August 5, 2026

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400001
Security Code: 532628

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C-1,
Block G, Bandra Kurla Complex,
Mumbai – 400051
Scrip code: 3IINFOLTD

Dear Sir / Madam,

Sub: Intimation & Notice of 33rd Annual General Meeting, Annual Report for the financial year 2025-26 and Book Closure Dates

This is to inform that 33rd Annual General Meeting ("AGM") of the members of the Company will be held on **Friday, August 28, 2026,** at **11:30 a.m. (IST)** through Video Conferencing / Other Audio-Visual means, in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Company has fixed **Friday, August 21, 2026,** as the cut-off date for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the AGM.

Notice convening the AGM and the Annual Report of the Company for the financial year 2025-26, are being sent through electronic mode to all the members whose e-mail address are registered with the Company/ Company's Registrar and Transfer Agent/ Depository Participants/ Depositories.

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Notice of the 33rd AGM and Annual Report for Financial Year 2025-26 be accessed at on the link i.e. https://www.3i-infotech.com/wp-content/uploads/2026/07/3i-Infotech_AR_2025-26.pdf

Pursuant to Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter providing web-link of the Annual Report is being sent to those members who have not registered their e-mail address, is also enclosed and available on the Company's website at https://www.3i-infotech.com/wp-content/uploads/2026/08/Letter-to-the-Shareholders-weblink-of-the-Annual-Report-for-FY-2025-26.pdf

Book Closure Dates

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, August 22, 2026, to Friday, August 28, 2026 (both days inclusive) for the purpose of AGM.

3i Infotech Ltd.
CIN: L67120MH1993PLC074411
Tower # 5, International Infotech Park, Vashi Station Complex, Navi Mumbai, Maharashtra, India, 400703
Email : marketing@3i-infotech.com
Phone: +91 22 7123 8000
www.3i-infotech.com

3i Infotech

You are requested to take the same on record.

Thanking you.
Yours faithfully,
For **3i Infotech Limited**

VARIKA
RASTOGI

Digitally signed by VARIKA RASTOGI
DN: c=IN, postalCode=400705, st=MAHARASHTRA, street=FLAT B 4 3 2 MILLENIUM TOWERS ,SECTOR 9 ,THANE,SANPADA ,400705, l=THANE, o=Personal, serialNumber=a9dfde58ff2746b54e338d27a95b35bc5fb567b393673c246f41d6ce2d3bcb62, pseudonym=f6b21426ca8147f1b3d4f085849db1f7, 2.5.4.20=59b6357da87a74c088cd1fbce5fcbe59a211a8c869a0bf71ed3694c206643a93, email=VARIKA.RASTOGI@3I-INFOTECH.COM, cn=VARIKA RASTOGI
Date: 2026.08.05 23:56:45 +05'30'

Varika Rastogi
Company Secretary & Compliance Officer

Encl: As Above

3i Infotech

Building **the Future** Intelligence **Embedded**

ANNUAL REPORT
2025-26

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Investor Information

Market Capitalisation (As of March 31, 2026)	:	₹286.42 Crores
CIN	:	L67120MH1993PLC074411
BSE Code	:	532628
NSE Symbol	:	3IINFOLTD
AGM Date	:	August 28, 2026
AGM Mode	:	Video Conference/Other Audio-Visual Means

To access the Investor Relations page, click on this link:

https://www.3i-infotech.com/investors/

or simply scan the QR code below

Disclaimer

This document contains statements about expected future events and financials of 3i Infotech Limited (The Company) which are 'forward-looking'. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.

Building **the Future** Intelligence **Embedded**

In a world where technology is evolving faster than organisations can absorb, competitive advantage is no longer defined by access to innovation alone. It is determined by the ability to embed intelligence with purpose, execute with discipline, and scale solutions that deliver measurable impact.

FY 2025-26 marked a pivotal year in 3i Infotech's transformation from strengthening its foundations to accelerating purposeful growth. During the year, the Company advanced its Centre of Excellence (CoE)-led operating model to deepen domain expertise and drive greater solution consistency. It further expanded the NuRe™ platform ecosystem, and sharpened its portfolio to focus on high-value, outcome-driven opportunities across industries and geographies.

Building the Future. Intelligence Embedded. This is more than just a theme. It reflects the Company's strategic direction. 'Building the Future' embodies the belief that sustainable growth is intentionally designed through continuous innovation, disciplined execution, and long-term value creation. 'Intelligence Embedded' reinforces the Company's commitment to making new technologies like AI, ML, IoT, blockchain, automation, data-driven decision-making, and platform-led delivery as integral to the way it operates, creates value, and serves its customers, not merely as capabilities, but as embedded drivers of business outcomes.

The foundations have been strengthened. The strategy is clear. The momentum is building. As 3i Infotech moves ahead, it remains focused on creating enduring value for its customers, partners, employees, and shareholders through intelligent and future-ready transformation.

3i Infotech

FY 2025-26 at a Glance

STRENGTHENING THE FOUNDATION

FY 2025-26 was a year of strengthening operational performance, enhancing profitability, deepening client relationships, and building capabilities to support the Company's long-term growth strategy.

Financial Performance

₹693.3 Crores
Revenue (-4.5%)

10.4%
EBITDA Margin (392 bps)

₹35.1 Crores
PAT (38.5% YoY)

₹72 Crores
EBITDA (53.90% YoY)

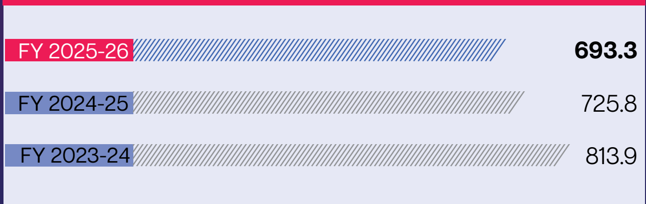
₹1.83
EPS - Basic (27.1%)

2nd
Consecutive profitable year

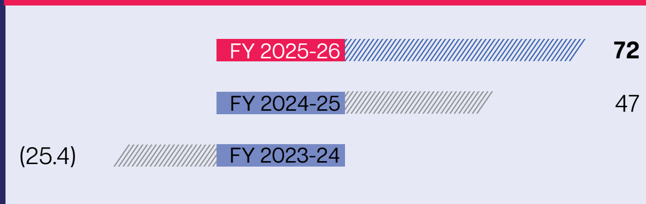
₹86.2 Crores
Gross Margin (3.5%)

49%
US Revenue Contribution to Total Revenue (19.2% YoY)

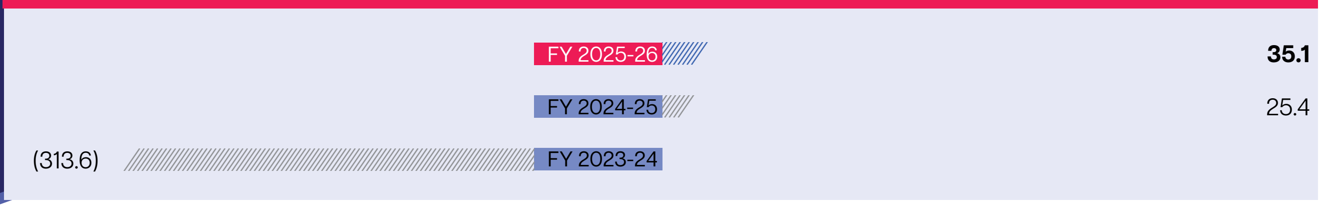
Operating Revenue (₹ Crores)



EBITDA (₹ Crores)



PAT (₹ Crores)



Business Highlights (Revenues)

₹493.2 Crores
Application, Automation and Analytics (AAA)

₹135.9 Crores
Infrastructure Services (IS)

₹63.9 Crores
Business Process Services (BPS)

47.8%
IT Sector Contribution

36.5%
BFSI Contribution

50.6%
Top 20 Clients' Share

Operational Highlights

80+
New Client Wins

300+
Active Global Clients

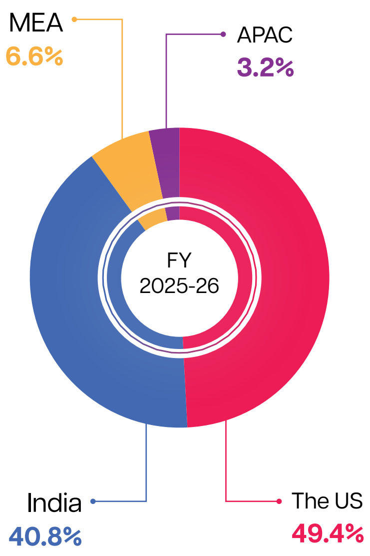
5+
Countries Served

3,700+
Total Employees

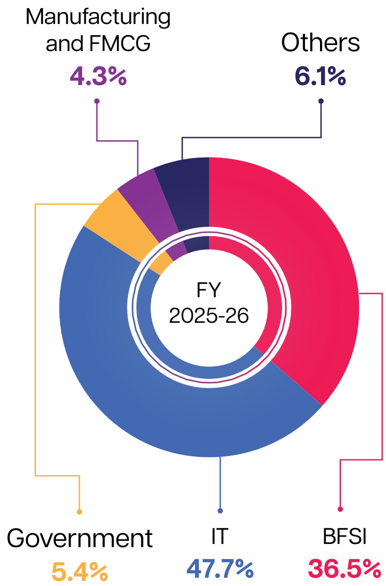
24%
Women Employees

26.9%
Voluntary Attrition

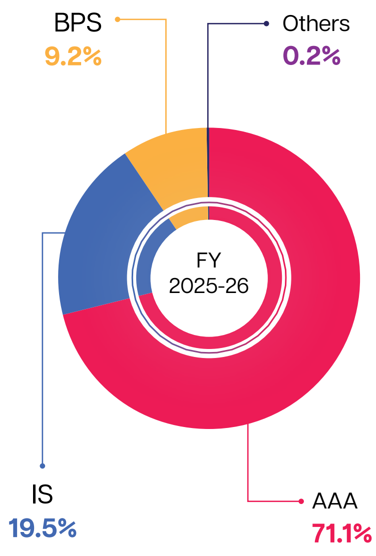
Revenue Based on Region
(%)



Revenue Based on Industry
(%)



Revenue Based on Line of Business
(%)



STRENGTHENING TRUST. SHAPING THE FUTURE.

THE CONFIDENCE OUR SHAREHOLDERS PLACED IN US THROUGH THE RIGHTS ISSUE IS FAR MORE VALUABLE THAN THE CAPITAL INVESTED. IT REFLECTS THE TRUST THAT WE HONOUR BY PURSUING SUSTAINABLE AND PROFITABLE GROWTH WITH INTEGRITY, ACCOUNTABILITY, AND AN UNWAVERING FOCUS ON LONG-TERM VALUE CREATION. AS WE BUILD THE COMPANY OF TOMORROW, WE ARE COMMITTED TO EMBED SUSTAINABILITY AND ESG PRINCIPLES INTO OUR STRATEGY, GOVERNANCE, INNOVATION, AND OPERATIONS, ENSURING THAT OUR GROWTH IS RESPONSIBLE, RESILIENT, AND CREATES ENDURING VALUE FOR ALL OUR STAKEHOLDERS.

Dear Stakeholders,

It is both a privilege and a pleasure with a lot of responsibility to address you as the Non-executive Chairman of your Company.

I would like to begin by expressing my sincere gratitude, on behalf of the Board of Directors, for the confidence you have reposed on all of us. In October 2025, the Company successfully completed the Rights Issue of ₹64 crore. The response from our shareholders was deeply encouraging with the issue being overwhelmingly oversubscribed by 1.47 times. This was far more valuable than a successful capital raise. It was an affirmation of your belief in our strategic direction, leadership and the future of your Company. Your confidence has strengthened the Board's resolve to lead your Company with discipline, integrity and accountability. We remain committed to deploying the proceeds prudently to strengthen working capital and invest in strategic capability-building initiatives that will enable sustainable long-term growth. working capital and supporting the strategic growth and capability-building initiatives that will sustain the Company's forward momentum. We believe this capital will help the Company build the capabilities, partnerships and operating depth required to move towards its next level of growth.

Building the Future

We firmly believe that the Board's responsibility extends well beyond financial oversight. In today's environment where digital transformation and artificial intelligence are reshaping IT industry at an unprecedented pace, we strongly believe that the governance of technology, cybersecurity, data privacy, and responsible AI and technology risk has become as important as overseeing financial performance. Technology is evolving at a pace that challenges every enterprise, including ours. We recognise

THE COMPANY IS RESPONDING BY STAYING AGILE, BUILDING RELEVANT CAPABILITIES, AND DOING WHAT IS WITHIN ITS CONTROL TO REMAIN ALIGNED WITH MARKET NEEDS.

this reality clearly. The Company is responding by staying agile, building relevant capabilities, and doing what is within its control to remain aligned with market needs. For your Company, this reinforces the imperative of building capabilities that are not only digital-first but also secure, compliant, and responsible by design.

Strategic Direction

FY 2025-26 was a year of building strong foundation and was not about any one Business or Function. As we move forward, our Centre of Excellence-led operating model, combined with AI-powered capabilities and new-age technologies under NuReTM ecosystem, will play a critical role in how we differentiate ourselves in the market. It is about how we operate collectively as one organisation.

We believe the leadership team structure under the Group CEO is now stronger, more agile and better aligned to drive execution with sharper business focus. As we step into financial year 2026-27, we do so with renewed confidence, enhanced organisation capability, and a clear strategic vision for sustainable growth and long-term value creation.

Financial Discipline

I am delighted to share that FY 2025-26 marks our second consecutive year of profitability and completion of six consecutive profitable quarters with equal focus on revenue maximisation and cost optimisation, a significant milestone in the Company's transformation journey. The Board views this achievement not only as the outcome of one good financial year but also as clear evidence of structural changes that have been embedded across our organisation. It reflects our commitment to operational discipline, strengthened cost governance, improved delivery efficiency, and a sharper focus on higher-quality, scalable revenue.

Capital discipline has been and will continue to remain a governing priority. The Board continues to maintain strict oversight of capital allocation decisions, ensuring that capital deployment is aligned with the Company's strategic priorities and serves the long-term interests of all the stakeholders. To reinforce this approach, Products Innovation Sub-Committee plays a crucial role in evaluating the Company's products development initiatives and evolution roadmap. All our capital investments undergo comprehensive review including detailed assessment of market opportunity, business case, risk assessment and expected return on investment.

As we look ahead, the Board remains committed to maintaining financial discipline while investing selectively in opportunities that strengthen our long-term capabilities and position the Company for sustainable long-term growth.

Governance: The Fiduciary Responsibility

As an Independent, Non-Executive Chairman, I have always believed that governance is the foremost fiduciary responsibility of the Board towards stakeholders. Governance is not merely a matter of regulatory obligation. It is the basis on which stakeholder confidence is earned and sustained over time.

Throughout FY 2025-26, the Board continued to strengthen the internal governance architecture. Standard Operating Procedures across the organisational functions have been formalised. Proactive risk control metrics have been embedded across financial and operational departments. Each of these steps is part of a deliberate effort to build an organisation whose growth is not only financially sound but also institutionally robust. This is the standard of conduct the Board delivers: honest acknowledgement, proactive engagement, and genuine regulatory cooperation.

The Company's commitment to transparency and the quality of its stakeholder communications has been recognised on the global stage. For the third consecutive year, the Annual Report has received an Award at the LACP Vision Awards 2024-25, organised by the League of American Communications Professionals. The Annual Report titled 'Reset. Refocus. Rebound.' achieved a score of 98 out of 100, ranking 35th globally and securing a place among the Top 100 Annual Reports worldwide. The Company also received the Technical Achievement Award for excellence in annual report theme, design, and presentation. The Board regards these recognitions as an external affirmation of the standards of transparency, completeness, and

THE TRANSFORMATION OF 3I INFOTECH IS A CONTINUING JOURNEY, AND THERE IS STILL MUCH TO ACCOMPLISH WITH THE SUPPORT OF ALL STAKEHOLDERS. WE REMAIN COMMITTED TO ENSURING THAT 3I INFOTECH'S GOVERNANCE FRAMEWORK REMAINS STRONG, TRANSPARENT, AND WORTHY OF THAT TRUST.

governance quality that 3i Infotech upholds in all its communications with stakeholders.

Addressing Legacy Matters: Proactive and Transparent

The Sub-Committee on Legacy Matters of the Audit Committee was constituted to review and guide the structured resolution of unresolved historical matters, including loan restructuring at the subsidiaries level and long-standing non-compliances under various Foreign Exchange Management Act (FEMA) regulations that arose during the period 2005 to 2022. These matters are genuinely complex, arose from inadequate historical documentation, changes in personnel over many years, and data-retrieval constraints that have made complete resolution difficult despite sustained effort. While the forensic audit was completed during the previous financial year 2024-25, High-Powered Committee was constituted during FY 2025-26 to independently verify the findings from the Forensic Audit report and based on HPC recommendations, appropriate action has been initiated in the best interests of stakeholders of the Company.

The Board's approach has been one of proactive ownership. Where documentation has been successfully traced, the Company has acted promptly. For the remaining unresolved matters and given the constraints encountered in proceeding through the prescribed Authorised Dealer Bank channel, the Company wrote directly to the Reserve Bank of India (FEMA Department), formally acknowledging the historical non-compliance, explaining the circumstances transparently, and seeking regulatory guidance on the appropriate path to resolution.

The Company remains fully committed to resolving these matters in a cooperative, transparent, and legally compliant manner.

Navigating External Uncertainty

As we look ahead, we are conscious of the external environment, in which the Company operates. The United States remains an important market for your Company and continues to be central to our global growth agenda. At the same time, this market is exposed to evolving geopolitical developments, policy changes and macroeconomic uncertainty, which can influence client decision-making and enterprise technology spending. We continue to monitor these developments closely. While external uncertainties remain beyond our control, we are confident that strengthening client engagement, delivery resilience and geographical diversification, as well diversification into industries such as Healthcare, Retail, Manufacturing, and Government, will enable your Company to navigate this environment successfully. With these proactive measures, we have been able to not only sustain our operations in those geographies but also have grown with new projects, customers and verticals.

TECHNOLOGY IS CHANGING AT A PACE THAT CHALLENGES EVERY ENTERPRISE, INCLUDING OURS. WE RECOGNISE THIS REALITY CLEARLY. THE COMPANY IS RESPONDING BY STAYING AGILE, BUILDING RELEVANT CAPABILITIES, AND DOING WHAT IS WITHIN ITS CONTROL TO REMAIN ALIGNED WITH MARKET NEEDS. FOR YOUR COMPANY, THIS REINFORCES THE IMPERATIVE OF BUILDING CAPABILITIES THAT ARE NOT ONLY DIGITAL-FIRST BUT ALSO SECURE, COMPLIANT, AND RESPONSIBLE BY DESIGN.

Gratitude for confidence

The transformation of 3i Infotech is a continuing journey, and there is still much to accomplish with the support of all the stakeholders. We express our sincere gratitude for your continued trust, and the confidence you have continued to place in us. In turn, this has become a greater responsibility of the Board to hold your confidence with the utmost regard. We remain committed to ensuring that 3i Infotech's governance framework remains strong, transparent, and worthy of that trust. Governance, consistently upheld, is not merely a Board obligation. It is the most reliable foundation for long-term shareholder value.

To our customers: you have the Company's commitment to being a trusted, compliant, and forward-thinking technology partner.

To our employees: your commitment and resilience are what give the Board confidence in this organisation's future. To our partners: your collaboration is valued and consequential to the ecosystem we are collectively building.

On behalf of the Board and the leadership team, I would like to express my sincere gratitude to each one of you for your hard work, and commitment throughout the year. Your resilience and collaborative spirit have been the driving force behind our achievements and continued growth.

I look forward to sharing with you the next chapter of our journey and progress we will achieve together.

CA Uttam Prakash Agarwal

Non-Executive Chairman and Independent Director

BUILDING THE FUTURE. INTELLIGENCE EMBEDDED. VALUE DELIVERED.

> *FY 2025-26 MARKED OUR TRANSITION FROM STRENGTHENING THE FOUNDATION TO BUILDING FOR THE FUTURE. BY EMBEDDING INTELLIGENCE INTO OUR STRATEGY, OPERATIONS, AND CULTURE, WE ARE CREATING A MORE AGILE, RESILIENT, AND SUSTAINABLE ENTERPRISE.*

Dear Stakeholders,

A year ago, I had concluded my message to all shareholders, stating that 3i Infotech was no longer operating from a position of uncertainty, but from a position of strength. During FY 2025-26, we built decisively on that foundation. This was a year of purposeful transformation, as we advanced beyond stabilisation and strengthened our readiness for the future.

This was not a year defined by headline announcements or short-term milestones. Rather, it was a year of disciplined execution and focused investments in the fundamentals that will determine the Company's long-term competitiveness and value creation potential. We strengthened our business fundamentals, sharpened our strategic focus, enhanced operating platform and discipline, improved profitability, revitalised our sales organisation, expanded our digital and technology capabilities and advanced initiatives designed to support scalable growth to position the Company to pursue its next phase of growth with greater confidence and clarity.

While progress in certain areas was measured and some initiatives took longer than anticipated, our direction remained clear and consistent. FY 2025-26 was fundamentally a year of preparation and positioning. The focus now is on translating these capabilities into tangible business outcomes and long-term shareholder value.

THE COMPANY CONCLUDED FY 2025-26 WITH CONSOLIDATED REVENUE OF 693.3 CRORES AND PROFIT AFTER TAX (PAT) OF 35.1 CRORES FOR A 38.5% INCREASE IN PROFITABILITY OVER THE PREVIOUS YEAR.

FY 2025-26 Performance: A Stronger Platform for Growth

The Company concluded FY 2025-26 with consolidated revenue of ₹693.3 Crores and Profit After Tax (PAT) of ₹35.1 Crores for a 38.5% increase in profitability over the previous year. EBITDA grew to ₹72.0 Crores, with margins improving from 6.5% to 10.4%. By the year-end, we achieved eight consecutive EBITDA profitable quarters, six consecutive PAT-profitable quarters and recorded our second successive year of full-year profitability.

This performance was delivered amid a demanding business environment. Across our key markets, organisations remained cautious in their technology investments, navigating cost pressures, prolonged decision-making cycles, and geopolitical uncertainties. In this environment, our ability to enhance profitability, while continuing to strengthen strategic capabilities, underscores the resilience of our business model and the effectiveness of the operational discipline embedded across the organisation.

Other indicators too reinforced this progress. Days Sales Outstanding (DSO) improved from 65 days in FY 2024-25 to 57 days in FY 2025-26. Together, these metrics reflect a more stable, disciplined, and resilient organisation.

Revenue growth, however, remained below our internal expectations. Importantly, this was not a delivery challenge but a new business acquisition challenge. To address this, we have started to enhance our sales and technology capabilities through Centre of Excellence (CoE) creation, senior and mid-level leadership additions across sales, pre-sales and delivery organisations, sales process & operations improvements, and a stronger pipeline focus across geographies and businesses. We have started seeing some initial gains from these changes and will see more results in the coming years.

Vision 2030: Progress and the Road Ahead

Our Vision 2030, released last year, outlined a clear ambition: to triple our FY 2024–25 revenue base by FY 2029–30. That ambition remains firmly intact, despite some headwinds this year. Over the past two years, our priority has been to strengthen the foundations needed to achieve this. We streamlined low-margin engagements, revitalised our sales organisation, and addressed key legacy matters. These were deliberate choices aimed at enhancing the Company's long-term competitiveness, scalability, and ability to deliver sustainable value.

The results of this approach are increasingly evident. Eight consecutive profitable quarters, improved EBITDA margins, a debt-free balance sheet, and a more disciplined revenue mix have strengthened the quality of our business. Together, these achievements provide a strong platform from which we can pursue growth with greater confidence, consistency, and profitability.

FY 2026-27 marks the beginning of the growth and scaling phase of Vision 2030. We enter the year with a strengthened sales organisation, a fully operational Centre of Excellence framework, strategic OEM partnerships, and go-to-market investments that are beginning to translate into a stronger pipeline and business opportunities.

While the journey towards our Vision 2030 aspirations remains ambitious, we are entering this phase with greater organisational readiness, enhanced execution capabilities, and increased confidence in our ability to deliver sustainable growth.

