 at 9:00 A.M. and ends on Wednesday, September 23rd, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

18. Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form and whose names appear in the Register of Members / Beneficial Owners, as on the Cut-off Date i.e., September 17th, 2026 shall be entitled to cast their vote at the 16th AGM. Any person who is not a member of as on the cut-off date should treat this Notice for information purposes only.

19. The Board of Directors has appointed Mr. Sunil Nanal, Designated Partner of KANJ & Co. LLP, Practicing Company Secretary as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.

20. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, within two working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

21. The Results on above resolutions shall be declared within two working days of the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

22. The Results of voting declared along with Scrutinizer's Report(s) will be displayed on the website of the Company (www.mindpooltech.com) and on Service Provider's website (https://evoting.nsdl.com) and the same shall also be simultaneously communicated to the National Stock Exchange of India Limited (NSE).

Notes:

Additional information required to be given as per the provisions contained in Schedule V of the Companies Act, 2013 are given hereunder:

I. General Information

1. Nature of industry: IT & Staffing

2. Date of commencement of commercial operations: 21-02-2011

3. In case of new companies, the expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA .

4. Financial performance based on given indicators:

Particulars	FY 2025-26 (Amt. in 000)	FY 2024-25 (Amt. in 000)
Revenue	4,85,360.80	2,65,641.56
Other Income	3,526.77	2,529.10
Expenses	4,82,872.95	2,67,487.15
Net Profit / (Loss)	**4,248.99**	**806.22**

5. Foreign investments or collaborations, if any: Mindpool Technologies Inc.

II. Other Information

1. **Reasons of loss or inadequate profits :** During the year under review your company reported a growth in revenue from operations amounting to an amount of INR 4,853.61 Lakhs during FY 2025-26 as compared to an amount of INR 2,656.42 Lakhs earned in the previous Financial Year 2024-25. The Company has marked a growth of 82.71 % in its turnover during the FY 2025-26 as compared to the FY 2024-25. The Company has recorded a Gross Profit (PBT) of INR 60.15 lakhs compared to INR 6.84 lakhs earned in the previous financial year and Profit after tax (PAT) of INR 42.49 Lakhs as compared to a profit of INR 8.06 Lakhs earned during the previous financial year. The improvement in the revenue is due to expansion into new markets and increased demand for the Company's services.

Even though the company has performed well in the current year still the profits are not adequate to pay the remuneration to Directors without members approval..

1. **Steps taken or proposed to be taken for improvement**: Your Company has been proactively exploring new business avenues in the GCC (Global Capability Center) and other regions, which continues to present strong demand for IT staffing, digital transformation, and allied services. Alongside, your Company is consistently implementing cost optimization measures to safeguard margins and enhance operational efficiency. Focused initiatives, including process automation, resource utilization improvement, vendor rationalization, and lean management practices, have been undertaken to reduce overheads. These measures not only strengthen the cost structure but also allow the Company to reinvest savings into revenue-generating activities and innovation.

. **Expected increase in productivity and profits in measurable terms**: With the dual strategy of expanding into the GCC market and other opportunities and implementing cost optimization initiatives, your Company expects a tangible improvement in both productivity and profitability. Entry into the GCC region is projected to contribute an additional growth in revenues over the next 2–3 financial years, driven by increased demand for IT staffing and digital services.

On the cost efficiency front, process automation, vendor consolidation, and better utilization of resources are anticipated to result in reduction in operating costs. These initiatives together are expected to enhance overall productivity while improving profit margins.

Accordingly, your Company is confident that the combined effect of growth opportunities in the GCC and other sectors and systematic cost optimization measures will significantly strengthen the bottom line and deliver sustainable value to shareholders.

E-VOTING PROCESS

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

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

Step 1: Access to NSDL e-Voting system at https://www.evoting.nsdl.com/

A. Login method for e-Voting for Individual shareholders holding securities in demat mode:

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to **e-Voting website of NSDL** for casting your vote during the remote e-Voting period 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on 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 the e-Voting service provider 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, so that the user can visit the e-Voting service providers' website directly 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: *https://www.evoting.nsdl.com/* either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at *https://eservices.nsdl.com/* with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?
      i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      ii. If your email ID is not registered, please follow steps mentioned below in process for **those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "***Forgot User Details/Password?***"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system**.**

How to cast your vote electronically on NSDL e-Voting system?

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

GENERAL GUIDELINES FOR SHAREHOLDERS:

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

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

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Rahul Rajbhar, Assistant Manager at evoting@nsdl.co.in .

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to *investors@mindpooltech.com*.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to *investors@mindpooltech.com*.

3. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

4. Alternatively, shareholder/members may send a request to *evoting@nsdl.co.in* for procuring user id and password for e-voting by providing above mentioned documents.

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

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

Item No. 3: To reappoint Mr. Ritesh Sharma (DIN: 02676486), who retires by rotation pursuant to section 152(6) of the Companies Act 2013, at this Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. Ritesh Sharma, (DIN 02676486) Chairman and Managing Director is also the Promoter of your Company. He has been associated with the company since its inception and was re-appointed as the Managing Director w.e.f. 1st October 2022 by the members of the Company for a term of 5 years.

In pursuance of the provisions of Section 152 of the Companies Act, 2013, Mr. Ritesh R. Sharma retires from the office of Directorship and being eligible, applies for re-appointment as the Managing Director of the Company.

None of the Directors/ Key Managerial Personnel/ their relatives are either directly or indirectly, financially or otherwise concerned or interested in any manner (except in the manner stated hereunder) in the resolution set out in Item 3 of the Notice of 16th AGM.

The Board recommends the Ordinary Resolution for the Item 3 set out in the Notice of 16th AGM.

ADDITIONAL INFORMATION ON DIRECTOR BEING RE-APPOINTED [AS REQUIRED UNDER REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA]:

SR. NO.	PARTICULARS	DETAILS
1	Name of the Director and DIN	Ritesh Ramavtar Sharma – (DIN: 02676486)
2	Designation	Chairman & Managing Director
3	Date of Birth	20/05/1977
4	Qualification	B.Com
5	Date of Original Appointment	21/02/2011
6	Date of Appointment as Managing Director	01/10/2022
7	No. of Board Meetings attended during the Year	6
8	Experience and Expertise	Mr. Ritesh Sharma is one of the most important pillars of the company since its inception. His knowledge, experience, leadership and guidance plays a vital role in Company's growth as a leading IT Staffing, Consulting, Development and Digital Marketing firm. He oversees the Business Operations and is involved in Strategy Consulting, Business plans, Sales Strategy Development, IT Solutions, and Service delivery across India & North America. Alongwith a Bachelor's degree in commerce, Mr. Sharma has been Certified in Executive Leadership & Leadership Foundations from LinkedIn. Having an experience of more than two decades in the IT Consulting and Staffing industry, his sheer grit and passion has been able to propel the Company in a forward direction.
9	Relationship between Directors, Manager and other Key Managerial Personnel	Mrs. Poonam Sharma, Whole Time Director of the Company is the Wife of Mr. Ritesh Sharma. He is not related to any other Director or KMP of the Company
10	Directorship in other Companies	Director of Mindpool Technologies INC, USA, S A TECH SOFTWARE INDIA LIMITED
11	No. of Equity Shares held in the company	15,05,000 Equity Shares
12	Terms and conditions of reappointment & Remuneration sought for	Chairman and Managing Director for 5 years at a remuneration of Rs. 52 Lakhs as per Special Resolution passed in the 12th Annual General Meeting held on 30th September 2022 and 15th Annual General Meeting held on 30th September 2025.
13	Details of remuneration last drawn	Rs. 48,61,120/- Per annum [FY 2025-26]
14	Chairmanship/Membership of Committees in the Board of other Companies	Member of the Audit Committee and Stakeholder Relationship Committee
15	Nature, material terms, monetary value and particulars of the contract or arrangement	NIL

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

Item No. 4: To approve change in designation of Mrs. Poonam Sharma (DIN: 03397469) from Non-Executive Director to Executive Director and her remuneration thereof.

Background Details; Mrs. Poonam Ritesh Sharma (DIN:03397469), Non Executive Director is also the Promoter of your Company. She has been associated with the company since its inception and was re-appointed as the Whole Time Director w.e.f. 1st October 2022 thereafter her designation was changed to Non Executive Director w.e.f. 01st October, 2024. As a Non-Executive Director she has been actively contributing to the strategic growth and governance of the Company.

Considering her rich experience, knowledge of the Company's business, leadership capabilities and the increased involvement required in the day-to-day management and operations of the Company,

The Nomination and Remuneration Committee, at its meeting, recommended her redesignation and appointment as Executive – Whole-Time Director of the Company. Based on the recommendation of the Committee, the Board of Directors, at its Meeting held on 10th April, 2026, approved her redesignation and appointment as Executive – Whole-Time Director for a period of three (3) years with effect from 13th April, 2026, subject to the approval of the Members.

BRIEF PROFILE AND TERMS OF APPOINTMENT OF THE DIRECTOR BEING REDESIGNATED.

SR. NO.	PARTICULARS	DETAILS
1	Name of the Director and DIN	Poonam Ritesh Sharma – (DIN: 03397469)
2	Date of Birth	15/04/1981
3	Qualification	B.Com & B.ED
4	Job profile and Suitability	Mrs. Ponam Sharma is being appointed as Executive-Whole Time Director Poonam Sharma aged 45 years, is the Promoter and Non-Executive Director of the Company. She holds a Bachelor's degree in commerce and has completed her B.ED (Bachelor of Education) from Pt. Ravishankar Shukla University, Raipur. She has been associated with the company since inception..
5	Relationship between Directors, Manager and other Key Managerial Personnel	Mr. Ritesh Sharma, Chairman & Managing Director of the Company is the husband of Mrs. Poonam Ritesh Sharma. She is not related to any other Director or KMP of the Company
6	Directorship in other Companies	Director of Mindpool Technologies INC, USA
7	No. of Equity Shares held in the company	15,05,000 Equity Shares
8	Terms and conditions of appointment & Remuneration sought for	Appointment as **Executive-Whole-Time Director** of the Company w.e.f 13th April, 2026 in Board meeting held on 10th April, 2026 for period of 3 Years for remuneration as mentioned in **Annexure A.**
9	Details of remuneration last drawn	NIL [FY 2025-26]
10	Nature, material terms, monetary value and particulars of the contract or arrangement	NIL
11	Recognition and Awards	NIL
12	Pecuniary relationship directly or indirectly with the company	NIL

ANNEXURE A

The proposed remuneration payable to Mrs. Poonam Sharma (DIN: 03397469) is as under:

Sr. No.	Particulars	Amount (INR)
A	Annual Gross Remuneration	52,00,000
B	Monthly Gross Remuneration (In-hand)	4,33,334

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

CTC Components	Amount Rs. Per Month	Amount Rs. Per Annum
Basic Salary & DA	₹ 2,16,667	₹ 26,00,000
Housing Rent Allowance	₹ 1,08,333	₹ 13,00,000
FBP	₹ 54,050	₹ 6,48,600
Special Allowance	₹ 43,862	₹ 5,26,340
(A) Gross Salary (Sum of above Fixed Components)	₹ 4,22,912	₹ 50,74,940
(B) Bonus (Paid Monthly)	₹ 0	₹ 0
Gratuity (Paid as per Gratuity Act)	₹ 10,422	₹ 1,25,060
(C) Employer Contribution Total in CTC	₹ 10,422	₹ 1,25,060
(D) Variable Salary (Performance Based-Paid Annually)	₹ 0	₹ 0
(A+C+D) Total Cost To Company	**₹ 4,33,333**	**₹ 52,00,000**
PT (Slab Wise)	₹ 200	₹ 2,400
FBP	₹ 54,050	₹ 6,48,600
(E) Total Employee Deduction	₹ 54,250	₹ 6,51,000
(A+B-E) Net Take Home	**₹ 3,68,662**	**₹ 44,23,940**

* Considering the remuneration prevailing in the industry, the size of the Company, the responsibilities attached to the position and the experience and profile of Mrs. Poonam Ritesh Sharma, the proposed remuneration is commensurate with comparable Whole-Time Director roles, generally ranging from ₹48 lakh to ₹60 lakh per annum.

In addition to the above, she shall be entitled to such other benefits, reimbursements and facilities as may be permitted under the Company's policies and applicable laws from time to time.

The individual components of the aforesaid remuneration can be restructured from time to time and in such manner as it may deem fit, provided that the aggregate annual cost to the Company does not exceed ₹52 lakh.

Mrs. Poonam Ritesh Sharma satisfies all the conditions specified under Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 for her appointment as Executive – Whole-Time Director.

She is not disqualified from being appointed as a director under Section 164 of the Companies Act, 2013 and has furnished the necessary declarations and disclosures as required under the Act.

The Board is of the opinion that, considering her experience, expertise and active involvement in the affairs of the Company, her appointment as Executive – Whole-Time Director is in the best interests of the Company.

Accordingly, the Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

Except Mrs. Poonam Ritesh Sharma, Mr. Ritesh Sharma Managing Director of the Company and her relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

The Board recommends the **Special Resolution** for approval of the Members.

BOARD'S REPORT

To,
The Members of
Mindpool Technologies Limited

Your Directors have pleasure in presenting the 16th Annual Report on the business and operations of the Company along with the Audited Financial Statements and Boards' Report for the Financial Year ended March 31st, 2026.

1. FINANCIAL RESULTS

The details of the Company's performance for the year under review along with the previous year's figures are given hereunder:

Particulars	Standalone (Rs. In Lakhs)		Consolidated (Rs. In Lakhs)	
	For the FY ended 31.03.2025	For the FY ended 31.03.2026	For the FY ended 31.03.2025	For the FY ended 31.03.2026
Income from operations	2656.42	4853.61	3440.76	5217.51
Other Income	25.29	35.27	25.29	35.27
Total Revenue	2681.71	4888.87	3466.05	5252.78
Less: Expenses	2674.87	4828.73	3457.01	5199.33
Profit Before Tax	6.84	60.15	9.04	53.44
Less: Tax Expense				
Current Tax	7.57	21.76	8.24	22.46
Tax/ MAT adjustments for earlier years	NIL	NIL	NIL	NIL
Deferred Tax	(8.79)	(4.10)	(8.79)	(4.10)
MAT credit	NIL	NIL	NIL	NIL
Net Profit After Tax	8.06	42.49	9.60	35.08

2. STATEMENT OF COMPANY AFFAIRS & OPERATIONAL PERFORMANCE

Overview:

Over the years, your company has established itself as a trusted and successful provider of IT solutions, consistently meeting and exceeding client expectations in this dynamic and evolving industry. With deep expertise and unwavering commitment, we have continued to serve as a reliable partner for businesses seeking high-quality IT services.

In today's competitive business environment, staffing agencies play a vital role in bridging the gap between exceptional talent and suitable opportunities. As IT enterprises increasingly require skilled professionals for both permanent and temporary positions, the importance of staffing agencies has grown substantially, enabling organizations to quickly and effectively meet their workforce needs.

Building on this demand, your Company delivered a strong improvement in performance during the year under review. On a standalone basis, income from operations grew by 82.71% to Rs. 4,853.61 Lakhs from Rs. 2,656.42 Lakhs in the previous year, profit before tax rose to Rs. 60.15 Lakhs from Rs. 6.84 Lakhs, and profit after tax increased to Rs. 42.49 Lakhs from Rs. 8.06 Lakhs, taking earnings per share to Rs. 1.00 from Rs. 0.19.

On a consolidated basis, income from operations increased to Rs. 5,217.51 Lakhs from Rs. 3,440.76 Lakhs and profit after tax improved to Rs. 35.08 Lakhs from Rs. 9.60 Lakhs, even as the overseas subsidiary recorded lower revenue for the year. With a healthier order pipeline and continued cost discipline, your Company expects this growth in revenue and profitability to be sustained in the coming year.

Building on this improved performance, we are further strengthening our position through strategic collaborations with offshore development centers. By adopting robust risk management practices, we are consolidating the gains made during the year while enhancing our capacity to leverage global expertise and resources. This approach allows us to access international talent pools while ensuring efficiency, cost optimization, and greater scalability.

Our commitment remains focused on delivering sustainable, value-driven solutions that sustain this growth momentum and deepen client relationships. By broadening our service offerings, we aim to provide holistic, future-ready solutions that align with the evolving needs of modern enterprises.

Standalone Performance: During the year under review your company reported growth in revenue from operations amounting to an amount of INR 4,853.61 Lakhs as compared to an amount of INR 2,656.42 Lakhs earned in the previous Financial Year. The Company has marked a growth of 82.71 % in its turnover during the FY 2025-26 as compared to a fall of 24 % made during the FY 2024-25.

The Company has recorded a Gross Profit (PBT) of INR 60.15 lakhs compared to INR 6.84 lakhs earned in the previous financial year and Profit after tax (PAT) of INR 42.49 Lakhs as compared to a profit of INR 8.06 Lakhs earned during the previous financial year.

The EPS for the FY 2025-26 is reported to be INR 1.00 as compared to INR 0.19 in FY 2024-25 , showing a rise of 426.32%.

Consolidated Performance: Backed by an improved business performance during the year, the Consolidated Revenue during the period under report aggregates to an amount of INR 5217.51 Lakhs as compared to an amount of INR 3440.76 Lakhs earned during the previous financial year resulting in a growth of 51.64%, the Company has recorded a Profit of INR 35.08 Lakhs during the year under report as compared to profit of INR 9.60 Lakhs in the previous year 2024-25 resulting in a rise of 265.4%.

The performance of the Company's wholly owned subsidiary, Mindpool Technologies INC, USA, was adversely impacted during FY 2025–26 due to challenging market conditions and continued uncertainties in the U.S. economy. As a result, the subsidiary reported a loss during the year as compared to a profit in the previous financial year. The subdued business environment and reduced demand in the overseas market affected the subsidiary's operations and profitability. Consequently, despite the continued focus on operational efficiency, the overall performance of the subsidiary declined during the year.

Subsidiary Performance:

Mindpool Technologies Inc.- The wholly owned subsidiary of the Company generated a Revenue of USD 0.59 Million (INR. 524.15 Lakh) during the period under report as compared to an amount of 0.927 Million (INR. 784.35 Lakh) earned during the previous financial year resulting in a reduction of around 36.35 %. Also, the Company has recorded loss of USD 8387.62 (INR 7.41 Lakhs) during the year under report as compared to profit of USD 1,814.26 (INR 1.53 Lakhs) in the previous year 2024-25 resulting in deterioration of approximately 562.31%.

3. DIVIDEND

The Directors of your Company are of the view that as the Company is undergoing a period of growth, and we require additional capital to further strengthen our operations and elevate the standard of services we provide and hence the Board of Directors has decided to forego any dividend payments for the current financial year. Instead, they have chosen to allocate the profits towards an expansion plan that will ensure long-term growth and success for the company.

4. NATURE OF BUSINESS

Across the period under review, your Company continued to centre its efforts on IT staffing, payroll processing, recruitment services, web application development, digital marketing and Global Capability Centers. Particular priority was placed on scaling up Global Capability Centers (GCC) services, with the aim of building a business model that is sustainable over the long run and of moving the Company closer to its enduring strategic goals. No material changes were introduced to how the Company operates, and its practices stayed steady throughout this period.

5. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

Your Company has delivered a strong performance during the FY 2025-26 in the IT staffing industry, marking a clear improvement over the previous year. Carrying this momentum forward, the Company has stayed dedicated and determined in providing quality services to its existing and new clients, leading to a balanced and trustworthy client base. The Directors of your company have been able to establish a management system which is efficient in the overall development of the Company, including its employees and other stakeholders. The Board is keen at pacing with various strategies and factors which are key in reaching the desired objectives:

Offerings and Profitability: With a proven track record in staffing and IT consulting, our digital marketing offerings have also shown success. This expansion allows us to provide comprehensive digital solutions to our customers.