Business Portfolio: From Strong Foundations to Future Growth

3i Infotech's portfolio is anchored on three core service lines - Application, Automation and Analytics (AAA); Infrastructure Services (IS); Business Process Services (BPS); which together provide comprehensive digital transformation and operational support to clients. These services are complemented by our product-led offerings under the NuRe™ ecosystem, delivering industry-specific platforms and intellectual property-driven solutions.

Horizontally integrated across all portfolios is our AI-led services capability, which infuses intelligence, automation, predictive insights, and enhanced decision-making into every engagement. Together, these capabilities enable us to deliver end-to-end digital transformation and AI-powered execution to create sustainable business value for our clients.

AAA continues to be our largest and most strategically important business segment, contributing ~71% of total revenue during the year. The segment maintained a strong 90% renewal rate and added 80 new clients this year, reflecting both customer confidence and market relevance. Our Centre of Excellence (CoE)-led model, with AI integrated across service lines, will further be strengthening our differentiation across application modernisation, ERP, data analytics, and intelligent automation solutions. We expect AAA to remain the primary driver of growth as enterprises increasingly prioritise technology-led transformation and operational efficiency.

Infrastructure Services contributed 20% of total revenue, supported by a strong 98% renewal rate and the addition of 9 new clients. Growth was driven by Infrastructure Management, Data Centre Modernisation, Hybrid Cloud, remote observability, and AI-driven Ops. Continued investments in Centres of Excellence across Cloud, Cybersecurity, AI Ops, and Digital Workplace are strengthening our capabilities and reinforcing the segment's position as a trusted partner for enterprise technology operations.

Business Process Services (BPS) contributed 9% of revenue and added 10 new clients during the year.

Performance was impacted by regulatory-driven vendor rotation in the BFSI sector and the increasing adoption of AI and automation in customer operations. Rather than pursuing low-margin volumes, we chose to focus on repositioning the business for long-term sustainability. We are repositioning BPS towards higher-growth markets in the US and Middle East, while broadening our sector footprint to other than BFSI sectors, and processes like Finance, HR, Manufacturing, Healthcare, Retail, and Government.

NuRe™ is 3i Infotech's platform ecosystem, comprising purpose-built solutions across higher education, testing and automation, governance, risk, and compliance; and AI-powered intelligence. These platforms represent the intellectual property (IP) layer of our business, enabling differentiated value propositions, accelerating client outcomes, and strengthening our ability to deliver scalable, outcome-driven solutions. By combining domain expertise with platform-led innovation, NuRe™ enhances delivery effectiveness and fosters deeper, long-term client relationships.

Intelligence Embedded: What It Means in Practice

At 3i Infotech, we have not set up intelligence as a standalone programme or a specialised practice. It is the fundamental operating principle that shapes how we engage with our clients, develop solutions, and manage our business. Our understanding of Intelligence extends beyond Artificial Intelligence. It encompasses the seamless integration of data-driven decision-making, intelligent automation, predictive analytics, and deep domain expertise across our offerings and operations.

In practice, this translates into the systematic integration of AI, Generative AI, and Agentic AI across our service portfolios.

It combines domain expertise with reusable frameworks, drives consistent outcomes and leverages NuRe Intelligence to solve complex enterprise challenges. Supported by automation-led delivery, AI is now embedded across our operations, delivery frameworks, and client solutions, enabling greater efficiency, agility and value creation.

We are also equally focused on embedding intelligence within our own organisation, enhancing delivery performance, optimising resource utilisation and identifying growth opportunities across our existing client base. By applying intelligence to our own operations, we strengthen execution, improve agility, and reinforce our ability to deliver meaningful outcomes for clients

Go-to-Market: Client Mining, Solutioning, and Partnership Expansion

Our go-to-market approach for FY 2026-27 rests in three priorities. The first is expanding our presence within our existing client base. With a portfolio of 300+ global clients, we see opportunities to drive growth through stronger account management, targeted cross-selling, and the deployment of domain-led solutions that address evolving client needs.

The second is strengthening our differentiated solutioning capabilities. The Centre of Excellence (CoE) framework launched across all three business lines in December 2025 is expected to be fully operational by the end of Q2 FY 2026-27. By combining specialised expertise, reusable frameworks, and delivery excellence, the CoEs will enhance our ability to pursue larger and more complex mandates across Cloud and AAA, Infrastructure, BPS, NuRe Intelligence, Information Security and ERP.

The third is partnership-led expansion. In April 2026, through 3i Infotech Inc., we entered the SAP Partner Ecosystem, by strengthening our ability to deliver SAP Cloud ERP implementation, application management, and managed services across SAP S/4HANA Cloud, RISE with SAP, and SAP Business Technology Platform. Together with our hyperscaler alliances and strategic partnerships across AI, IoT, and cybersecurity, this enhances our ability to pursue larger transformation engagements and expand our addressable market.

Geography: Leading with North America, Expanding Selectively

North America remains our largest and most strategic market, supported by a growing client base and strong demand for our capabilities across cloud, application services, infrastructure management, data and analytics, and enterprise transformation. The United States alone contributed 49% of total revenue in FY 2025–26, delivering 19% year-on-year growth. Building on this momentum, we aim to further strengthen our position through deeper industry focus, the expansion of our SAP partnership, and enhanced collaboration with hyperscaler ecosystems.

India accounted for 40% of total revenue in FY 2025-26. The decline during this year was primarily driven by deliberate portfolio rationalisation and our disciplined exit from engagements that did not meet our profitability thresholds. Despite this, India remains a strategically important market with significant opportunities across Government, BFSI, Manufacturing, Services, Retail, E-Commerce and Education. We are focused on rebuilding growth momentum through a sharper emphasis on high-value digital transformation opportunities and solution-led engagements.

The Middle East has emerged as a strategic growth market under newly created, dedicated regional leadership. While geopolitical developments introduced some caution in client decision-making towards the end of the year, they had no material impact on our operations as of now, and our commitment to the region remains strong. We are also evaluating expansion opportunities in Canada, while leveraging its natural adjacency to our North American business, while exploring select countries in East Africa, where investments in digital infrastructure and public sector technology continue to accelerate. Across all markets, our expansion strategy remains disciplined, focused on delivery readiness, client relevance and sustainable profitability.

Organisational Alignment: Building a High-Performance Culture

Sustainable growth requires an organisation that is aligned, accountable, and empowered to execute with agility. Over the past year, we have continued to strengthen a culture anchored in performance, ownership, collaboration and customer-centricity. We enhanced leadership across India, the Middle East, and North America through strategic additions in business development, pre-sales, partnerships, and AI/ML. At the same time, we reinforced accountability through a sharper KRA-driven performance framework and aligned long-term value creation by proposing to restructure our Employee Stock Option Scheme to a four-year vesting model.

Our people remain our valuable asset and a critical source of competitive advantage. The progress we have achieved over the past two years extends beyond financial performance to encompass meaningful operational and organisational transformation. The culture of accountability, ownership, and execution excellence that our teams have built will be as important to our long-term success as any strategic initiative. As technology continues to evolve, building a future-ready workforce equipped with AI skills and capabilities remains central pillar to our growth strategy.

FY 2026-27: The Six Pillars

Our FY 2026-27 strategy is anchored in six interconnected pillars: People, Process, Productivity, Platform, Partnering, and Profitability. Together, they provide a structured framework for execution, with clear ownership, defined milestones, and robust governance mechanisms. This represents the most comprehensive and disciplined operating model the Company has implemented to date.

We will continue investing in our People by strengthening leadership, developing future-ready talent and fostering a high-performance culture. Through Process and Productivity, we remain focused on enhancing governance, improving execution, driving operational efficiencies and delivering a superior customer experience. Under Platform, we will continue to strengthen our differentiated solutions and intellectual property to address our customers' evolving technology requirements, while Partnering will remain a key growth enabler as we deepen our relationships with strategic technology partners to expand market opportunities, enhance solution capabilities and deliver greater value to our customers. Underpinning all these priorities is Profitability, where we remain committed to disciplined capital allocation, prudent cost management and sustainable margin improvement as we continue to scale the business.

Looking Ahead

As I reflect on the progress we have made over the past two years, I am encouraged by the strength of the foundation we have built. Improved profitability, stronger governance, enhanced digital capabilities, a growing portfolio of platform-led solutions, strategic partnerships, a revitalised sales organisation, and greater organisational alignment have positioned us well for the future. The foundation is firmly in place; our focus now is on translating that strength into sustained growth.

Success in FY 2026–27 will be defined by disciplined execution. Our priorities are clear: converting our domain-led capabilities into client wins, scaling strategic partnerships, deepening relationships within our existing client base, strengthening our presence across key markets, and maintaining the financial discipline that underpins long-term value creation.

For our clients, our ambition is to be a trusted transformation partner delivering secure, scalable, and outcome-driven solutions. For our employees, we remain committed to fostering a culture of learning, ownership, and continuous capability development as AI reshapes the industry. For our shareholders, we remain committed to sustainable value creation through profitable growth, prudent capital allocation, and strategic expansion.

The intelligence we are embedding across our organisation, within our capabilities, platforms, processes, and people will shape the next chapter of 3i Infotech's journey. We enter FY 2026–27 with greater clarity of purpose, stronger execution capabilities, and a disciplined growth agenda. The opportunities ahead are significant, and we are committed to pursuing them with focus, agility, and accountability that our stakeholders expect. I remain confident that the actions we are taking today will create enduring value for our clients, employees, partners, and shareholders in the years ahead.

Thank you for your continued trust and support.

With warm regards,

Raj Ahuja

Group Chief Executive Officer

WHERE PROGRESS SHAPES PURPOSE

- **1993 -** Incorporated as a wholly owned technology subsidiary of ICICI Bank Limited
- **1999 -** Started an IT services business for external customers
- **2002 -** ICICI Bank divested its majority stake in the Company
- **2005 -** Initial Public Offering with listing on NSE & BSE

1993-2005

2006-2010

- **2006 -** Raised US$50 million through FCCBs listed on the Singapore Stock Exchange
- **2007 -** Achieved a 1:1 revenue mix between products and services and crossed ₹1,000 crore in consolidated revenue
- **2008-2010 -** Pursued multiple global acquisitions to expand capabilities and geographic presence

2021-2025

- **2021 -** Completed the transfer of the products business to Apax Partners at an enterprise valuation of approximately ₹1,000 crores
- **2022 -** Invested in the Sovereign Cloud in Malaysia
- **2022 -** Invested in the Education Technology Platform "NuRe Campus"
- **2023 -** Won the first B2B2C deal from RailTel (Indian Railways)
- **2023 -** Won Oracle Transformation Project from a large general insurance company in India
- **2023 -** Developed a portfolio of new-age technology products in-house

2026

- Stake Dilution in NuRe MediaTech Limited
- Closure of legacy issues
- Optimisation of legal entities, offices and manpower
- Successful closure of Rights Issue
- Launch of AI and new-age tech vertical
- Moving to CoE-led delivery model

2016-2020

- **2016–2020 -** Recognised with the 'Best Innovative IT Company of the Year' award

2011-2015

- **2011 -** Undertook debt restructuring
- **2014 -** Partnership with CRMnext

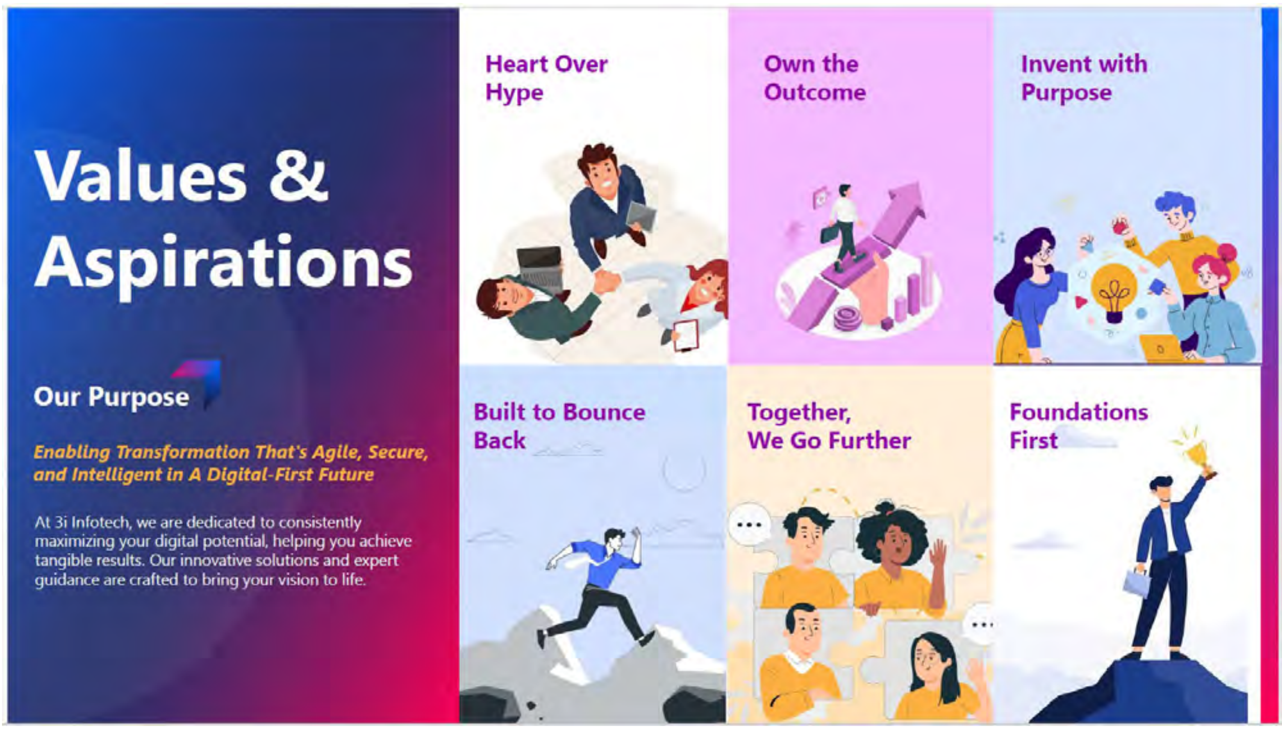
About 3i Infotech

ENABLING DIGITAL TRANSFORMATION

Founded in 1993 and headquartered in Mumbai, 3i Infotech Limited is a global technology solutions and services company that enables organisations to modernise, manage and transform their technology landscapes. With over three decades of experience, the Company combines deep domain expertise, robust delivery capabilities and a growing portfolio of platform-led offerings to serve mid-market and enterprise clients across industries and geographies.

Guided by its Cloud First, Digital Inside application modernisation and analytics, Cognitive Powered AI-driven intelligence and automation, Edge Ready security and resilience & operational efficiency solutions, the Company enables organisations to accelerate cloud adoption, modernise applications, leverage AI, data-driven insights, and build secure and future-ready digital ecosystems.

3i Infotech's service portfolio spans Application, Automation & Analytics (AAA), Infrastructure Services (IS), Business Process Services (BPS) and IP-led platforms under the NuRe™ ecosystem. These offerings are delivered through a Centre of Excellence (CoE)-led operating model that strengthens domain expertise, drives solution consistency, accelerates innovation, and enables scalable delivery across industries and geographies.



Purpose

ENABLING AGILE, SECURE, AND INTELLIGENT TRANSFORMATION FOR A DIGITAL-FIRST FUTURE.

The Company's purpose is to help enterprises thrive in a digital-first world through agile, secure and intelligence-driven solutions. This is realised through outcome-oriented engagement models, a Centre of Excellence (CoE)-led delivery foundation initiated during FY 2025-26, and technology-agnostic solutions that deliver measurable business value.

Backed by deep domain expertise, a customer-centric approach, and continuous innovation, 3i Infotech partners with enterprises to unlock digital potential, accelerate transformation, and achieve sustainable business outcomes.

Industries Served

- BFSI
- Education
- IT
- Govt & PSU
- Healthcare
- Retail
- Manufacturing
- Energy
- Telecom, M&E

Services

3i Infotech's comprehensive services portfolio helps enterprises to modernise applications, optimise infrastructure, automate business processes, and accelerate digital transformation through integrated technology-led solutions.

- Application, Automation & Analytics (AAA)
- Infrastructure Services (IS)
- Business Process Services (BPS)

WE MANAGE, MODERNISE AND TRANSFORM CLIENT ECOSYSTEMS

Foundations Built. Intelligence Delivered.

For enterprises navigating digital transformation, the true differentiator of a trusted technology partner lies in its ability to consistently orchestrate the right capabilities across geographies, functions, and evolving business needs, delivering scalable, adaptive and sustainable outcomes.

3i Infotech is structured to address this complexity with precision. Its delivery model enables clients to consolidate their technology partnerships without compromising depth or specialisation. Whether the need is to stabilise critical environments, accelerate modernisation initiatives, or embed intelligence into an existing operation, the Company brings integrated capabilities together through a single point of accountability.

Application, Automation and Analytics

Infrastructure Services

Business Process Services

Manage

- Hybrid IT Managed Services Server | NW | Storage | DB | EUS | NOC | SOC
- Multi Vendor Services

- Application Development, Modernisation & Support
- Data Operations/Transformation – BI & Analytics

- T&M – Voice & Non-Voice
- Registrar & Transfer Agent (RTA) Services

Modernise

- CSP & Managed Service Provider
- Cloud Observability & Optimisation
- SASE & Cybersecurity Services

- Digital First Testing & Automation
- AI-powered use cases
- Gen AI
- Agentic AI

- Digital BPO – Sales, Service
- Back Office Operations & Automation

Professional services delivered through domain and technology experts deployed across all Lines of Business (LoBs).

NuRe Intelligence - Where AI Meets Enterprise Execution | ML | Blockchain

Engagement Models

- Time and Material
- Fixed Price Project
- Outcome-linked

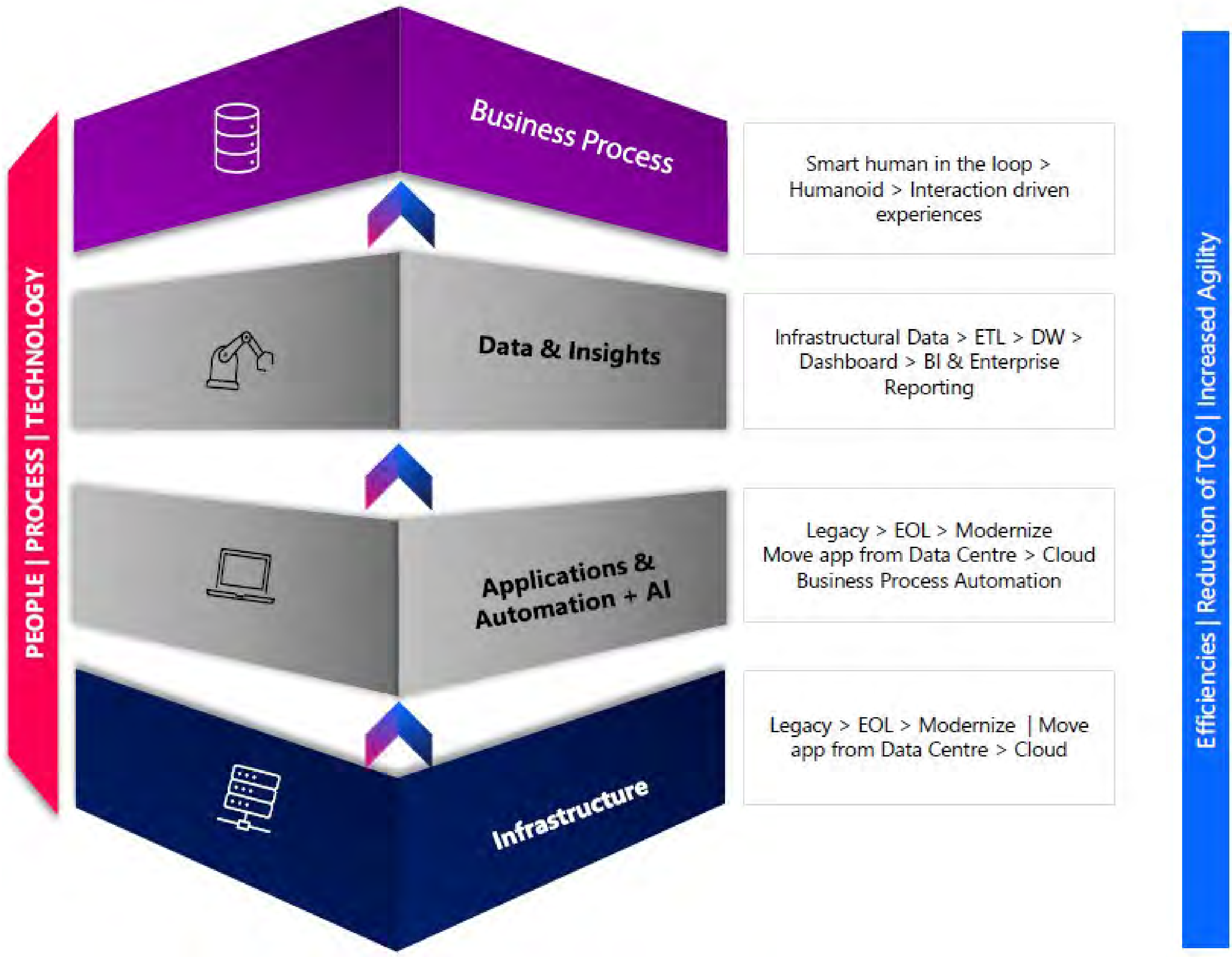
Major Industries Served

- BFSI
- IT
- Government
- Manufacturing

TECHNOLOGY-LED BUSINESS SOLUTIONS

3i Infotech's portfolio spans technology solutions across three service lines and proprietary platforms under NuRe™ ecosystem, strengthening differentiation and delivery capabilities. It brings together Application, Automation & Analytics, Infrastructure Services, Business Process Services and enables enterprises to operate efficiently while modernising for the future. Intelligence is embedded across the portfolio, enabling more connected, data-driven outcomes.

Delivering across the Enterprise Value Stack



Your team has done an exceptional work in keeping our network secure and our systems running smoothly.

Your team's collective efforts in monitoring threats, implementing security measures, and responding swiftly to potential issues have made a huge difference. I would like to thank Team (Posted at Saket) for their dedication, and exceptional work in strengthening and maintaining our network and cybersecurity systems.

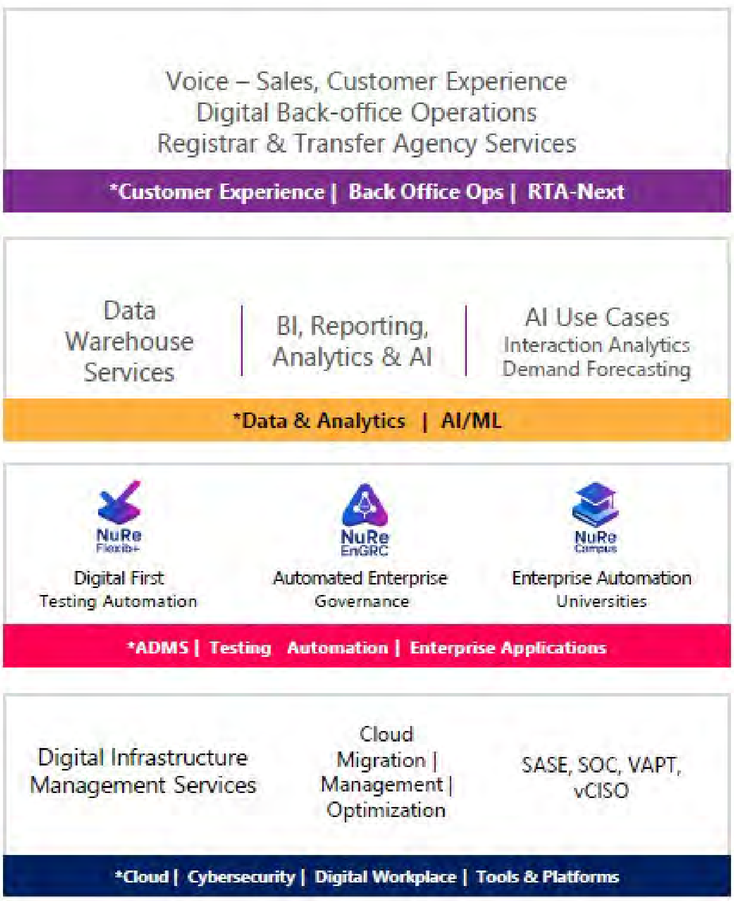
Let's keep up the great momentum!

- IFFCO, India SK Singh, Dy. General Manager (ITS) BU / Capability: Infrastructure Services / Cybersecurity

3i Infotech has been a dependable partner in supporting our technology initiatives through their skilled IT consulting team. Their system analysts and developers have effectively contributed to the execution of key projects, ensuring timely delivery and alignment with our requirements.

We appreciate their flexibility, technical capabilities, and commitment to supporting our ongoing initiatives.

- Krung Thai Bank Public Company Limited, APAC Chalerm Ratanasirilak, VP Government Application Design and Development BU / Capability: AAA / Application Engineering



Innovation Centre of Excellence (CoE)

As part of its long-term strategy to build differentiated digital capabilities and accelerate technology-led transformation, the Company established a dedicated Innovation CoE during the year. Designed as an enterprise-wide capability, the CoE brings together expertise across Artificial Intelligence (AI), Machine Learning (ML), Generative AI, Intelligent Automation, Data Engineering, Blockchain, and other emerging technologies to drive innovation across Application, Automation & Analytics (AAA), Infrastructure Services (IS), Business Process Services (BPS).

The CoE works closely with business, delivery, and customer-facing teams to identify high-value use cases, develop reusable frameworks and accelerators to accelerate the adoption of next-generation technologies.

By embedding innovation across the solution lifecycle, it supports AI-led engineering, intelligent automation, platform modernisation, cybersecurity innovation, and digital workflow transformation, enabling measurable improvements in operational efficiency, decision-making, and customer experience.

A key focus of the CoE is to convert innovation into business value through reusable intellectual property, standardised AI models, and industry-specific solution accelerators that enhance productivity, improve delivery quality, and support scalable growth. The CoE also plays a critical role in strengthening organisational capabilities through knowledge sharing, experimentation, and technology-led skill development. Going forward, it will remain central to the Company's strategy of building AI-enabled, platform-led, and future-ready solutions while deepening technology partnerships and expanding innovation-led growth opportunities.

Products

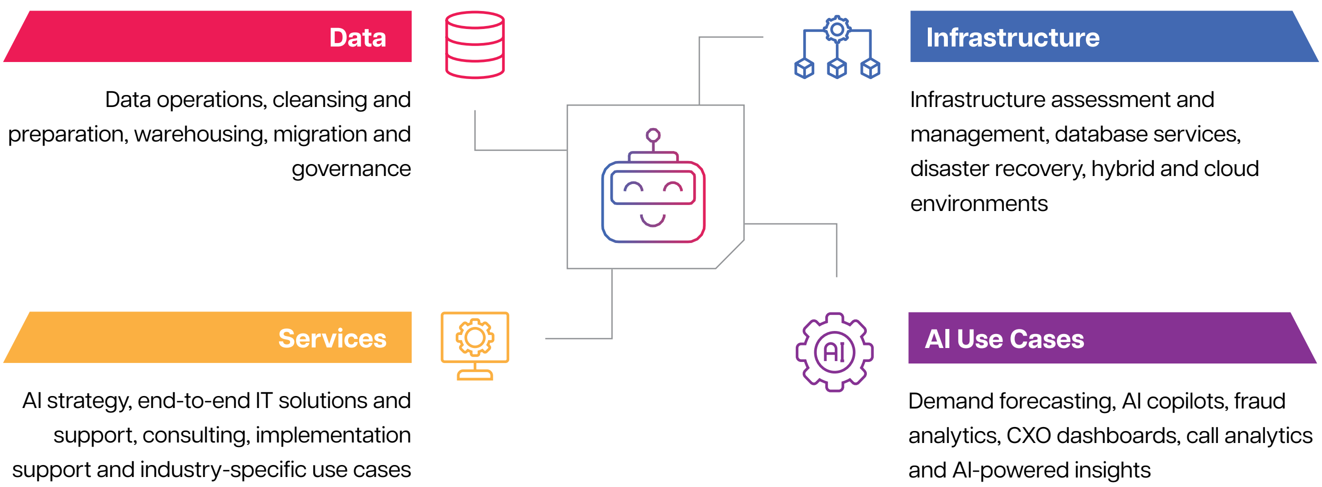
3i Infotech's IP-led offerings are unified under the NuRe™ platform ecosystem, purpose-built to support enterprises in their digital transformation and intelligent growth journeys. Each platform embeds intelligence within specific enterprise domains, enabling more connected, automated and outcome-driven approaches to governance, software quality and institutional management.

NuRe AI Ethos

The Complete AI Ecosystem

3i Infotech's NuRe AI Ethos provides a comprehensive framework that helps enterprises unlock the full potential of artificial intelligence. Built on four interconnected pillars, Data, Infrastructure, Services and AI Use Cases, the ecosystem enables organisations to move confidently from AI experimentation to enterprise-scale adoption.

By integrating data readiness, cloud and hybrid infrastructure, consulting-led transformation, and industry-specific AI solutions, the framework delivers secure, scalable and measurable business outcomes. This holistic approach empowers enterprises to accelerate innovation, enhance operational efficiency, and build future-ready AI capabilities across functions and industries.



NuRe™ Platform Ecosystem

NuRe EnGRC

NuRe EnGRC is an integrated Governance, Risk, Compliance, and ESG management platform that enables organisations to establish a unified and connected governance framework. The solution helps enterprises streamline compliance management, strengthen risk oversight, monitor regulatory obligations, and align sustainability initiatives with business objectives.

By consolidating governance, risk, compliance, and ESG functions into a single configurable platform, NuRe EnGRC provides enhanced visibility, accountability, and control across the enterprise. This empowers leadership teams to focus on strategic priorities, improve decision-making, and drive sustainable business growth.

Document Management System (DMS), a part of NuRe EnGRC, is designed to centralise enterprise information and digitise document-centric processes. The platform enables secure storage, retrieval, sharing, and management of documents across the organisation, ensuring seamless access to critical business information.

With automated workflows, approval management, version control, and robust security features, DMS enhances collaboration, improves operational efficiency, strengthens compliance, and accelerates business processes while maintaining complete control over enterprise documents.

NuRe Flexib+

NuRe Flexib+ is 3i Infotech's digital-first test management and automation platform. It supports end-to-end quality assurance across functional and non-functional testing, combining automation, AI-assisted test execution and continuous testing disciplines to help organisations accelerate delivery timelines without compromising software integrity.

NuRe Flexib+ was named a Major Contender by Everest Group in Next-Generation Quality Engineering Services 2024 and recognised across multiple Everest Group PEAK Matrix assessments in 2025.

NuRe Campus

NuRe Campus is 3i Infotech's cloud-native enterprise automation platform purpose-built for higher education institutions. It brings together admissions, academic governance, compliance, finance and assessment workflows into a unified digital environment, helping institutions improve operational transparency, reduce administrative complexity and deliver a better experience for students, faculty and staff.

NuRe Flowbit

NuRe Flowbit is 3i Infotech's unified sales CRM platform designed to help organisations manage leads, track pipeline performance, and strengthen sales effectiveness. The platform enables teams to improve visibility, accelerate decision-making, and drive better sales outcomes.

The NuRe™ ecosystem continues to expand, with additional platforms in development aimed at strengthening the Company's platform-led differentiation across enterprise use cases.

Services

Application, Automation & Analytics (AAA)

Application, Automation & Analytics helps enterprises modernise applications, automate business processes, and transform data into actionable insights. The service line combines expertise in application development, modernisation, ERP, quality engineering, automation and analytics, supported by agile delivery, CI/CD practices and the Flexib+ platform. Backed by strategic technology partnerships and deep domain expertise, it enables faster execution, improved quality and enhanced operational efficiency, while accelerating enterprise-wide digital transformation.

Service Offerings

- Application Engineering
- Quality Engineering
- Data & Analytics
- Intelligent Automation
- ERP Practices

Infrastructure Services (IS)

Infrastructure Services enables enterprises to manage complex cloud, hybrid and on-premise environments with resilience, security and scalability. Supported by a Global Command Centre, ITIL-aligned delivery, certified talent and strategic cloud partnerships, the service line delivers infrastructure transformation, workplace services, network modernisation and cybersecurity. Its AIOps-driven capabilities, observability frameworks and proprietary accelerators enhance operational efficiency, agility and service reliability while simplifying infrastructure management at scale.

Service Offerings

- Digital Workplace
- Hybrid Cloud Infrastructure Services
- Tools, Automation and AIOps
- Cybersecurity

Our experience with 3i Infotech has been excellent. They have consistently delivered skilled professionals across development, QA, and infrastructure, enabling us to scale our teams efficiently without compromising on quality. Their responsiveness, professionalism, and collaborative approach have made them a dependable technology partner. We truly value their commitment to customer success and would confidently recommend 3i Infotech to organisations seeking reliable and high-quality IT outsourcing services.

- BFL Group, ME Sathees Raja Vaikundavasan, Technical Delivery Manager BU/Capability: HCM, with AAA and Infrastructure capability coverage

Business Process Services (BPS)

Business Process Services helps organisations transform operations and customer engagement through technology-led process management. Supported by offshore delivery centres in India, the service line delivers seamless omnichannel experiences across voice, IVR, email, chat, SMS, social, mobile and video. Its AI-led operating model automates processes, augments agent productivity, and leverages advanced analytics to generate actionable customer insights, enhancing service quality, operational efficiency and digital experiences with greater speed, consistency and control.

Service Offerings

- CX Nova (AI-led Contact Centre Services)
- HyperOps (Intelligent Operations Services)
- RTANext (Investor Solutions)

> *I would like to highlight the consistently strong performance of the L1 and L2 teams over this period. They have demonstrated a high level of ownership and accountability in handling troubleshooting activities, ensuring timely and thorough resolution of issues. Their disciplined approach to consistent follow-ups, along with clear communication, has significantly improved the efficiency of the resolution and maintaining client SLAs. In addition to their core support responsibilities, the teams have taken on substantial development work, particularly in ETL processes and data quality validation. Furthermore, the teams have been actively adopting AI-driven approaches to enhance development, testing, and monitoring capabilities. This includes leveraging automation and intelligent insights to streamline workflows, reduce manual effort, and improve accuracy. Their willingness to embrace new technologies and continuously evolve their skill sets is playing a key role in driving efficiency and innovation across the function.*
>
> **- S3 Partners, USS at Bhattacharya, CTO BU / Capability: AAA / Data Engineering / AI-enabled Support**

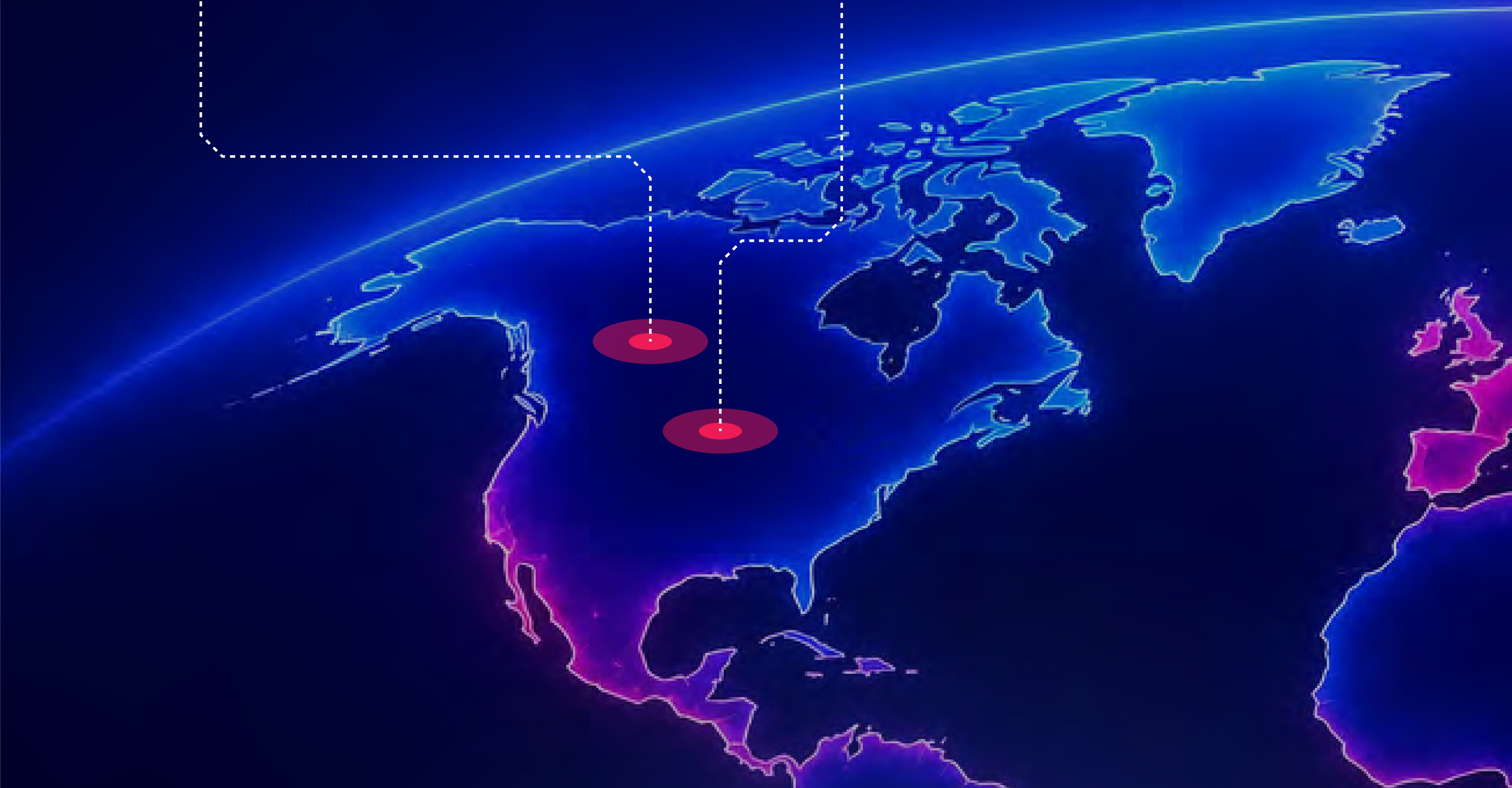
EXPANDING REACH, DEEPENING IMPACT

Canada

Vancouver

United States of America

New Jersey



Disclaimer:

This map is a generalised illustration for ease of understanding and is not intended for reference. The depiction of political boundaries and geographical names may not reflect actual positions. The Company and its directors, officers or employees accept no responsibility for any use, misuse or interpretation of the information, and make no representation regarding its accuracy or completeness.

Kenya

- Nairobi

India

- Mumbai
- Delhi NCR
- Chennai
- Bengaluru
- Hyderabad

United Arab Emirates

- Dubai
- Sharjah
- Abu Dhabi

Thailand

- Bangkok

TRUSTED BY LEADING ENTERPRISES

Select Clients

Banking

ICICI Bank

HDFC BANK We understand your world

pnb

Krungthai

standard chartered

sidbi

ADB ASIAN DEVELOPMENT BANK

WORLD BANK GROUP

RBL BANK

Government

Oriental Insurance

rspcb

NCDEX

HP

ONGC

IndianOil

Insurance

Information Technology

Finance

Manufacturing

Energy Sector

E-Commerce

DIFFERENTIATED BY DESIGN

3i Infotech's differentiation is built on purpose, innovation and execution. By sharpening its strategic focus, deepening domain expertise, and embedding intelligence across its delivery model, the Company delivers measurable business outcomes and strengthens its position as a trusted digital transformation partner.

With CoEs across key domains, a growing NuRe™ platform ecosystem, and commercially flexible engagement structures, 3i Infotech is built to deliver tangible business outcomes while remaining lean, modular and future-ready.

01

Technology-Agnostic Solutioning

3i Infotech builds on existing client investments to enable interoperability and seamless modernisation across technology environments, preserving value already created while accelerating future transformation.

02

Flexible Engagement Models

The Company offers flexible commercial models, including Time & Material, Fixed Price and Outcome-Linked engagements, with Try and Buy options and No-Capex, Opex-led structures aligned to client KPIs and investment priorities.

03

CoE-led Delivery Foundation

Specialised CoE bring domain expertise, standardised frameworks and reusable accelerators to enable consistent, scalable and solution-led delivery across the organisation.

05

Agile and Cost-efficient Execution

Agile practices and automation-led delivery enhance execution speed, reduce manual effort and enable more predictable, margin-conscious outcomes.

06

Mid-Market and Enterprise Transformation Focus

The Company supports mid-market and enterprise clients in modernising legacy environments into agile, cloud-first and intelligence-ready digital ecosystems.

07

Partnership-led Solution Depth

Strategic alliances with SAP, hyperscalers and leading OEMs strengthen solution depth, expand addressable market, and support end-to-end enterprise modernisation.

04

Platform-led Offerings under NuRe™

Platforms such as NuRe™ Campus, Flexib+ and EnGRC enable enterprises to automate processes and scale digital operations through purpose-built, intelligence-embedded solutions.

08

Global Delivery with Local Market Understanding

A distributed delivery model combines global talent and certified resources with deep local market understanding for responsive and culturally aligned execution.

09

Manage, Modernise, Transform Framework

The framework enables clients to manage existing systems, modernise operations and transition to scalable digital ecosystems while protecting continuity.

STRATEGY: FROM STABILISATION TO SCALED EXECUTION

FY 2025-26 marked a decisive step in 3i Infotech's evolution. With a strengthened financial foundation and a sharper operating model, the Company progressed from stabilisation to capability building, deepened partnerships, and intelligence-led delivery, laying the foundation for scalable, profitable growth aligned with Vision 2030.

FY 2025-26: Building a Stronger Base

The discipline of the preceding years delivered tangible results in FY 2025-26. The Company continued its deliberate exit from low and zero-margin and loss-making legacy contracts, strengthening portfolio quality and establishing a cleaner base for profitable growth. This discipline is reflected in performance, with the second consecutive year of profitable growth, six consecutive quarters of PAT profitability, and meaningful margin improvement driven by stronger cost controls, improved delivery governance and a sharper prioritisation of higher-value engagements. These outcomes are structural in nature, reflecting a fundamental shift in how the business operates.

Key strategic imperatives for the year

CoE-led Delivery Foundation

FY 2025-26 saw the Centre of Excellence framework take formal shape across Application, Automation & Analytics, Infrastructure Services and Business Process Services, translating strategic intent into an operational reality. This was not just a structural reorganisation but a deliberate capability-building initiative, focused on deepening domain expertise, strengthening solution standardisation and embedding reusable delivery frameworks. These capabilities will underpin scalable, outcome-oriented execution in FY 2026-27 and beyond.

Entry into the SAP Ecosystem

3i Infotech entered the SAP ecosystem through its US subsidiary, enabling participation in S/4HANA Cloud, RISE with SAP and SAP Business Technology Platform engagements. This strategic expansion positions the Company to address a significantly larger addressable market in enterprise transformation, as organisations in Indian and global markets accelerate ERP modernisation cycles.

Embedding Intelligence across Service Lines

Across AAA, Infrastructure Services and BPS, the Company progressively embedded AI, automation, and data-led decision-making into its delivery model, making intelligence an inherent part of execution rather than a standalone capability. The Human+AI model in BPS and AIOps-led operations in Infrastructure Services exemplify this approach, enhancing efficiency, scalability, and service outcomes while laying the foundation for broader AI-led transformation across the organisation.

Consistent Move towards Higher Value

Across all three service lines, the strategic direction remained closely aligned. AAA strengthened its position as a growth engine through application modernisation, analytics and AI-led solutions delivered through dedicated CoE. Infrastructure Services advanced its evolution towards proactive, security-first managed services powered by AI Ops and intelligent operations. Business Process Services accelerated its transition to a global, digital-first model, expanding its presence across the US and Middle East while broadening its industry footprint beyond its traditional BFSI focus.

FY 2026-27: Scaling the Growth Agenda

With a strengthened operating foundation and clearly defined strategic priorities, 3i Infotech entered FY 2026-27 focused on scaling execution across service lines, geographies and partnerships. The six strategic pillars for the year ahead provide an integrated framework to drive growth, strengthen execution, and accelerate progress towards Vision 2030.

PERFORMANCE | PEOPLE | PRODUCTIVITY | PLATFORM | PARTNERING | PROFITABILITY

The Way Forward

A CoE-led Growth Framework

As 3i Infotech advances towards Vision 2030, its CoE framework will remain a cornerstone of its growth strategy, with North America, Middle East and India serving as the lead markets for expansion. The framework marks a strategic shift from a traditional service delivery model to one centred on specialised capabilities, reusable assets, and scalable, outcome-driven solutions.

Structured across Application, Automation & Analytics (AAA), Infrastructure Services (IS), Business Process Services (BPS), and enterprise functions, the CoE ecosystem integrates domain expertise, technology platforms, strategic partnerships, and standardised delivery frameworks into a unified capability architecture. Each CoE is designed to address a distinct strategic objective, spanning application modernisation, business process transformation, customer experience, cybersecurity, governance, cloud transformation, and AI-led innovation. This integrated approach embeds innovation into everyday execution while aligning capability development, sales, solutioning, and delivery within a single operating model.

Strengthening Core Capabilities

Across the business, the CoEs are driving capability development, innovation, and delivery excellence. Within AAA, specialised CoEs spanning Application Engineering, Quality Engineering, Data & Analytics, Intelligent Automation, and ERP Practices are advancing next-generation application engineering through AI-enabled solutions, intelligent automation, domain expertise, and reusable delivery frameworks, enabling faster execution, improved quality, and greater value for clients.

Within Infrastructure Services, specialised capabilities in Digital Workplace, Hybrid Cloud Infrastructure Services, Tools & Automation, AIOps and Cybersecurity are strengthening resilient, intelligent and cloud-native operations. Together, these capabilities enhance service reliability, improve operational efficiency and deliver AI-driven, Zero Trust-based cybersecurity to protect enterprise infrastructure, applications, identities and data, enabling scalable, future-ready IT environments.

Within Business Process Services (BPS), specialised capabilities such as CXNova, HyperOps, and RTANext are transforming customer experience and business operations through intelligent automation, advanced analytics, AI-driven solutions, and platform-led delivery. These capabilities enhance operational efficiency, improve service quality, and enable scalable, outcome-driven business transformation.

Collectively, the Company's CoEs are accelerating the shift from project-based execution to platform-enabled, solution-led delivery, fostering innovation, scalability, consistency, and sustainable value creation across the enterprise.

Scaling the Growth Agenda

The foundations, established during FY 2025–26, position the Company strongly for its next phase of growth. As the CoE framework continues to mature, the focus will remain on deepening capabilities, expanding reusable intellectual property, and strengthening market differentiation through innovation, execution excellence, and integrated solutions.

Building on these capabilities, the Company will continue to deepen strategic partnerships with SAP, hyperscalers, and leading OEMs to expand market access, strengthen solution capabilities, and accelerate innovation. SAP-led go-to-market initiatives will serve as a key growth driver, with North America as the lead market, while AI will be embedded across applications, infrastructure, and business processes through the CoE-led operating model.

Geographic expansion will remain focused on India and the United States, alongside a growing presence in the Middle East and the selective evaluation of opportunities in Canada and East Africa. Supported by these strategic priorities, 3i Infotech has articulated an aspiration to achieve approximately three times its current revenue and deliver double-digit EBITDA margins by FY 2029–30.

NAVIGATING A TECHNOLOGY-DRIVEN FUTURE

The global technology landscape is undergoing accelerated transformation, driven by the convergence of artificial intelligence, cloud computing, cybersecurity, data analytics and intelligent automation. Across industries, organisations are increasingly investing in technology to modernise operations, enhance efficiency, strengthen resilience and build sustainable competitive advantage. As technology becomes central to business performance, enterprises are seeking trusted partners capable of delivering scalable, secure and outcome-oriented solutions.

Global IT Services Market

Global IT spending is projected to exceed US$ 6.3 trillion by 2026, led by software, IT services, cloud infrastructure, and AI-enabled technologies. Enterprises continue to invest in application modernisation, cloud migration, cybersecurity, automation, and data-driven transformation to improve resilience, efficiency, and competitiveness.