Human Resource: Your Company treats its "human resources" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

Sales: Post COVID things has started changing. Client started working on hybrid model and this is helping us to meet them in person and build strong relationship. We also expand our sales team in digital business. As an impact, greater emphasis is demanded for digital sales enablement, and to counter the same, we have upgraded sales effectiveness in terms of tools, training and extended reach with new digital channels and solutions.

Performance Metrics: Supported by improving market conditions, the profitability of your Company has strengthened appreciably over the previous year. Building on this progress, the Company has continued its efforts to enhance operational efficiency and deliver consistent performance. The Board has taken due care of all factors influencing the business, while also keeping in view the needs and well-being of its employees

Marketing and Market Environment: The marketing landscape has also undergone key changes and digital marketing has been overemphasized, although we have always been in the forefront of digital marketing space and have included it as our core marketing strategy since our early years.

Performance in the USA Market: With challenging conditions in the western market, we have witnessed a slowdown in the business in US which has adversely impacted the results of our subsidiary company, whose profit has been declining. The Company continues to take proactive measures in further getting good business from US and western world in the years to come.

6. LISTING INFORMATION

The equity shares of your Company are listed on the following stock exchange(s) under the ISIN:

Stock Exchange	The National Stock Exchange of India
Platform	SME Platform
Symbol	MINDPOOL
ISIN	INE00RQ01019

7. HOLDING COMPANY

Your Company does not have any holding company or entity. The shareholding of the Company is as detailed in the Annual Report of the Company.

8. DETAILS OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

As on 31st March 2026, your company has, i.e., Mindpool Technologies Inc. incorporated as per the laws of United States of America. one wholly owned Subsidiary Company Following are the details of your Company's holding Structure in Mindpool Technologies INC:

Sr. No.	Particulars	Mindpool Technologies Inc.
1	Corporate Information:	• Incorporation Date- May 12, 2011 • Country- Delaware, USA • Registered Office-National Registered Agents Inc., 160 Greentree Drive Suite 101, Dover, DE 19904 in the Country of Kent. • Virtual Office - 3422 Old Capitol Trail, Suite # 1634, Wilmington, DE 19808-6192.
2	Current Nature of Business:	IT staffing and Project Consulting services.
3	Capital Structure of our Subsidiary:	1500 shares of common Stock with $0.01 Par Value per Share.
4	Effective date of acquiring shares or date of remittance	18th May, 2018
5	Shareholding as on 31st March 2026:	Wholly Owned Subsidiary [1500 Shares of $ 0.01/- each equivalent to 100% of paid-up capital]

Your Company does not have any Joint Venture Company or Entity.

9. COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

In accordance with the consent granted by the shareholders in the 11th AGM of your Company, with the approval of the Board of Directors, the Company has been carrying out the divestment process in S A Tech Software India Limited. Considering the same, S A Tech Software India Limited ceased to be a subsidiary of the Company in FY 2021-22 pursuant to divestment of 47000 shares and thereafter ceased to an Associate of the Company in FY 2022-23 pursuant to divestment of further 83,846 shares. As on the date of the report, S A Tech Software India Limited is not a Subsidiary of the Company.

10. ACCOUNTS OF SUBSIDIARY COMPANIES

The Company has one wholly owned Subsidiary Company as on March 31st 2026. The details regarding the financial statements on standalone as well as on consolidated basis of the said subsidiary have been furnished and attached to this report as **Annexure-I** in Form AOC-1**.**

11. RESERVES

During the period under review, the Company has not transferred any amount to the reserves.

12. MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

The Board of Directors at its meeting held on 19th December 2025, approved the draft Scheme of Amalgamation for the merger by absorption of the Company with S A Tech Software India Limited. As on 31 March 2026, the Company had filed an application with the National Stock Exchange and SEBI for issuance of the Observation Letter / NOC, and approvals from NSE and SEBI were received on 6th April 2026. Subsequently, the Company filed the requisite application for the merger with the Hon'ble National Company Law Tribunal on 7th August 2026, and the same is presently pending before the Tribunal.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of the Company comprises an optimum combination of executive and non-executive directors, including Independent Directors. During the year under review, there has been no change in the composition of the Board.

Based upon the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

Name of the Director	Category and Designation	Effective date of Appointment on Board
Mr. Ritesh Sharma (DIN 02676486)	Chairman & Managing Director	21st February, 2011
Mrs. Poonam Sharma (DIN 03397469)	Non-Executive Director	21st February, 2011
Mr. Kaustubh Karwe (DIN 08553122)	Independent Director	23rd September, 2019
Mr. Sunil Jain (DIN 08313434)	Independent Director	15th February, 2021
Mr. Shailendrasingh Naiyyar (DIN: 09723751)	Independent Director	1st September, 2022

Retirement by Rotation:

Pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 1/3rd of the Directors are liable to retire by rotation and if eligible offer themselves for re-appointment. In the ensuing Annual General Meeting, Mr. Ritesh Sharma Managing Director of the Company is liable to retire by rotation and being eligible offers himself for re-appointment.

Composition of Key Managerial Personnel:

In pursuance to provisions of Section 203 of the Companies Act, 2013 read with the applicable rules and other applicable provisions of the Companies Act, 2013, the designated Managerial Personnel and Key Managerial Personnel (KMP) of the Company as on 31st March, 2026 are as follows

Name of the MP/ KMP	Designation	Effective date of Appointment
Mr. Ritesh Sharma (DIN 02676486)	Chairman and Managing Director	8th March, 2018
Mr. Uday Pramod Surpuriya	Chief Financial Officer	11th November, 2024
Mrs. Binny Porwal	Company Secretary & Compliance Officer	2nd July, 2024

14. NUMBER OF BOARD MEETINGS

Six (6) meetings of the Board of Directors were conducted during the FY 2025-26 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder on the following dates:

- 29th May, 2025
- 31st July, 2025
- 05th September, 2025
- 14th November, 2025
- 19th December, 2025
- 09th January 2026

The intervening gap between two board meetings was within the period prescribed under the Companies Act, 2013 and as per Secretarial Standard-1.

The Directors Attendance in meetings of the Board were as follows:

Sr. No.	Name of Director	No. of Board meeting	
		Eligible to Attend	Attended
1.	Ritesh Sharma	6	6
2.	Poonam Sharma	6	6
3.	Kaustubh Karwe	6	6
4.	Sunil Jain	6	5
5.	Shailendrasingh Naiyyar	6	6

15. GENERAL MEETINGS:

During the year under review, your Company has conducted its 15th Annual General Meeting on 30th September, 2025 in Physical mode as per the guidelines issued by the Ministry of Corporate Affairs and Securities Exchange Board of India, respectively.

16. COMMITTEES OF BOARD

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following statutory Committees constituted by the Board function according to their respective roles and defined scope:

- **Audit Committee of Directors**
- **Nomination and Remuneration Committee**
- **Stakeholders Relationship Committee.**

Details of the composition, role of the Committee and number of meetings held for respective committees as on 31st March, 2026 is as follows:

I. Audit Committee:

A. Number of Meetings:

Four (4) meetings of the Audit Committee were conducted during the FY 2025-26 on the following dates:

- 29th May, 2025
- 31st July, 2025
- 14th November, 2025
- 19th December, 2025

B. The role of the audit committee includes the following:

Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

Reviewing, with the management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:

a) matters required to be included in the Directors' Responsibility Statement to be included in the Boards' Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
b) Changes, if any, in accounting policies and practices and reasons for the same;
c) Major accounting entries involving estimates based on the exercise of judgment by management;
d) Significant adjustments made in the financial statements arising out of audit findings;
e) Compliance with listing and other legal requirements relating to Financial Statements;
f) Disclosure of any related party transactions;
g) Modified opinion(s) in the draft Audit Report;

1. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
2. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
3. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
4. Approval or any subsequent modification of transactions of the listed entity with related parties;
5. Scrutiny of inter-corporate loans and investments;
6. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
7. Evaluation of internal financial controls and risk management systems;
8. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

10. Discussion with internal auditors of any significant findings and follow up there on;
11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
12. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
13. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
14. To review the functioning of the whistle blower mechanism;
15. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
16. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee

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I. The audit committee mandatorily reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal Audit Reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor.
6. Statement of deviations: (a) half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1). (b) Annual Statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

II. Nomination & Remuneration Committee:

Name of Director	Category	Role in Committee
Mr. Sunil Jain (DIN 08313434)	Non-Executive Independent Director	Chairman
Mrs. Poonam Sharma (DIN 03397469)	Non-Executive Director	Member
Mr. Kaustubh Karwe (DIN 08553122)	Non-Executive Independent Director	Member
Mr. Shailendrasingh Naiyyar (DIN: 09723751)	Non-Executive Independent Director	Member

Two (2) Meetings of the Members of Nomination & Remuneration Committee was held on 05th September, 2025, and 9th January, 2026.

The Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 is as per the Nomination and Remuneration Policy and the Terms & Conditions of appointment of Independent Directors as annexed herewith this report as **Annexure-III**. The said policies are also available on the website of your Company at the web link: ***https://www.mindpooltech.com/investors.html***.

III. Stakeholders Relationship committee:

Name of Director	Category	Role in Committee
Mr. Kaustubh Karwe (DIN 08553122)	Non-Executive Independent Director	Chairman
Mr. Ritesh Sharma (DIN 02676486)	Chairman and Managing Director	Member
Mr. Sunil Jain (DIN 08313434)	Non-Executive Independent Director	Member
Mr. Shailendrasingh Naiyyar (DIN: 09723751)	Non-Executive Independent Director	Member

The Members of Stakeholder Relationships Committee conducted their meeting on 30th March, 2026.

The Stakeholder Relationships Committee oversees all matters pertaining to investors of your Company. The terms of reference of the Investor Grievance Committee include the following:

1. Redressal of shareholders'/investors' complaints;
2. Reviewing on a periodic basis the approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
3. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
4. Non-receipt of declared dividends, balance sheets of the Company; and
5. Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The details of Investors complaints received and resolved during the Financial Year 2025-26 are as under:

No. of Investors Complaints RECEIVED during the financial year 2025-26	No. of Investors Complaints RESOLVED during the financial year 2025-26	No. of Investors Complaints PENDING as on 31st March 2026
Nil	Nil	Nil

17. EVALUATION OF BOARD OF DIRECTORS, COMMITTEES AND INDIVIDUAL DIRECTOR

The Nomination & Remuneration Committee has set up formal mechanism to evaluate the performance of the Board of Directors as well as that of its Committee and individual Directors, including Chairman of the Board, Key Managerial Personnel/ Senior Management etc.

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 Listing Regulations. The performance of the Board was evaluated by the Board after seeking inputs from all the Directors based on 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 based on criteria such as the composition of committees, effectiveness of Committee meetings, etc.

Pursuant to the provisions of sub-section 3 of Section 134 of Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, a meeting of the Independent Directors of the Company was conducted on 19th December 2025, to evaluate the performance of the Board of Directors at large, the Committees of the Board and the performance of every individual Director, including the executive directors, chairman and the independent directors. The Directors further evaluated the quality, quantity, and timeliness of flow of information between the company management and the Board and whether there has been any unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy.

18. DECLARATION BY INDEPENDENT DIRECTORS

As per the provisions of Section 149 sub section 6 & 7 and other applicable provisions of Companies Act, 2013 and the rules thereunder, your Company has duly received the declaration of Independence from all the Independent Directors during the financial year 2025-26 and that the said declarations were placed before the Board.

The Board further ensures that all the Independent Directors of the Company were/are eligible to be appointed as the Independent Directors as per the criteria laid down by Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Based upon the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

19. CORPORATE GOVERNANCE

As per Regulation 15 read with Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Corporate Governance Disclosure are not applicable to the Companies listed on the SME platform. Hence your Company is not required to disclose information as covered under Para (C), (D) and (E) of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per Para (F) of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is not required to have the de-mat suspense account neither unclaimed suspense account.

However, the Board of Directors and the management of the Company take all necessary steps to ensure that a good corporate governance structure is maintained and followed by the Company. The Board is moving ahead with an aim of maintaining a sustainable corporate environment which can keep a check and balance on the governance of the Company.

20. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion & Analysis report for the year under review as stipulated under Regulation 34(2) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as **Annexure- IV** hereto and forms part of this Report.

21. MANAGERIAL REMUNERATION

- **The details of remuneration paid to the Directors during the year ended on 31.03.2026 as per Schedule V of Companies Act 2013 are given below:**

Name	Salary (Rs.)	Perquisites (Rs.)	Sitting fees (Rs.)	Total	Service Contract if any
Ritesh Sharma	48,61,120	NIL	NIL	**48,61,120**	No

a) The above details of remuneration or fees paid are all elements of remuneration package of individual Directors summarized under major groups.

b) Apart from the above-mentioned details of remuneration or fees paid there are no other benefits, fixed component and performance linked incentives based on the performance criteria severance fees are given to Directors. No service contracts were entered into with Directors.

a) There are no stock options offered to any Directors /employees of the Company

- Disclosures of the ratio of the remuneration of each director to the median employee's remuneration and other details, required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, along with the Remuneration paid to the Directors including the Managing Director and Key Managerial Personnel of the Company are given in Clause 22 forming part of the Directors Report.

22. PARTICULARS OF EMPLOYEE REMUNERATION

The information required pursuant to Section 197 read with Rule 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as follows:

i. The percentage increase in remuneration of each Director and Chief Financial Officer during the Financial Year 2025-26, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2025-26 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as follows:

Name of Director / KMP	Remuneration during F.Y. 2025-26	Remuneration during F.Y. 2024-25	% Increase/ (decrease) in F.Y. 2025-26	Ratio of the remuneration to the median remuneration of the employees
Ritesh Sharma Chairman & Managing Director (KMP)	48,61,120	29,27,844	66.03%	62.76:1
Poonam Sharma Whole- Time Director (KMP)	-	14,63,920	-	-
Sathish Kumar Ganesan - CFO (KMP)	-	11,58,390	-	-
Uday Surpuriya- CFO (KMP)	11,58,190	10,15,670	14.03%	14.95:1
Binny Porwal Company Secretary and Compliance Officer (KMP)	7,73,970	5,74,420	34.74%	9.99:1
Total Remuneration	**67,93,280**	**71,40,244**	**(4.86%)**	**-**

* Median remuneration for the financial year was Rs. 77,458/- (Seventy-Seven Thousand Four Hundred Fifty-Eight Rupees Only)

i. There were 193 permanent employees on the rolls of the Company during the financial year 2025-26.
ii. Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:
iii. Change in the total remuneration of Directors and Key Managerial Personnel during the year under report in comparison to last year is as specified in the table above.
iv. The turnover of the Company has increased by 82.71%.
v. The Particulars of the employees who are covered by the Provisions contained in Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:
   a. Employed throughout the year -- Nil
   b. Employed for part of the year -- Nil
vi. It is affirmed that remuneration paid during the financial year 2025-26 is as per the Remuneration Policy of the Company.

23. RISK MANAGEMENT POLICY

The Company has in place a mechanism to identify, assess, monitor, and mitigate various risks to key business set for the Company. As a part of Risk Management policy, the relevant parameters for protection of environment, safety of operations and health of people at work are monitored regularly.

The Board does not foresee any risk which might threaten the existence of the Company. The web link for the policy is as follows: ***https://www.mindpooltech.com/investors.html***.

24. PUBLIC DEPOSITS

Your Company has not accepted or renewed any deposit from the public or members of the company within the meaning of Section 73 of the Companies Act, 2013 read with the Rules made thereunder.

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

A. CONSERVATION OF ENERGY

Sr. No.	Particulars	Brief Description
1	The steps taken or impact on conservation of energy	Your Company requires energy for its operations and the Company is making all efforts to conserve energy by monitoring energy costs and periodically reviews of the consumption of energy.
2	The steps taken by your Company for utilizing alternate sources of energy	During the year, the Company followed the hybrid working policy and provided the option to all the employees to work from office or remotely based on their preference, resulting in reduction of energy consumption.
3	The capital investment on energy conservation equipment.	We also take appropriate steps to reduce the consumption through efficiency in usage and timely maintenance / installation / upgradation of energy saving devices. During the period under report no new energy consumption equipment was required to be installed.

B. Technology Absorption, Adoption and Innovation:

Sr. No.	Particulars	Brief Description
1	The efforts made towards technology absorption	Your Company uses latest technology and equipment's into the business and is not engaged in any manufacturing activities.
2	The benefits derived like product improvement, manufacturing activities, cost reduction, product development or import substitution	
3	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) a) The details of technology imported b) The year of import c) Whether technology been fully absorbed? d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
4	The expenditure incurred on Research and development	Your Company has not spent any amount towards research and developmental activities and has been active in harnessing and tapping the latest and the best technology in the industry.

C. FOREIGN EXCHANGE EARNING AND OUTGO

Sr. No.	Particulars	F.Y. 2025-26	F.Y. 2024-25
1	Foreign exchange earnings	1,22,333,680	12,981,250
2	Foreign exchange outgo	-	-

26. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As your Company does not attracts any of the three criteria specified as per the provisions of Section 135 of the Companies Act, 2013, it is not mandated by law to make Corporate Social Responsibility expenditures equivalent to two percent of the average net profits during the financial year. Irrespective of the fact of non-applicability, your Company constantly strives to ensure strong corporate culture which emphasizes on integrating CSR values with business objectives.

27. AUDITORS

A. Statutory Auditors:

The members have appointed M/s R B Sharma and Co., Chartered Accountants, (Firm Registration No. 109971W) in their 14th Annual General Meeting held on September 20th, 2024 for a period of five (5) consecutive years i.e. till the conclusion of the 19th Annual General Meeting of the Company to be held in F.Y. 2029-30 and conduct audit for the F.Y. 2028-29.

B. Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Kanj & Co. LLP, Pune to undertake the Secretarial Audit of the Company for the year under review. The Secretarial Audit Report in form MR-3 is provided as **"Annexure-V".**

28. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has complied with all the provisions of Secretarial Standards on Board meeting and General Meetings issued by the Institute of Company Secretaries of India and approved by the Central Government.

29. AUDITORS' REPORT

The Auditors' Report carries an unmodified opinion and is self-explanatory; it does not require any further explanation or comments under Section 134(3) of the Companies Act, 2013. The Statutory Auditors have not made any qualifications, reservations, observations or adverse remarks in their report.

There were no qualifications, reservations, observations or adverse remarks made by the Secretarial Auditors in their report.

30. DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the Statutory Auditors and the reviews performed by management and the relevant board committees, including the Audit Committee, the Board is of the opinion that the Company's Internal Financial Controls were adequate and effective during FY 2025-26.

As per the provisions of Section 134 (5) of the Companies Act, 2013 (the "Act"), the Directors hereby state as under: -

A. That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
B. That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2026 and of the profit/loss of the company for the year ended 31st March, 2026.
C. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
D. That the directors had prepared the annual accounts on a going concern basis;
E. That the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating efficiently; and
F. That system to ensure compliance with the provisions of all applicable laws was in place and was adequate and operating effectively.

31. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the year under review, there were no orders passed by the regulators or courts or tribunals which would impact the going concern status of the Company and its future operations.

32. ANNUAL RETURN

Pursuant to the provisions of Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company shall be uploaded on the website of the Company within prescribed the time period after the ensuing Annual General Meeting of the Company and the Annual Returns for previous years are available on the website of the Company at: https://www.mindpooltech.com/investors.

33. COST RECORDS APPLICABILITY

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

34. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the period under review the Company has not given loans, guarantees or securities as per the provisions of Section 185 and 186.

35. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts, arrangement, transaction entered by the Company during the financial year with the related party were in the ordinary course of business and on arm's length basis. Financial Statements set out the details of all related party transactions, as per accounting standards. Details of Related Party transactions as per Section 188 have been specified in AOC-2 as **Annexure – II**

36. INTERNAL FINANCIAL CONTROL

The Company has adequate internal financial control in implementation with reference to the Financial Statement and is operating effectively. The Company has a well-placed, proper and adequate internal financial control systems which ensures that all assets are safeguarded and protected and that the transactions are authorized, recorded and reported correctly. The Company's internal financial control system also comprises due compliances with Company's policies and Standard Operating Procedures (SOP's), supplemented by internal audits from Internal Auditors.

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

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been constituted to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

There were no cases reported during the FY 2025-26 under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

38. VIGIL MECHANISM / WHISTLE BLOWER

The Company has adopted a Vigil Mechanism Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The web link for the policy is as follows: ***https://www.mindpooltech.com/investors***

39. COMPLIANCE UNDER THE MATERNITY BENEFIT ACT, 1961: The Company has complied with the applicable provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the benefits as prescribed under the Act. The Company remains committed to supporting working mothers and promoting a gender-inclusive workplace

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

It is not applicable to the Company during the year under review, as there exist no Loans/Borrowing from any Bank, Financial Institution, etc. in any form or nature.

41. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

There was no application made and proceeding initiated / pending under the Insolvency and Bankruptcy Code, 2016, by any Financial and/or Operational Creditors against your Company during the year under review. As on the date of this report, there is no application or proceeding pending against your Company under the Insolvency and Bankruptcy Code, 2016

42. STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR.

In the opinion of the Board, the Independent Directors appointed during the year possess the requisite integrity, expertise, and rich experience, including proficiency, required for effectively discharging their duties and responsibilities as Independent Directors of the Company.

43. EVENT BASED DISCLOSURE

The Company has not issued any shares with differential voting rights or Sweat Equity shares or shares under ESOP. The Company has not provided any money to its employees for purchase of its own shares hence the company has nothing report in respect of Rule 4(4), Rule (13), Rule 12(9) and Rule 16 of the Companies (Share Capital & Debentures) Rules, 2014.

44. ACKNOWLEDGEMENT

Your Directors express their deep gratitude to the members of the Company, for all support provided to the Company from time to time and the trust and confidence reposed in the Board of Directors of the Company. Your Directors also wish to thank the Bankers and Business Associates for all the help and encouragement they extended to the Company.

Date: 22-08-2026
Place: Pune

By Order of the Board
For, Mindpool Technologies Limited

Sd/-

Ritesh Ramavtar Sharma
(Chairman & Managing Director)
(DIN: 02676486)

Form AOC-1

Annexure-I

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/ ASSOCIATE COMPANIES/ JOINT VENTURES

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

Part "A": Subsidiaries

(Information in respect of each subsidiary presented with amounts in INR)

Sr. No.	Particulars	Amount
1	Name of the Subsidiary	Mindpool Technologies Inc.
2	Date of Acquisition	18th May, 2018
3	Reporting period for the subsidiary concerned	1st April 2025 to 31st March 2026
4	Reporting currency and Exchange Rate as on the last date of relevant Financial Yearin case of foreign subsidiaries.	1 USD= INR 94.6543
5	Share Capital	1,419.81
6	Reserves and Surplus	5,88,27,001
7	Total Assets	5,80,34,496
8	Total Liabilities	0
9	Investments	0
10	Turnover	5,24,14,798
11	Profit before Taxation	-7,40,686
12	Provision for Taxation	0
13	Profit after Taxation	-7,40,686
14	Proposed Dividend	NIL
15	% of shareholding	100 %

Notes:

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

For RB Sharma & Co.
(FRN: 109971W)

Sd/-

CA Abhinav Sharma
Partner
M. No.192590
UDIN:26192590ZKTJRX6593

Date: 05/08/2026
Place: Chh. Sambhajinagar

For Mindpool Technologies Limited

Sd/-

Ritesh Sharma
Chairman & Managing Director
DIN: 02676486

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 transactions under third proviso thereto below:

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

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

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No.	Particulars	Details
a)	Name(s) of the related party and nature of relationship	Mindpool INC
b)	Nature of Relationship	Wholly owned Subsidiary
c)	Nature of contracts/arrangements/transactions	Sales
d)	Duration of the contracts/arrangements/transactions	1 year
e)	Salient terms of the contracts or arrangements or transactions including the value, if any:	As per the Master Service Agreement.
f)	Date(s) of approval by the Board, if any:	May 29th, 2025, 14th November, 2025
g)	Amount incurred during the year:	1,60,24,730

Sr. No.	Particulars	Details
a)	Name(s) of the related party and nature of relationship	SA Tech Software India Ltd.
b)	Nature of Relationship	Related Party
c)	Nature of contracts/arrangements/transactions	Sales
d)	Duration of the contracts/arrangements/transactions	1 year
e)	Salient terms of the contracts or arrangements or transactions including the value, if any:	As per the Master Service Agreement.
f)	Date(s) of approval by the Board, if any:	May 29th, 2025, 14th November, 2025
g)	Amount incurred during the year:	8,24,71,027

Annexure-II

Sr. No.	Particulars	Details
a)	Name(s) of the related party and nature of relations	S A Tech Software India limited
b)	Nature of Relationship	Related Party
c)	Nature of contracts/arrangements/transactions	Purchase of service (Laptop Rental)
d)	Duration of the contracts/arrangements/transactions	1 year
e)	Salient terms of the contracts or arrangements or transactions including the value, if any:	As per the Equipment Leasing Agreement.
f)	Date(s) of approval by the Board, if any:	May 29th, 2025, 14th November, 2025
g)	Amount incurred during the year:	11,54,420

Sr. No.	Particulars	Details
a)	Name(s) of the related party and nature of relations	S A Tech Software India limited
b)	Nature of Relationship	Related Party
c)	Nature of contracts/arrangements/transactions	Office Rent
d)	Duration of the contracts/arrangements/transactions	1 year
e)	Salient terms of the contracts or arrangements or transactions including the value, if any:	As per Rent Agreement.
f)	Date(s) of approval by the Board, if any:	May 29th, 2025
g)	Amount incurred during the year:	16,28,400

Notes: The Company has received the disclosure of interest from all the Directors and Key Managerial Personnel (KMP) of the Company in the form MBP-1 as prescribed under the provisions of Section 184 of the Companies Act, 2013 read with rules made there under along with the list of their relatives as per Clause (77) of Section 2 of the Companies Act, 2013. The details of the transactions / contract / arrangements have been entered by or with any of the Directors / KMP of the Company and their relatives during the FY 2025-26 is mentioned above. Any shareholder interested in obtaining the details of the same may write to the Company Secretary at the registered office of the Company.

Date: 22-08-2026
Place: Pune

By Order of the Board

For, Mindpool Technologies Limited

Sd/-

Ritesh Ramavtar Sharma

Chairman & Managing Director

DIN:02676486

Annexure-III

NOMINATION AND REMUNERATION POLICY

1. INTRODUCTION

Pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company has been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors.

The Nomination and Remuneration Policy of the Company is designed to attract, motivate and retain manpower in a competitive and international market. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

2. DEFINITIONS

a) **"Board"** means Board of Directors of the Company.

b) **"Company"** means "**MINDPOOL TECHNOLOGIES LIMITED"**

c) **"Independent Director"** means a director referred to in Section 149 (6) of the Companies Act, 2013.

d) **"Key Managerial Personnel" (KMP)** means (i) Chief Executive Officer or the Managing Director or the Manager, (ii) Company Secretary, (iii) Whole-time Director, (iv) Chief Financial Officer and (v) Such other officer as may be prescribed.

e) **"Nomination and Remuneration Committee"** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013.

f) **"Policy or This Policy"** means, "Nomination and Remuneration Policy."

g) **"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

"Senior Management" mean personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

3. Applicability

The Policy is applicable to:

- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Senior Management Personnel
- Other employees.

4. Constitution of Committee:

The Board of Directors of the Company (the Board) constituted the committee known as "Nomination and Remuneration Committee" consisting of 4 directors out of which two third are independent directors. All the directors of the committee are non-executive directors. The committee shall meet at least once a year.

5. OBJECTIVE

The Key Objectives of the policy would be:

1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
2. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

6. GUIDING PRINCIPLES

The Policy ensures that:

1. The Committee while designing the remuneration package considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person.

2. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and

3. The Committee considers that a successful remuneration policy must ensure that a significant part of the remuneration package is linked to the achievement of corporate performance targets.

7. TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE:

1. To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
2. Formulate criteria for evaluation of Independent Directors and the Board.
3. Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
4. To carry out evaluation of every Director's performance.
5. To recommend to the Board the appointment and removal of Directors and Senior Management.
6. To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
7. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks
8. To devise a policy on Board diversity.
9. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
10. Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.
11. Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors.
12. Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.
13. Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice.
14. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
15. To perform such other functions as may be necessary or appropriate for the performance of its duties.

Annexure-III

8. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT APPOINTMENT OF DIRECTOR (INCLUDING INDEPENDENT DIRECTORS)

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

As per the applicable provisions of Companies Act 2013, Rules made thereunder, the Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

9. CRITERIA FOR APPOINTMENT OF KMP/SENIOR MANAGEMENT

The Committee shall consider the following factors for identifying the person who are qualified to becoming KMP and who can be appointed in senior management:

1. To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities.
2. To practice and encourage professionalism and transparent working environment.
3. To build teams and carry the team members along for achieving the goals/objectives and corporate mission.
4. To adhere strictly to code of conduct
5. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
6. The Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate(s).

10. REMOVAL

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

1. POLICY RELATING TO REMUNERATION OF DIRECTORS, KMP & SENIOR MANAGEMENT PERSONNEL:

1. No director/KMP/ other employee is involved in deciding his or her own remuneration.
2. The trend prevalent in the similar industry, nature and size of business is kept in view and given due weight age to arrive at a competitive quantum of remuneration.
3. Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
4. Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short- and long-term performance objectives appropriate to the Company's working and goals.
5. Provisions of law with regard making payment of remuneration, as may be applicable, are complied.
6. Whenever, there is any deviation from the Policy, the justification /reasons should also be indicated / disclosed adequately.

7. Executive remuneration is proposed by the Committee and subsequently approved by the Board of Directors. Executive remuneration is evaluated annually against performance. In determining packages of remuneration, the Committee may take the advice of the Chairman/ Managing Director of the Company.

8. The annual variable pay of senior managers is linked to the performance of the Company in general and their individual performance for the relevant year measured against specific Key Result Areas, which are aligned to the Company's objectives.

12. FOLLOWING CRITERIA ARE ALSO TO BE CONSIDERED

Responsibilities and duties; Time & efforts devoted; Value addition; Profitability of the Company & growth of its business; Analysing each and every position and skills for fixing the remuneration yardstick;

There should be consistent application of remuneration parameters across the organisation.

13. REVIEW

The policy shall be reviewed by the Nomination & Remuneration Committee and the Board, from time to time as may be necessary.

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

The terms and conditions of appointment of Independent Directors are subject to the extent provisions of the (i) applicable laws, including the Companies Act, 2013 (**'2013 Act')** and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and (ii) Articles of Association of the Company.

The broad terms and conditions of their appointments as Independent Directors of the Company are reproduced hereunder:

APPOINTMENT

The appointment will be for the period mentioned against their respective names ("**Term**"). The Company may disengage Independent Directors prior to completion of the Term subject to compliance of relevant provisions of the 2013 Act.

As Independent Directors, they will not be liable to retire by rotation.

Reappointment at the end of the Term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and the shareholders. The reappointment would be considered by the Board based on the outcome of the performance evaluation process and the directors continuing to meet the independence criteria.

The directors may be requested to be a member / Chairman of any one or more Committees of the Board which may be constituted from time to time.

ROLE, DUTIES AND RESPONSIBILITIES

1. As members of the Board, they along with the other Directors will be collectively responsible for meeting the objectives of the Board which include:

- Requirements under the Companies Act, 2013
- Accountability under the Director's Responsibility Statement.

2. They shall abide by the 'Code For Independent Directors' as outlined in Schedule IV to section 149(8) of the 2013 Act, and duties of directors as provided in the 2013 Act (including Section 166).

3. They are particularly requested to provide guidance in their area of expertise.

TIME COMMITMENT

They agree to devote such time as is prudent and necessary for the proper performance of their role, duties and responsibilities as an Independent Director.

REMUNERATION

As Independent Directors, they shall be paid sitting fees for attending the meetings of the Board and the Committees of which they are members. The sitting fees for attending each meeting of the Board and its Committees would be as determined by the Board from time to time.

In addition to the sitting fees, commission that may be determined by the Board may also be payable to them. In determining the amount of this commission, the Board supported by the Nomination and Remuneration Committee may consider performance of the Company and their performance as evaluated by the Board.

Further, the Company may pay or reimburse to the Director such expenditure, as may have been incurred by them while performing their role as an Independent Director of the Company. This could include reimbursement of expenditure incurred by them for accommodation, travel and any out of pocket expenses for attending Board/ Committee meetings, General Meetings, court convened meetings, meetings with shareholders/creditors/management, site visits, induction and training (organized by the Company for Directors) and in obtaining, subject to the expense being reasonable, professional advice from independent advisors in the furtherance of their duties as Independent Directors.

TRAINING AND DEVELOPMENT

The Company may conduct formal training program for its Independent Directors.

The Company may, as may be required, support Directors to continually update their skills and knowledge and improve their familiarity with the company and its business. The Company will fund/arrange for training on all matters which are common to the whole Board.

PERFORMANCE APPRAISAL / EVALUATION PROCESS

As members of the Board, their performance as well as the performance of the entire Board and its Committees will be evaluated annually. Evaluation of each director shall be done by all the other directors. The criteria for evaluation shall be disclosed in the Company's Annual Report. However, the actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board / Committee.

DISCLOSURES, OTHER DIRECTORSHIPS AND BUSINESS INTERESTS

During the Term, they agree to promptly notify the Company of any change in their directorships, and provide such other disclosures and information as may be required under the applicable laws. They also agree that upon becoming aware of any potential conflict of interest with their position as Independent Directors of the Company, they shall promptly disclose the same to the Chairman and the Company Secretary.

During their Term, they agree to promptly provide a declaration under Section 149(7) of the 2013 Act, upon any change in circumstances which may affect their status as an Independent Director.

CHANGES OF PERSONAL DETAILS

During the Term, they shall promptly intimate the Company Secretary and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

DISENGAGEMENT

They may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by them in the notice, whichever is later.

Their directorship on the Board of the Company shall cease in accordance with law. The Company may disengage Independent Directors prior to completion of Term (subject to compliance of relevant provisions of the 2013 Act) upon the director failing to meet the criteria for independence as envisaged in Section 149(6) of the 2013 Act.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Annexure-IV

The management discussion and analysis present the industry overview, opportunities and threats, initiatives by the Company, and the overall strategy of becoming a market-driven service provider with a diverse range of offerings. The Company is very optimistic about capturing a substantial share of both global and domestic markets, even amidst the challenges posed by liberalization and increased competition from well-established companies in India and abroad
.

- **OUTLOOK**:

During the financial year 2025-26, your Company continued to strengthen its position as a trusted provider of IT staffing, technology consulting, and digital business solutions. The Company successfully expanded its client base across domestic and international markets while deepening relationships with existing customers through the delivery of high-quality, value-driven services. The Directors remain committed to fostering operational excellence, innovation, and sustainable growth, creating long-term value for all stakeholders.

The technology services industry continued to evolve rapidly during the year, with enterprises accelerating investments in Artificial Intelligence (AI), Generative AI, cloud transformation, cybersecurity, data engineering, and digital modernization. This transformation has significantly increased the demand for specialized technology talent and strategic workforce solutions. Leveraging its domain expertise and agile delivery model, the Company remains well-positioned to support clients in meeting these evolving business and technology requirements. While global macroeconomic conditions and cautious discretionary IT spending continued to influence certain international markets, demand for niche technology skills and outcome-based staffing solutions remained resilient.

Building upon its strong foundation in IT staffing and consulting, the Company has further strengthened its focus on Global Capability Center (GCC) setup and management services. India continues to be one of the world's most preferred destinations for GCCs, driven by its highly skilled talent pool, robust digital infrastructure, and innovation ecosystem. Global enterprises are increasingly establishing GCCs in India to drive product engineering, AI innovation, research and development, cybersecurity, and enterprise transformation. The Company's end-to-end GCC offerings—from advisory and entity setup to talent acquisition, operational support, and ongoing management—position it as a strategic partner for organizations seeking to establish and scale their India operations.

The Company's digital business vertical continued to gain momentum during the year by providing integrated digital marketing and technology-enabled business solutions that help clients strengthen customer engagement and accelerate business growth. By combining IT staffing, consulting, GCC services, and digital transformation capabilities, the Company offers comprehensive and scalable solutions tailored to the evolving needs of its clients across industries.
Looking ahead, the Board remains confident about the Company's long-term growth prospects. The continued expansion of India's GCC ecosystem, increasing enterprise investments in AI and digital technologies, and sustained demand for specialized technology talent present significant opportunities for growth. The Company will continue to focus on innovation, operational excellence, customer-centricity, and strategic diversification to enhance shareholder value and strengthen its leadership position in the technology services sector.

- **OPPORTUNITIES AND THREATS**:

The Indian IT services and staffing industry continues to demonstrate resilience despite global macroeconomic uncertainties and cautious technology spending in certain international markets. While the long-term structural outlook remains favourable, the operating environment presents both significant opportunities and a set of threats that the Company actively monitors and manages.

Opportunities: As organizations accelerate their digital transformation journeys, demand for specialized talent in Artificial Intelligence (AI), Generative AI, cloud computing, cybersecurity, data engineering, automation, and digital platforms continues to strengthen, positioning India as a preferred global technology and talent hub. India's Global Capability Center (GCC) ecosystem is witnessing unprecedented growth, with global enterprises increasingly establishing and expanding their GCCs to leverage the country's highly skilled workforce, innovation capabilities, digital infrastructure, and cost competitiveness. Recognizing these trends, the Company is strategically positioned to capitalize on them through comprehensive GCC setup and management services, complemented by its established expertise in IT staffing, technology consulting, and digital business solutions, enabling it to deliver end-to-end solutions that create long-term value.

Threats: Global macroeconomic volatility, geopolitical uncertainty, and cautious discretionary technology spending can delay client decision-making and lengthen sales cycles in certain international markets. The Company operates in a highly competitive environment and faces pricing pressure from well-established domestic and global players. Rapid technological change and the accelerating adoption of AI-led automation require continuous investment in reskilling to mitigate the risk of skill obsolescence. In addition, talent attrition, wage inflation, evolving cross-border regulatory, immigration, and data-security compliance requirements, and currency fluctuations could impact margins and operations. The Company seeks to address these risks through service diversification, disciplined execution, continuous upskilling of its workforce, and deepening of client relationships.

- **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

Standalone Performance: During the year under review your company reported growth in revenue from operations amounting to an amount of INR 4,853.61 Lakhs as compared to an amount of INR 2,656.42 Lakhs earned in the previous Financial Year. The Company has marked a growth of 82.71 % in its turnover during the FY 2025-26 as compared to a fall of 24 % made during the FY 2024-25.

The Company has recorded a Gross Profit (PBT) of INR 60.15 lakhs compared to INR 6.84 lakhs earned in the previous financial year and Profit after tax (PAT) of INR 42.49 Lakhs as compared to a profit of INR 8.06 Lakhs earned during the previous financial year.