India Enterprise Technology Landscape

India is witnessing a significant enterprise technology investment cycle, supported by accelerated cloud adoption, digital public infrastructure initiatives, expanding Global Capability Centres (GCCs), and growing investments in AI-enabled transformation. Indian enterprises are expected to increase technology spending by 6-8% in 2026, compared with 4-6% globally[1].

Key Technology Trends

Enterprises are moving beyond experimentation and increasingly embedding AI, automation, analytics, and cloud technologies into core business operations. At the same time, growing emphasis on cyber resilience, regulatory compliance, operational efficiency, and data-led decision-making is reshaping technology investment priorities across industries.

Organisations continue to modernise core systems, migrate workloads to cloud environments, strengthen cybersecurity frameworks, and deploy intelligent automation to improve productivity, customer experience, and business outcomes. These trends are driving demand for application modernisation, infrastructure transformation, managed services, analytics, and digital business process solutions.

3i Infotech's Response

The technology services landscape is shifting decisively towards platform-led, automation-driven and outcome-oriented engagement models. 3i Infotech is responding with structural intent, aligning its capabilities across Infrastructure Services, Application, Automation and Analytics, Business Process Services and the NuRe™ platform ecosystem with enterprise priorities spanning cloud transformation, application modernisation, intelligent automation, cybersecurity and data-led decision-making.

During FY 2025-26, the Company initiated its CoE-led operating model, entered the SAP ecosystem through its US subsidiary, and embedded AI and automation more deeply across its delivery model. With focused growth across the US, the Middle East and select Asia Pacific markets, and proprietary platforms under NuRe™ strengthening its differentiation, 3i Infotech is building the capabilities that enterprise transformation demands.

INVESTING IN THE PEOPLE WHO BUILD THE FUTURE

As 3i Infotech advances towards its next phase of growth, its people strategy has become a direct enabler of business outcomes. The function is aligned to the Company's six-pillar operating framework, building the talent, capabilities and organisational structures that will support scalable, intelligence-led delivery through Vision 2030. Central to this evolution is the Human+AI operating model, where technology augments human expertise and enhances productivity, while people remain the foundation of intelligent delivery and value creation.

Values

At 3i Infotech, values are the operating principles that define how the team works, delivers and grows together.

Heart Over Hype

We lead with compassion, treat others with dignity, and create a culture where kindness drives impact, not just niceness for appearance's sake.

Own the Outcome

We take responsibility for the goals we set, the promises we make, and the energy we bring. It's about being proactive, not passive.

Invent with Purpose

We create with intention, not for the sake of novelty. Every innovation is rooted in solving real problems and making things better for our customers and teams.

Built to Bounce Back

When we fall, we do not just recover, we grow. Our mindset is adaptive, our spirit resilient, and our direction always forward.

Together, We Go Further

We build as one, across teams, functions, and geographies. Collaboration is our default, and our customers are at the heart of every decision.

Foundations First

A strong foundation beats flashy distractions. We focus on getting the basics right consistently, reliably, and with integrity.

People: Building a Future-ready Global Talent Model

3i Infotech's people strategy focuses on building a globally distributed, agile and client-aligned workforce. The Company strengthened succession planning through a centralised talent repository, ensuring continuity in critical roles across India, the US and the Middle East. Focused lateral hiring supported capability building across digital, SAP, cloud and enterprise transformation domains.

1994
New Hires in FY 2025-26

Productivity: Skilling for the AI era

Productivity is being driven through focused skilling, structured certification programmes and workforce optimisation. The Company has invested in continuous learning across AI, cloud, SAP and digital technologies, with structured programmes supporting talent readiness in SAP S/4HANA Cloud and enterprise modernisation. HR is supporting pyramid rationalisation, offshore delivery alignment and workforce planning to ensure talent structures remain closely aligned with project demand, enabling measurable improvements in resource utilisation and delivery efficiency across service lines.

3,513
Training Person-Hours

19
Training Programmes Conducted

Performance: Cultivating an Ownership Culture

Performance at 3i Infotech is defined by ownership, accountability and alignment to measurable business outcomes. The Company tracks workplace effectiveness through management reviews, leadership accountability, engagement surveys, pulse checks and continuous feedback mechanisms. Recognition initiatives and transparent communication are reinforcing a culture where individual contribution is closely linked to client success and organisational priorities.

Platform: Digital HR and Internal Alignment

Integrated digital platforms, including a new HRIS, Flowbit and real-time performance dashboards, are improving internal visibility, reducing silos and enabling faster, data-backed people decisions across global teams.

Partnering: Expanding Capability through Ecosystems

3i Infotech's people strategy is closely linked with its partner-led growth agenda. Partnerships with SAP and leading technology OEMs are creating opportunities for capability building, consultative selling and solution-led engagement.

The Company is further supporting this shift by strengthening talent readiness in SAP S/4HANA Cloud, RISE with SAP, cloud modernisation and enterprise transformation.

Profitability: The Discipline of Sustainable Growth

Disciplined workforce management remained an important contributor to the Company's financial resilience. During the year, the Company continued to strengthen productivity, optimise resource deployment and align talent initiatives with evolving business priorities, supporting greater organisational efficiency and operational discipline.

OVERSIGHT FOR A RESILIENT FUTURE

At 3i Infotech, governance is an integral to creating long-term value and sustaining stakeholder trust. The Company remains committed to the highest standards of transparency, accountability, ethical conduct and regulatory compliance, ensuring that governance practices evolve in line with business growth and an increasingly dynamic risk environment.

During FY 2025-26, the Company continued to strengthen its governance framework through enhanced risk management processes, robust policy oversight, technology-enabled controls, and a heightened focus on cybersecurity and information security. These efforts support effective decision-making, reinforce operational resilience, and enable the Company to navigate emerging risks while pursuing its strategic growth objectives with confidence and discipline.

Strengthening Risk Governance

During FY 2025-26, the Company strengthened its Risk and Governance framework by introducing a structured four-step Risk Management Framework covering, risk identification, assessment, mitigation, and monitoring. The Board and the Risk Management Committee maintained active oversight of the Company's risk profile, ensuring timely identification and response to emerging risks, regulatory developments and operational challenges. The Company also strengthened its risk-aware culture by enhancing accountability and embedding risk management practices across business processes. The Company identified 28 key risks across categories and consolidated them in a central Risk Register, supported by defined mitigation plans, timelines, and monitoring mechanisms to ensure effective risk tracking and management.

Building a Proactive Risk Culture

Risk assessments were conducted based on impact and likelihood, supported by cross-functional workshops that enhanced risk awareness, strengthened collaboration, and translated mitigation plans into actionable initiatives with clearly defined ownership.

To further strengthen operational controls, Standard Operating Procedures (SOPs) were created in collaboration with functional teams to ensure alignment with updated policies, consistency in execution, and enhanced compliance across the organisation.

The Company also introduced a structured Incident Reporting Mechanism, enabling centralised recording of incidents, assignment to responsible stakeholders, and tracking through Action Taken Reports (ATRs) until closure. This framework enhances visibility, supports timely identification of control gaps and reinforces organisational vigilance.

Technology-enabled Governance

As part of its governance transformation journey, the Company developed its in-house governance, risk, and compliance platform, NuRe EnGRC, which is currently being rolled out across the organisation.

The platform enables digital tracking of identified risks, links mitigation actions to accountable stakeholders, and provides real-time visibility into risk status and progress. Through the Company-wide implementation of NuRe EnGRC, the Company aims to strengthen proactive risk management, improve governance effectiveness, and support informed decision-making.

Quality, Compliance and Information Security

The Company continued to strengthen its focus on quality, compliance, and information security during the year. It achieved ISO/IEC 27001:2022 certification, reinforcing its commitment to information security management and data protection.

In addition, the Company maintained ISO 9001:2015 certification across major operating units, reflecting its continued focus on quality management, operational excellence, customer satisfaction, and continuous improvement.

The Company also remains actively engaged in regulatory compliance initiatives, including ongoing actions related to longstanding FEMA matters concerning legacy entries under EDPMS and IDPMS.

GOVERNANCE FOR THE FUTURE

CA Uttam Prakash Agarwal is Chartered Accountant with more than three decades of experience in taxation, finance, banking, investment, insurance, mutual funds, audit & corporate governance. He holds the honorary membership of Institute of Chartered Accountants Australia & honorary membership of CPA (Certified Public Accountant of Australia). He has been one of the youngest Presidents of ICAI 2009-10. He has been acknowledged by former President of India, Smt. Pratibha Devisingh Patil, for his commendable work in the Profession of Chartered Accountancy, presented with the 'Recognition of Excellence Award'.

He was also awarded with the "UDAN 2011" by the Times of India Group Newspaper Navbharat Times and various other awards. He is the non-executive Chairman of Mirae Asset Trustee Company Private Limited. He is on the Board of Zee Entertainment Enterprises Limited, Eco Recycling Limited, Intensive Fiscal Services Private Limited and Web 3 Utility IT Services India Private Limited.

He has been on the Board of Yes Bank Limited, Reliance Mutual Fund & Bhagalpur Smart City - Former member of the Disciplinary Committee of the Institute of Actuaries of India nominated by the Ministry of Finance. Former part-time Member on the Board of Insurance Regulatory and Development Authority (IRDA).

He has been on various committee of regulatory authority like SEBI, MCA, IRDA, RBI and CAG. As a Prolific Speaker, addressed various conferences, seminars, and workshops globally, at ICAI, and authored several books.

He was a Technical Advisor on the Board of International Federation of Accountants, Developing Nations Committee of and Small and Medium Practices Committee of IFAC & the member of the committee.

His never-say-die spirit has enabled him to achieve his long-nurtured dream of repaying to the CA Fraternity and society by introducing a unique concept UPACA Gurukul situated in Rajasthan. His efforts were aimed at providing a comprehensive solution to the challenges faced by CA students. The philosophy makes it a unique concept that provides CA classroom training, hostel facilities, articleship, finishing school and regular graduation, all under one roof. With the best surroundings and state-of-the-art facilities, which help in producing Industries industry-specific Chartered Accountants.

CA Uttam Prakash Agarwal
Non-Executive Chairman and Independent Director

Mr. Avtar Singh Monga has been associated with the Financial and Banking industry for almost 38 years and has worked with some of the best global enterprises in leadership positions both for India as well as at the global level. He has spent 26 years with the Bank of America. The first 16 years as part of their India business and later 10 years establishing and scaling their Global Delivery Centres of Expertise as its Managing Director. He has also been part of GE Capital India, where he spearheaded SBI Card JV as well as Transport Financial Services as CEO. He has been Chief Operating Officer and was leading the IDFC Bank launch as a project and has served as Head of Retail Bank. He also serves on the board of Fintech Association for Consumer Empowerment (FACE), an RBI - approved Fintech SRO as an Independent Member. He holds Master's degree in Commerce as well as an MBA in Marketing and Finance and is a Fellow of the Institute of Directors.

Avtar Singh Monga
Non-Executive Independent Director

Dr. Aruna Sharma was an former Indian Administrative Service (IAS) officer of the 1982 batch, Madhya Pradesh Cadre. Previously, she served as Secretary of Steel and Information Technology under the Government of India. She has also worked as Director General of Doordarshan, giving world-class coverage to Commonwealth Games, 2010, setting a benchmark. She was a member of high-level RBI committee on the deepening of digital payments. Her forte is development, core sectors, FinTech and environmental issues. She regularly writes for Financial Express, The Economic Times and CNBC 18. She is Director with Welspun Enterprises Limited, Hindustan Zinc Limited, Arjas Steel Private Limited and GoldSikka Limited. She was a member of the IGRB appellate body for EdTech. She is also a Fellow of the University of Bath, UK, and an alumnus of Harvard Kennedy School, USA.

Aruna Sharma
Non-Executive Independent Director

Dr. Madan Bhalchandra Gosavi is a purpose-driven leader committed to making a significant positive impact on society through ethical principles. His motivation stems from his humble family background. A keen observer of life, Dr. Gosavi believes that education is key to societal growth and that the strength of the country lies in its diverse local culture and deep cultural roots. Dr. Gosavi is a committed legal professional with nearly 40 years of experience in various sectors, holding multiple senior management positions. His extensive experience has equipped him to handle special cases within the Indian Judiciary amidst critical situations. He has also served as Joint Secretary–cum–Legal Adviser, Department of Law and Justice, State of Maharashtra. As a member of the NCLT, Dr. Gosavi has presided over multiple benches for the past five years. During the pandemic, he managed the work of four NCLT benches single-handedly for over six months.

Madan Bhalchandra Gosavi

Non-Executive Independent Director

Mr. Umesh Mehta is a seasoned technology leader with over 35 years of experience in Information Technology across multiple industries such as Automobile, Agrochemicals, Pharma, Retail, and QSR. As Chief Information Officer (CIO), he combines strong business acumen with deep expertise in digital transformation, enterprise systems, cybersecurity, and IT strategy, aligning technology with business objectives. He has held pivotal leadership roles at Jay Bharat Maruti – JBM Group, New Holland Tractors – Fiat Group, AMW Trucks – Essar Group, Jubilant Group, and PI Industries, managing complex domestic and international assignments and delivering measurable operational and strategic outcomes.

A respected people leader, he has led multicultural, global teams and is known for customer-centricity, execution excellence, and agile delivery. His contributions have earned him the 'CIO Sammaan' (Top 5 CIOs, 2019), the 'CIO Hall of Fame' Award from IDG, and IDC Insight Awards for Excellence in Innovation, along with multiple inclusions in the CIO Power List and CIO 100. He serves as President of the Governing Body of CIO Association (CIO Klub), with 3,000+ members across 18 chapters, and is Co-founder of the Young Digital Manager Association (YDMA), an initiative for Digital Society of India to groom young digital professionals to the next level with 1,000+ members across 15 chapters. He holds a degree in Computer Science from Delhi University and is an alumnus of XLRI Jamshedpur.

Umesh Mehta

Non-Executive Director

Mr. Ambarish Dasgupta is a seasoned management consultant with over 30 years of experience. He is the Senior Partner and Founder of Intueri Consulting LLP, a firm known for its strategic advisory services. Prior to founding Intueri, he held several leadership roles in top consulting firms. He served as the Partner and National Leader of Consulting at KPMG India, where he was also a member of the Global Management Consulting Leadership Team, the India Leadership Team, and the Advisory Leadership Team. Before his tenure at KPMG, Mr. Dasgupta was a Partner and National Leader of the Consulting Practice at PwC India. At PwC, he was similarly involved in the India Leadership Team, the Advisory Leadership Team, and the Global Management Consulting Leadership Team. His extensive experience in both firms has contributed significantly to the consulting landscape in India. In addition to his corporate achievements, he has been actively involved in public policy and industry bodies. He holds a master's degree in electrical engineering from Jadavpur University, a prestigious institution known for its academic excellence.

Ambarish Dasgupta

Non-Executive Director

Leadership Team

Building the Future with Leadership

Raj Ahuja

Group Chief Executive Officer

Raj Ahuja is the Group Chief Executive Officer of 3i Infotech Limited and a seasoned business leader with over three and a half decades of experience in driving transformation, growth and value creation across technology, financial services, telecom, media and education. A Fellow Chartered Accountant (FCA) and AICWA, he has held leadership positions spanning CXO roles, successfully leading large-scale businesses with revenues exceeding USD 1 billion and global teams of over 10,000 professionals.

His expertise spans business strategy, finance, technology, operations, M&A, capital raising, governance enhancement and operational excellence. Prior to joining 3i Infotech, he held senior leadership roles at Wipro, Yes Bank, Reliance Jio, Paytm, Capri Global Finance, Star India, Philips India and Ampersand Group, where he led strategic transformation initiatives, digital innovation and business expansion. He has also served on the Boards of several companies across diverse sectors.

His responsibilities, as Group Chief Executive Officer, are pivotal to the Company's strategic transformation, governance framework and operational excellence. He is leading the Company's growth agenda by strengthening digital engineering capabilities, expanding AI-led solutions, enhancing operational efficiency and accelerating profitable growth. Known for his strategic vision, strong governance orientation and ability to build high-performing organisations, he continues to drive sustainable value creation for customers, employees, shareholders and other stakeholders while positioning the Company for long-term success.

Anand Savla

Business Head, AAA

Girish Nair

Chief Risk and Legal Officer

Harish Shenoy

Business Head, USA

Jagadesh Machaiah

Business Head, MEA

Jayant Bhrara

Sales Head, India

Kalpesh Shah

Chief Financial Officer

Manish Falwaria
Business Head, BPS

Shilpa Pai
Senior Vice President - Human Resources

Shivani Rai
Global Presales Head

Shirish Kalamkar
CTO and Head of Innovation

Varika Rastogi
Company Secretary and Compliance Officer

Venugopal Reddy
Business Head, IS

AWARDS AND RECOGNITION

Everest Group®

‘Aspirant’ by Everest Group in its PEAK Matrix® in

- Talent Readiness for Next-Gen Data, Analytics, and AI Services 2025
- Talent Readiness for Next-Gen Application Services 2025
- Application Management Services 2025, 2024
- Digital Transformation Services for Mid-market Enterprises 2024
- Application Automation Services Assessment 2023

‘Major Contender’ by Everest Group in its PEAK Matrix® in

- Banking, Financial Services, and Insurance (BFSI) IT Services 2025
- Next-Generation Quality Engineering Services 2024

Gartner

Featured in Gartner’s Market Guide 2023 for

- Leveraging Latest Technologies to Automate Application Testing – Flexib+
- Representative Vendor for Higher Education Student Information Systems – NuRe Campus
- Oracle Cloud Infrastructure Professional and Managed Services
- Vendor Identification Toolkit for Cloud ERP, CRM, and HCM Implementation Service Providers

Awards


LACP

2024/25 VISION AWARDS
ANNUAL REPORT COMPETITION

3i Infotech Limted
SGA Adsvita
is presented with the
Gold Award
for excellence within its industry on the development of the organization's annual report for the past fiscal year.

Certifications

CMMI LEVEL 5

ISO 9001

ISO 20000

ISO 27001 Certified

CORPORATE INFORMATION

Board of Directors

Uttam Prakash Agarwal
Non-Executive Chairman and Independent Director

Ambarish Dasgupta
Non-Executive Director

Aruna Sharma
Non-Executive Independent Director

Avtar Singh Monga
Non-Executive Independent Director

Madan Bhalchandra Gosavi
Non-Executive Independent Director

Umesh Mehta
Non-Executive Director

Group Chief Executive Officer

Raj Ahuja
(re-designated from Acting CEO to Group CEO w.e.f. November 12, 2025)

Chief Financial Officer

Kalpesh Shah
(w.e.f. November 13, 2025)

Vaibhav Somani
(Acting CFO up to November 12, 2025)

Company Secretary and Compliance Officer

Varika Rastogi

Statutory Auditors

M/s. CKSP and Co. LLP,
Chartered Accountants

Internal Auditors

M/s. Shridhar & Associates,
Chartered Accountants

Bankers

- ICICI Bank Limited
- IDBI Bank Limited
- State Bank of India, California

Committees of Board and present composition

Audit Committee

- Uttam Prakash Agarwal – Chairman
- Aruna Sharma
- Avtar Singh Monga
- Madan Bhalchandra Gosavi

Nomination and Remuneration Committee

- Avtar Singh Monga – Chairman
- Umesh Mehta
- Uttam Prakash Agarwal

Stakeholders' Relationship Committee

- Madan Bhalchandra Gosavi – Chairman
- Ambarish Dasgupta
- Uttam Prakash Agarwal

Risk Management Committee

- Umesh Mehta – Chairman
- Ambarish Dasgupta
- Uttam Prakash Agarwal
- Raj Ahuja

Corporate Social Responsibility Committee

- Ambarish Dasgupta – Chairman
- Aruna Sharma
- Madan Bhalchandra Gosavi

Investment Committee

- Uttam Prakash Agarwal – Chairman
- Avtar Singh Monga
- Aruna Sharma
- Raj Ahuja

Product Innovation Sub-Committee

- Aruna Sharma – Chairperson
- Ambarish Dasgupta
- Avtar Singh Monga
- Umesh Mehta

Sub-Committee of Audit Committee on Legacy Matters

- Uttam Prakash Agarwal – Chairman
- Avtar Singh Monga
- Raj Ahuja

Contact Details

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Business Enquiries:
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Website:
www.3i-infotech.com

NOTE: The above information is as of July 23, 2026.

MANAGEMENT DISCUSSION AND ANALYSIS

Global Economic Overview

The global economy entered 2026 amid moderating growth and elevated uncertainty, mainly due to geopolitical situations and resulting economic issues. According to the International Monetary Fund (IMF) World Economic Outlook, April 2026, global GDP growth is estimated to be 3.4% in 2025. However, the near-term outlook has weakened due to escalating geopolitical tensions in the Middle East, which have disrupted energy markets, strained critical infrastructure, and heightened the risk of broader supply-chain and financial market spillovers.

While inflationary pressures have eased across major economies and the situation in the Middle East remains uncertain, persistent geopolitical risks, trade policy uncertainties, and uneven recovery trends continue to weigh on business sentiment and investment activity.
Assuming the current conflict stays contained in both duration and geographic scope, the IMF projects global growth to moderate to 3.1% in 2026 before edging up to 3.2% in 2027. Despite this gradual recovery, growth is expected to remain below recent historical averages and significantly lower than pre-pandemic trends.

GDP Growth Projections (in %)

Global Economy

2025 E	3.4
2026 P	**3.1**
2027 P	3.2

E: Estimated; P: Projected

Advanced Economies

2025 E	1.9
2026 P	**1.8**
2027 P	1.7

E: Estimated; P: Projected

Emerging Markets and Developing Economies

2025 E	4.4
2026 P	**3.9**
2027 P	4.2

E: Estimated; P: Projected

Emerging markets and developing economies are likely to face greater near-term challenges arising from commodity price volatility, geopolitical tensions, softer external demand and currency-related pressures. Economies with a high dependence on imported food, fuel and raw materials remain particularly vulnerable to inflationary shocks and balance-of-payment stresses. Nevertheless, the medium-term outlook remains constructive, supported by easing supply-side constraints, the gradual realignment of global trade routes, and improving policy stability across key markets.

Against this macroeconomic backdrop, two key headwinds warrant close attention for technology services companies with significant exposure to the United States and the Middle East and North Africa (MEA) region. First, US tariff and immigration measures, while not directly affecting IT services exports, influenced enterprise discretionary spending through their effect on client industries, particularly in sectors like manufacturing, retail, and logistics. Second, ongoing geopolitical tensions in the Middle East continue to pose risks to business continuity, technology infrastructure, and project execution within the region.

Consequently, FY2026 was characterised by a heightened focus on operational resilience, disciplined capital allocation, and selective growth investments. As a result, technology services providers increasingly prioritised disciplined client selection, margin protection, and outcome-led engagements.

(Sources: IMF World Economic Outlook, April 2026; IDC First Look: War in the Middle East, March 2026; Reuters; J.P. Morgan Research, April 2026)

Despite these challenges, global economic activity continues to be supported by sustained investments in technology and Artificial Intelligence (AI), which are driving improvements in automation, operational efficiency, and productivity across industries. Businesses are also strengthening supply chain through diversification strategies, reducing dependence on individual markets and enhancing their ability to withstand external disruptions.

In addition, supportive financial conditions in select economies are expected to facilitate infrastructure development, digital transformation initiatives and encourage private-sector investment. The continued expansion of services trade, including tourism, finance, education, digital services and professional consulting, is further contributing to global economic growth and reinforcing the increasing importance of knowledge-based and technology-enabled sectors within the global economy.

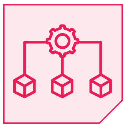
(Sources: IMF World Economic Outlook, April 2026; IDC First Look: War in the Middle East, March 2026; Reuters; J.P. Morgan Research, April 2026)

Global IT spending is projected to surpass US$ 6.3 trillion by 2026, driven by continued investments in software, IT services, cloud infrastructure, and artificial intelligence (AI). AI remains a key growth catalyst, with the global AI market expected to expand from approximately US$ 1.5 trillion in 2025 to more than US$ 2 trillion in 2026, reflecting accelerating enterprise adoption and increasing deployment of AI-powered solutions across industries.

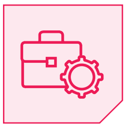
The rapid scaling of AI workloads has also fuelled significant investment in digital infrastructure. Global data centre spending increased by 42.4% in 2025, reaching US$ 475 billion, largely driven by demand for AI-optimised servers, high-performance computing capabilities and advanced storage solutions. At the same time, software spending rose to US$ 1.2 trillion in 2025, supported by sustained enterprise investment in cloud-based platforms, cybersecurity, automation, and intelligent applications. By 2026, more than 50% of enterprise applications are expected to incorporate AI capabilities, highlighting its increasing impact on productivity and innovation.

For 3i Infotech, this market expansion has created addressable opportunities across its key service lines and platform-led offerings:

Applications, Automation and Analytics (AAA) services are expected to benefit from increasing investments in application modernisation and AI-led transformation initiatives.



Infrastructure Services (IS) are well positioned to capitalise on growing demand for data centre modernisation, cloud adoption, and the management of hybrid and multi-cloud environments.



Business Process Services (BPS) are likely to gain from continued enterprise focus on cost optimisation, operational efficiency, and process automation, particularly across the BFSI, healthcare, and other regulated sectors.

The AI/ML Centre of Excellence (CoE) serves as the Company's innovation engine, embedding intelligence across applications, infrastructure, and business processes through AI-led engineering, Generative AI, intelligent automation, and data-driven platforms. It brings together consulting expertise, reusable accelerators, and domain capabilities to support solution development, strengthen internal products, and accelerate enterprise AI adoption. As AI becomes integral to pre-sales, delivery, and platform innovation, the CoE is helping build future-ready solutions that enhance productivity, improve decision-making, and deliver scalable, outcome-driven business transformation.

In India, the technology services landscape is expected to benefit from the continued expansion of Global Capability Centres (GCCs), increasing cloud migration initiatives, sustained investments in digital public infrastructure, and the deeper integration of AI into enterprise platforms, workflows and decision-making processes.

(Source: StartUs Insights Global Tech Outlook 2026; India Enterprise Technology Report 2026, Bain & Company,

https://www.gartner.com/en/newsroom/press-releases/2026-04-22-gartner-forecasts-worldwide-it-spending-to-grow-13-point-5-percent-in-2026-totaling-6-point-31-trillion-dollars)

Enterprises continued to invest in core system modernisation, cloud migration, cybersecurity, and embed automation across operations. AI, data modernisation, digital engineering, and intelligent platforms emerged as key spending areas driven by the need to improve productivity, accelerate decision-making, and enhance customer experience.

Cloud is evolving from a platform of storage and scalability to a foundational layer for AI-driven enterprises. Organisations are increasingly adopting hybrid and multi-cloud architectures that combine public cloud flexibility with on-premises control and edge-computing capabilities. This shift enables real-time decision-making, strengthens data governance, enhances operational resilience and reduces reliance on a single cloud provider.

Blockchain is increasingly emerging as a trusted infrastructure that enhances transparency, security, and operational efficiency. Through smart contracts, tokenisation, and cryptographic verification, it enables greater traceability, reduces reliance on intermediaries and accelerates transactions across sectors such as banking, supply chains, real estate, and capital markets. As enterprises pursue more automated and digitally integrated operating models, blockchain is becoming an important enabler of trust and process integrity at scale.

(Source: EY 2026 Global Megatrends, Top tech trend of 2026, Capgemini)

The IT services industry is witnessing a shift from traditional transformation programmes to outcome-driven, platform-led, and AI-enabled engagements. Demand is expected to be supported by application modernisation, hybrid cloud adoption, cyber resilience, enterprise automation, and human-AI collaboration. While macroeconomic uncertainty, spending scrutiny, talent availability, cybersecurity risks and evolving regulatory requirements may influence decision-making, technology continues to remain a strategic priority for enterprises, supporting the sector's long-term growth prospects.

(Sources: IMF World Economic Outlook April 2026, StartUs Global Tech Outlook 2026, Top tech trend of 2026, Capgemini)

Regional Spotlight

North America - Digital Leadership

North America continues to be a key driver of the global digital economy. Valued at US$ 3,026.3 billion in 2025, the region accounted for 32.1% of the global IT market, underscoring its scale, technology maturity, and high levels of enterprise adoption. The market is projected to grow at a CAGR of 6.1% through 2030, supported by increasing investments in AI-driven IT automation, cloud transformation, cybersecurity, and next-generation digital infrastructure.

The adoption of AI in business operations increased from 14.2% in 2024 to over 20.2% in 2025 across major economies, driving demand for AI-enabled platforms, infrastructure upgrades, and automation of routine IT functions. At the same time, continued investment in 5G networks is supporting hardware deployment, network modernisation, and large-scale infrastructure programmes.

As a result, the North American IT market is increasingly transitioning from digital experimentation to scaled deployment, with enterprises prioritising technologies that enhance productivity, strengthen resilience, and enable data-driven decision-making.

(Source: Global Information Technology Market Briefing 2026, The Business Research Company, April 2026)

Asia Pacific - Accelerated Digital Growth

The Asia Pacific (APAC) region continues to be a major growth engine of the global digital economy. Valued at US$ 3,035.9 billion in 2025, APAC accounted for 32.2% of the global IT market, reflecting its scale, expanding enterprise landscape, and rapid pace of technology adoption. The market is projected to grow at a CAGR of ~9.3% through 2030, outpacing most other regions.

Growth is being driven by continued investments in 4G and 5G infrastructure, AI-enabled automation, cloud migration, and cybersecurity. Enterprises across the region are increasingly adopting scalable and data-driven digital platforms to enhance operational efficiency and support business transformation.

The APAC IT market is advancing towards intelligent, outcome-led digital transformation, with Forrester projecting regional technology spending to grow 9.3% in 2026, driven by software, services, communications equipment and technology outsourcing. AI remains a central growth catalyst, as IDC expects Asia/Pacific AI and GenAI spending to reach US$ 370 billion by 2029, growing fivefold as enterprises move from experimentation to scaled deployment. As a result, enterprises are prioritising automation, cloud, cybersecurity, and advanced data capabilities to improve agility, resilience and business outcomes.

(Sources: Global Information Technology Market Briefing 2026, The Business Research Company, April 2026;

https://www.forrester.com/press-newsroom/asia-pacific-tech-forecast-2026/,

https://www.idc.com/resource-center/blog/press-release-type/spending/)

Middle East - Transformation-led Expansion

The Middle East IT market continues to exhibit strong long-term growth potential, supported by sustained investments in digital infrastructure, cloud modernisation, and AI adoption. Valued at US$ 307.2 billion in 2025, the market is projected to expand at a CAGR of ~13.9% through 2030, making it one of the fastest-growing technology markets globally. Government-led transformation initiatives across the Gulf Cooperation Council (GCC) remain key growth drivers. National digital strategies of Saudi Arabia, the UAE, and Egypt are accelerating investments in smart city infrastructure, sovereign AI capabilities, hyperscale data centres, and digital public services. These initiatives continue to create significant demand for IT services, systems integration, managed services, cloud solutions, and cybersecurity across both public and private sectors.

(Source: Global Information Technology Market Briefing 2026, The Business Research Company, April 2026)

Growth continues to be underpinned by government-led digital investment programmes that prioritise technology infrastructure despite near-term geopolitical uncertainties. Initiatives such as Vision 2030 in Saudi Arabia, the UAE's digital transformation agenda, and Egypt's New Administrative Capital project are accelerating the adoption of IoT, AI, edge computing, and integrated digital platforms across public-sector and urban environments.

At the same time, investments in hyperscale data centres across Riyadh and Abu Dhabi are strengthening the region's digital infrastructure and supporting data sovereignty objectives. The fintech ecosystem is also expanding rapidly, driven by supportive progressive regulatory frameworks, embedded finance solutions, and growing adoption of digital payments and blockchain-enabled transactions.

As a result, the Middle East's long-term digital transformation and infrastructure investment thesis remains strong, notwithstanding the near-term uncertainties arising from regional geopolitical developments.

(Sources: https://my.gov.sa/en/content/digital-strategy

https://www.dge.gov.ae/en/news/adg-digital-strategy ,

https://www.reuters.com/world/middle-east/microsoft-g42-announce-200-mw-data-centre-capacity-expansion-uae-2025-11-05/

https://orfme.org/expert-speak/digital-infrastructure-strategic-power-the-gulfs-data-centre-boom/)

However, ongoing geopolitical tensions in the Middle East continue to create near-term uncertainty for the region's technology outlook. Despite these challenges, cybersecurity, sovereign AI and critical digital infrastructure remain priority investment areas. For cloud providers and IT service providing companies, geopolitical developments have elevated the importance of operational resilience and risk management.

For IT services providers operating the Middle East region, business continuity planning and diversified delivery infrastructure are increasingly critical in maintaining operational resilience.

(Sources: Gartner MENA IT Spending Forecast, August 2025; IDC First Look: War in the Middle East, March 2026; Global IT Market Briefing 2026, The Business Research Company)

(Source: Global Information Technology Market Briefing 2026, The Business Research Company, April 2026)

India - Global Capability Hub

The India IT services market continues to demonstrate steady growth, supported by ongoing enterprise digital transformation, accelerating cloud adoption, and increasing demand for AI-led technology solutions. According to IMARC, the market reached US$ 42.7 billion in 2025 and is projected to grow to US$ 78.1 billion by 2034, registering a 6.9% CAGR during 2026-2034.

The country continues to strengthen its position as a leading global technology services hub, supported by a deep talent pool, mature delivery capabilities, and extensive experience serving international enterprises. India's role is increasingly evolving beyond traditional outsourcing towards higher-value technology services, including product engineering, data analytics, AI-enabled solutions, and enterprise transformation.

At the same time, domestic demand is emerging as a significant growth driver. Enterprises are accelerating investments in cloud, data and cybersecurity application modernisation, and AI-led automation to enhance operational efficiency and business outcomes. Government initiatives, including digital public infrastructure programmes and the India AI Mission, are further strengthening the country's digital ecosystem and innovation capabilities.

With increasing demand for multi-cloud solutions, automation, cybersecurity, AI, ML, and managed digital platforms, India is well positioned to serve as a strategic partner in both global and domestic digital transformation initiatives.

(Sources: https://www.imarcgroup.com/india-it-services-market,

https://www.reuters.com/world/india/indias-gcc-model-shifts-cost-capability-ai-talent-strains-bite-2026-05-27/ ,

https://static.pib.gov.in/WriteReadData/specificdocs/documents/2026/mar/doc202636812701.pdf ,

https://cdn.digitalindiacorporation.in/wp-content/uploads/2026/03/pdf3-1.pdf)

Indian IT Market - Key Drivers

Growth Driver	What it Means for the Indian IT Market
Rising enterprise IT and digital services spending	Indian enterprises allocate 50-60% of IT budgets to capex (vs. 20-30% globally), spending 2.5-3.0x more on tech capex as a share of revenue, driving demand for IT services, consulting, system integration, managed services, and digital transformation.
Data modernisation and AI adoption	Data modernisation and AI adoption account for 30% of Indian enterprise capex and 40-45% of IT budget changes, driven by investments in data platforms, AI capabilities, and customer experience. With agentic AI adoption, AI is evolving into a strategic capability embedded across enterprise operations.
Core system and application modernisation	Core system modernisation accounts for ~25% of Indian enterprise capex, driven by SAP ECC to S/4HANA migration and application modernisation. End-of-support timelines and infrastructure refresh cycles are accelerating transformation, making application modernisation a multi-year priority across BFSI, manufacturing, retail, and government sectors.
Cloud migration and hybrid cloud adoption	AI, analytics, and data-intensive workloads are accelerating cloud adoption and infrastructure modernisation. Cloud and infrastructure modernisation account for ~25% of Indian enterprise capex, while cloud is projected to reach 45% of global IT spending by 2026. Public cloud services are expected to reach US$ 723.4 billion in 2025 (21.5% YoY), supported by hybrid and multi-cloud models and continued migration to platforms such as SAP RISE on Azure and AWS.
Cybersecurity and zero-trust investments	Cybersecurity accounts for ~20% of Indian enterprise capex. This covers IAM and zero-trust architecture, cloud security, threat detection platforms including SIEM and XDR, and SaaS and third-party risk security tools. Rising AI-native threats are accelerating investments as enterprises shift from reactive security models to proactive, AI-led security, zero-trust architectures, with global spending expected to surpass US$ 377 billion by 2028.
Agentic AI and automation	According to the Bain India CIO Survey, ~60% of Indian CIOs prioritise agentic AI and digital capability development for FY 2025-26. Agentic AI is evolving into an execution layer, enabling automation across enterprise functions, with Gartner estimating that over 40% of applications will include AI agents by 2026.
Digitalisation-led demand in India	India's IT services market is projected to reach US$ 75 billion by 2033, with the broader technology industry expected to approach US$ 350 billion by 2026 (~10% of GDP). Data centre expansion, digital public infrastructure (Aadhaar, UPI, DigiLocker, ONDC), and the IndiaAI Mission are strengthening India's position as a global digital and AI hub.
Data centre and AI infrastructure expansion	Data centres are the fastest-growing technology segment globally, driven by AI-optimised infrastructure demand, with spending rising 42.4% in 2025 to US$ 475 billion. In India, capacity is expected to double by 2027, supported by data sovereignty and cloud adoption trends, strengthening hyperscale investments and driving demand for data centre management, infrastructure services, and managed security operations.
Connectivity, IoT, and edge computing	Private 5G networks are expected to grow from US$ 2 billion to US$ 7 billion annually by 2028, enabling IoT adoption and industrial automation. Edge computing and AI-native networks are driving real-time decision-making across manufacturing, logistics, and healthcare. APAC AI-centric spending is projected at US$ 26 billion by 2027, growing at a 95% CAGR (2022-2027), supporting demand for network modernisation, IoT platforms, and edge AI services across India's rapidly digitising enterprise landscape.

Growth Driver	What it Means for the Indian IT Market
Shift from PoC to measurable business outcomes	Indian enterprises are shifting from proof-of-concept-led initiatives to outcome-led transformation, with greater focus on ROI transparency, productivity gains, ecosystem partnerships, and hybrid delivery models. This shift is further reinforced by active M&A activity and capital flows that enable capability consolidation and global expansion across the IT services sector. Emerging technology hubs such as Indore, Coimbatore, Visakhapatnam, and Bhubaneswar are strengthening India's startup ecosystem in SaaS, fintech, and healthtech, driving innovation and IP creation. This evolving landscape increasingly favours IT services firms that integrate consulting, architecture, implementation, governance, and managed services within a unified, outcome-driven engagement model.

(Source: India Enterprise Technology Report 2026, Bain & Company; StartUs Insights Global Tech Outlook 2026; Top Tech Trends of 2026, Capgemini Research Institute; India Enterprise Technology Report 2026)

Company Overview

From Transformation to the Next Phase of Growth

Founded in 1993 and headquartered in Navi Mumbai, India, 3i Infotech Limited ('3i Infotech' or 'The Company') is a global information technology services and solutions provider. The Company partners with enterprises in their digital transformation and modernisation journeys, delivering technology-led solutions that drive agility, efficiency, and measurable business outcomes.

3i Infotech serves clients across Banking, Financial Services and Insurance (BFSI), healthcare, manufacturing, retail, education, the public sector and other industries through an integrated portfolio of Application, Automation & Analytics (AAA), Infrastructure Services (IS), Business Process Services (BPS), and AI, ML, Blockchain and other new age technology solutions.

Supported by a diversified global client base and a workforce of approximately 3,700 professionals, the Company continues to strengthen long-standing customer relationships through innovation, operational excellence and technology-driven transformation.

Building on this stronger foundation, the Company is now entering the next phase of its transformation through Vision 2030, a long-term strategy designed to accelerate innovation, deepen customer value, expand higher-value offerings and create sustainable value for all stakeholders.

Vision 2030: Transforming through Intelligence

Vision 2030 represents 3i Infotech's ambition to become a globally recognised AI-first, platform-led technology partner delivering intelligent, outcome-driven digital transformation. By combining deep domain expertise with Artificial Intelligence, cloud, cybersecurity, automation and proprietary NuRe™ platforms, the Company is creating differentiated capabilities that help enterprises modernise, optimise operations and accelerate innovation.

Guided by its capability-led Centre of Excellence (CoE) model, strategic technology partnerships and disciplined execution, the Company seeks to accelerate profitable growth, enhance operational efficiency, strengthen its presence across North America, India and the Middle East, and create sustainable long-term value for customers, employees and shareholders.

Executing Vision 2030 through Integrated Services and Platforms

The execution of Vision 2030 is driven by an integrated portfolio of technology services, proprietary platforms and AI-enabled capabilities, designed to help enterprises modernise, optimise and transform their businesses.

The Company's portfolio is organised around three core business segments, Applications, Automation & Analytics (AAA), Infrastructure Services (IS), and Business Process Services (BPS), complemented by the NuRe™ suite of platforms and IP-led solutions.

Within each business segment, specialised Centres of Excellence (CoEs) serve as the Company's capability-led delivery model, bringing together deep domain expertise, standardised methodologies, reusable accelerators and strategic technology partnerships. These capabilities are further strengthened by enterprise-wide AI and Information Security CoE, which enable intelligent automation, data-driven decision-making and a robust security framework for trusted, resilient digital transformation.

This integrated operating model enhances delivery excellence, accelerates time-to-value, strengthens customer outcomes and positions 3i Infotech for scalable, sustainable growth under Vision 2030.

1. Application, Automation and Analytics (AAA)

The AAA business unit delivers application development and modernisation, application maintenance and support, digital quality engineering and test automation, intelligent process automation, data engineering, DataOps, governance, business intelligence, and analytics solutions to support enterprise transformation and operational excellence.

Integrated Application and Platform Services

Application Engineering

The Application Engineering services enable enterprises to build, modernise, and manage scalable, resilient, secure, and AI-ready digital applications and platforms. Leveraging cloud-native architectures, microservices, platform engineering, DevSecOps, API-first design, and AI-assisted software development, the CoE accelerates innovation, enhances engineering productivity, and reduces time-to-market. By delivering customer-centric digital solutions, it helps organisations adapt to evolving business needs and achieve sustainable business outcomes.

Intelligent Automation

The Intelligent Automation services enable enterprises to automate, optimise, and transform business operations through AI-powered automation, intelligent workflows, robotic process automation (RPA), process intelligence, hyper-automation, and Agentic AI. By integrating automation with artificial intelligence, this streamlines complex processes, enhances decision-making, improves workforce productivity, and reduces operational costs. It helps organisations build agile, resilient, and future-ready operations while delivering enhanced customer experiences.

Quality Engineering

The Quality Engineering services enable organisations to embed quality across the software development lifecycle through AI-powered quality engineering, continuous assurance, and intelligent test automation. By leveraging shift-left and shift-right testing, predictive quality analytics, autonomous testing, performance engineering, and security validation, this helps accelerate release cycles, improve application reliability and resilience, and reduce business risk. It promotes engineering excellence through standardised best practices, continuous innovation, and enhanced customer confidence.

ERP Practices

The Enterprise Applications business enables organisations to transform operations through intelligent enterprise applications that seamlessly connect people, processes, and data. Leveraging expertise in ERP, HCM, CX, and industry-specific platforms, it delivers end-to-end consulting, implementation, modernisation, integration, and managed services. By simplifying complex business processes and enabling connected digital enterprises, the business helps clients maximise technology investments, enhance employee and customer experiences, improve operational performance, and accelerate enterprise-wide digital transformation.

Data & Analytics

The Data & Analytics services enable enterprises to transform data into a trusted, governed, and AI-ready strategic asset. By leveraging modern data platforms, cloud data engineering, data governance, business intelligence, advanced analytics, and AI, this helps organisations derive actionable insights from structured and unstructured data. It builds secure, scalable, and intelligent data ecosystems that improve decision-making, enhance operational efficiency, accelerate AI adoption, and drive sustainable business growth.

2. Infrastructure Services

This business segment delivers IT infrastructure managed services, hybrid IT, cloud management, end-user services, data centre and network management, observability, and integrated cybersecurity solutions. These services are delivered through 3i Infotech's Global Command Centre, supported by round-the-clock operations, ITIL-aligned processes, and SLA-driven services to ensure reliability, performance and business continuity.

Digital Workplace

The Digital Workplace Services capability is focused on enhancing employee experience through intelligent, technology-driven workplace solutions. By leveraging advanced endpoint management, workplace automation, digital experience monitoring, self-healing capabilities, and hardware and software asset management, the Company enables a secure, seamless, and productive digital work environment. The business line continues to strengthen its capabilities, technology solutions, and delivery processes to help clients improve workforce productivity, collaboration, and operational efficiency.

Cybersecurity

The Cybersecurity CoE enables enterprises to strengthen resilience across identities, applications, endpoints, cloud and infrastructure through an integrated, lifecycle-based security model. Its capabilities span security strategy and advisory, managed SOC and SIEM operations, Managed Detection and Response (MDR), incident response, vulnerability assessment and penetration testing, cloud and infrastructure security, identity and zero-trust access, and governance, risk and compliance.

Leveraging AI-assisted threat correlation, behavioural analytics, threat intelligence and expert-led response, the CoE helps organisations improve visibility, detect threats earlier, accelerate incident handling and maintain audit-ready compliance. By unifying prevention, detection, response and continuous improvement, it reduces security complexity, limits operational disruption and strengthens enterprise resilience against evolving cyber risks.

Hybrid Cloud Infrastructure Services

The Company is strengthening its Hybrid Cloud Infrastructure and Transformation capabilities to help clients build resilient, secure, and future-ready IT environments. The business line delivers end-to-end hybrid cloud architecture, cloud migration, data centre transformation, virtualization, infrastructure modernisation, and resilience engineering services across private and public cloud environments. It also leverages next-generation technologies such as DevSecOps, Infrastructure-as-Code, containerisation, application re-platforming, FinOps, and cloud governance to accelerate enterprise cloud adoption while optimising cost, security, performance, and operational agility.

Tools, Automation and AIOps

The Enterprise Tools, Automation & AIOps CoE enables intelligent, automated and integrated IT operations across digital workplaces, data centres and hybrid cloud environments. Its capabilities span IT Service Management (ITSM), IT Operations Management (ITOM), IT Asset Management (ITAM), unified observability, AIOps, enterprise automation and command centre operations.

3. Business Process Services (BPS)

The segment provides voice and non-voice customer experience services, registrar and transfer agent services, digital sales and collections support, back-office operations, and automation-led digital processes. These services help clients enhance operational efficiency, optimise costs, and improve customer experience.

CX Nova - AI-led Contact Centre Services

CX Nova is a customer experience platform designed to transform the way organisations engage with their customers through intelligent automation, analytics, Voice of the Customer (VoC)-driven insights, and agent-assist solutions. It empowers organisations to enhance service quality, improve operational efficiency, and deliver seamless, personalised customer experiences at scale.

HyperOps - Intelligent Operations Services

The HyperOps has been established to drive end-to-end business process transformation for existing and prospective clients across key operational areas, including Customer Onboarding, KYC, Underwriting, Loan Origination, and Claims Processing. It focuses on delivering streamlined, scalable, and technology-enabled solutions that enhance operational efficiency and business outcomes.

RTA Next

The Company's Registrar and Transfer Agent (RTA) business delivers end-to-end registry and investor servicing solutions for listed and unlisted equity, debentures, commercial papers, and security receipts. Powered by its RTA Next platform, the business enables efficient record management, seamless transaction processing, regulatory compliance, corporate action management, and comprehensive investor servicing, helping issuers strengthen operational efficiency, governance, and stakeholder confidence.

4. Enterprise-wide Centres of Excellence

As a part of its long-term strategy to build differentiated digital capabilities and remain at the forefront of technology-led transformation and in addition to the business-focused Centres of Excellence embedded within AAA, Infrastructure Services and BPS, the Company has established enterprise-wide Centres of Excellence that provide strategic capabilities across all business units and corporate functions. These CoEs drive innovation, strengthen governance, enhance cyber resilience and accelerate the adoption of emerging technologies, enabling the delivery of secure, intelligent and scalable solutions across the enterprise.