The EPS for the FY 2025-26 is reported to be INR 1.00 as compared to INR 0.19 in FY 2024-25 , showing a rise of 426.32%.

Consolidated Performance: Backed by an improved business performance during the year, the Consolidated Revenue during the period under report aggregates to an amount of INR 5217.51 Lakhs as compared to an amount of INR 3440.76 Lakhs earned during the previous financial year resulting in a growth of 51.64%, the Company has recorded a Profit of INR 35.08 Lakhs during the year under report as compared to profit of INR 9.60 Lakhs in the previous year 2024-25 resulting in a rise of 265.4%.

The performance of the Company's wholly owned subsidiary, Mindpool Technologies INC, USA, was adversely impacted during FY 2025–26 due to challenging market conditions and continued uncertainties in the U.S. economy. As a result, the subsidiary reported a loss during the year as compared to a profit in the previous financial year. The subdued business environment and reduced demand in the overseas market affected the subsidiary's operations and profitability. Consequently, despite the continued focus on operational efficiency, the overall performance of the subsidiary declined during the year.

Subsidiary Performance:

Mindpool Technologies Inc.- The wholly owned subsidiary of the Company generated a Revenue of USD 0.59 Million (INR. 524.15 Lakh) during the period under report as compared to an amount of 0.927 Million (INR. 784.35 Lakh) earned during the previous financial year resulting in a reduction of around 36.35 %. Also, the Company has recorded loss of USD USD 8387.62 (INR 7.41 Lakhs) during the year under report as compared to profit of USD 1,814.26 (INR 1.53 Lakhs) in the previous year 2024-25 resulting in deterioration of approximately 562.31%.

- **INDUSTRY STRUCTURE & DEVELOPMENTS:**

The Indian IT services and staffing industry continues to evolve as one of the key pillars of the country's economic growth, supported by increasing enterprise investments in digital transformation, Artificial Intelligence (AI), cloud computing, cybersecurity, data engineering, and automation. While global macroeconomic uncertainties and cautious discretionary technology spending have moderated hiring in certain segments, demand for specialized technology talent remains robust, particularly across AI, Generative AI, cloud-native technologies, data analytics, digital engineering, and cybersecurity. India's IT-BPM industry is expected to surpass USD 315 billion in revenue during FY 2025-26, reflecting the sector's continued resilience and its growing strategic importance in the global technology ecosystem.

India's Global Capability Center (GCC) ecosystem continues to be one of the fastest-growing segments of the technology industry. Global enterprises are increasingly establishing and expanding GCCs in India to leverage the country's deep talent pool, mature digital infrastructure, innovation capabilities, and cost competitiveness. GCCs have evolved from traditional support centers into strategic hubs responsible for product engineering, research and development, AI innovation, analytics, cybersecurity, and enterprise-wide digital transformation. AI-driven roles are now among the primary drivers of GCC hiring, further strengthening India's position as the preferred destination for global technology operations.

The continued expansion of the GCC ecosystem, coupled with increasing investments in AI-enabled business transformation, digital platforms, cloud modernization, and intelligent automation, is expected to sustain demand for highly skilled technology professionals. Organizations are increasingly seeking strategic partners capable of delivering integrated talent, consulting, and operational solutions to support their long-term transformation initiatives.

Against this backdrop, the Company remains well-positioned to capitalize on emerging opportunities by leveraging its expertise in IT staffing, technology consulting, digital business solutions, and Global Capability Center (GCC) setup and management services. With a continued focus on operational excellence, customer-centricity, innovation, and long-term partnerships, the Company is confident of delivering sustainable growth and creating enduring value for all its stakeholders.

Annexure-IV

1. **Focus on Upskilling and Reskilling**: To address skill shortages, companies and staffing firms are investing in structured programs to enhance talent capabilities internally
2. **Integration of Automation and AI**: Recruitment processes are being streamlined through automation and AI, improving efficiency and accuracy in candidate-role matching.
3. **Rising Demand for Cybersecurity Professionals**: With greater emphasis on data security and privacy, the need for specialized IT security talent continues to grow.
4. **Adoption of Ethical AI Practices**: Staffing agencies are prioritizing fairness and transparency by embedding ethical standards in AI-driven hiring solutions.
5. **Emerging Opportunities in GCCs:** The rapid expansion of Global Capability Centres (GCCs) in India is creating significant demand for niche IT skills, presenting new avenues for staffing growth and strategic partnerships.

- **RISK AND CONCERNS:**

The Board of Directors of the Company has implemented a Risk Management policy to monitor the Risk Management plan for Mindpool. The Head of Departments (HODs) are responsible for assessing the risk management strategies and safeguarding their effectiveness and report the same to the Board of Directors. All Strategic Risks, Compliance Risks, Operational Risks, Financial Risks & Reputational Risks are systematically addressed through mitigating actions on a continuous basis.

The immediate need for staffing companies is to acknowledge and understand the evolving dynamics of the business and accordingly transform or adapt to the new changes. This can facilitate staffing companies in transforming from just being labour market intermediates to future drivers of business for IT companies in India.

While the Indian IT staffing industry has seen tremendous growth in the past decade, it's not without its challenges. One of the biggest challenges facing the industry is the shortage of skilled talent. With digital transformation taking center stage, companies are looking for professionals with the latest skills and certifications. However, the supply of such talent is limited.

To overcome this challenge, companies need to invest in training and upskilling their employees. This will not only help them retain their existing talent but also attract new talent to their organization. Additionally, companies can partner with educational institutions and industry bodies to promote IT education and training.

Another challenge is the increasing competition in the industry. With the rise of startups and the entry of global players, the competition has become intense. Companies need to differentiate themselves by providing unique services and solutions to their clients. They need to focus on building strong relationships with their clients and delivering quality services.

Finally, the industry is also facing challenges related to data privacy and security. With the increasing number of cyber threats, companies need to invest in robust security measures to protect their clients' data. They need to comply with the latest data privacy regulations and ensure that their employees are trained in data security best practices.

In conclusion, the challenges facing the Indian IT staffing industry can be overcome by investing in talent development, building strong client relationships, and prioritizing data privacy and security. Companies that can successfully navigate these challenges are poised for success in the years to come.

- **INTERNAL CONTROL SYSTEMS AND ADEQUACY:**

Moreover, we report that there are appropriate systems and processes in the Company corresponding to the size and operations of the company. Our legal and compliance team ensures compliance to all the laws, rules, regulations and guidelines. We further report that during the period under report, we have undertaken the best practices & significant corporate events/actions that have a bearing on the Company's affairs towards fulfilment of the referred laws, rules, regulations, guidelines, standards, etc. The report submitted by the Internal Auditor on the controls and functioning of the various departments further ensures that a system of proper checks and balances is maintained within the Company.

A Year of Excellence in Compliance and Client Relations : The year has been marked by significant progress in knowledge acquisition and understanding, with our teams actively engaging in training and upskilling initiatives. This commitment to continuous learning has empowered our workforce to adapt swiftly to changes in the business landscape.

Our unwavering commitment to compliance has been the bedrock of our success. Throughout the year, we have ensured timely fulfilment of all legal and statutory requirements, and there have been no delays or overdue in any compliances. Our implementation of the "doer and checker" principle has resulted in the delivery of accurate reports to our clients, minimizing the likelihood of non-compliances during audits. We are proud to share that one of our key clients, with whom we engage regularly for compliance reporting, has reported no instances of non-compliance. This achievement is a testament to the dedication and professionalism of our compliance team.

Moreover, our client-centric approach remains at the heart of our operations. Regular calls with our finance and compliance teams facilitate swift resolutions to any client queries, ensuring a seamless and productive collaboration. We deeply appreciate the trust and support of our employees, clients, and stakeholders, and we look forward to building on this success in the coming year. Together, we will continue striving for excellence in all aspects of our business operations.

- **HUMAN RESOURCES & INDUSTRIAL RELATION:**

The Company continued to maintain cordial industrial relations throughout the financial year. Employee welfare, continuous learning, talent development, and employee well-being remained key priorities for the management. Various initiatives were undertaken to strengthen employee engagement, encourage collaboration, and foster a culture of innovation, accountability, and high performance. Our Human Resources team continued to implement people-centric practices focused on employee empowerment, transparent communication, goal alignment, performance management, and career development, enabling our workforce to deliver superior value and exceptional client experiences.

Empowering Growth through Learning and Engagement: At the heart of our people strategy lies a strong commitment to continuous learning and professional development. During the year, the Company conducted several learning and development programmes, technical training sessions, leadership interactions, and knowledge-sharing initiatives to enhance employees' technical, functional, and behavioural competencies. Special emphasis was placed on upskilling in emerging technologies such as Artificial Intelligence (AI), cloud technologies, cybersecurity, and digital transformation, ensuring that our workforce remains future-ready and well-equipped to meet evolving client requirements.

Employee engagement continued to be an integral part of our organizational culture. The Human Resources team organized various employee engagement initiatives, including team-building activities, wellness programmes, celebrations, sports events, and recreational activities that promoted collaboration, inclusivity, and a healthy work environment. The Company also continued its employee recognition programmes, appreciating outstanding performance and rewarding individuals who demonstrated excellence, innovation, and commitment to the Company's values.

- **ENVIRONMENT CARE, SOCIAL ACCOUNTABILITY AND QUALITY SYSTEM:**

Mindpool is committed to maintain the highest standards of social accountability & quality standards. We believe that ensuring sound corporate governance is imperative to improve and retain investor trust.

We have implemented several social accountability benchmarks to create value for multiple benefits for the society.

- **SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:**

Mindpool has been carrying out its business operations in the areas of IT Enabled Services and support services to other organizations. All the services provided by the Company are relating to support services to other organizations and accordingly the revenue can be segmented into five heads, i.e. Staffing Services, Digital Marketing Services, Routing Services, Offshore Development Center (ODC) and Others. The revenue and profit bifurcation of the Company based on the abovementioned segments are as follows:

Sr. No.	Segment	Revenue (INR 000's)	Revenue Percentage	Profit/(Loss) (INR 000's)	Profit Percentage
1	Staffing Services	2,32,133.76	47.83%	3,026.66	37.83%
2	Digital Marketing Services	50,028.72	10.31%	1,751.03	21.88%
3	Routing Services	1,00,042.73	20.61%	1,615.73	20.19%
4	Offshore Development Center (ODC)	1,19,610.57	24.64%	1,607.80	20.10%
5	Others	(16,454.99)	-3.39%	-	-
TOTAL		**4,85,360.80**	100%	**8,001.22**	100%
6	Interest Cost	-	-	(1,985.86)	-
Total Deduction		-	-	(1,985.86)	-
Net Result		**4,85,360.80**	**100%**	**6,015.36**	**100%**

- **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 EXPLANATIONS THEREFORE, INCLUDING:**

Financial Ratio	2025-26	2024-25	Change %	Reason
Debtors turnover ratio	1.49	1.60	6.76	The deviation is due to increase in Turnover
Inventory Turnover ratio	0	0	0	No inventory as Company provides services
Interest Coverage Ratio	2.29	0.51	-346.87	The deviation is due to significant increase in Profit in FY 2025-26
Current ratio	2.65	3.43	22.80	-
Debt equity ratio	0.56	0.30	-87.84	-
Operating Profit Margin (%)	1.24	0.26	-381.61	The Deviation is due to increase in Turnover and Operating Profit
Net Profit Margin (%)	0.87	0.30	-189.09	The deviation is due to significant increase in Net Profit in FY 2025-26

- **DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF**

Ratio	2025-26	2024-25	Change %	Reason
Return on Net-worth (ROI) (%)	3.17%	0.62%	410.33	The deviation is due to significant increase in Net Profit in FY 2025-26

Annexure-IV

- **FUTURE PROSPECTS OF COMPANY:**

Looking forward, Mindpool will continue to seek out new and improved ways of efficiently delivering the services that our clientele needs. We have formulated a sound corporate vision and long-term management plan, while ensuring that we have constantly evolving management and business structures to respond quickly to the market needs & globalization. We strive to create new avenues for adding more value for the "stakeholders" being investors, business partners, employees, consumers, and communities as well.

- **DISCLOSURE OF ACCOUNTING TREATMENT:**

The Company has followed all the treatments in the Financial Statements as per the prescribed Accounting Standards.

CAUTIONARY STATEMENT

This management discussion and analysis contain forward looking statements that reflects your Company's current views with respect to future events and financial performance. The actual results may differ materially from those anticipated in the forward-looking statements as a result of many factors.

By Order of the Board

For, Mindpool Technologies Limited

Sd/-

Ritesh Ramavtar Sharma

Chairman & Managing Director

DIN:02676486

Date: 22-08-2026
Place: Pune

Form No. MR-3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2026

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2026

To,

The Members,

Mindpool Technologies Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mindpool Technologies Limited** (hereinafter called 'the Company') bearing CIN: L72900PN2011PLC138607. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by Mindpool Technologies Limited 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 thereunder;
ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
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 Shares and Takeover) Regulations, 2011;
    b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
    d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable)
    e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable)
    f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not Applicable)

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable) and;

i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (As per Regulation 15 of SEBI LODR, Regulation 17 to Regulation 27 and Clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 and Para C, D & E Schedule V are not applicable to the Company);

Since the Company is engaged in providing support services to organizations and Consulting business. There are no specific laws applicable to such sector.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India;

(ii) The Listing Agreements entered into by the Company with National Stock Exchange(s), if applicable

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

We further report that subject to our observations:

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously. As per the records available in the said minutes, there were no dissenting views expressed by any director in the meetings.

The Company has duly filled the E-Forms with the Registrar of Companies, Ministry of Corporate Affairs and the Reserve Bank of India, except for a few instances, where the forms were filed beyond the prescribed time with payment of additional fees.

We further report that the systems and processes in the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines need further improvement considering the size and operations of the Company

Further, the Company has not disclosed threats to the Company, under a separate head, in the Management Discussion and Analysis Report (MDAR) for year ended 31st March 2025; as per Regulation 34(3) read with Schedule V of the The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the same has been covered under the head "Risk and Concerns" in the said MDAR.

We further report that during the audit period

1. The Company has not initiated any actions such as Public/ Right/ Preferential issue of shares/ debentures/ sweat equity, etc., Redemption/ buy-back of securities.

2. There were no instances of major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.

3. At its meeting held on 31st July 2025, the Board approved the draft Scheme of Amalgamation for the merger by absorption of the Company with S A Tech Software India Limited. The Company subsequently withdrew the scheme following a request from the National Stock Exchange of India Limited for a fresh valuation report, in compliance with NSE Circular Ref. No. NSE/CML/2025/32 dated 31st July 2025. At its meeting held on 19th December 2025, the Board again approved the draft Scheme of Amalgamation for the merger by absorption of the Company with S A Tech Software India Limited, in accordance with the applicable statutory provisions. As on 31 March 2026, the Company had filed an application with the National Stock Exchange and SEBI for issuance of the Observation Letter / NOC, and approvals from NSE and SEBI were received on 6th April 2026.

4. The Company has not entered any foreign technical collaborations which have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

For KANJ & Co. LLP
Company Secretaries

Sd/-
Sunil G. Nanal
Partner
FCS No. 5977
CP No. 2809

Date: 04.08.2026
Place: Pune

UDIN: F005977H001016382
Firm Unique Code: P2000MH005900
Peer Review Number: 6309/2024

CONSOLIDATED FINANCIALS & AUDIT REPORT

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

MINDPOOL TECHNOLOGIES LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of MINDPOOL TECHNOLOGIES LIMITED ("the Parent") and its subsidiaries i.e MINDPOOL TECHNOLOGIES INC (wholly owned subsidiary) (the Parent & its subsidiaries together referred to as "the Group") audit for which is not applicable as per US laws and as confirmed by the management and based on Financial Statement submitted to us by the management on which we have relied upon which comprise the Consolidated Balance Sheet as at March 31, 2026, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Cash Flows for the year ended and a summary of significant accounting policies and other explanatory information. (Hereinafter referred to as "the Consolidated Financial Statements"). In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 state of affairs of the Company as at 31st March, 2026, and its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing prescribed under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility 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 the matters described below to be the key audit matters to be communicated in our report.

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

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, for example, Business Responsibility Report, Director's Report, Corporate Governance Report, Management Discussion and Analysis, Risk Management Report, etc. but does not include the consolidated and 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 and, in doing so, 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.

Management's Responsibility for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows in accordance with the AS and other accounting principles generally accepted in India.

The respective Board of Directors of the companies 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 Parent, as aforesaid.

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

Auditor's Responsibility 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 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 are 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 Parent has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 or business activities 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 Parent regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements 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 section 143(3) of the Act, based on our audit we report that:

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

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Consolidated Statement of Cash Flows 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 AS prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

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

f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A", which is based on the auditor's report of the Parent. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Parent's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Parent to its directors during the year is in accordance with the provisions of section 197 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 Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Group has disclosed the impact of pending litigations on its financial position in its consolidated financial statements.

ii. The Group did not have any long-term contracts, including derivative contracts for which there were any material foreseeable losses.

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

iv. Based on our examination which included test checks, the company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

For R. B. Sharma & Co.
Chartered Accountants
FRN. 109971W

Place: Chhatrapati Sambhajinagar
Date: 21/05/2026

Sd/-

CA Abhinav Sharma
Partner
Membership No. 192590
UDIN:26192590MPMPEL2258

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 of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 Parent as of and for the year ended March 31, 2026, we have audited the internal financial controls over financial reporting of **MINDPOOL TECHNOLOGIES LIMITED** (hereinafter referred to as "Parent"), as of that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Parent is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Parent 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 Parent's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Parent's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India 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. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of 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 consolidated financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Parent, has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Parent 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.