Innovation Centre of Excellence (AI/ML CoE)

The CoE serves as a strategic horizontal capability, bringing together expertise across Artificial Intelligence (AI), Machine Learning (ML), Blockchain, Intelligent Automation, Generative AI, Data Engineering and other emerging technologies to accelerate innovation across the organisation.

By creating reusable intellectual assets, standardised AI models and industry-specific accelerators, the CoE reduces implementation timelines, enhances delivery quality, improves productivity and enables scalable growth. It also fosters a culture of innovation through capability building, cross-functional collaboration and proof-of-concept initiatives, ensuring the structured and commercially viable adoption of emerging technologies.

Going forward, the CoE will continue to strengthen AI-enabled, domain-led and platform-centric offerings, expand strategic technology partnerships and accelerate innovation across industry verticals, reinforcing the Company's commitment to delivering intelligent, secure, scalable and future-ready digital transformation solutions.

Information Security Centre of Excellence

The Information Security CoE establishes the enterprise security strategy, governance framework and best practices that safeguard the Company's digital ecosystem while supporting secure service delivery across all business segments. The CoE drives security architecture, risk management, regulatory compliance, cyber resilience, security operations and secure-by-design principles, while enabling customer-facing cybersecurity services through standardised frameworks, advanced security capabilities and continuous monitoring to protect critical business operations and digital assets.

Going forward, the Innovation (AI/ML) and Information Security CoEs will play a pivotal role in advancing the Company's strategy of building domain-led, AI-enabled and platform-centric offerings. Through continued investments in AI-led engineering, Generative AI, intelligent automation, data-driven platforms and secure-by-design capabilities, the Company will strengthen strategic technology partnerships, expand its portfolio of reusable digital assets and accelerate innovation across industry verticals. Together, these enterprise-wide capabilities will enable intelligent, secure and future-ready digital transformation while creating sustainable long-term value for customers, employees and shareholders.

5. Proprietary Platforms & IP-led Solutions: Scaling Vision 2030

Complementing its capability-led service portfolio, 3i Infotech has developed a suite of proprietary platforms and IP-led solutions under the NuRe™ umbrella. These platforms extend the Company's transformation capabilities beyond traditional services by combining domain expertise, automation, data intelligence and configurable workflows to address industry-specific business challenges.

Designed with a cloud-first, AI-enabled and modular architecture, the NuRe™ portfolio empowers enterprises to accelerate digital adoption, improve operational efficiency, strengthen governance and compliance, and deliver measurable business outcomes. Together with the Company's Centres of Excellence, these platforms reinforce 3i Infotech's strategy of delivering differentiated, scalable and outcome-driven solutions while creating long-term value for customers.

NuRe EnGRC

NuRe EnGRC

Governance, Risk and Compliance with Modern Document Management System (DMS)

- Integrates risk management, compliance, and ESG goals in enterprise operations
- Enables focus on high-value activities through a collaboration module and an integrated DMS replace spreadsheets and manual processes
- Complete Modular Approach
- Strong Document Management (DMS) capability as an independent module that facilitates modern workflow management, document summary, meta and content search

NuRe Flexib+

NuRe Flexib+

Digital-First Quality Engineering and Test Automation

- Enables test automation across functional and non-functional requirements throughout the software development lifecycle
- Supports test scheduling, repeatable test execution, and accelerated quality validation
- Helps enterprises test early and test repeatedly to reduce release risk and time to market

NuRe Campus

NuRe Campus

Cloud-Based Enterprise Automation System for Higher Education Institutions

- Automates end-to-end operations for higher education institutions, including admissions management, academic governance, compliance and reporting, and examinations and assessments
- Enables data-driven decision making, improves institutional performance, and promotes operational transparency and inclusivity
- Supports inclusive, transparent and data-rich campus management across student lifecycle, faculty governance, and institutional compliance, enabled by real-time dashboards and configurable workflows that reduce manual intervention and improving institutional accountability

NuRe FlowBit

NuRe™ Flowbit

Unified Sales CRM and Pipeline Management Platform

- Unified sales CRM platform designed to strengthen pipeline visibility and sales governance
- Enables end-to-end management of leads, opportunities, and customer engagement activities
- Provides real-time insights to support data-driven decision-making and performance tracking

Strategic Impact

Through its diverse range of digital services and proprietary solutions, 3i Infotech enables clients to:

- Adopt advanced technologies
- Automate enterprise processes
- Scale digital operations and strengthen resilience
- Improve customer and business outcomes

This impact spans Application, Automation and Analytics, Infrastructure Services, Business Process Services and innovation-led products including EnGRC and NuRe Campus supported by Innovation Centre of Excellence - our AI led COE working across businesses and product lines, positioning the Company as a trusted transformation partner across industries and geographies.

Strategic Shift towards Capability-led Growth

FY 2025–26 marked a significant milestone in 3i Infotech's transformation with the formalisation of its Centre of Excellence (CoE) operating model. More than an organisational initiative, the CoE framework represents a strategic shift towards capability-led growth, embedding specialised expertise, AI-led innovation, standardised delivery, and reusable assets across the Company's core businesses.

3i Infotech's competitive differentiation is anchored in three strategic strengths. First, its integrated services model brings together Application, Automation, Analytics (AAA), Infrastructure Services (IS), and Business Process Services (BPS), enabling enterprises to execute end-to-end transformation through a unified delivery framework that reduces complexity and improves execution. This enables faster solution development, greater delivery consistency, and improved scalability while strengthening collaboration across sales, pre-sales, delivery, and product teams.

The second is the CoE framework, which provides a scalable engine for capability-led growth. Structured across business units and enterprise functions, the framework integrates domain expertise, technology partnerships, delivery frameworks, and proprietary platforms into a unified operating model. During the year, the Company strengthened specialised talent, institutionalised governance, developed reusable accelerators, and embedded AI, automation, cloud, cybersecurity, and observability capabilities across its service lines.

This has accelerated the transition from project-centric execution to solution-led, platform-enabled delivery, where standardised methodologies, automation, and reusable intellectual property enhance execution quality, scalability, operational efficiency, and speed-to-market.

As the CoE framework continues to mature, it is expected to play a central role in advancing Vision 2030 by strengthening differentiation, accelerating innovation, expanding higher-value offerings, and supporting sustainable, profitable growth.

Third, its proprietary platforms, including NuRe™ Campus, NuRe™ Flexib+, and NuRe™ EnGRC, combine software IP with services delivery, creating differentiated, outcome-oriented solutions, strengthening pricing power and enhancing the Company's competitive positioning. Its Global Command Centre, operating 24x7 across NOC, SOC, and infrastructure management, represents a capital-intensive capability that mid-market competitors cannot easily replicate.

Strategic Foundations and Profitability Momentum

FY 2025-26 marked the Company's transition from strategic repositioning to disciplined execution and initial scaling. Following portfolio rationalisation in FY 2024-25, the Company focused on strengthening scalable and higher-quality revenue streams, enhancing delivery capabilities and deepening client relationships across sectors. The AAA business recorded a significant improvement in resource utilisation, increasing from 83% to 94%, while direct delivery costs declined, reflecting improved operational efficiency and a stronger engagement mix.

The Company also continued to optimise its portfolio by selectively exiting low-margin legacy engagements and prioritising opportunities with stronger commercial potential. Within Business Process Services, evolving regulatory requirements in the BFSI sector resulted in more rigorous vendor evaluation by clients. In response, the Company strengthened its governance, data security, and compliance frameworks while repositioning the business towards AI-assisted customer support, speech analytics, workflow automation, and digital operations. These initiatives will support the development of a scalable human-plus-AI delivery model and will enhance the segment's long-term growth potential.

The CoE-led approach was initiated during the second half of FY 2025-26 to strengthen solution standardisation, accelerate AI adoption, and improve delivery quality over time. These initiatives are expected to support outcome-led transformation as execution scales in FY 2026-27.

Supported by disciplined working capital management, lower voluntary attrition, and enhanced leadership capabilities, the Company strengthened its operational foundation and advanced its readiness for sustained profitability and long-term growth under Vision 2030.

Talent, Technology, and Partnerships

As technology priorities and client expectations continue to evolve, 3i Infotech has aligned its talent strategy to build future-ready capabilities across key growth areas. The Company continued to invest in upskilling and capability development in Artificial Intelligence (AI), Machine Learning (ML), cybersecurity, cloud, data analytics and emerging digital technologies, ensuring its workforce remains equipped to support next-generation delivery models and evolving client needs.

This was supported by structured hiring, continuous learning frameworks, certifications and leadership development initiatives, strengthening the organisation's ability to support evolving customer requirements.

At the same time, the Company expanded its investment in technology platforms, Centres of Excellence (CoEs), reusable assets, accelerators and solution frameworks. These initiatives are enhancing delivery consistency, improving efficiency and accelerating time to value for customers.

Acting as a trusted orchestrator, 3i Infotech integrates the right mix of technologies, platforms and domain capabilities to address complex business challenges and deliver measurable outcomes. By combining global innovation with local execution strength, the Company ensures solutions that are scalable, relevant and cost-effective, while remaining aligned to regional business priorities.

Together, talent, technology and platforms are enabling 3i Infotech to unlock new possibilities for customers, employees and partners, while building a scalable foundation for future growth.

Driving Value through Innovation

3i Infotech's profitability improvement reflects focused strategic execution, supported by operating discipline, portfolio optimisation and establishment of a CoE-led operating model. Technology enablers such as HyperOps, NuRe Flexib+, and Power BI together with modern DevOps practices, proprietary IP, SAP capabilities, and strategic partnerships are expected to enhance automation, strengthen decision-making, improve delivery efficiency and support long-term competitiveness.

The BPS segment navigated a dynamic operating environment during FY 2025-26, characterised by evolving regulations and client portfolio rationalisation. In response, the business continued its transition towards digital operations, AI-assisted customer support, speech analytics and workflow automation. This repositioning supports a human-plus-AI operating model aligned with the growing enterprise focus on digitally enabled, outcome-driven operations.

As AI becomes increasingly embedded across business processes, value creation is expected to be driven not only by scale, but also by deeper insights, faster execution, greater agility and measurable business outcomes.

Looking ahead, the Company remains focused on building a more scalable operating model, deepening its domain and technology expertise, and strengthening its outcome-driven approach to client delivery.

Industry Outlook and Growth Opportunities

Global IT spending is projected to exceed US$ 6.3 trillion by 2026, driven by continued investments in software, IT services, AI infrastructure, cloud computing and digital transformation initiatives. Enterprises are increasingly prioritising data and application modernisation, AI adoption, core system upgrades, cybersecurity, automation, and AI adoption to enhance agility, resilience and operational efficiency. In India, expanding digital infrastructure, data centre investments, AI adoption, connectivity, IoT, and edge computing are creating additional opportunities across the technology ecosystem.

Against this favourable industry backdrop, 3i Infotech is well positioned to capitalise on the growing demand for outcome-driven digital transformation. Leveraging its integrated services portfolio, proprietary NuRe™ platforms, AI-enabled capabilities and deep domain expertise, the Company helps enterprises modernise applications, optimise infrastructure, transform business processes and strengthen operational resilience. As enterprise technology investments increasingly focus on measurable business outcomes, 3i Infotech's capability-led operating model, strategic technology partnerships and platform-driven solutions position it to deliver scalable, future-ready transformation while supporting sustainable long-term growth.

Potential Threats

Macroeconomic and Market Risks

- Macroeconomic uncertainty, inflationary pressures, and geopolitical developments may continue to influence enterprise technology spending and investment priorities
- Clients are exercising greater caution in approving transformation programmes, with increased emphasis on measurable ROI, business outcomes, and near-term value realisation
- Technology spending remains active but selective, with budgets increasingly directed towards productivity enhancement, automation, cybersecurity and cost optimisation initiatives

Regulatory and Compliance Risks

- Changes in outsourcing regulations, data privacy, and operational risk frameworks may affect business models and engagement structures, particularly in regulated sectors
- Vendor governance requirements, contract reviews, and vendor rotation policies in certain industries may influence contract continuity irrespective of service delivery performance
- Legacy regulatory matters may require ongoing management attention due to historical process gaps, documentation limitations and evolving compliance expectations

Financial and Legal Risks

- Legacy tax matters, contractual disputes, and ongoing litigations may create financial and operational uncertainty for the Company
- Adverse outcomes in material disputes or claims could impact profitability, liquidity, cash flows and stakeholder confidence
- The Company continues to pursue the resolution of legacy exposures through appropriate legal, regulatory, and settlement mechanisms

Operational and Strategic Execution Risks

- The successful execution of strategic initiatives depends on effective implementation, operational alignment, and market adoption
- Dependence on key leadership personnel and specialised talent may create continuity risks in the event of attrition or unforeseen departures
- Cybersecurity incidents, data breaches, technology disruptions, or system failures could adversely affect service delivery, business operations and client trust
- Current profitability levels and the Company's capital structure may limit flexibility with respect to near-term shareholder distributions

Consolidated Financial Highlights

During the financial year ended March 31, 2026, 3i Infotech delivered a resilient performance, reflecting its continued focus on operational discipline, revenue quality, and business realignment. The Company recorded total income of ₹783.68 Crores in FY 2025-26, compared with ₹751.80 Crores in FY 2024-25.

Operating performance improved during the year, with the Company reporting positive EBITDA of ₹68.91 Crores in FY 2025-26. The improvement was driven by cost optimisation initiatives, a stronger contribution from higher margin engagements, improved resource utilisation, and the planned rationalisation of legacy and underperforming businesses.

The Company also reported Profit Before Tax (PBT) of ₹45.14 Crores for FY 2025-26, reflecting the benefits of a sharper portfolio focus, increased operational efficiency, disciplined pricing, and continued emphasis on scalable and outcome-driven revenue streams. The financial performance highlights for the year are summarised below:

Particulars	FY 2025-26	FY 2024-25	% Change	Reason for Change
Interest Coverage Ratio	17.10	6.19	176.3%	Increased due to increase in profit.
Current Ratio	1.13	0.99	14.3%	Increased due to improved working capital management.
Debt-Equity Ratio	0.16	0.21	-21.2%	Improved primarily on account of the rights issue undertaken during the year.
Debtors Turnover	6.59	5.60	17.7%	Increased due to improved collection efficiency.
Operating Profit Margin (%)	9.94%	6.47%	53.5%	Increased due to increase in profit.
Net Profit Margin (%)	5.06%	3.49%	45.0%	Increased due to increase in profit.
Return on Net Worth (RONW) (%)	10.26%	8.45%	21.4%	Increased due to increase in profit.
Earnings per Share (EPS) (₹)	1.83	1.44	27.1%	Increased due to increase in profit attributable to equity shareholders.
Return on Equity (ROE) (%)	10.26%	8.45%	21.4%	Increased due to increase in profit.

Risk Management and Governance

Effective risk management remains integral to 3i Infotech's approach to safeguarding business continuity, supporting sustainable growth, and enhancing stakeholder value. The Company has established a comprehensive Risk Management Framework to identify, assess, mitigate, monitor and manage risks that could affect its strategic objectives, operational performance or reputation.

The Board's Risk Management Committee provides oversight of the Company's risk management practices. The Committee reviews the evolving risk landscape, evaluates key risk exposures and guides the development of appropriate mitigation measures in alignment with the Company's strategic priorities, risk appetite and regulatory obligations.

The Risk Management Framework is aligned with applicable regulatory requirements and industry best practices, and is reviewed periodically to address emerging risks and changing business conditions. The Company continues to foster a proactive risk management culture, integrating risk awareness into business planning, and day-to-day operations to strengthen organisational resilience and support long-term value creation.

Risk Category	Description	Mitigation
Strategic and Business Decisions Risk	Poor decisions, misaligned investments, inefficient resource allocation may increase costs and delay execution.	Strategic plans are aligned with Board-approved objectives, supported by periodic performance reviews, market monitoring, and continuous process improvements to ensure effective execution.
Competition and Market Saturation Risk	Intense competition and market saturation may limit growth and increase pricing pressure.	Ongoing market monitoring, technology benchmarking, and data-driven insights support strategic decision-making, while centralised analytics enhance competitive intelligence and market responsiveness.
Intellectual Property Infringement Risk	Intellectual property misuse or inadequate protection may lead to legal, financial, and competitive risks.	IP management policies are in place, supported by training and compliance checks.
Regulatory Compliance Risk	Non-compliance with applicable laws and regulations may lead to penalties, legal action, and reputational harm.	Global compliance is monitored through dedicated systems and external consulting; registers are regularly updated to reflect regulatory changes.
Third-party Contracting Risk	Weak vendor oversight may lead to service disruptions, compliance issues, and legal exposure.	Vendor due diligence, SLAs, contingency planning, and periodic audits ensure compliance and service quality.
Key and Senior Management Risk	Unexpected leadership exits may disrupt operations, execution, and regulatory compliance.	Succession planning, talent repositories, and leadership development support retention and business continuity.
People and Talent Risk	Talent shortages, attrition, and skill gaps may impact productivity, service delivery, and competitiveness.	Talent acquisition is supported through hiring platforms, referrals, and market-aligned compensation, with upskilling via digital learning platforms. Revamped ESOPs, leadership programmes, and the revived Management Trainee programme further strengthen engagement and the talent pipeline.
Cybersecurity Risk	Weak access controls or unsecured communication tools may increase the risk of data breaches and regulatory non-compliance.	Security is strengthened through VAPT, role-based access controls, device restrictions, and monitored email systems.

Risk Category	Description	Mitigation
Data Privacy Risk	Weak data security controls, breaches, or third-party vulnerabilities may result in data privacy violations, regulatory penalties, and loss of client trust.	Security is strengthened through encryption, multi-factor authentication, and secure storage, supported by vendor compliance, infrastructure upgrades, employee training, and adherence to applicable privacy regulations.
Geopolitical Risk	Geopolitical and economic instability may adversely affect business operations and investments.	Country-level compliance is managed through local expertise, supported by regular reviews and geographic diversification. In FY 2025-26, targeted mitigations were implemented for MENA exposure (~10%) amid geopolitical disruption, including strengthened business continuity protocols, workload diversification, and engagement monitoring. US revenue (~40%) remains partially insulated through annuity-led managed services, while expansion in India and APAC supports continued diversification.
Deal and Project Review Risk	Inaccurate proposals, pricing, or profitability assessments may affect deal quality, financial performance, and stakeholder confidence.	Standardised reviews, market-based pricing updates, and maker-checker controls strengthen oversight.
SLA Non-Compliance Risk	Failure to meet SLA commitments may result in delivery delays, financial penalties, and reputational risk.	Implemented robust monitoring and review processes with defined metrics, supported by training, corrective actions, and stakeholder communication.
Dependence on Key Clients Risk	Dependence on a limited number of key clients may affect revenue stability and increase concentration risk.	Client diversification, stronger retention, long-term contracts, and a healthy pipeline helped mitigate concentration risk.

Internal Control Systems and their Adequacy

3i Infotech maintains an adequate system of internal controls designed to safeguard assets, to ensure the accuracy and reliability of financial reporting, to support operational efficiency and to ensure compliance with regulations and internal policies. The Company's internal control framework is aligned with the requirements of Companies Act, 2013 and is commensurate with the nature, scale and complexity of its operations.

The internal control environment encompasses financial controls, operational processes, information technology systems, compliance mechanisms, and risk management practices. These controls are designed to provide reasonable assurance regarding the effectiveness of operations, the reliability of financial information, the safeguarding of assets, and adherence to statutory and regulatory requirements.

The Company has an independent internal audit function that conducts periodic reviews of key processes and controls. Internal audit findings and recommendations are reviewed by management and presented to the Audit Committee, which oversees the adequacy and effectiveness of the internal control framework. Corrective actions, if and where required, are implemented in a timely manner.

The internal control framework is reviewed and strengthened on an ongoing basis to address evolving business requirements, regulatory developments, and emerging risks. Through this structured approach, the Company continues to reinforce governance standards, operational discipline, and stakeholder confidence.

Strengthening Cyber Resilience

Subsequent to the year, in FY 2026-27 beginning, 3i Infotech activated its established cyber incident response framework following a cybersecurity event. Working in collaboration with an external CERT-In-empanelled forensic auditor, the Company implemented comprehensive containment, forensic investigation, and recovery measures in line with its incident response protocols.

Affected systems were promptly isolated, identified security risks were remediated, and critical operations were restored within a short timeframe. The Company also fulfilled all applicable regulatory reporting requirements with the relevant authorities and stakeholders.

Building on the learnings from the incident, 3i Infotech further strengthened its cybersecurity posture through enhanced security monitoring, SIEM optimisation, geo-fencing, dual-layer endpoint protection, and continued investments in network redesign, segmentation, and security controls. These initiatives reinforce the Company's commitment to cyber resilience, operational continuity, and the protection of client and enterprise information assets.

Global Geopolitical Developments

Middle East & Africa (MEA), Asia-Pacific (APAC), and Thailand, may influence the Company's operating environment. Evolving immigration and visa policies in the United States could affect onsite deployment, workforce mobility, project staffing, and delivery costs. In addition, ongoing geopolitical tensions and conflicts in West Asia and the Middle East may impact client investment decisions, business confidence, employee mobility and safety, travel, and the continuity of regional operations. These evolving dynamics underscore the importance of a diversified global delivery model, localised talent strategy, resilient technology infrastructure, and robust business continuity and risk management frameworks.

People and Culture

3i Infotech's people strategy in FY 2025-26 focused on strengthening organisational capability while aligning its workforce with the Company's evolving business priorities. Key areas of focus included consolidating the talent base following portfolio rationalisation and building future-ready, capability in AI, cloud, SAP, cybersecurity, analytics and next-generation capability-based delivery model.

As of March 31, 2026, the Company employed around 3,700 professionals. The reduction from the previous year reflects the rationalisation of legacy and non-core business lines as part of the Company's strategic transformation programme.

During the year, workforce productivity was enhanced through improved utilisation, greater offshore leverage, and the increased adoption of automation-led processes, supporting operational efficiency while maintaining service quality. Voluntary attrition declined during FY 2025-26, supported by the proposed revamped ESOP structures and expanded learning and development programmes. The revival of the Management Trainee programme further strengthened the campus talent pipeline and contributed to the development of future-ready skills.

The Company continued to strengthen leadership, technical, and sales capabilities through structured development programmes, digital and cloud technology certifications, and enhanced consultative selling initiatives.

Employee engagement remains a key focus area and is assessed through periodic surveys, pulse checks, and structured feedback mechanisms. Insights from these initiatives are translated into targeted action plans across teams and functions, supported by leadership accountability and continuous improvement.

Diversity, equity and inclusion continue to be integral to the Company's talent strategy. The Company promotes inclusive hiring practices and supports professionals returning after career transition opportunities, reinforcing its commitment to building a diverse and inclusive workplace.

Employee well-being is supported through a range of initiatives including learning and development programmes, skill enhancement workshops, wellness awareness campaigns, and flexible work practices. Together, these initiatives contribute to a safe, healthy, and supportive work environment.

Through its Campus-to-Corporate initiative, the Company partners with educational institutions across non-urban regions to expand access to employment opportunities and strengthen the future talent pipeline. The programme supports the development of a more diverse workforce while helping bridge the gap between emerging talent and industry requirements.

With a presence across multiple geographies, the Company continues to foster a diverse and multicultural workforce. Its focus on talent, employee engagement and inclusive workplace practices supports organisational resilience, long-term growth ambitions in an ever-evolving global marketplace.

Cautionary Statement

This Management Discussion and Analysis contains certain forward-looking statements relating to the Company's objectives, expectations, projections and future business prospects. These statements are based on management's current assumptions, estimates, and expectations and are subject to various risks, uncertainties, and other factors that could cause actual results to differ materially from those expressed or implied.

Important factors that may influence actual outcomes include changes in economic conditions, industry trends, market demand, competitive intensity, pricing dynamics, technological developments, regulatory and policy changes, tax laws, geopolitical events, with other factors beyond the Company's control.

Readers are therefore cautioned not to place undue reliance on forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required under applicable law.

BOARD'S REPORT

The Directors present the Thirty-Third Annual Report (the "**Report**") of the Company along with the Audited Financial Statements for the Financial Year ended March 31, 2026.

FINANCIAL PERFORMANCE OF THE COMPANY ON STANDALONE AND CONSOLIDATED BASIS

The standalone sales and other income for FY 2025-26 stood at ₹ 381.7 Crores as compared to ₹ 434.1 Crores in FY 2024-25. On a consolidated basis, sales and other income for FY 2025-26 amounted to ₹ 783.7 Crores as against ₹ 751.8 Crores in previous financial year. After meeting all expenditures, the Company reported a total comprehensive income of ₹ 22.2 Crore on a standalone basis and ₹ 5.7 Crores on a consolidated basis for FY 2025-26, compared to total comprehensive Income of ₹ 62.4 Crores (standalone) and ₹ 12.0 Crores (consolidated) in FY 2024-25.

(₹ in Crores except EPS)

Particulars	Standalone		Consolidated	
	FY 2025-26	FY 2024-25	FY 2025-26	FY 2024-25
Total Income (I)	381.7	434.1	783.7	751.8
Total Expenses (II)	358.5	386.8	735.1	740.2
Total Exceptional items (III)	2.4	-	3.4	-
Profit / (Loss) before Tax (I-II+III)	20.8	47.3	45.1	11.6
Tax expense				
Current Tax	-	-	11.5	3.4
Deferred Tax	-	(15.4)	(0.9)	(17.3)
Adjustment of tax relating to earlier periods	-	-	(0.6)	0.2
Profit / (Loss) for the year	20.8	62.7	35.1	25.4
Other Comprehensive Income/(loss) for the year, net of tax	1.4	(0.2)	(29.4)	(13.4)
Total Comprehensive income for the year	22.2	62.4	5.7	12.0
Total Comprehensive income for the year attributable to:				
Equity holders of the parent	-	-	6.0	12.0
Non-controlling interests	-	-	(0.4)	-
Earnings per equity share for profit attributable to equity shareholders				
Basic EPS	1.08	3.56	1.83	1.44
Diluted EPS	1.08	3.54	1.82	1.43

STATE OF THE COMPANY'S AFFAIR

During the year under review, the Company undertook several strategic initiatives aimed at strengthening its capital base, optimising its organisational structure, enhancing operational efficiency and maximising shareholder value.

a) Fund Raising through Rights Issue

The Company undertaken Rights Issue of equity shares to strengthen its capital base and support its strategic growth initiatives. The Board of Directors, at its meeting held on May 14, 2025, approved the proposal to raise funds through a Rights Issue of up to ₹ 100 Crores, which was executed in accordance with applicable provisions of the Companies Act, 2013 (the **"Act"**) and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (**"Listing Regulations"**).

The Company offered 3,77,08,165 fully paid-up equity shares of face value ₹ 10/- each at an issue price of ₹ 17/- per share (including a premium of ₹ 7/- per share), aggregating to ₹ 64.10 Crores on rights issue basis to the eligible equity shareholders. The rights entitlement ratio was fixed at 2 (two) equity shares for every 9 (nine) fully paid-up equity shares held by the eligible shareholders as on the record date, i.e., September 26, 2025.

The issue was oversubscribed by 1.47 times, demonstrating strong shareholders participation. The Company allotted 3,77,08,165 fully paid-up equity shares to the eligible equity shareholders on a rights basis on October 28, 2025. The successful completion of the Rights Issue reflects the continued confidence of shareholders in the Company's strategic direction and future prospects.

b) **Corporate Restructuring Initiatives**

As part of the Company's ongoing business optimisation strategy, a comprehensive review was conducted across all business verticals and geographies. This assessment identified certain subsidiaries that had become non-operational or non-core to the Company's long-term strategic objectives. Accordingly, the company has undertaken following restructuring measures to streamline operations, enhance cost-efficiency, and sharpen focus on the core revenue-generating segments. This strategic initiative is expected to deliver long-term operational and financial benefits by reallocating resources to high-potential areas and improving overall organisational agility.

- **Scheme of Amalgamation**

  The Board of Directors of the Company, at its meeting held on March 20, 2025, approved a Scheme of Amalgamation pursuant to the applicable provisions of the Act. The Scheme provides for merger of the following wholly owned subsidiaries with the Company

  - 3i Infotech Consultancy Services Limited,
  - 3i Infotech Digital BPS Limited,
  - Versares Digital Technology Services Private Limited, and
  - NuRe Edgetech Private Limited.

  The proposed amalgamation is aimed at simplifying the group structure, achieving operational synergies, and enhancing overall efficiency. The aforesaid Scheme of Amalgamation was filed with the Hon'ble National Company Law Tribunal (NCLT) on June 30, 2025, and the approval of the Hon'ble NCLT is currently awaited.

- **Simplification of Organisation Structure by Voluntary Closure of Offshore Subsidiaries**

  - During the year, four dormant offshore subsidiaries (three in the UK and one in Singapore) were dissolved.

    The Board of Directors of the Company, at its meeting held on January 29, 2025, had approved the voluntary closure of 3i Infotech Saudi Arabia LLC. Based on further legal evaluation and consultations in the Kingdom of Saudi Arabia, the Company reassessed the closure approach and determined that voluntary liquidation is permissible only for solvent entities under the applicable laws. In view of the financial position of the subsidiary, voluntary liquidation was not considered a viable option. Accordingly, the Board of Directors of the Company at its meeting held on August 13, 2025, approved the revision of the closure strategy from voluntary liquidation to initiation of bankruptcy proceedings, in compliance with the applicable Saudi Bankruptcy Law and with a view to safeguard the interests of stakeholders.

    The Company is presently in the process of filing bankruptcy proceedings for the said subsidiary in accordance with the regulatory framework in Kingdom of Saudi Arabia.

    Further, the Board of Directors of the Company at its meeting held on May 8, 2026, approved the closure of 3i Infotech Netherlands B.V., a step-down wholly owned subsidiary of the Company, as the entity has remained dormant.

- **Loan restructuring among Company's wholly owned subsidiaries**

  During the year under review, the Sub-Committee on Legacy Matters reviewed the long outstanding inter-corporate loans (originating from year 2011) availed by 3i Infotech Inc., USA, a material step down wholly owned subsidiary of the Company, from the group entities in Mauritius, Singapore and Malaysia. The Sub-committee on Legacy Matters advised that periodic renewal of these loans would not provide a sustainable resolution to the underlying issue and recommended implementation of a comprehensive restructuring plan to achieve a definitive closure.

  Based on recommendations of the Sub-committee on Legacy Matters, the Audit Committee approved the restructuring framework for the aforesaid long-outstanding inter-corporate loans. This framework contemplates waiver of entire accrued interest, conversion of outstanding principal into share capital and/ or additional paid-in capital, subject to valuation and applicable regulatory approvals, if any and evaluation of capital reduction measures, with a view to optimize the capital structure of concerned subsidiaries.

  The implementation of the restructuring framework is being carried out in phased manner in compliance with applicable regulatory requirements across relevant jurisdictions.

TRANSFER TO RESERVES

During the year under review, no amount was transferred to the general reserve by the Company.

DIVIDEND

Although the Company has reported a profit as of March 31, 2026, the Directors regret to state their inability to recommend any dividend on equity shares for the financial year ended March 31, 2026 as per provisions of Section 123 of the Companies Act, 2013 ("**the Act**").

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"Listing Regulations"**), as amended, the Dividend Distribution Policy of the Company is available on the Company's website at https://www.3i-infotech.com/wp- content/uploads/2022/09/dividend-distribution-policy.pdf

BUSINESS

The Company is a global technology solutions provider enabling enterprise transformation through a combination of digital innovation, automation, and cloud-led services. With a legacy spanning over three decades, the Company continues to evolve its capabilities across cloud, cybersecurity, automation, data, and AI-driven analytics.

Headquartered in India, the Company operates across North America, APAC, South Asia, and the Middle East, serving a diverse base of 250+ active clients across industries including BFSI, Government, Manufacturing, Telecom, Healthcare, Retail, Education, and Media & Entertainment.

During FY 2025–26, the Company initiated a strategic shift towards a Centre of Excellence (**"CoE"**) -led operating model, aimed at strengthening domain depth, accelerating solution innovation and driving a use case-led go-to-market approach. This transformation is designed to enhance scalability, improve win ratios, and align offerings more closely with evolving client requirements.

The Company's services are structured across four key business segments:

1. **Infrastructure Services:** Including Digital Infrastructure Management Services (DIMS), Hybrid IT, Tools-as-a-Service (TaaS), and Cybersecurity-as-a-Service (CaaS) covering SOC, SIEM, vCISO, VAPT.
2. **Application, Automation & Analytics (AAA):** Covering Application Development & Modernisation, Digital-First Testing (Flexib+), Intelligent Process Automation, BI & Reporting, EnGRC, and DataOps.
3. **Business Process Services (BPS):** Digital BPO offerings across voice, non-voice, registrar & transfer agency (RTA), backoffice automation, CX and digital sales, supported by proprietary tools and frameworks.

Platforms

NuRe™ is the Company's unified brand for its cloud-first, AI-powered platforms and solutions. It represents the Company's strategic focus on building scalable, offerings tailored to specific industry needs.

Key platforms under the NuRe umbrella include:

- **NuRe Campus:** A cloud-based ERP platform for higher education institutions, enabling end-to-end digital campus management
- **NuRe Flexib+:** A digital-first test automation platform designed to accelerate and secure application testing across the lifecycle
- **NuRe EnGRC:** A modular platform for enterprise risk, governance, and compliance management

The NuRe platform strategy reflects the Company's focus on transitioning from pure services to integrated solutions combining platforms, services, and automation.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

As on March 31, 2026, there were twenty-three (23) wholly-owned subsidiaries (including step-down wholly-owned subsidiaries) and two (2) subsidiaries of the Company. It may be noted that during the year, the following wholly-owned subsidiaries have been dissolved:

Sr. No.	Name of the Company	Date of dissolution
1	Nure Infotech Solutions Pte. Ltd., Singapore	September 01, 2025
2	3i Infotech (Western Europe) Group Limited, UK	April 01, 2025
3	3i Infotech (Western Europe) Holdings Limited, UK	April 01, 2025
4	Rhymes Systems Limited, UK	April 01, 2025

The investment in Process Central Limited, a dormant joint venture, was written off. Consequently, the said joint venture is not required to be reported. Further details are set out in Note 33 to the Consolidated Financial Statements.

The Board of Directors of the Company at its meeting held on May 8, 2026, approved the incorporation of new step-down wholly owned subsidiary in Thailand through 3i Infotech Holdings Private Limited, Mauritius, to carry out professional IT services and allied activities in compliance with applicable local laws.

As per the first proviso to the Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, the statement containing salient features of the financial statements of subsidiaries in the prescribed Form AOC-1 is enclosed to the consolidated financial statements. This statement also mentions highlights of performance of subsidiaries /associate companies / joint venture and their contribution to the overall performance of the Company during the year.

Pursuant to the provisions of the Section 136 of the Act, the standalone and consolidated financial statements of the Company, along with relevant documents and separate audited / un-audited accounts in respect of subsidiaries are available on the website of the Company.

DIRECTORS' RESPONSIBILITY STATEMENTS

As required under Section 134(5) of the Act, your Directors hereby confirm that:

a) in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) 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 March 31, 2026 and of the profit of the Company for the financial year ended on that date;

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

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

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

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

Kindly note that the aforesaid statements is subject to various disclosures made in the Annual Report including the Financial Statements (Standalone & Consolidated).

Further, the financial statements are prepared in accordance with Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended. Based on the reviews of internal, statutory and secretarial auditors, external consultants, the management and respective committees of the Board, the Board is of the opinion that the Company's system of internal financial controls was adequate and the operating effectiveness of such controls was satisfactory during FY 2025-26.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Particulars of loans, guarantees or investments granted / made during the year are given under the notes to standalone financial statements forming part of this Report.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions were placed before the Audit Committee for its approval and review on quarterly basis. Prior omnibus approval of the Audit Committee is obtained for the transactions which are foreseen and of a repetitive nature.

All contracts/arrangements/transactions entered into by the Company during the year under review with Related Parties were in the ordinary course of business and on arm's length. During the year under review, the Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions or which is required to be reported in Form No. AOC-2 in terms of Section 134(3) (h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014. Accordingly, there are no transactions that are required to be reported in Form AOC-2.

The Company has in place a Policy on Materiality of Related Party Transactions and a Policy on dealing with Related Party Transactions. The said policy can be viewed on the Company's website by accessing the following link https://www.3i-infotech.com/wp-content/uploads/2026/02/Policy-on-Materiality-of-Related-Party-Transactions-and-Policy-on-Dealing-with-Related-Party-Transactions.pdf

The details of related party transactions that were entered during FY 2025-26 are given in the notes to the Financial Statements as per Ind AS 24, which forms part of the Annual Report.

CHANGES IN THE NATURE OF BUSINESS

The Company continued to provide integrated IT services to its customers and hence, there was no change in the nature of business or operations of the Company, which materially impacted the financial position of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and as on the date of this Report.

FORENSIC AUDIT

As reported in the previous year's Directors' Report, the Company had undertaken forensic audit in respect of certain legacy matters pertaining to the period prior to March 31, 2021 under the erstwhile management. The Company had engaged M/s. Shridhar & Associates, Chartered Accountants, as an external consultant to conduct the forensic audit and the final report submitted by them was reviewed and accepted by the Board of Directors at its meeting held on January 29, 2025.

Based on the findings and observations of the final report, there were no further implications or adverse financial impact on the financial and operational position of the Company, other than those already appropriately accounted for in the financial statements.

Pursuant to the recommendations of the Audit Committee and based on legal opinions obtained, the Board of Directors, at its meeting held on May 14, 2025, constituted the High-Powered Committee comprising Hon'ble Dr. Justice Satish Chandra (Retd.), former Judge of the Allahabad High Court, Dr. Reeta Vasishta, former Law Secretary, Ministry of Law and Justice, Government of India, and Mr. B.N. Sahoo, former Executive Director of the Securities and Exchange Board of India (SEBI), to review the legal opinions and advise on the appropriate course of action.

The High-Powered Committee submitted its report to the Company on November 05, 2025. The Board of Directors of the Company, at its meeting held on November 12, 2025 reviewed and accepted the report, including its recommendations and accordingly decided to initiate appropriate legal actions.

Accordingly, the Company filed complaint with Additional Commissioner of Police, Economic Offences Wing, Belapur Police on February 03, 2026 with the SEBI on February 12, 2026 to investigate this matter.

The matter is currently under investigation. The Company continues to monitor the progress of the same and will take such further actions as may be deemed necessary.

RISK, GOVERNANCE AND COMPLIANCE MATTERS

The Sub-committee on Legacy Matters of the Audit Committee observed certain long-standing non-compliances under various FEMA regulations.

Despite continued efforts and progress made during the year, most of the previously reported non-compliances continue to persist. This is primarily attributable to challenges relating to inadequate documentation, lack of sufficient historical explanations and changes in personnel over the period from 2005 to 2019. Consequently, APR filing compliance continues to be on hold for the years following 2019.

The status of key matters is as follows:

a) Overseas investments

- APR filing and related approvals continue to be pending.
- Updating Project Profile.
- Reporting of WOS and SDS
- Reporting of transfer, divestment and closure of various subsidiaries and group entities, along with certain specific transactions.
- Application for UIN

b) Current account

- Reconciling outstanding entries in EDPMS and P0103.

The Company has been actively engaged with its Authorised Dealer (AD) Bank to resolve long-pending APR related matters. Despite initiating discussions and seeking guidance from them, the resolution process has been impacted due to challenges in retrieving historical data, primarily arising from system limitations and changes in teams.

The Company has formally acknowledged the non-compliance and has ensured its intent to regularise the matter by requesting the AD bank to escalate the issue to the Reserve Bank of India (RBI). However, the AD bank has maintained that escalation would require submission of the relevant historical data, which remains unavailable despite sincere efforts.

In view of the continuous non-cooperation from AD bank, the Company has directly reached out to the RBI (FEMA Department), explaining the situation and highlighting the difficulties faced due to limited cooperation and support from the AD bank.

The Company has requested guidance from RBI on the appropriate course of action and has expressed its willingness to participate in discussions to resolve the matter in a transparent and compliant manner.

Considering our request, RBI instructed the AD Banks to engage with 3i Infotech and consolidate all the details of the outstanding FEMA compliance issues and submit its report to RBI.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS

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

REPORT ON CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements as set in Listing Regulations. The Corporate Governance Report along with auditors' certificate thereon in terms of Regulation 34 read with Schedule V of the Listing Regulations is appended as **Annexure 1** to this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of provisions of Regulation 34 of the Listing Regulations, the Management Discussion and Analysis Report is given under a separate section forming part of this Report.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

As per Regulation 34 of the Listing Regulations, BRSR for FY 2025-26 is appended herewith as **Annexure 2.**

ANNUAL RETURN

Pursuant to Section 92(3) of the Act and Rules framed thereunder, the draft annual return in the prescribed format is available on the Company's website at link: https://www.3i-infotech.com/annual-return/

CAPITAL

a) Preference Share Capital:

During the year under review, the Company has not allotted any preference shares.

b) Equity Share Capital:

Allotment under Rights Issue

The Company has allotted 3,77,08,165 fully paid-up equity shares to the eligible equity shareholders on right basis on October 28, 2025, in the ratio of 2 (two) equity shares for every 9 (nine) fully paid-up equity shares held as on the record date, i.e., September 26, 2025.

Allotment under Employee Stock Options Scheme

During the year under review, the Company has, on various dates, allotted in all 68,360 fully paid-up equity shares under Employee Stock Option Scheme 2018.

Considering the above allotments, the issued, subscribed and paid-up capital of the Company as on March 31, 2026 stood at ₹. 20,74,037,670/- consisting of 20,74,03,767 fully paid-up equity shares of face value ₹ 10/- each.

The Company has neither issued equity shares with differential rights as to dividend, voting or otherwise nor any sweat equity shares to the employees of the Company under any scheme. The company has also not issued debenture, bond, any non-convertible securities or warrants during the year under review.

EMPLOYEE STOCK OPTION SCHEMES

As of March 31, 2026, the Company has three Employee Stock Option Schemes in place. These schemes have been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (formerly the SEBI (Share Based Employee Benefits) Regulations 2014) (**"SEBI SBEB Regulations"**). Of these 3 schemes, Employee Stock Option Scheme 2018 (**"ESOS 2018"**) and 3i Infotech Employee Stock Option Plan 2023 (**"ESOP 2023"**) are currently active.

The Company's existing Employee Stock Option Schemes are in full compliance with the Act and the SEBI SBEB Regulations and there has been no material change in the said schemes during year. A certificate from the Secretarial Auditors confirming the same has been obtained and will be available for inspection by the members in electronic mode during the AGM. Disclosures relating to the said schemes as required under the SEBI SBEB Regulations, including details of options granted, vested, and exercised under the all the schemes, are available on the Company's website at link: https://www.3i-infotech.com/esop/.

During the year under review, pursuant to the Rights Issue, appropriate adjustments were carried out under the ESOS 2018 and ESOP 2023, in accordance with the applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, to ensure fair and equitable treatment of option holders. In this context and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company approved extension of the validity of ESOS 2018 from July 31, 2023 to July 31, 2028, to facilitate such adjustments and ensure continuity of benefits to eligible employees.

Further, the Board of Directors of the Company has recommended to the members at this ensuing AGM, modifications to the ESOP 2023, relating to revision in vesting schedule and performance-based vesting criteria, in line with the Company's compensation philosophy and long-term incentive strategy.'

PUBLIC DEPOSITS:

During the year, the Company has not invited / accepted any deposit under Sections 73 and 76 of the Act.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Composition

As on the date of this Report, the Board of Directors of the Company comprises six members, including four Independent Directors (one of whom is a woman Independent Director) and two Non-Executive Directors.

The composition of the Board is in compliance with the provisions of the Act and Listing Regulations. The current Board composition is as follows:

Sr. No.	Name of the Director(s)	Designation
1.	CA Uttam Prakash Agarwal (DIN:00272983)	Non- Executive Chairman Independent Director
2.	Mr. Ambarish Dasgupta (DIN: 00160744)	Non Executive Director
3.	Dr. Aruna Sharma (DIN: 06515361)	Non- Executive Independent Director
4.	Mr. Avtar Singh Monga (DIN:00418477)*	Non- Executive Independent Director
5.	Dr. Madan Bhalchandra Gosavi (DIN: 10303662)	Non- Executive Independent Director
6.	Mr. Umesh Mehta (DIN - 09244647)	Non-Executive Director

*Re-appointed as Non-Executive Independent Director for second term of five consecutive years, commencing from April 1, 2026 to March 31, 2031.

Note:

Mr. Sanjay Vatsa (DIN: 05242096) has been appointed as Non-Executive Director of the Company, with effect from July 24, 2026, subject to approval of shareholders at the ensuing AGM.

b) Retirement by Rotation:

In accordance with Section 152 (6) and other applicable provisions of the Act and the Articles of Association of the Company, Mr. Ambarish Dasgupta (DIN: 00160744) retires by rotation as a Director at the ensuing AGM and has not offered himself for re-appointment as Director of the Company.

c) Key Managerial Personnel

As on March 31, 2026, following are the Key Managerial Personnel ("**KMP**") of the Company:

Name	Designation
Mr. Raj Ahuja	Group Chief Executive Officer
Mr. Kalpesh Shah	Chief Financial Officer
Ms. Varika Rastogi	Company Secretary and Compliance Officer

Changes in the KMP during the year ended March 31, 2026:

- Mr. Raj Ahuja was re-designated from Acting Chief Executive Officer to Group Chief Executive Officer with effect from November 12, 2025.
- Mr. Kalpesh Shah was appointed as Chief Financial Officer with effective from November 13, 2025.
- Mr. Vaibhav Somani ceased to be Acting Chief Financial Officer effective from November 12, 2025.
- Mr. Harish Shenoy ceased to be KMP and SMP effective July 31, 2025.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declaration from each Independent Directors as per provisions of Regulation 25(8) of the Listing Regulations and Section 149 (7) of the Act, that he / she meets the criteria of independence laid down in Regulation 16(1)(b) read with Regulation 25(8) of the Listing Regulations and Section 149 (6) of the Act.

NUMBER OF BOARD MEETINGS

Six meetings of the Board of Directors were held during the year under review. The details of the same are given in Corporate Governance Report section that forms part of this Report. The intervening gap between two consecutive Board Meetings did not exceed 120 days.

POLICIES AS PER THE LISTING REGULATIONS

The Listing Regulations mandated all listed companies to formulate certain policies. These policies are available on the website of the Company at https://www.3i-infotech.com/investors/ under "Corporate Governance" in the Investors' section. The policies, list of which is given below, are reviewed periodically by the Board and amended from time to time:

- Code of Conduct for Prevention of Insider Trading by Designated Persons;
- Code of Conduct for Board of Directors and Senior Management;
- Policy on Remuneration of Directors, KMP, SMP and other Employees and Succession Planning;
- Corporate Social Responsibility Policy;
- Policy for determining Material Subsidiaries;
- Policy for determination of Materiality of event or information;
- Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions;

- Policy and Procedure for Inquiry in the event of leak or suspected leak of Unpublished Price Sensitive Information;
- Dividend Distribution Policy;
- Risk Management Policy;
- Policy for Board Diversity;
- Policy for Preservation of Documents;
- Policy for Prohibition of Fraudulent and Unfair Trade Practices relating to securities and
- Whistle Blower Policy.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The Company has put in place a policy on Remuneration of Directors, KMP and other employees including criteria for determining qualifications, positive attributes, independence of directors and other matters provided under Section 178 of the Act, the Policy can be viewed on the website of the Company by accessing link: https://www.3i-infotech.com/wp-content/uploads/2025/08/Policy-on-Remuneration-of-Directors-KMP-Other-Employees-including-Succession-Planning.pdf

PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS AND COMMITTES

The Company has in place Board Evaluation Framework, duly approved by the Nomination and Remuneration Committee in compliance with the provisions of the Act and the Listing Regulations. This framework sets out the process and criteria for evaluating the performance of Non-Executive Directors, Independent Directors, the mandatory Committees, and the Board as a whole, based on the parameters specified in the Listing Regulations.