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For R. B. Sharma & Co.
Chartered Accountants
FRN. 109971W

sd/-

CA Abhinav Sharma
Partner
Membership No. 192590
UDIN: 26192590MPMPEL2258

Place: Chhatrapati Sambhajinagar
Date: 21/05/2026

CONSOLIDATED STATEMENT OF BALANCE SHEET FOR THE YEAR ENDED MARCH 31ST, 2026

(Amount in 000's)

	Particulars	Note No.	As on 31st March, 2026 (Rupees)	As on 31st March, 2025 (Rupees)
A	**EQUITY AND LIABILITIES**			
1	**Shareholders' funds**			
	(a) Share capital	1	42,375.00	42,375.00
	(b) Reserves and surplus	2	1,49,807.37	1,40,713.43
	(c) Minority Interest			
	(d) Foreign Exchange Translation Reserve			
			1,92,182.37	**1,83,088.43**
2	**Non-current liabilities**			
	(a) Long-term borrowings	3	3,895.26	-
	(b) Deferred Tax Liabilities (Net)			
	(c) Long Term Provisions	4	-	-
	(d) Other Non Current Liabilities	5	5,957.53	3,869.40
			9,852.79	**3,869.40**
3	**Current liabilities**			
	(a) Short-term borrowings	6	18,459.87	-
	(b) Trade payables	7	28,440.96	31,230.42
	(c) Other current liabilities	8	17,414.39	11,326.38
	(d)Short Term Provision	9	470.75	411.38
			64,785.96	**42,968.18**
	Total		**2,66,821.12**	**2,29,926.01**
B	**ASSETS**			
1	**Non-current assets**			
	(a) Property, Plant & Equipment and Intangible Assets			
	(i) Property, Plant & Equipment	10	8,234.69	2,891.54
	(ii) Intangible Assets	10	15.47	15.47
	(iii) Capital work-in-progress			
			8,250.16	**2,907.00**
	(b) Non-current Investments		-	-
	(b) Other non-current assets	11	26,731.83	24,635.16
	(c) Deferred Tax assets (Net)	12	2,024.86	1,614.82
			28,756.69	**26,249.98**
2	**Current assets**			
	(a) Inventories	13	-	-
	(b) Trade receivables	14	1,38,967.96	1,12,342.02
	(c) Cash and cash equivalents	15	17,598.24	4,664.26
	(d) Short Term Loan & Advances	16	29,118.00	24,636.33
	(e) Other Current Assets	17	44,130.07	59,126.41
			2,29,814.27	**2,00,769.02**
	Total		**2,66,821.12**	**2,29,926.01**
	Notes Forming Part of Financial Statements	**01 to 24**		
	Significant Accounting Policies and Additional Information to Financial Statements	**25 to 33**		

For R. B. Sharma & Co.
Chartered Accountants
FRN. 109971W
sd/-
CA Abhinav Sharma
Partner
Membership No. 192590
UDIN: 26192590MPMPEL2258

Date: 21 May 2026
Place: Chhatrapati Sambhajinagar

For Mindpool Technologies Limited

Sd/-
Poonam Sharma
Director
DIN : 03397469
Place: Pune
Date: 21 May 2026

Sd/-
Ritesh Sharma
Chairman & Managing Director
DIN : 02676486
Place: Pune
Date: 21 May 2026

Sd/-
Uday Surpuriya
CFO
Place: Pune
Date: 21 May 2026

Sd/-
Binny Porwal
Company Secretary
Place: Pune
Date: 21 May 2026

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

(Amount in 000's)

Particulars	Note No.	For the Year Ended 31st March, 2026 (Rupees)	For the Year Ended 31st March, 2025 (Rupees)
1 Revenue from Operations	18	5,21,750.86	3,44,076.19
Other Income	19	3,526.77	2,529.10
Total Income		**5,25,277.63**	**3,46,605.29**
2 Expenses			
Purchases of Stock-in-Trade		-	-
Changes in inventories of Stock in Trade	20	-	-
Depreciation	21	2,241.33	1,803.48
Finance Cost	22	2,691.16	1,428.86
Employees Benefit Expenses	23	2,94,957.94	2,03,240.30
Other Expenses	24	2,20,042.63	1,39,228.05
Total expenses		**5,19,933.06**	**3,45,700.69**
3 V. Profit before exceptional and extraordinary items and tax (1-2)		5,344.57	904.59
4 Exceptional Items			
5 Profit After exceptional and extraordinary items (3-4)		5,344.57	904.59
4 Tax expense:			
Current Tax Provision		2,246.30	824.20
Deferred Tax		(410.04)	(879.26)
5 Profit / (Loss) for the period (3 - 4)		**3,508.31**	**959.65**
6 Earning per Equity Share			
Basic Earnings per share of Rs 10/- each		0.83	0.23
Diluted Earnings per share of Rs 10/- each		0.83	0.23
Notes Forming Part of Financial Statements	**01 to 24**		
Significant Accounting Policies and Additional Information to Financial Statements	**25 to 33**		

For R. B. Sharma & Co.
Chartered Accountants
FRN. 109971W
sd/-
CA Abhinav Sharma
Partner
Membership No. 192590
UDIN: 26192590MPMPEL2258

Date: 21 May 2026
Place: Chhatrapati Sambhajinagar

For Mindpool Technologies Limited

Sd/-
Poonam Sharma
Director
DIN : 03397469
Place: Pune
Date: 21 May 2026

Sd/-
Ritesh Sharma
Chairman & Managing Director
DIN : 02676486
Place: Pune
Date: 21 May 2026

Sd/-
Uday Surpuriya
CFO
Place: Pune
Date: 21 May 2026

Sd/-
Binny Porwal
Company Secretary
Place: Pune
Date: 21 May 2026

Consolidated Cash Flow Statement For Period Ending on 31st March 2026

Sr. No.	Particulars	(Amount in 000's) As on 31.03.2026	As on 31.03.2025
A)	**CASH INFLOW FROM OPERATING ACTIVITIES**		
	Profit / (Loss) before tax	**5,344.57**	**904.59**
	Adjustments to reconcile profit before tax to cash provided by operating activities		
	Depreciation	2,241.33	1,803.48
	Interest & Finance Cost	2,691.16	1,428.86
	Interest Income	(2,589.02)	(2,026.87)
	Effect of Exchange Rate changes	5,585.51	1,369.71
	Profit on sale of Fixed Asset	(685.75)	
	Operating Profit Before Working Capital Changes	**12,587.80**	**3,479.78**
	Adjusted for:	**-**	**-**
	Inventories	-	-
	Trade Receivables	(26,625.31)	(23,150.65)
	Short term loans and advances	(4,481.67)	13,880.22
	Other current assets	14,996.34	(486.48)
	Trade payables	(2,789.46)	23,101.12
	Other current liabilities	6,088.01	(13,578.02)
	Short term provisions	59.37	(8.41)
	Cash Generated From Operations	**(164.92)**	**1,688.49**
	Direct Tax Paid	2,246.30	824.20
	Net cash flow from Operating Activities	**(2,411.22)**	**864.29**
B)	**CASH FLOWS FROM INVESTING ACTIVITIES**		
	Payment towards capital expenditure	-	-
	Purchase of Fixed Assets	(7,750.74)	-
	Sale Proceeds from sale of Fixed Asset	852.00	-
	Investment In Fixed Deposit	(2,096.67)	-
	Investment In Flat		(3,730.66)
	Interest Income	2,589.02	2,026.87
	Net cash flow from Investing Activities	**(6,406.38)**	**(1,703.79)**

C)	**CASH FLOWS FROM FINANCING ACTIVITIES**		
	Proceeds from Long Term Borrowings & Long Term Liabilities	3,894.99	-
	Proceeds from Short Term Borrowings	18,459.87	-
	Interest & Financial Charges	(2,691.16)	(1,428.86)
	Proceeds from Non-Current Liabilities	2,088.13	(863.38)
	Net cash used in Financing Activities	**21,751.83**	**(2,292.24)**
	Net Increase/ (Decrease) in Cash & Cash Equivalents (A+B+C)	**12,934.22**	**(3,131.74)**
	Opening Balance of Cash & Cash Equivalents	4,664.02	7,795.77
	Closing Balance of Cash & Cash Equivalents	**17,598.24**	**4,664.03**

Notes:

(i) The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 "Cash Flow Statement", issued by the Institute of Chartered Accountants of India.

(ii) Figures in bracket indicate outgo.

This is the Cash Flow Statement referred to in our report of even date.

See accompanying notes forming part of the financial statements

For R. B. Sharma & Co.
Chartered Accountants
FRN. 109971W
sd/-
CA Abhinav Sharma
Partner
Membership No. 192590
UDIN: 26192590MPMPEL2258

Date: 21 May 2026
Place: Chhatrapati Sambhajinagar

For Mindpool Technologies Limited

Sd/-
Poonam Sharma
Director
DIN : 03397469
Place: Pune
Date: 21 May 2026

Sd/-
Ritesh Sharma
Chairman & Managing Director
DIN : 02676486
Place: Pune
Date: 21 May 2026

Sd/-
Uday Surpuriya
CFO
Place: Pune
Date: 21 May 2026

Sd/-
Binny Porwal
Company Secretary
Place: Pune
Date: 21 May 2026

Audited Consolidated Segment Report As on 31st March, 2026

		(Amount in 000's)	
		Year Ended	Year Ended
Sr. No.	Particulars	31-03-2026	31-03-2025
1	Segment Revenue		
(a)	Segment – Staffing	2,32,133.76	1,29,881.51
(b)	Segment – Digital	50,028.72	4,438.95
(c)	Segment – Routing	1,00,042.73	1,24,623.80
(d)	Segment – Offshore Development Center	1,19,610.57	8,542.30
(e)	Development	36,390.05	78,435.03
(f)	Unallocated WIP	(16,454.99)	(1,845.00)
	Total	**5,21,750.84**	**3,44,076.59**
	Less: Inter Segment Revenue	0.00	0.00
	Net sales/Income From Operations	**5,21,750.84**	**3,44,076.59**
2	Segment Results (Profit)(+)/ Loss (-) before tax and interest from Each segment)		
(a)	Segment – Staffing	3,026.66	956.27
(b)	Segment – Digital	1,751.03	89.80
(c)	Segment – Routing	1,615.73	788.27
(d)	Segment – Offshore Development Center	1,607.80	142.32
(e)	Development	(663.62)	221.56
(f)	Unallocated	-	-
	Total	**7,337.60**	**2,198.22**
	Less:		
(i)	Interest	1,985.86	1,293.74
(ii)	Other Un-allocable Expenditure net off		
	Un-allocable income		
	Total Profit Before Tax	**5,351.74**	**904.48**
3	**Capital Employed**		
(a)	Segment – A		
(b)	Segment – B		
(c)	Segment – C		
(d)	ODC		
(e)	Unallocated	42,375	42,375
	Total	**42,375**	**42,375**

For Mindpool Technologies Limited

Sd/-
Poonam Sharma
Director
DIN : 03397469
Place: Pune
Date: 21 May 2026

Sd/-
Ritesh Sharma
Chairman & Managing Director
DIN : 02676486
Place: Pune
Date: 21 May 2026

Notes to Accounts

Note No : 01 Share Capital Particulars	As at 31st March, 2026	(Amount in 000's) As at 31st March, 2025
Authorised		
120,00,000 Equity Shares of Rs. 10 each	1,20,000	1,20,000
(120,00,000 Equity Shares of Rs. 10 each)		
Issued, Subscribed and fully paid up		
42,37,500 Equity Shares of Rs. 10 each fully paid	42,375	42,375
(Previous Year - 4237500 Equity Shares of Rs. 10 each **fully** paid)		
Issued, Subscribed and fully paid up during the year		
42,37,500 Equity Shares of Rs. 10 each fully paid	42,375	42,375
(Previous Year - 4237500 Equity Shares of Rs. 10 each fully paid)		-
Closing Balance Equity Shares of Rs 10 each	**42,375**	**42,375**

Note No: 1a Reconciliation of number of shares Equity Shares	As at 31st March, 2026 No of Shares (In Thousands)	As at 31st March, 2025 No of Shares (In Thousands)
Balance at the beginning of the year	4,237.50	4,237.50
Add: Shares issued during the **year**	-	-
Add: Bonus Shares issued during the year	-	-
Balance at the end of the year	**4,237.50**	**4,237.50**

Terms/Rights attached to Equity Shares:

The company has issued only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.

The company has only one class of share having par value of Rs 10. Each holder of equity share is entitled to one vote per share.

Note No: 1b) Details of shareholders holding more than 5% Shares in the Company Equity Shares with Voting Rights				
Particulars	As at 31st March, 2026 No of Shares (In Thousands)	As at 31st March, 2026 Holding %	As at 31st March, 2025 No of Shares (In Thousands)	As at 31st March, 2025 Holding %
Ritesh Sharma	1,505.00	35.52%	1,505.00	35.52%
Poonam Sharma	1,505.00	35.52%	1,505.00	35.52%
Shashank Doshi	218.00	5.14%	218.00	5.14%
Total	**3,228.00**	**76.18%**	**3,228.00**	**76.18%**

Note No: 1(c) The Shareholding of Promoter Particulars	No of Shares (In Thousands)	% of total shares	% Change during the year
Ritesh Sharma	1,505.00	35.52%	-
	-		
Poonam Sharma	1,505.00	35.52%	-
Total	**3,010.00**	**71.03%**	**-**

(d)Aggregate Number of Bonus shares issued, shares issued other than cash & shares bought back during the period of five years immediately preceding the reporting date

	As at 31st March, 2026 (Nos)	As at 31st March, 2025 (Nos)
Bonus Equity share of Rs. 10 each issued during the period of five years immediately preceding the reporting date	-	-

Note No : 02 Reserves & Surplus Particulars	As at 31st March, 2026	(Amount in 000's) As at 31st March, 2025
A) Security Premium Account		
Opening Balance	14,715.00	14,715.00
Add: Premium on Fresh issue of shares		
Less: Public Issue Expenses		
Closing Balance	14,715.00	14,715.00
B) Foreign Currency Translation Reserve		
Opening Balance	6,974.75	5,604.99
Profit for the Year	5,585.64	1,369.76
Closing Balance	12,560.39	6,974.75
C) Profit & Loss Account		
Opening Balance	1,19,023.67	1,18,064.02
Profit for the Year	3,508.31	959.65
Less: Profit/Losss From Associate Company	-	-
Closing Balance	**1,22,531.98**	**1,19,023.68**
Total	**1,49,807.37**	**1,40,713.43**

Note No : 03 Long Term Borrowings Particulars	As at 31st March, 2026	As at 31st March, 2025
Secured Loan		
Loans and Advances from Financial Institutions	-	-
Car Loan from Federal Bank	3,895.26	
Total	**3,895.26**	**-**

Note No : 04 Long Term Provisions Particulars	As at 31st March, 2026	(Amount in 000's) As at 31st March, 2025
Provision for Employee Benefit	-	-
Total	**-**	**-**

Note No : 05 Other Non Current Liabilities Particulars	As at 31st March, 2026	As at 31st March, 2025
Gratuity payable	5,957.53	3,869.40
Total	**5,957.53**	**3,869.40**

Note No : 06 Short Term Borrowings Particulars	As at 31st March, 2026	As at 31st March, 2025
Secured Loan		
Federal Bank Discounting Loan	18,460	-
Loans and Advances from Related Parties	-	-
Nature of Security-		
Unsecured Loan:-		
From Others	-	-
Total	**18,460**	**-**

Note No : 07 Trade Payable Particulars	As at 31st March, 2026	As at 31st March, 2025
Payable for MSME	-	2,473.30
Other	28,440.96	28,757.12
Total	**28,440.96**	**31,230.42**

Note No : 08 Other Current Liabilities Particulars	As at 31st March, 2026	As at 31st March, 2025
Statutory Payble	6,975.25	6,672.76
Other Payble	3,447.49	3,351.58
Riverdale Flat Deposit	42.00	42.00
Federal Cash Credit Accounts 18185500000301	6,949.66	1,260.04
Total	**17,414.39**	**11,326.38**

Note No : 09 Short Term Provisions Particulars	As at 31st March, 2026	As at 31st March, 2025
ESIC Payable	5.75	6.38
Employee LWF payable	-	-
Other Short Term Provision	465.00	405.00
Total	**470.75**	**411.38**

Note No : 11 Other Non-Current Assets Particulars	As at 31st March, 2026	(Amount in 000's) As at 31st March, 2025
Non Quoted (At Cost)		
Investment in Wholly Own Subsidiary Company		
Mindpool Technologies Inc USA	-	-
Investment In Shares		
S A Tech Software Ltd	19,355.42	19,355.42
Less: Loss From Associate Company	-	-
Investment In Flat	4,181.67	4,181.67
FD With Federal Bank	3,194.74	1,098.08
Total	**26,731.83**	**24,635.16**

Note No : 12 Deferred Tax Asset Particulars	As at 31st March, 2026	(Amount in 000's) As at 31st March, 2025
Defferred Tax Asset	2,024.86	1,614.82
Total	**2,024.86**	**1,614.82**

Note No : 13 Inventories Particulars	As at 31st March, 2026	As at 31st March, 2025
Raw Materials	-	-
Finished Goods	-	-
Stores & Consumables	-	-
Total	-	-

Note No : 14 Trade Receivable Particulars	As at 31st March, 2026	As at 31st March, 2025
Unsecured, considered good		
Sundry Debtors - Export	31,538.44	4,020.34
Sundry Debtors - Domestic	61,658.84	38,179.30
Debts outstanding for less than six months from the date due for payment		
Other Debts More than 6 Months	45,770.68	70,142.38
Total	**1,38,967.96**	**1,12,342.02**

Note No : 15 Cash & Cash Equivalents Particulars	As at 31st March, 2026	As at 31st March, 2025
Cash and Cash Equivalents		
Cash in hand	-	-
Bank Balances- In Current Accounts		
Federal Bank Current A/c 18180200003721	15,173.47	3,389.28
Federal Bank Escrow account 18180200003820		
ICICI Bank	-	-
RBL Bank (400021022011)	46.90	46.90
Citi Bank Checking	2,377.87	1,162.98
Mercury Bank Account	-	65.09
Total	**17,598.24**	**4,664.26**

Note No: 16 Short Term Loan and Advances Particulars	As at 31st March, 2026	As at 31st March, 2025
Deposits	7,228.00	28.00
Other Advances	21,890.00	24,608.33
Total	**29,118.00**	**24,636.33**

Note No: 17 Other Current Assets Particulars	As at 31st March, 2026	As at 31st March, 2025
Prepaid Expenses	1,919.68	2,305.70
Unbilled revenue	31,332.63	46,844.03
TDS Receivable	1,819.49	1,819.49
Interest Receivable	797.06	587.06
Income Tax Refund Receivable	8,261.21	7,570.13
TCS Receivable	-	
Total	**44,130.07**	**59,126.41**

Note No : 18 Revenue from Operations Particulars	As at 31st March, 2026	As at 31st March, 2025
Sale of Services		
Services - Export	1,06,308.95	12,981.25
Services- SEZ	-	-
Services - Domestic	3,63,027.11	2,52,660.31
Sales - Others	52,414.80	78,434.63
Sub Total	5,21,750.86	3,44,076.19

Note 19: Other Income

Particulars	As at 31st March, 2026	As at 31st March, 2025
Interest Received	2,589.02	2,026.87
Rent on Riverdale Flat	252.00	210.00
Other Charges	-	-
Gratuity Income	-	292.23
Profit on Sale of Car	685.75	-
Total	**3,526.77**	**2,529.10**

Note No : 20 Changes in Inventory of Finished Goods & Work in Progress Particulars	As at 31st March, 2026	As at 31st March, 2025
Closing Stock	-	-
Opening Stock	-	-
Total	**-**	**-**

Note No : 21 Depreciation & Amortised Cost Particulars	As at 31st March, 2026	As at 31st March, 2025
Depreciation on Tangible Assets	2,241.33	1,803.48
Amortization on Intangible Assets	-	-
Total	**2,241.33**	**1,803.48**

Note No : 22 Finance Cost Particulars	As at 31st March, 2026	As at 31st March, 2025
Interest on Bill Discounting	1,895.61	901.38
Bank Charges And Commissions	795.55	527.48
Total	**2,691.16**	**1,428.86**

Note No : 23 Employee Benefit Expenses Particulars	As at 31st March, 2026	As at 31st March, 2025
Salaries, Incentives & Contracting Manpower	2,79,967.22	1,91,856.77
Staff Welfare Expenses	572.81	516.31
Director Remuneration	4,861.19	4,391.77
Employers Contribution to Provident Fund	-	-
Gratuity Expense	2,471.71	-
Insurance for Employees	1,000.71	1,204.38
Contribution towards various Funds for Employees	6,084.30	5,271.08
ESIC Employer Contribution	-	-
Total	**2,94,957.94**	**2,03,240.30**

Note No : 24 Other Expenses Particulars	As at 31st March, 2026	As at 31st March, 2025
Professional Fees	1,05,883.30	1,06,031.58
Recruitment Expenses	3,074.42	1,645.15
Contracting Expenses	81,197.69	21,683.28
Insurance Expenses	497.76	245.61
Statutory audit fees	535.00	350.00
Secretarial Audit Fees	105.00	105.00
Rent	11,499.69	2,688.56
Advertising And Marketing	1,635.55	360.06
Compliance Expenses	477.56	152.36095
Interest on Statutory Payment	1,253.44	2,432.68
Balances written off	145.43	
Office Expense	9,601.64	1,717.91
Other Expenses	2,961.73	834.76
Dues and Subscriptions	417.43	339.29
Taxes & Licenses	88.84	146.98
Meals and Entertainment	-	0.85
Penalties & Settlements	-	7.95
Insurance - Liability	668.16	486.03
Total	**2,20,042.63**	**1,39,228.05**

Note:26 Micro, Small and Medium Enterprises Development Act, 2006 (the 'MSMED Act')

Refer Note no-14 Trade Receivables and Note no- 07 Trade Payables.

Notes to the financial statements

10) Tangible Assets and Intangible Assets

Particulars	Gross Block				Depreciation				Net Block	
	As at 01-Apr-25	Additions during the year	Deletions during the year	As at 31-Mar-26	Upto 01-Apr-25	Additions/Deletions	Depreciation during the year	Total upto 31-Mar-26	As at 31-Mar-26	As at 31-Mar-25
Tangible Asset										
Car	3,325	5,251	3,325	5,251	3,159	1,388	3,159	1,388	3,863	166
Printer	25	-	-	25	25	-	-	25	-	-
Furniture	4,213	2,500	-	6,713	2,054	721	-	2,775	3,938	2,159
Plant & Machinary	174	-	-	174	148	4	-	153	22	26
Computer	10,361	-	-	10,361	9,821	128	-	9,949	412	540
Intangible Asset										
Computer Software	309	-	-	309	294	-	-	294	15	15
Total	**18,408**	**7,751**	**3,325**	**22,834**	**15,501**	**2,241**	**3,159**	**14,584**	**8,250**	**2,907**
Previous Year	18,408	-	-	18,408	13,698	-	1,803	15,501	2,907	4,677

Notes forming part of the financial statements

Note no. 25: Corporate Information

The company is registered with the Registrar of Companies, Maharashtra State, Pune vide Registration no. L72900PN2011PLC138607 dated 21 February 2011 under the Companies Act, 1956. The registered office of the Company is situated at 3rd & 4th, Sr. No. 133/1/316111 GK mall, near Konkane Chowk, Pimple Saudagar, Pune MH 411027 IN. The Company is mainly engaged in business of IT Staffing, software development and information technology enabled services.

PRINCIPLES OF CONSOLIDATION

a. The consolidated financial statements relate to Mindpool Technologies Limited ('the Company') and its subsidiary. The financial statements of the subsidiary used in consolidation are drawn/ prepared for consolidation up to the same reporting date as the Company. The consolidated financial statements have been prepared on the following basis:

The financial statements of the Group Companies are consolidated on a line-by-line basis and intragroup transaction and balances and unrealized gains/(losses) are eliminated upon Consolidation.

b. The CFS are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statement

Note no. 26: Significant Accounting Policies:

A. Basis of Preparation of Financial Statements:

These financial statements are prepared on historical cost basis (except for revaluation of certain fixed assets) in accordance with applicable Accounting Standards notified under the relevant provision of the Companies Act, 2013 and on the accounting principles of a going concern. The Company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis except those with significant uncertainties.

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule III to The Companies Act, 2013. Based on the nature of Services and the time between the hiring of Technical personal for Execution of Software projects and their realization in cash and cash equivalents, the company has ascertained its operating cycle as three to four months for the purpose of current and non-current classification of assets and liabilities. The financial statements are presented in Indian rupees.

B. Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires Board of Directors to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of revenue and expenses for that year. Actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

C. Revenue Recognition:

i) Services:

Revenue is measured by the charges made to customers or clients for goods supplied and services rendered to them and by the charges and rewards arising from the use of resources by them. Sales are net of sales returns, trade and other discounts, sales taxes and excise duties.

i) Other Income:

Interest is recognized using the time-proportion method, based on rates implicit in the transaction.

D. Fixed Assets and Depreciation:

Depreciation on fixed asset is provided to the extent of depreciable amount on straight line method over the useful life of assets as prescribed in Part C of Schedule II to the Companies Act, 2013. The revised carrying amount of the fixed assets identified as impaired, is amortized over the estimated residual life of the respective fixed asset. The Company has used the following lives to provide for depreciation on its fixed assets.

Computer & Software	03
Furniture & Fixtures	10
Office Equipments	05
Motor Cars –Non commercial	10

E. Transactions in Foreign Currency:

Transactions in foreign currency are recorded at the rate of exchange in force on the date of the transactions. Current assets, current liabilities and borrowings denominated in foreign currency are translated at the exchange rate prevalent at the date of the Balance Sheet. The resultant gain/loss are recognized in the Statement of Profit & Loss, except in cases where they relate to the acquisition of fixed assets in which case, they are adjusted to the carrying cost of such assets.

F. Government Grants and Subsidy:

Grants and subsidies from the government are recognized when there is reasonable assurance that (a) the company will comply with the conditions attached to them, and (b) the grant/subsidy will be received. When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is reduced from the cost of the asset. Grants which are given as equity support are disclosed as promoter contribution under the head Capital Reserve.

G. Investments:

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

b) Long-term investments are valued at cost less provision for diminution other than temporary, in the value of such investments. Current investments are valued at lower of cost and fair value.

H. Borrowing Costs:

Borrowing cost attributable to the acquisition and construction of qualifying fixed assets are capitalized as part of the cost of such asset up to the date when such asset is ready for its intended use. Other borrowing costs are charged to the Profit & Loss Account

I. Leases:

a) Finance Lease: -

Assets acquired under finance lease are capitalized and the corresponding lease liability is recognized at lower of the fair value of the leased assets and the present value of minimum lease payments at the inception of the lease. Initial costs directly attributable to lease are recognized with the asset under lease.

b) Operating Lease: -

Lease of assets under which all the risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Lease payments/revenue under operating leases are recognized as an expense/income on accrual basis in accordance with the respective lease agreements.

J. Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the company's earnings per share are the net profit or loss for the period after deducting preference dividends and any attributable tax thereto for 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. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

K. Income Tax:

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.

Deferred tax is recognized for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carry forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the group reassesses unrecognized deferred tax assets, if any.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

L. Impairment of Assets:

In accordance with AS 28 on 'Impairment of Assets' issued by the Institute of Chartered Accountants of India, where there is an indication of impairment of the Company's assets related to cash generating units, the carrying amounts of such assets are reviewed at each balance sheet date to determine whether there is any impairment. The recoverable amount of such assets is estimated as the higher of its net selling price and its value in use. An impairment loss is recognized whenever the carrying amount of such assets exceeds its recoverable amount. Impairment loss is recognized in the profit and loss account. If at the balance sheet date there is any indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the assets are restated to that effect.

M. Contingent Liabilities / Assets and Provisions

Contingent Liabilities in respect of show cause notices received are considered only when they are converted into demands. Contingent Liabilities under various fiscal laws include those in respect of which the Company / Department is in appeal. A provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation. Contingent Liabilities are disclosed in notes to financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

Note no. 27: - Additional Information to the Financial Statements

27.01 Contingent liability as may arise on account of none / late compliance of certain fiscal statement – amount unascertainable.

27.02 The amounts under the head short term borrowing, trade payables, trade receivables and loans and advances including those adjusted during the year are subject to confirmation and reconciliation and consequent adjustment thereof, if any.

27.03 Expenditure incurred on employees holding shares of the company, who were in respect of remuneration of more than 2 Lakh p.m., if employed for part of the year or 24 Lakh p.a.

- Mr. Ritesh Sharma: Rs. 4,861.12/- Thousands

27.04 Remuneration to Directors:

i)Remuneration paid during the year:

- Mr. Ritesh Sharma: Rs. 4,861.12/- Thousands

ii)Remuneration paid during previous year:

-Mrs. Poonam Sharma: Rs.1,463.92/- Thousand

- Mr. Ritesh Sharma: Rs. 2927.84/- Thousands

27.05 Appropriate Income Tax Provision made for Income tax liability during the year.

27.06 Disclosure required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006. At the year end, company has requested status as a Micro, Small & Medium Enterprises from all of their suppliers but only few suppliers intimated to the company about its status as a Micro, Small & Medium Enterprises or its registration under the Micro, Small & Medium Enterprises Development Act, 2006.

27.07 **Related Party Transactions:**

Details of related parties:

i	Subsidiary Company	Mindpool Technologies Inc
ii	Directors	Mrs. Poonam Sharma Mr. Ritesh Sharma Mr. Kaustubh Karve (Independent Director) Mr. Sunil Jain (Independent Director) Mr. Shailendrasingh Naiyyar (Independent Director)
iii	KMP's	Mr. Uday Surpuriya(CFO)
		Mrs. Binny Porwal(CS)
IV	Associate company	SA Tech Software India Limited

Details of Related Party transaction during the year ended 31st March, 2026 and balance outstanding as at 31st March, 2026.

Particulars	For the year ended 31st March, 2026 (Rupees in 000's)	For the year ended 31st March,2025 (Rupees in 000's)
Director Remuneration		
Mrs. Poonam Sharma	-	1,463.92
Mr. Ritesh Sharma	4,861.12	2,927.84
Loan Balance outstanding at the year end		-
Remuneration to Related Parties		
Sathish Kumar(CFO)	-	1,158.39
Uday Pramod Surpuriya (CFO)	1,158.19	1,015.67
Sanskar Prabhakar (Company Secretary)	-	320.64
Binny Porwal (Company Secretary)	773.97	574.42
Subsidiary Company: Mindpool Technologies INC		
Trade Receivables	6,043.00	0.85
Sales	16,024.73	1,871.81
Associate Company- S A TECH SOFTWARE INDIA LIMITED		
Trade Receivables	(38.19)	7,589.02
Office Rent Paid (Inclusive of GST)	1,628.40	1003.00
Laptop Rent Paid (Inclusive of GST)	1,154.42	-
Sales (Inclusive of GST)	82,471.03	25,112.04

Note:

(i) No amount has been provided for as doubtful debt. Also no amount has been written off/back during the year.
(ii) Related parties are as identified by the Management and relied upon by the Auditors.

Note 28: Gratuity

Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service. The scheme is unfunded.

Profit & Loss Account	31-Mar-26 (Rupees in 000's)	31-Mar-25 (Rupees in 000's)
Current service cost	2,066.92	1,747.12
Interest on obligation	249.37	328.63
Expected return on plan assets	-	-
Net actuarial loss/(gain)	229.26	-2,367.97
Recognised Past Service Cost-Vested	-	-
Recognised Past Service Cost-Unvested	-	-
Loss/(gain) on curtailments and settlement	-	-
Total included in 'Employee Benefit Expense	**2545.55**	**-292.23**
Expenses deducted from the fund	-	
Total Charge to P&L	**2545.55**	**-292.23**

Rs.2545.55/- have been adjusted with retained earnings, since in Previous year FY 2024-25, Company has charged off earlier year provision for gratuity in retained earnings, therefore reversal of such provision also adjusted with retained earnings during the FY 2025-26.

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Balance Sheet	31-Mar-26 (Rupees in 000's	31-Mar-25 (Rupees in 000's
Opening Defined Benefit Obligation	3,869.40	4,732.79
Transfer in/(out) obligation	-	-
Current service cost	2,066.92	1,747.12
Interest cost	249.37	328.63
Actuarial loss (gain)	229.26	-2,367.97
Past service cost	-	-
Loss (gain) on curtailments	-	-
Liabilities extinguished on settlements	-	-
Liabilities assumed in an amalgamation in the nature of purchase	-	-
Exchange differences on foreign plans	-	-
Benefits paid	-457.5	-571.15
Closing Defined Benefit Obligation	**5,957.45**	**3,869.40**

Principle actuarial assumptions	31-Mar-26 (Rupees)	31-Mar-25 (Rupees)
Discount Rate	7.14% p.a	6.61% p.a
Expected Return on Plan Assets	Not Applicable	Not Applicable
Salary Growth Rate	10.00%	10.00%
Withdrawal Rates	20.00% p.a at younger ages reducing to 10.00% p.a at older ages	20.00% p.a at younger ages reducing to 10.00% p.a at older ages

Note 29: Balance confirmations

In respect of the balance confirmations sought for by the company from its debtors and creditors, very few parties have responded to the request. As such, balances in the accounts of debtors, creditors, advances and deposits are taken as appearing in the accounts.

Note 30: Information about Business Segments

The Company has identified segment reporting and accordingly the Segment Report for half year ended 30th September 2025 and half year and year ended 31st March 2026 is presented hereby in accordance with AS-17.

Note 31: Previous year figures.

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Note 32: Rounding Off

As per the amendment notification for Schedule III dated 27th March 2021 it is now mandatory for every company to round-off the figures appearing in financial statements. Since the turnover of the company is less than 100 crores, the figures in financial statements have been converted to the nearest thousand.

Note 33: Others:

I. As on March 31st, 2026, the Company has one Wholly-owned Subsidiary – Mindpool Technologies INC.

II. During the year, the Board of Directors approved in Board Meeting Dated 19th December, 2025 a draft Scheme of Arrangement under Sections 230 to 232 of the Companies Act, 2013, for merger of Mindpool Technologies Limited with S A Tech Software India Limited. The Scheme provides for issuance of equity shares by S A Tech Software India Limited to the shareholders of the transferor company. Approval from the National Stock Exchange of India Limited (NSE) has been obtained, and the scheme is subject to approval of NCLT, SEBI and regulatory authorities. Pending such approvals, no accounting effect has been given in the financial statements.

For and on behalf of the Board
For Mindpool Technologies Limited

Date: 21/05/2026
Place: Pune

Sd/-
Poonam Sharma
Director
DIN : 03397469

Sd/-
Ritesh Sharma
Chairman & Managing Director
DIN : 02676486

STANDALONE FINANCIALS & AUDIT REPORT

INDEPENDENT AUDITOR'S REPORT

TO,
THE MEMBERS OF,
Mindpool Technologies Limited,

Report on Audit of the Financial Statements
We have audited the accompanying financial statements of **Mindpool Technologies Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Opinion
In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 state of affairs of the Company as at 31st March, 2026, and its profit and its cash flows for the year ended on that date.

Basis for opinion
We conducted our audit in accordance with the standards on auditing 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 financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

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

Key audit matters
Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have no key 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 Annexure to Board's Report, Business Responsibility Report Corporate Governance and Shareholders information, but does not include the financial statements and our auditor's report thereon. Our opinion on the 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 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 during 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.

Responsibility of Management and Those Charged with Governance for the Financial Statements
The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The board of directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are not responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

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

2. As required by Section143 (3) of the Act, we report that:

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

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

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

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

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

a) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

b) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and 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 of the Act.

c) 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:

i. The Company have pending litigations against them but the management believes that the litigations will not impact its financial position.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. Based on our examination which included test checks, the company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

For R. B. Sharma & Co.
Chartered Accountants
F. R. No. 109971W

Sd/-

Place: Chh. Sambhajinagar
Date: 21/05/2026

CA Abhinav Sharma
M.No. 192590
Partner
UDIN: 26192590NZEYQO9453

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 of Our Report on "Other Legal and Regulatory Requirements" section of our report to the members of MINDPOOL TECHNOLOGIES LIMITED)

(i) (a)(A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The company is maintaining proper records showing full particulars of intangible assets;

(b) The Company has a program of verification of fixed assets to cover all the items in a phased manner over a period of 3 years which, in our opinion is reasonable having regard to the size of the Company and nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties (other than properties where the company is the lessee, and the lease agreements are duly executed in favor of the lessee) are held in the name of the company.

(d) According to the information and explanations given to us and based on our examination of the record of the company, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and based on our examination of the record of the company no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) (a) Company is in the Business of I.T Staffing and other I.T enabled services hence there is no Physical Inventory in the books of the Company. Hence clause (ii)(a) is not applicable.

(b) During the year, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks based on security of current assets.

(iii) The company has not made investments during the year in companies, Firms, Limited Liability Partnerships (LLP's) or any other parties, however the company has granted unsecured loans to a company.

(a) The company has provided unsecured loans to Opalforce Software India Limited.

(A) The Company has not provided any loans or advances and guarantees or security to subsidiaries, joint ventures and associates.

(B) The balance outstanding at the balance sheet date is Rs. 2,00,00,000/- to Opalforce Software India Limited.

(b) The terms and conditions of the grant of such loans are not prejudicial to the Company's interest.

(c) The schedule of repayment of principal and payment of interest has not been stipulated and repayments or receipts of principal amounts are not regular. According to the agreement between the company and Opalforce Software India Limited, interest is required to be paid Quarterly.

(d) The Interest amount overdue for more than ninety days is Rs. Nil.

(e) No loan is granted or renewed or extended to settle the overdue of existing loans given to any company.

(f) The company has granted loans or advances to employees repayable on demand or without specifying any terms or period of repayment.

(iv) In our opinion and according to the information and explanation given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect of the loans and investment made.

(v) In our opinion, the company has complied with the directives issued by the Reserve Bank Of India, the provisions of the Act and the companies (Acceptance of Deposits) Rules, 2014 (as amended) as applicable, with regard to the deposits accepted. According to the information and explanation given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal, in this regard.

(vi) We have broadly reviewed that no cost records are required to be maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148 of the Act.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.

b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31st, 2026 for a period of more than six months from the date they became payable.

(viii) According to the information and explanations given to us, there are no transactions recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, hence, clause (viii) of Order is not applicable.

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings to any Lender during the year.

(b) According to the information and explanations given to us, the company is not declared willful defaulter by any bank or financial institution or other lender.

(c) According to the information and explanations given to us, no Term Loans were obtained during the year under report.

(d) According to the information and explanations given to us, no funds raised on short term basis have been utilized for long-term purposes.

(e) 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) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies; hence the clause (ix) (f) of the Order is not applicable.

(x) (a) The company did not raise any money by way of initial public offer or further public offer (including debt instrument) during the year under report.

(b) The information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xi) (a) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company noticed or reported during the year, nor have we been informed of such case by the management.

(b) 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) We have not considered whistle-blower complaints since there is no compliant received during the year by the Company.

(xii) In our opinion and according to the information and explanations given to us, the company is not a Nidhi company. Therefore, clause (xii)(a)(b)(c) are not applicable.

(xiii) All transactions with the related parties are in compliance with section 177 and 188 of the companies act, 2013. The details have been disclosed in the Financial Statement etc. as required by the Accounting Standard.

(xiv)

(a) As informed by the management the internal auditor has been appointed and Internal Audit Report will be submitted by him to the Audit Committee hence, we are unable to Comment on the same.

(b) In framing our Independent Audit Reports, we have not considered the Internal Auditor's Report for the period under audit.

(xv) According to the information and explanations provided to us, the company has not entered into non-cash transactions with directors or person connected with him as referred to in section 192 of the Companies Act, 2013.

(xvi) (a) According to the information and explanations provided to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

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

(c) The Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India.
(d) The Group does not have more than one CIC as part of the Group.

(xvii) The Company has not incurred cash losses in the Financial Year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year.

(xix) According to the information and explanations provided to us, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, 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.

(xx) The provisions related to Corporate Social Responsibility is not applicable in the preceding financial year, hence, clause (xx)(a)(b) of the Order is not applicable.

(xxi) There are no adverse remarks in the report of company included in the consolidated financial statements since the wholly owned subsidiary is registered outside India and Companies (Auditor's Report) Order (CARO) is not applicable to the wholly owned subsidiary.

For R. B. Sharma & Co.
Chartered Accountants
F. R. No. 109971W

Sd/-
CA Abhinav Sharma
M.No. 192590
Partner
UDIN: **26192590NZEYQO9453**

Place: Chh. Sambhajinagar.
Date: 21/05/2026

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

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

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

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

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of 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 Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For R. B. Sharma & Co.
Chartered Accountants
F. R. No. 109971W

Sd/-

CA Abhinav Sharma
M.No. 192590
Partner
UDIN: **26192590NZEYQO9453**

Place: Chh. Sambhajinagar.
Date: 21/05/2026

STANDALONE STATEMENT OF BALANCE SHEET FOR THE YEAR ENDED MARCH 31ST, 2026

(Amount in 000's)

	Particulars	Note No.	As on 31st March, 2026 (Rupees)	As on 31st March, 2025 (Rupees)
A	**EQUITY AND LIABILITIES**			
1	**Shareholders' funds**			
	(a) Share capital	1	42,375.00	42,375.00
	(b) Reserves and surplus	2	91,773.62	87,524.62
			1,34,148.62	**1,29,899.62**
2	**Non-current liabilities**			
	(a) Long-term borrowings	3	3,895.26	-
	(b) Deferred Tax Liabilities (Net)		-	-
	(c) Long Term Provisions	4	-	-
	(d) Other Non Current Liabilities	5	5,957.53	3,869.40
			9,852.79	**3,869.40**
3	**Current liabilities**			
	(a) Short-term borrowings	6	18,459.87	-
	(b) Trade payables	7	28,440.96	31,230.43
	(c) Other current liabilities	8	17,414.39	11,326.38
	(d)Short Term Provision	9	470.75	411.38
			64,785.96	**42,968.19**
	Total		**2,08,787.37**	**1,76,737.22**
B	**ASSETS**			
1	**Non-current assets**			
	(a) Property, Plant & Equipment and Intangible Assets			
	(i) Property, Plant & Equipment	10	8,234.69	2,891.54
	(ii) Intangible Assets	10	15.47	15.47
			8,250.16	**2,907.00**
	(b) Other non-current assets	11	26,732.58	24,635.91
	(c) Deferred Tax assets (Net)	12	2,024.86	1,614.82
			28,757.44	**26,250.73**
2	**Current assets**			
	(a) Inventories		-	-
	(b) Trade receivables	13	93,155.38	69,281.02
	(c) Cash and cash equivalents	14	15,220.37	3,436.18
	(d) Short Term Loan & Advances	15	29,118.00	24,636.33
	(e) Other Current Assets	16	34,286.02	50,225.94
			1,71,779.77	**1,47,579.48**
	Total		**2,08,787.37**	**1,76,737.22**
	Notes Forming Part of Financial Statements	01 to 24		
	Significant Accounting Policies and Additional Information to Financial Statements	25 to 33		

For R B Sharma & Co.
Chartered Accountants
FRN: 109971W

Sd/-
CA Abhinav Sharma
M.No. 192590
Partner
UDIN: **26192590NZEYQO9453**

Place: Pune
Date: 21 May 2026

For Mindpool Technologies Limited

Sd/-
Poonam Sharma
Director
DIN : 03397469
Place: Pune
Date: 21 May 2026

Sd/-
Ritesh Sharma
Chairman & Managing Director
DIN : 02676486
Place: Pune
Date: 21 May 2026

Sd/-
Uday Surpuriya
CFO
Place: Pune
Date: 21 May 2026

Sd/-
Binny Porwal
Company Secretary
Place: Pune
Date: 21 May 2026

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

(Amount in 000's)

	Particulars	Note No.	For the Year Ended 31st March, 2026 (Rupees)	For the Year Ended 31st March, 2025 (Rupees)
1	Revenue from Operations	18	4,85,360.80	2,65,641.56
	Other Income	19	3,526.77	2,529.10
	Total Income		**4,88,887.57**	**2,68,170.66**
2	**Expenses**			
	Purchases of Stock-in-Trade		-	-
	Changes in inventories of Stock in Trade	20	-	-
	Depreciation	21	2,241.33	1,803.48
	Finance Cost	22	2,624.28	1,332.69
	Employees Benefit Expenses	23	2,78,326.83	1,76,689.67
	Other Expenses	24	1,99,680.51	87,661.31
	Total expenses		**4,82,872.95**	**2,67,487.15**
3	**V. Profit before exceptional and extraordinary items and tax (1-2)**		**6,014.61**	**683.51**
4	Exceptional Items			
5	**Profit After exceptional and extraordinary items (3-4)**		**6,014.61**	**683.51**
4	Tax expense:			
	Current Tax Provision		2,175.66	756.54
	Deferred Tax		(410.04)	(879.26)
5	**Profit / (Loss) for the period (3 - 4)**		**4,248.99**	**806.22**
6	**Earning per Equity Share**			
	Basic Earnings per share of Rs 10/- each		1.00	0.19
	Diluted Earnings per share of Rs 10/- each		1.00	0.19
	Notes Forming Part of Financial Statements	01 to 24		
	Significant Accounting Policies and Additional Information to Financial Statements	25 to 33		

For Mindpool Technologies Limited

For R B Sharma & Co.
Chartered Accountants
FRN: 109971W

Sd/-
CA Abhinav Sharma
M.No. 192590
Partner
UDIN: **26192590NZEYQO9453**

Place: Pune
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Chairman & Managing Director
DIN : 02676486
Place: Pune
Date: 21 May 2026

Sd/-
Binny Porwal
Company Secretary
Place: Pune
Date: 21 May 2026

Cash Flow Statement for the year ended 31st March, 2026			
		(Amount in 000's)	
Sr. No.	Particulars	As on 31.03.2026	As on 31.03.2025
A)	**CASH INFLOW FROM OPERATING ACTIVITIES**		
	Profit / (Loss) before tax	**6,014.61**	**683.51**
	Adjustments to reconcile profit before tax to cash provided by operating activities		
	Depreciation	2,241.33	1,803.48
	Interest & Finance Cost	2,624.28	1,332.69
	Profit on sale of Fixed Asset	(685.75)	-
	Interest Income	(2,589.02)	(2,026.87)
	Operating Profit Before Working Capital Changes	**7,605.46**	**1,792.81**
	Adjusted for:	-	
	Inventories		
	Trade Receivables	(23,874.36)	(18,865.49)
	Short term loans and advances	(4,481.67)	12,331.14
	Other current assets	15,940.19	(1,590.70)
	Trade payables	(2,789.47)	23,101.13
	Other current liabilities	6,088.01	(13,578.03)
	Short term provisions	59.37	(8.41)
	Cash Generated From Operations	**(1,452.47)**	**3,182.45**
	Direct Tax Paid	2,175.66	756.54
	Net cash flow from Operating Activities	**(3,628.13)**	**2,425.91**
B)	**CASH FLOWS FROM INVESTING ACTIVITIES**	-	
	Payment towards capital expenditure	-	-
	Purchase of Fixed Assets	(7,750.74)	
	Sale Proceeds from sale of Fixed Asset	852.00	
	Investment In Fixed Deposit	(2,096.67)	
	Investment in Flat	-	(3,730.66)
	Interest Income	2,589.02	2,026.87
	Net cash flow from Investing Activities	**(6,406.38)**	**(1,703.79)**

C)	CASH FLOWS FROM FINANCING ACTIVITIES		
	Proceeds from Long Term Borrowings & Long Term Liabilities	3,894.99	-
	Proceeds from Short Term Borrowings	18,459.87	-
	Proceeds from Non-Current Liabilities	2,088.13	(863.38)
	Interest & Financial Charges	(2,624.28)	(1,332.69)
	Net cash used in Financing Activities	**21,818.70**	**(2,196.08)**
	Net Increase/ (Decrease) in Cash & Cash Equivalents (A+B+C)	**11,784.19**	(1,473.96)
	Opening Balance of Cash & Cash Equivalents	3,436.18	4,910.15
	Closing Balance of Cash & Cash Equivalents	**15,220.37**	**3,436.18**

Notes:

(i) The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 "Cash Flow Statement", issued by the Institute of Chartered Accountants of India.

(ii) Figures in bracket indicate outgo.

This is the Cash Flow Statement referred to in our report of even date.

See accompanying notes forming part of the financial statements

For R B Sharma & Co.
Chartered Accountants
FRN: 109971W

Sd/-
CA Abhinav Sharma
M.No. 192590
Partner
UDIN: **26192590NZEYQO9453**

Place: Pune
Date: 21 May 2026

For Mindpool Technologies Limited

Sd/-
Poonam Sharma
Director
DIN : 03397469
Place: Pune
Date: 21 May 2026

Sd/-
Ritesh Sharma
Chairman & Managing Director
DIN : 02676486
Place: Pune
Date: 21 May 2026

Sd/-
Uday Surpuriya
CFO
Place: Pune
Date: 21 May 2026

Sd/-
Binny Porwal
Company Secretary
Place: Pune
Date: 21 May 2026

Audited Segment Report As on 31st March, 2026

		(Amount in 000's)	
		Year Ended	Year Ended
Sr. No.	Particulars	31-03-2026	31-03-2025
1	Segment Revenue		
(a)	Segment – Staffing	2,32,133.76	1,29,881.51
(b)	Segment – Digital	50,028.72	4,438.95
(c)	Segment – Routing	1,00,042.73	1,24,623.80
(d)	Segment – Offshore Development Center	1,19,610.57	8,542.30
(e)	Unallocated WIP	(16,454.99)	(1,845.00)
	Total	**4,85,360.80**	**2,65,641.56**
	Less: Inter Segment Revenue	0.00	0.00
	Net sales/Income From Operations	**4,85,360.80**	**2,65,641.56**
2	Segment Results (Profit)(+)/ Loss (-) before tax and interest from Each segment)		
(a)	Segment – Staffing	3,026.66	956.27
(b)	Segment – Digital	1,751.03	89.80
(c)	Segment – Routing	1,615.73	788.27
(d)	Segment – Offshore Development Center	1,607.80	142.32
(e)	Unallocated	-	-
	Total	**8,001.22**	**1,976.66**
	Less:		
(i)	Interest	1,985.86	1,293.74
(ii)	Other Un-allocable Expenditure net off		
	Un-allocable income		
	Total Profit Before Tax	**6,015.36**	**682.92**
3	**Capital Employed**		
(a)	Segment – A		
(b)	Segment – B		
(c)	Segment – C		
(d)	ODC		
(e)	Unallocated	42,375	42,375
	Total	**42,375**	**42,375**

For Mindpool Technologies Limited

Sd/-
Poonam Sharma
Director
DIN : 03397469
Place: Pune
Date: 21 May 2026

Sd/-
Ritesh Sharma
Chairman & Managing Director
DIN : 02676486
Place: Pune
Date: 21 May 2026

Notes to Accounts

Note No : 01 Share Capital Particulars	As at 31st March, 2026	(Amount in 000's) As at 31st March, 2025
Authorised		
120,00,000 Equity Shares of Rs. 10 each	1,20,000.00	1,20,000.00
(120,00,000 Equity Shares of Rs. 10 each)		
Issued, Subscribed and fully paid up		
42,37,500 Equity Shares of Rs. 10 each fully paid	42,375.00	42,375.00
(Previous Year - 4237500 Equity Shares of Rs. 10 each fully paid)		
Issued, Subscribed and fully paid up during the year		
42,37,500 Equity Shares of Rs. 10 each fully paid	42,375.00	42,375.00
(Previous Year - 4237500 Equity Shares of Rs. 10 each fully paid)		
Closing Balance Equity Shares of Rs 10 each	**42,375.00**	**42,375.00**

Note No: 1a) Reconciliation of number of shares Equity Shares	As at 31st March, 2026 No. of Shares	As at 31st March, 2025 No. of Shares
Balance at the beginning of the year	4,237.50	4,237.50
Add: Shares issued during the year	-	-
Add: Bonus Shares issued during the year	-	-
Balance at the end of the year	**4,237.50**	**4,237.50**

Terms/Rights attached to Equity Shares:

The company has issued only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.

The company has only one class of share having par value of Rs 10. Each holder of equity share is entitled to one vote per share.

Note No: 1b) Details of shareholders holding more than 5% Shares in the Company Equity Shares with Voting Rights

Particulars	As at 31st March, 2026 No of Shares (In Thousands)	As at 31st March, 2026 Holding %	As at 31st March, 2025 No of Shares (In Thousands)	As at 31st March, 2025 Holding %
Ritesh Sharma	1,505	35.52%	1,505	35.52%
Poonam Sharma	1,505	35.52%	1,505	35.52%
Shashank Doshi	218	5.14%	218	5.14%
Total	**3,228**	**76.18%**	**3,228**	**76.18%**

Notes to Accounts

Note No: 1(c) The Shareholding of Promoter Particulars	No of Shares (In Thousands)	%of total shares	% Change during the year
Ritesh Sharma	1,505	35.52%	-
Poonam Sharma	1,505	35.52%	-
Total	**3,010**	**71.03%**	**-**

(d)Aggregate Number of Bonus shares issued, shares issued other than cash & shares bought back during the period of five years immediately preceding the reporting date.

Particulars	As at 31st March, 2026 (Nos)	As at 31st March, 2025 (Nos)
Bonus Equity share of Rs. 10 each issued during the period of five years immediately preceding the reporting date	-	-

Note No : 02 Reserves & Surplus Particulars	As at 31st March, 2026	(Amount in 000's) As at 31st March, 2025
A) Security Premium Account		
Opening Balance	14,715.00	14,715.00
Add: Premium on Fresh issue of shares		
Less: Public Issue Expenses		
Closing Balance	**14,715.00**	**14,715.00**
B) Profit & Loss Account		
Opening Balance	72,809.62	72,003.40
Profit for the Year	4,248.99	806.22
Closing Balance	**77,058.62**	**72,809.62**
Total	**91,773.62**	**87,524.62**

Notes to Accounts

Note No : 03 Long Term Borrowings		(Amount in 000's)
Particulars	As at 31st March, 2026	As at 31st March, 2025
Particulars		
Loans and Advances from Financial Institutions	-	-
Car Loan from Federal Bank	3,895.26	
Loans and Advances from Related Parties	-	-
Unsecured Loan:-		
From Related Parties	-	-
From Others	-	-
Total	**3,895.26**	**-**

Note No : 04 Long Term Provisions		(Amount in 000's)
Particulars	As at 31st March, 2026	As at 31st March, 2025
Provision for Employee Benefit	-	-
Total	**-**	**-**

Note No : 05 Other Non Current Liabilities		(Amount in 000's)
Particulars	As at 31st March, 2026	As at 31st March, 2025
Other Non Current Liabilities	-	-
Gratuity payable	5,957.53	3,869.40
Total	**5,957.53**	**3,869.40**

Note No : 06 Short Term Borrowings		(Amount in 000's)
Particulars	As at 31st March, 2026	As at 31st March, 2025
Secured Loan		
Federal Bank Discounting Loan	18,459.87	-
Nature of Security-		
Loan provided on hypothecation of Trade Receivables		
Loans and Advances from Related Parties	-	-
Nature of Security-		
Unsecured Loan:-		
From Others	-	-
Total	**18,459.87**	**-**

Note No : 07 Trade Payable		(Amount in 000's)
Particulars	As at 31st March, 2026	As at 31st March, 2025
Payable for MSME	-	2,473.30
Other	28,440.96	28,757.12
Total	**28,440.96**	**31,230.42**

Notes to Accounts

Note No : 08 Other Current Liabilities		(Amount in 000's)
Particulars	As at 31st March, 2026	As at 31st March, 2025
Statutory Payable	6,975.25	6,672.76
Riverdale Flat Deposit	42.00	42.00
Other Payable	3,447.49	3,351.58
Federal Cash Credit Accounts 18185500000301	6,949.66	1,260.04
Total	**17,414.39**	**11,326.38**

Note No : 9 Short Term Provisions		(Amount in 000's)
Particulars	As at 31st March, 2026	As at 31st March, 2025
ESIC Payable	5.75	6.38
Employee LWF payable	-	-
Other short term provisions	465.00	405.00
Total	**470.75**	**411.38**

Note No : 11 Other Non-Current Assets		(Amount in 000's)
Particulars	As at 31st March, 2026	As at 31st March, 2025
Investment in Wholly Own Subsidiary Company		
Mindpool Technologies Inc USA	0.75	0.75
Investment In Shares		
S A Tech Software Ltd	19,355.42	19,355.42
Investment In Flat	4,181.67	4,181.67
FD With Federal Bank	3,194.74	1,098.08
Total	**26,732.58**	**24,635.91**

Note No : 12 Deferred Tax Asset		(Amount in 000's)
Particulars	As at 31st March, 2026	As at 31st March, 2025
Defferred Tax Asset	2,024.86	1,614.82
Total	**2,024.86**	**1,614.82**

Note No : 13 Inventories		(Amount in 000's)
Particulars	As at 31st March, 2026	As at 31st March, 2025
Raw Materials	-	-
Finished Goods	-	-
Stores & Consumables	-	-
Total	**-**	**-**

Note No : 14 Trade Receivable		(Amount in 000's)
Particulars	As at 31st March, 2026	As at 31st March, 2025
Unsecured, considered good		
Debts outstanding for less than six months from the date due for payment	93,197.29	42,199.64
Other Debts More than 6 Months	(41.91)	27,081.38
Total	**93,155.38**	**69,281.02**

Notes to Accounts

Note No : 15 Cash & Cash Equivalents		(Amount in 000's)
Particulars	As at 31st March, 2026	As at 31st March, 2025
Cash and Cash Equivalents		
Cash in hand	-	-
Bank Balances	-	-
- In Current Accounts	-	-
Federal Bank Current A/c 18180200003721	15,173.47	3,389.28
Federal Bank Escrow account 18180200003820	-	-
ICICI Bank	-	-
RBL Bank (400021022011)	46.90	46.90
Total	**15,220.37**	**3,436.18**

Note No: 16 Short Term Loan and Advances		(Amount in 000's)
Particulars	As at 31st March, 2026	As at 31st March, 2025
Other Advances	21,890.00	24,608.33
Deposits	7,228.00	28.00
	-	-
Total	**29,118.00**	**24,636.33**

Note No: 17 Other Current Assets		(Amount in 000's)
Particulars	As at 31st March, 2026	As at 31st March, 2025
TDS Receivable	1,819.49	1,819.49
Prepaid Expenses	1,919.68	2,305.70
Unbillied Revenue	21,488.58	37,943.57
Interest Receivable	797.06	587.06
Income Tax Refund Receivable	8,261.21	7,570.13
TCS Receivable	-	-
Total	**34,286.02**	**50,225.94**

Note No : 18 Revenue from Operations		(Amount in 000's)
Particulars	As at 31st March, 2026	As at 31st March, 2025
Sale of Services		
Services - Export	1,22,333.68	12,981.25
Services- Domestic	3,63,027.11	2,52,660.31
Total	**4,85,360.80**	**2,65,641.56**

Note 19: Other Income		(Amount in 000's)
Particulars	As at 31st March, 2026	As at 31st March, 2025
Interest Received	2,589.02	2,026.87
Rent on Riverdale Flat	252.00	210.00
Profit on Sale of Car	685.75	-
Gratuity Income	-	292.23
Total	**3,526.77**	**2,529.10**

Note No : 20 Changes in Inventory of Finished Goods & Work in Progress		(Amount in 000's)
Particulars	As at 31st March, 2026	As at 31st March, 2025
Closing Stock	-	-
Opening Stock	-	-
Total	**-**	**-**

Notes to Accounts

Note No : 21 Depreciation & Amortised Cost		(Amount in 000's)
Particulars	As at 31st March, 2026	As at 31st March, 2025
Depreciation on Tangible Assets	2,241.33	1,803.48
Amortization on Intangible Assets	-	-
Total	**2,241.33**	**1,803.48**

Note No : 22 Finance Cost		(Amount in 000's)
Particulars	As at 31st March, 2026	As at 31st March, 2025
Interest on Bill Discounting	1,895.61	901.38
Other Finance Cost	728.67	431.32
Total	**2,624.28**	**1,332.69**

Note No : 23 Employee Benefit Expenses		(Amount in 000's)
Particulars	As at 31st March, 2026	As at 31st March, 2025
Salaries, Wages	2,63,336.11	1,65,306.13
Director Remuneration	4,861.19	4,391.77
Staff Welfare Expenses	572.81	516.31
Insurance for Employees	1,000.71	1,204.38
Gratuity Expense	2,471.71	
Contribution towards various Funds for Employees	6,084.30	5,271.08
Total	**2,78,326.83**	**1,76,689.67**

Note No : 24 Other Expenses		(Amount in 000's)
Particulars	As at 31st March, 2026	As at 31st March, 2025
Professional Fees	87,291.95	56,429.57
Recruitment Expenses	3,074.42	1,645.15
Contracting Expenses	81,197.69	21,683.28
Insurance	197.76	-
Statutory audit fees	535.00	350.00
Secretarial Audit Fees	105.00	105.00
Rent	11,499.69	2,688.56
Advertising And Marketing	1,635.55	360.06
Balances written off	145.43	
Compliance Expenses	477.56	152.36
Interest on Statutory Payment	1,253.44	2,432.68
Office Expense	9,326.74	1,062.32
Other Expense	2,940.29	752.33
Total	**1,99,680.51**	**87,661.31**

Notes to Accounts

10) Tangible Assets and Intangible Assets

Particulars	Gross Block				Depreciation				Net Block	
	As at 01-Apr-25	Additions during the year	Deletions during the year	As at 31-Mar-26	Upto 01-Apr-25	Additions /Deletions	Depreciation during the year	Total upto 31-Mar-26	As at 31-Mar-26	As at 31-Mar-25
Tangible Asset										
Car	3,325	5,251	3,325	5,251	3,159	1,388	3,159	1,388	3,863	166
Printer	25	-	-	25	25	-	-	25	-	-
Furniture	4,213	2,500	-	6,713	2,054	721	-	2,775	3,938	2,159
Plant & Machinary	174	-	-	174	148	4	-	153	22	26
Computer	10,361	-	-	10,361	9,821	128	-	9,949	412	540
Intangible Asset										
Computer Software	309	-	-	309	294	-	-	294	15	15
Total	**18,408**	**7,751**	**3,325**	**22,834**	**15,501**	**2,241**	**3,159**	**14,584**	**8,250**	**2,907**
Previous Year	**18,408**	**-**	**-**	**18,408**	**13,698**	**-**	**1,803**	**15,501**	**2,907**	**4,677**

Notes forming part of the financial statements

Note no. 25: Corporate Information

The company is registered with the Registrar of Companies, Maharashtra State, Pune vide Registration no. L72900PN2011PLC138607 dated 21 February 2011 under the Companies Act, 1956. The registered office of the Company is situated at 3rd & 4th, Sr. No. 133/1/316111 GK mall, near Konkane Chowk, Pimple Saudagar, Pune MH 411027 IN. The Company is mainly engaged in business of IT Staffing, software development and information technology enabled services.

Note no. 26: Significant Accounting Policies:

A. Basis of Preparation of Financial Statements:

These financial statements are prepared on historical cost basis (except for revaluation of certain fixed assets) in accordance with applicable Accounting Standards notified under the relevant provision of the Companies Act, 2013 and on the accounting principles of a going concern. The Company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis except those with significant uncertainties.

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule III to The Companies Act, 2013. Based on the nature of Services and the time between the hiring of Technical personal for Execution of Software projects and their realization in cash and cash equivalents, the company has ascertained its operating cycle as three to four months for the purpose of current and non-current classification of assets and liabilities. The financial statements are presented in Indian rupees.

B. Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires Board of Directors to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of revenue and expenses for that year. Actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

C. Revenue Recognition:

i) Services:

Revenue is measured by the charges made to customers or clients for goods supplied and services rendered to them and by the charges and rewards arising from the use of resources by them. Sales are net of sales returns, trade and other discounts, sales taxes and excise duties.

i) Other Income:

Interest is recognized using the time-proportion method, based on rates implicit in the transaction.

D. Fixed Assets and Depreciation:

Depreciation on fixed asset is provided to the extent of depreciable amount on straight line method over the useful life of assets as prescribed in Part C of Schedule II to the Companies Act, 2013. The revised carrying amount of the fixed assets identified as impaired, is amortized over the estimated residual life of the respective fixed asset. The Company has used the following lives to provide for depreciation on its fixed assets.

Type of Asset	Useful Life (In years)
Computer & Software	03
Furniture & Fixtures	10
Office Equipments	05
Motor Cars –Non commercial	10

E. Transactions in Foreign Currency:

Transactions in foreign currency are recorded at the rate of exchange in force on the date of the transactions. Current assets, current liabilities and borrowings denominated in foreign currency are translated at the exchange rate prevalent at the date of the Balance Sheet. The resultant gain/loss are recognized in the Statement of Profit & Loss, except in cases where they relate to the acquisition of fixed assets in which case, they are adjusted to the carrying cost of such assets.

F. Government Grants and Subsidy:

Grants and subsidies from the government are recognized when there is reasonable assurance that (a) the company will comply with the conditions attached to them, and (b) the grant/subsidy will be received. When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is reduced from the cost of the asset. Grants which are given as equity support are disclosed as promoter contribution under the head Capital Reserve.

G. Investments:

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

b) Long-term investments are valued at cost less provision for diminution other than temporary, in the value of such investments. Current investments are valued at lower of cost and fair value.

H. Borrowing Costs:

Borrowing cost attributable to the acquisition and construction of qualifying fixed assets are capitalized as part of the cost of such asset up to the date when such asset is ready for its intended use. Other borrowing costs are charged to the Profit & Loss Account.

I. Segment Reporting:

In the opinion of the management, the Company has identified and initiated segment reporting from the FY 2025-26 and accordingly the Segment Report for half year ended 30th September 2025 and half year and year ended 31st March 2026 is presented hereby in accordance with AS-17.

J. Leases:

a) Finance Lease: -

Assets acquired under finance lease are capitalized and the corresponding lease liability is recognized at lower of the fair value of the leased assets and the present value of minimum lease payments at the inception of the lease. Initial costs directly attributable to lease are recognized with the asset under lease.

b) Operating Lease: -

Lease of assets under which all the risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Lease payments/revenue under operating leases are recognized as an expense/income on accrual basis in accordance with the respective lease agreements.

K. Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the company's earnings per share are the net profit or loss for the period after deducting preference dividends and any attributable tax thereto for 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. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

L. Income Tax:

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.

Deferred tax is recognized for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carry forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the group reassesses unrecognized deferred tax assets, if any.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws. The Income Tax Expense for FY 25-26 is Rs. 2,175.66 thousand.

M. Impairment of Assets:

In accordance with AS 28 on 'Impairment of Assets' issued by the Institute of Chartered Accountants of India, where there is an indication of impairment of the Company's assets related to cash generating units, the carrying amounts of such assets are reviewed at each balance sheet date to determine whether there is any impairment. The recoverable amount of such assets is estimated as the higher of its net selling price and its value in use. An impairment loss is recognized whenever the carrying amount of such assets exceeds its recoverable amount. Impairment loss is recognized in the profit and loss account. If at the balance sheet date there is any indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the assets are restated to that effect.

N. Contingent Liabilities / Assets and Provisions

Contingent Liabilities in respect of show cause notices received are considered only when they are converted into demands. Contingent Liabilities under various fiscal laws include those in respect of which the Company / Department is in appeal. A provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation. Contingent Liabilities are disclosed in notes to financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

Note no. 27: - Additional Information to the Financial Statements

27.01 Contingent liability as may arise on account of none/late compliance of certain fiscal statement – amount unascertainable.

27.02 The amounts under the head short term borrowing, trade payables, trade receivables and loans and advances including those adjusted during the year are subject to confirmation and reconciliation and consequent adjustment thereof, if any.

27.03 Expenditure incurred on employees holding shares of the company, who were in respect of remuneration of more than 2 Lakh p.m., if employed for part of the year or 24 Lakh p.a.-

- Mr. Ritesh Sharma: Rs. 4,861.12 /- Thousand

27.04 **Remuneration to Directors:**

i)Remuneration paid during the year:
- Mr. Ritesh Sharma: Rs. 4,861.12/- Thousands

ii)Remuneration paid during previous year:
-Mrs. Poonam Sharma: Rs.1,463.92/- Thousand
- Mr. Ritesh Sharma: Rs. 2927.84/- Thousands

27.05 Appropriate Income Tax Provision made for Income tax liability during the year.

27.06 Disclosure required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006. At the year end, company has requested status as a Micro, Small & Medium Enterprises from all of their suppliers but only few suppliers intimated to the company about its status as a Micro, Small & Medium Enterprises or its registration under the Micro, Small & Medium Enterprises Development Act, 2006.

27.07 Related Party Transactions:

Details of related parties:

i	Subsidiary Company	Mindpool Technologies Inc
ii	Directors	Mrs. Poonam Sharma Mr. Ritesh Sharma Mr. Kaustubh Karve (Independent Director) Mr. Sunil Jain (Independent Director) Mr. Shailendrasingh Naiyyar (Independent Director)
iii	KMP's	Mr. Uday Surpuriya(CFO)
		Mrs. Binny Porwal(CS)
IV	Associate company	SA Tech Software India Limited

Details of Related Party transaction during the year ended 31st March, 2026 and balance outstanding as at 31st March, 2026

Particulars	For the year ended 31st March, 2026 (Rupees in 000's)	For the year ended 31st March,2025 (Rupees in 000's)
Director Remuneration		
Mrs. Poonam Sharma	-	1,463.92
Mr. Ritesh Sharma	4,861.19	2,927.84
Loan Balance outstanding at the year end		-
Remuneration to Related Parties		
Sathish Kumar(CFO)	-	1,158.39
Uday Pramod Surpuriya (CFO)	1,158.19	1,015.67
Sanskar Prabhakar (Company Secretary)	-	320.64
Binny Porwal (Company Secretary)	773.97	574.42
Subsidiary Company: Mindpool Technologies INC		
Trade Receivables	6,043.00	0.85
Sales	16,024.73	1,871.81
Associate Company- S A TECH SOFTWARE INDIA LIMITED		
Trade Receivables	(38.19)	7,589.02
Office Rent Paid (Inclusive of GST)	1,628.40	1003.00
Laptop Rent Paid (Inclusive of GST)	1,154.42	-
Sales (Inclusive of GST)	82,471.03	25,112.04

Note:

(i) No amount has been provided for as doubtful debt. Also no amount has been written off/back during the year.

(ii) Related parties are as identified by the Management and relied upon by the Auditors.

Note 28: Gratuity

Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service. The scheme is unfunded.

Profit & Loss Account	31-Mar-26 (Rupees in 000's)	31-Mar-25 (Rupees in 000's)
Current service cost	2,066.92	1,747.12
Interest on obligation	249.37	328.63
Expected return on plan assets	-	-
Net actuarial loss/(gain)	229.26	-2,367.97
Recognised Past Service Cost-Vested	-	-
Recognised Past Service Cost-Unvested	-	-
Loss/(gain) on curtailments and settlement	-	-
Total included in 'Employee Benefit Expense	**2545.55**	**-292.23**
Expenses deducted from the fund	-	-
Total Charge to P&L	**2545.55**	**-292.23**

Rs.2545.55/- have been adjusted with retained earnings, since in Previous year FY 2024-25, Company has charged off earlier year provision for gratuity in retained earnings, therefore reversal of such provision also adjusted with retained earnings during the FY 2025-26.

Balance Sheet	31-Mar-26 (Rupees in 000's)	31-Mar-25 (Rupees in 000's)
Opening Defined Benefit Obligation	3,869.40	4,732.79
Transfer in/(out) obligation	-	-
Current service cost	2,066.92	1,747.12
Interest cost	249.37	328.63
Actuarial loss (gain)	229.26	-2,367.97
Past service cost	-	-
Loss (gain) on curtailments	-	-
Liabilities extinguished on settlements	-	-
Liabilities assumed in an amalgamation in the nature of purchase	-	-
Exchange differences on foreign plans	-	-
Benefits paid	-457.5	-571.15
Closing Defined Benefit Obligation	**5,957.45**	**3,869.40**

Principle actuarial assumptions	31-Mar-26 (Rupees)	31-Mar-25 (Rupees)
Discount Rate	7.14% p.a	6.61% p.a
Expected Return on Plan Assets	Not Applicable	Not Applicable
Salary Growth Rate	10.00%	10.00%
Withdrawal Rates	20.00% p.a at younger ages reducing to 10.00% p.a at older ages	20.00% p.a at younger ages reducing to 10.00% p.a at older ages

Note 29: Balance confirmations

In respect of the balance confirmations sought for by the company from its debtors and creditors, very few parties have responded to the request. As such, balances in the accounts of debtors, creditors, advances and deposits are taken as appearing in the accounts.

Note 30: Information about Business Segments

The Company has identified segment reporting and accordingly the Segment Report for half year ended 30th September 2025 and half year and year ended 31st March 2026 is presented hereby in accordance with AS-17.

Note 31: Previous year figures.

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Note 32: Rounding Off

As per the amendment notification for Schedule III dated 27th March 2021 it is now mandatory for every company to round-off the figures appearing in financial statements. Since the turnover of the company is less than 100 crores, the figures in financial statements have been rounded off to the nearest thousand.

Note 33: Others:

As on March 31st, 2026, the Company has one Wholly-owned Subsidiary – Mindpool Technologies INC.

During the year, the Board of Directors approved in Board Meeting Dated 19th December, 2025 a draft Scheme of Arrangement under Sections 230 to 232 of the Companies Act, 2013, for merger of Mindpool Technologies Limited with S A Tech Software India Limited. The Scheme provides for issuance of equity shares by S A Tech Software India Limited to the shareholders of the transferor company. Approval from the National Stock Exchange of India Limited (NSE) has been obtained, and the scheme is subject to approval of NCLT, SEBI and regulatory authorities. Pending such approvals, no accounting effect has been given in the financial statements.
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Place: Pune
Date: 21/05/2026

For and on behalf of the Board
For Mindpool Technologies Limited

Sd/-
Poonam Sharma
Director
DIN : 03397469

Sd/-
Ritesh Sharma
Chairman & Managing Director
DIN : 02676486

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: L72900PN2011PLC138607

Name of the Company: MINDPOOL TECHNOLOGIES LIMITED

Registered Office: 3rd & 4th, Sr No 133/1/316111 GK Mall Near Konkane Chowk, Pimple Saudagar, Pune MH 411027

Name of the Member(s) :

Registered Address:

E-mail Id:

Folio No/Client Id:

DP ID:

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

Name:
Address:
E-mail Id:

Signature: _____ or failing him
Name:
Address:
E-mail Id:

Signature: _____ or failing him

Name:
Address:
E-mail Id:
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the Company, to be held on the Thursday, 24th September 2026 at 03:00 pm at Ground floor Poloroche Business Avenue,, Airport Rd, Opp. Symbiosis Law School, Viman Nagar, Pune – 411032 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Business to be Transacted
ORDINARY BUSINESS:	
1.	Adoption of Audited Standalone Financial Statements
2.	Adoption of Audited Consolidated Financial Statements
3.	To reappoint Mr. Ritesh Sharma (DIN 02676486), who retires by rotation pursuant to section 152(6) of the Companies Act 2013, at this Annual General Meeting and being eligible, offers Himself for re-appointment.
Special Business	
4	To approve change in designation of Mrs. Poonam Sharma (DIN: 03397469) from Non-Executive Director to Executive Director and her remuneration thereof

Signed this …… day of…… 2026

Signature of Shareholders

Signature of Proxy holder(s)

Revenue Stamp of Re. 1/-

Note:

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

The proxy need not be a member of the company.

Appointing a proxy does not prevent a members from attending the meeting in person if he / she so wishes.

The Proxy holder should bring his/her identity proof at the time of attending the meeting.

A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Proxies, in order to be valid and effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.

A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.

The instrument appointing a proxy shall–

(a) be in writing; and

(b) be signed by the appointer or his attorney duly authorised in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.

Every member entitled to vote at a meeting of the company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.

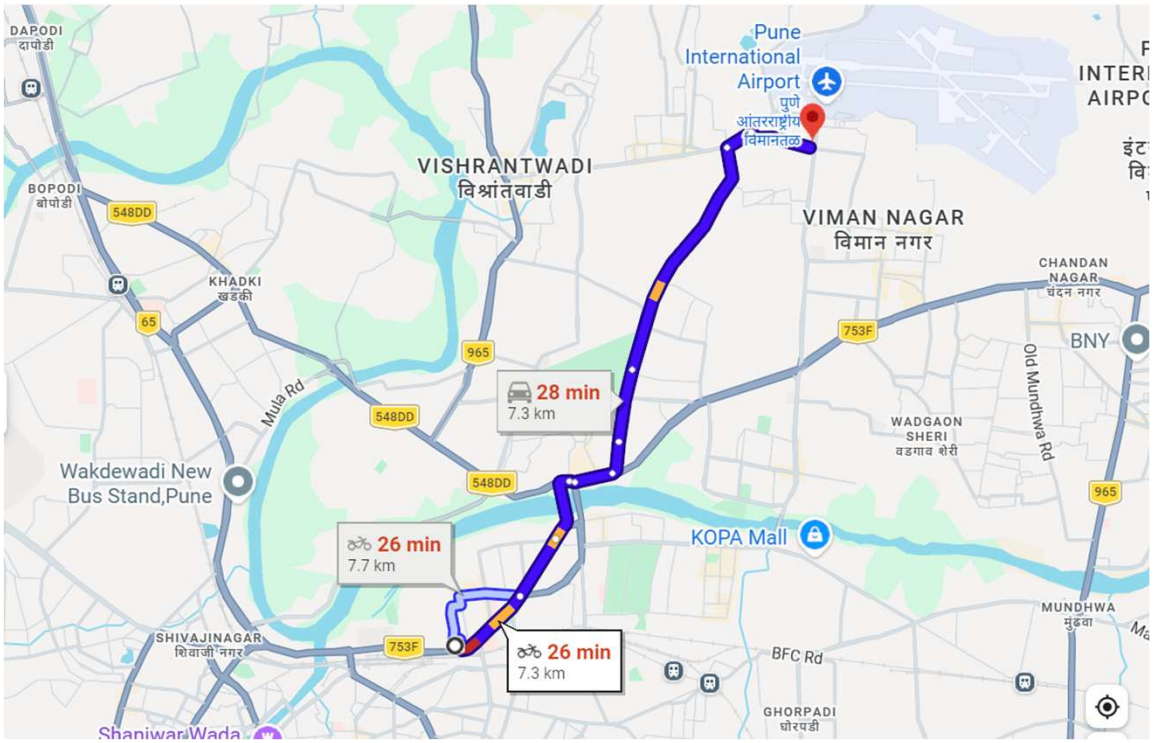
Attendance Slip

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the SIXTEENTH ANNUAL GENERAL MEETING of the Company at Ground floor Poloroche Business Avenue, Airport Rd, Opp. Symbiosis Law School, Viman Nagar, Pune – 411032, at 03.00 p.m. on Thursday, the 24th September, 2026. ..... (full name of the Shareholder) Signature (in block capitals) folio No. ...../DP ID No.*..... & Client ID No.* ..... * Applicable for members holding shares in electronic form. .... full name of Proxy Signature (in block capitals)

NOTE: Shareholder/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

ROUTE MAP FOR AGM VENUE:
POLOROCHE BUSINESS AVENUE, AIRPORT RD, OPP. SYMBIOSIS LAW SCHOOL, VIMAN NAGAR, PUNE – 411032



Thank You

Thank you to our dedicated employees, valued customers, partners, and investors for a successful year. We look forward to achieving even greater milestones together ahead.

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www.mindpooltech.com

MINDPOOL TECHNOLOGIES

ISO 9001:2015 ISO 27001:2013