A detailed note on the evaluation process is provided in the Corporate Governance Report, which forms part of this Report.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

As per provisions of the Listing Regulations and the Act, the Company has formulated Familiarisation Programme for Independent Directors. The same is available on the website of the Company at https://www.3i-infotech.com/wp-content/uploads/2026/03/Familiarization-programme_-IDs_2025-26.pdf

At the time of appointment of an Independent Director, the Company issues a formal letter of appointment to an Independent Director outlining his / her role, function, duties, responsibilities, etc. The terms and conditions for appointment of Independent Directors are also available on the website of the Company at the location mentioned above.

The Board Members are provided with necessary documents / brochures, reports and internal policies to enable familiarising them with the Company's procedures and practices. Periodic presentations are made at the Board Meetings on business performance updates of the Company, global business environment, business strategy and risk involved.

COMMITTEES OF THE BOARD

As on March 31, 2026, the Board has five (5) mandatory and three (3) non-mandatory committees

a) Mandatory Committees
   i. Audit Committee;
   ii. Nomination and Remuneration Committee;
   iii. Stakeholders' Relationship Committee;
   iv. Risk Management Committee
   v. Rights Issue Committee
   vi. Corporate Social Responsibility Committee; and

b) Non-Mandatory Committees
   i. Investment Committee;
   ii. Products Innovation Sub-Committee; and
   iii. Sub-committee on Legacy Matters of the Audit Committee

A detailed note on the composition of the Board and its committees is provided in the Corporate Governance Report.

VIGIL MECHANISM

In line with the provisions of the Act and the Listing Regulations, the Company has devised and implemented a vigil mechanism in the form of "Whistle Blower Policy" which provides a formal mechanism for all Directors and employees of the Company to make protected disclosures regarding the unethical behaviours, actual or suspected fraud or violation of the Company's Code of Conduct. The Directors and employees may approach the Chairman of the Audit Committee, in exceptional cases. As per the Policy, the Company has an internal committee comprising of the Group HR Head, the Company Secretary and Chief Risk Officer of the Company to oversee the functioning of the vigil mechanism as mandated by the Act and assist the Audit Committee thereunder. The Whistle Blower Policy framed by the Company is available on the website of the Company at https://www.3i-infotech.com/wp-content/uploads/2026/05/Whistle-Blower-Policy.pdf

During the year under review, the Company has received one complaint under Vigil Mechanism on March 31, 2026. The said complaint was duly investigated and appropriately addressed and the matter was closed on May 14, 2026.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements presented by the Company include the financial results of its subsidiary companies form part of this Report. The Consolidated Financial Statements have been prepared in accordance with the Ind AS.

INTERNAL FINANCIAL CONTROLS SYSTEMS AND THEIR ADEQUACY

The Company has implemented adequate procedures and internal controls which provide reasonable assurance regarding reliability of financial reporting and preparation of financial statements. The Company also ensures that internal controls are operating effectively.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors

M/s. C K S P & Co LLP, Chartered Accountants (FRN: 131228W/W100044), were re-appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years, commencing from the conclusion of the 32nd AGM till the conclusion of the 37th AGM of the Company to be held in the calendar year 2030, at such remuneration as may be determined by the Board of Directors of the Company.

The Company has received confirmation from the Auditors that they are not disqualified from being appointed as the Statutory Auditors of the Company in terms of the applicable provisions.

The Auditor's Report does not contain any qualifications, adverse remarks, reservations or disclaimer on Standalone Audited Financial Statements for the financial year ended March 31, 2026. However, the Statutory Auditor has issued qualified opinion in the Audit report for the Consolidated Financial Statements for the financial year ended March 31, 2026, the statement on Impact of audit qualifications is appended as **Annexure 3**.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A of the Listing Regulations, M/s. SAP & Associates, Practicing Company Secretaries was appointed as the Secretarial Auditor of the Company for a term of five consecutive financial years, commencing from FY 2025-26 till FY 2029-30, at the 32nd AGM held on September 10, 2025, to undertake the Secretarial Audit of the Company. M/s. SAP & Associates has confirmed that they have not disqualified from continuing as the Secretarial Auditor of the Company.

The Secretarial Audit Report issued by M/s. SAP & Associates for financial year ended March 31, 2026 is appended as **Annexure 4** to this Report. With reference to the disclosure of facts reported in the Secretarial Audit Report, the explanations are provided in **Annexure 4A**.

In compliance with Regulation 24A of Listing Regulations, the Secretarial Audit Reports of Material Indian Unlisted Subsidiaries issued by M/s. SAP & Associates, Practicing Company Secretaries, are also appended as **Annexure 4B** and **4C**.

REPORTING OF FRAUD BY AUDITORS

As per the details provided under the separate heading "Forensic Audit" in this Report, the Board of Directors of the Company at its meeting held on November 12, 2025, reviewed and accepted the High Powered Committee report, including its recommendations and decided to initiate appropriate legal actions.

In view of above, in accordance with the provisions of Section 143(12) of the Act, the Statutory Auditors of the Company also reported the matter involving fraud to the Audit Committee,. Thereafter, as required by the provisions, the statutory auditors filed a report with the Ministry of Corporate Affairs in Form ADT-4 on February 25, 2026.

SECRETARIAL STANDARDS

In terms of Section 118(10) of the Act, the Company complies with all the mandatory secretarial standards issued by the Institute of Company Secretaries of India as may be applicable.

LISTING ON STOCK EXCHANGES

The Company's equity shares are listed on BSE Limited and National Stock Exchange of India Limited.

CONSERVATION OF ENERGY

Although the operations of the Company are not energy-intensive, the management is highly conscious of the criticality of the conservation of energy at all operational levels. The requirement of disclosure of particulars with respect to conservation of energy as prescribed in Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is not applicable to the Company and hence are not provided.

TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION

The Company continues to strengthen its technology landscape by adopting emerging digital technologies, modernizing enterprise platforms, and investing in innovation-led solutions that enhance customer experience, operational resilience, and business agility. During the year, strategic initiatives were undertaken across automation, cloud transformation, artificial intelligence, cybersecurity, and enterprise modernization to support sustainable growth and long-term competitiveness.

Technology Initiatives

a) Intelligent Automation and Operational Excellence

The Company expanded the adoption of intelligent automation across internal operations and customer delivery functions, streamlining service management processes, improving operational efficiency, reducing turnaround times, and enhancing service quality.

b) AI-Driven Innovation

The Company accelerated the adoption of Artificial Intelligence and Generative AI capabilities across enterprise platforms and business solutions. Investments were focused on developing AI-powered products, intelligent analytics, automation frameworks, and domain-specific use cases to deliver measurable business outcomes for customers.

c) Strategic Technology Ecosystem

The Company strengthened its technology ecosystem through strategic partnerships with leading global technology providers, enabling integrated solutions across cloud, cybersecurity, data analytics, automation, and enterprise applications while expanding its go-to-market capabilities.

d) Cloud and Digital Transformation

The Company continued to modernize its technology landscape by accelerating cloud adoption, application modernization, infrastructure transformation capabilities, supporting secure and scalable digital operations.

e) Digital Capability Development

Recognizing that technology transformation is driven by people, the Company continued to focus in structured learning and certification programs to strengthen competencies in AI, cloud computing, cybersecurity, automation, and digital platforms across technical and business teams.

Key Technology and Cyber Resilience Initiatives

a) Infrastructure Modernization

The Company continued the consolidation and modernization of its infrastructure by reducing dependency on legacy platforms, enhancing scalability, improving operational resilience, and enabling greater automation across IT operations.

b) Cybersecurity Strengthening

Cybersecurity is a strategic priority. The Company is enhancing its security posture through vulnerability assessments, penetration testing, timely security patching, endpoint protection enhancements, proactive threat monitoring, security awareness initiatives, and continuous review of security controls to strengthen cyber resilience.

c) Identity and Access Security

Privileged access governance and administrative access controls are being strengthened through the principle of least privilege and periodic access reviews.

d) Infrastructure Security Enhancement

The Company is upgrading server operating systems, security platforms, and supporting infrastructure to current supported versions, improving system reliability, performance, and security.

e) Continuous Improvement

The Company continues to review and strengthen its technology governance, cybersecurity framework, operational processes, and risk management practices to address the evolving threat landscape, regulatory expectations, and business requirements.

QUALITY AND REGULATORY MANAGEMENT

The Company remains committed to maintaining the highest standards of quality, governance, information security, and regulatory compliance through robust management systems, continuous process improvement, and enterprise-wide governance practices.

Process Excellence

The Company continues to operate with a mature process framework, supported by its CMMI Level 5 appraisal, demonstrating organizational capability in delivering predictable, high-quality, and continuously improving services.

Quality and Regulatory Objectives

The Company's Quality and Regulatory Management framework focuses on:

i) Promoting a culture of quality, governance, and continuous improvement across the organization.

ii) Ensuring compliance with applicable statutory, regulatory, contractual, and industry requirements.

iii) Delivering reliable, secure, and high-quality products and services throughout their lifecycle.

iv) Strengthening enterprise governance through risk-based quality management, information security, and operational controls.

Certifications and Compliance

The Company continues to maintain internationally recognized management systems and compliance programs, including:

i) ISO 9001:2015 – Quality Management System

ii) ISO/IEC 27001:2022 – Information Security Management System

iii) ISO/IEC 20000-1:2018 – IT Service Management System

iv) Cybersecurity governance and security control implementation.

v) Compliance initiatives aligned with the Digital Personal Data Protection Act, 2023 (DPDPA)

vi) SOC 2 Type II certification program (Security and Privacy Trust Services Criteria) currently in progress.

RESEARCH AND DEVELOPMENT (R&D)

The Company's Research and Development strategy continues to focus on developing AI-first that enable intelligent automation, data-driven decision-making, and digital transformation across industries.

AI and Intelligent Platform Development

The Company continues to enhance its proprietary platforms through Artificial Intelligence, Machine Learning, and Agentic AI capabilities, including:

i) Intelligent Document Processing (IDP)

ii) Agentic AI-enabled Digital Assistants

iii) Interactive Analytics Platform

iv) Demand Forecasting and Predictive Analytics Solutions

These initiatives are designed to improve operational efficiency, business intelligence, customer experience, and enterprise productivity.

Industry Solutions and Centres of Excellence

The Company continues to strengthen its technology capabilities through dedicated Centres of Excellence focused on:

i) Artificial Intelligence and Intelligent Automation

ii) Data Analytics

iii) Application Modernization

iv) Cloud Transformation

v) Information Security

vi) Business Process Services

vii) NuRe Campus for the Education sector

These investments support accelerated innovation, faster solution delivery, and scalable digital transformation for customers across multiple industry verticals.

Talent and Capability Development

Innovation is supported by continuous investment in developing future-ready talent through certification programs, technical learning, and capability enhancement initiatives. The Company continues to maintain a highly skilled workforce with strong expertise across automation, cloud technologies, cybersecurity, enterprise applications, and AI.

Industry Recognition

The Company continues to be recognized by leading industry analyst firms, including Everest Group and Gartner, reflecting its growing capabilities in digital transformation, enterprise technology services, and AI-led innovation. Such recognition reinforces the Company's position as a trusted technology partner for mid-market and enterprise customers.

Expenditure on R & D:

(Amount ₹ in Crores)

Particulars	FY 2025-26	FY 2024-25
Revenue Expenditure	-	-
Capital Expenditure	-	1.98
Total	-	1.98
Total R&D expenditure as a percentage of total standalone revenue	-	0.46

FOREIGN EXCHANGE EARNINGS AND OUTGO

a) **Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans**

Around 13.40% of the revenue of the Company is derived from exports.

b) Foreign Exchange earnings and expenditure

Details of earnings and expenditure in foreign currency (excluding earnings and expenditure of UAE Branch) during the year are as below:

(Amount ₹ in Crores)

Particulars	FY 2025-26	FY 2024-25
Earnings	43.52	49.16
Expenditure	0.55	1.07

PERSONNEL

The Company has continued to improve the quality of Human Resource. The key facet has been better levels of productivity as compared to earlier years which has contributed to operating financial parameters showing a strong uplift. Regular interactions and career enhancements by way of bigger roles to talented employees have helped in strengthening the confidence of the employees in the tough financial scenario of the Company. The talent pipeline is looking healthy though attrition and retention remains a challenge for the industry and more so for the Company.

The Company will continue to focus and build the human potential which would help in improving operating parameters in the coming years.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is provided in a separate annexure forming part of this Report. Having regard to the provisions of the first provision to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the Members of the Company. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary and Compliance Officer.

Disclosures pertaining to the remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in this Report as **Annexure 5**.

Compliance under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place a policy aiming at prevention of sexual harassment at all workplaces of the Company in line with the requirements of Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. The Company has complied with provisions relating to constitution of Internal Complaints Committee by setting up such Committee in the Company in accordance with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to consider and redress complaints received with respect to sexual harassment. Details of complaints received and disposed of during FY 2025-26 are mentioned below.

Number of Complaints	No. of cases
Pending as on April 1, 2025	0
Received during the FY 2025-26	0
Pending beyond 90 days	0
Disposed-off during the FY 2025-26	0
Pending as on March 31, 2026	0

Compliance under the Maternity Benefit Act, 1961

The Company affirms that it has duly complied with the provisions of the Maternity Benefit Act, 1961 during the financial year. All eligible employees, if any, were provided maternity benefits as prescribed under the Act, and the Company continues to ensure a supportive work environment for women employees during and after maternity.

RISK MANAGEMENT

Risk Management is an integral and important component of Corporate Governance. The Company has developed and implemented a comprehensive Risk Management Framework for the identification, assessment and monitoring of key risks that could adversely impact the Company's goals and objectives. This framework is periodically reviewed by the Risk Management committee of the Company. The Audit Committee of the Board has additional oversight in the area of financial risks and controls. The Company is committed to continually strengthen its Risk Management framework in order to protect the interests of stakeholders.

During the financial year 2026-27, the Company identified potential cyber security incident on May 16, 2026, involving a suspected ransomware attack on its IT infrastructure and network. The independent firm specializing in forensic assessment had been engaged to investigate the incident and determine its root cause. The Company has also intimated the incident to the Indian Computer Emergency Response Team (CERT-In), the Securities Exchange Board of India and Stock Exchanges in accordance with applicable requirements.

Based on the assessment carried out, the incident has not impacted the continuity of the Company's business and operations, and there is no material impact on its overall operations. The Company continues to monitor its systems and has implemented necessary measures to mitigate any potential risks and strengthen its cyber security framework.

CREDIT RATINGS

The Company has not availed any credit facility, the Company is not required to obtained a credit rating.

STATEMENT OF DEVIATION OR VARIATION IN UTILISATION OF FUNDS RAISED THROUGH RIGHTS ISSUE

The Company undertook the Rights Issue of equity shares aggregating to ₹. 64.10 Crores, in terms of the Letter of Offer dated September 17, 2025. The Audit Committee reviews the utilisation of the proceeds on a quarterly basis and the proceeds have been utilised in accordance with the objects stated in the Letter of Offer with no deviation or variation.

The Company appointed M/s. Infomerics Valuation and Rating Limited as the Monitoring Agency to monitor the utilisation of proceeds from the Rights Issue. The Monitoring Agency has issued its reports for the quarters ended December 31, 2025 and March 31, 2026, June 30, 2026 confirming that the utilisation of proceeds is in line with the stated objects of the issue.

Accordingly, pursuant to Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has filed Nil deviation reports, along with the Monitoring Agency Reports, with BSE Limited and National Stock Exchange of India Limited on a quarterly basis within the prescribed timelines. The Monitoring Agency Reports are available on the website of the Company at: https://www.3i-infotech.com/rights-issue/

As per the objects of the Issue and the proposed schedule of implementation and deployment of funds disclosed in the Letter of Offer, the funds raised through Rights Issue were to be fully utilised by March 31, 2026. However, due to operational reasons, an amount of ₹ 8.25 Crores remains unutilised as on March 31, 2026, and is currently maintained in a fixed deposit account of the Company. Based on recommendation of the Audit Committee, the Board of Director, through circular resolution passed on April 30, 2026, ratified the deferment of implementation and deployment schedule of funds raised through Rights Issue from March 31, 2026 to September 30, 2026 as per Right Issue Offer Letter issued by the Company.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

In compliance with Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted a CSR Committee. A brief outline of the CSR policy of the Company and the statutory disclosures with respect to CSR Committee and an Annual Report on CSR activities for FY 2025-26 as required under Rule 8 (1) of the CSR Rules are set out in **Annexure 6** of this Report. The CSR Policy as recommended by CSR Committee and as approved by the Board is available on the website of the Company at https://www.3i-infotech.com/wp-content/uploads/downloads/2021/08/Corporate-Social-Responsibility-Policy.pdf

The provisions relating to Corporate Social Responsibility under Section 135 of the Act were not applicable to the Company for FY 2025–26, as it did not meet the prescribed thresholds. Accordingly, the Company was not required to spend any amount on CSR activities during the year.

MAINTENANCE OF COST RECORDS

Maintenance of cost records as specified by the Central Government under the provisions of Section 148(1) of the Act is not required for the business activities carried out by the Company.

INSOLVENCY AND BANKRUPTCY

No application made or processing is pending against the Company under the Insolvency and Bankruptcy Code, 2016 during the year under the review.

DISCLOSURE OF ONE TIME SETTLEMENT OF LOAN

There is no incidence of one-time settlement in respect of any loan taken from Banks or Financial Institutions during the year. Hence, disclosure pertaining to difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan is not applicable.

FUTURE OUTLOOK

The business outlook and the initiatives proposed by the management to address its financial risks have been discussed in detail in the Management Discussion and Analysis Report which forms a part of the Annual Report and is annexed elsewhere in the report.

ACKNOWLEDGEMENTS

The Directors are thankful to the shareholders for their confidence and continued support. The Directors are grateful to the Central and State Government, Stock Exchanges, Securities & Exchange Board of India, Reserve Bank of India and other government authorities and last but not the least, its trusted customers for their continued support.

The Directors would also like to express their sincere thanks and appreciation to all the employees for their commendable teamwork and professionalism.

For and on behalf of the Board
CA Uttam Prakash Agarwal
Non-Executive Chairman and
Independent Director
(DIN: 00272983)

Date: July 23, 2026
Place: Navi Mumbai

ANNEXURE 1

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PHILOSOPHY

The Board of Directors of the Company lays strong emphasis on key pillars of good governance i.e. integrity, transparency, accountability and compliance with the applicable laws, to instill the culture of ethical leadership and operational governance in the Company. This enables the Company to retain the trust of its members and other stakeholders, as well as strengthen the foundation for long-term profitability and sustainability.

The Company is in compliance with all the mandatory requirements of Corporate Governance stipulated under Regulations 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 as well as those specified in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended from time to time.

I. BOARD OF DIRECTORS

The Company is governed by the professional Board of Directors (**"Board"**) comprising eminent individuals from diverse fields, who collectively bring a wide range of skills and experience and they are entrusted with the responsibility providing oversight, guiding policy and making informed decisions that support the Company's long-term objectives and sustainable growth. As on March 31, 2026, the Board comprised of six members, consisting of four Independent Directors (including one Independent Woman Director) and two Non-Executive Directors. The composition of the Board is in conformity with Regulation 17 of the Listing Regulations.

Composition of the Board

As on March 31, 2026, composition of the Board, name & category of the Directors, Director Identification Number ("DIN"), number of directorships & committee position held by the Directors and the number of shares held by them, and the list of other Listed Entities where he /she is a Director along with the category of their Directorships are given below. None of the Directors or Key Managerial Personnel ("KMP") of the Company are related inter-se.

Sr. No	Name of the Director and DIN	Category	Date of Appointment/ Re-appointment in current term	Number of Directorships held in public limited companies (including this Company) @	Number of Equity Shares held in the Company	Number of Committee positions held in listed companies (including this Company) #		Directorship in other listed entity along with Category of Directorship
						Chairman	Member	
1.	CA Uttam Prakash Agarwal (DIN:00272983)	Chairman & ID	16/03/2022	3	Nil	4	6	1. Zee Entertainment Enterprises Limited (ID) 2. Eco Recycling Limited - ID (Additional Director)
2	Mr. Ambarish Dasgupta (00160744)	NED	21/03/2025	1	Nil	Nil	1	-
3.	Dr. Aruna Sharma (DIN: 06515361)	ID	21/03/2025	3	Nil	1	3	1. Welspun Enterprises Ltd (ID)
4	Mr. Avtar Singh Monga (DIN:00418477)	ID	01/04/2026	5	Nil	1	3	1. Godfrey Phillips India Ltd (ID) 2. RNFI Services Limited (ID)
5.	Dr. Madan Bhalchandra Gosavi (DIN:10303662)	ID	12/05/2024	1	Nil	1	2	-
6	Mr. Umesh Mehta (DIN: 09244647)	NED	22/03/2024	3	Nil	Nil	Nil	-

Legend: ID: Independent Director, NED: Non-Executive Director

@Directorships in private limited companies, foreign companies and companies formed under Section 8 of the Companies Act, 2013 (**"the Act"**) are excluded.

#Positions held in the Audit Committee and the Stakeholders' Relationship Committee have been considered. For the purpose of calculating committee memberships, chairmanships have been taken into account.

Notes:

i. Directorship and Committee membership / chairpersonship information has been provided on the basis of disclosures furnished by the Directors.

ii. None of the Directors is a member of more than 10 (ten) Board-level Committees, or Chairperson of more than 5 (five) such Committees, which is in compliance with the Listing Regulations and the Act. Further, none of the directors acts as an Independent Director in more than 7 (seven) listed companies.

iii. Mr. Ambarish Dasgupta, who was liable to retire by rotation at the 33rd Annual General Meeting ("AGM"), has not offered himself for re-appointment as Director of the Company. Accordingly, he shall retire from office at the ensuing AGM. The proposal for appointment of Mr. Sanjay Vatsa (DIN: 05242096) as Non-Executive Director of the Company, with effect from July 24, 2026, has been placed before the Members for their approval at the ensuing AGM.

iv. Mr. Avtar Singh Monga has been re-appointed as Non-Executive Independent Director for a second term of five consecutive years, with effect from April 01, 2026, upon completion of his first term.

v. Dr. Aruna Sharma has been appointed as the Non-Executive Independent Director on the Board of Hindustan Zinc Limited (CIN-L27204RJ1966PLC001208) with effect from May 01, 2026

vi. Mr. Umesh Mehta ceased to be director of Intensity Global Technologies Limited (CIN -U72200DL2011PLC228481) effective from April 30, 2026.

vii. CA Uttam Prakash Agarwal ceased to be Non-Executive Chairman and Independent Director of Melstar Information Technologies Limited (CIN - L85493MH1986PLC040604) effective from March 23, 2026.

viii. Mr. Avtar Singh Monga has been appointed as the Non- Executive Independent Director (additional) on the Board of Quippo Oil and Gas Infrastructure Limited (U06102WB2005PLC218282) with effect from December 07, 2025

ix. Dr. Madan Bhalchandra Gosavi was appointed as Non-Executive Independent Director of Creative Eye Limited (CIN: L99999MH1986PLC125721) with effect from December 8, 2025 and ceased to hold the said office effective from January 30, 2026.

Matrix highlighting Skills/ Expertise/ Competencies of the Board of Directors

The Board of the Company is structured, having requisite level of qualifications, professional background, industry expertise. The Board, after taking into consideration the Company's nature of business and key characteristics, has identified the following key skills / expertise / competencies, as required in the context of its business and sector for it to function effectively.

- **Global Business**

  Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures and regulatory frameworks and a broad perspective on global market opportunities.

- **Strategy**

  Ability to think strategically and identify and critically assessed strategic opportunities and threats and develop effective strategies for the growth of the Company.

- **Finance**

  Qualification and experience in accounting, taxation, finance, ability to analyse key financial statements and contribution towards strategic financial planning.

- **Information Technology**

  Background in technology, resulting in knowledge of how to anticipate technological trends, generate disruptive innovation and extend or create new business models.

- **Risk**

  Ability to identify key risks to the organisation in a wide range of areas including legal & regulatory compliance and monitor risk & compliance management frameworks and systems.

CORPORATE GOVERNANCE REPORT (CONTD.)

Name	Global Business	Strategy	Finance	Information Technology	Risk
CA Uttam Prakash Agarwal	✓	✓	✓	✓	✓
Mr. Avtar Singh Monga	✓	✓	✓	✓	-
Dr. Aruna Sharma	✓	✓	✓	✓	-
Mr. Umesh Mehta	✓	✓	-	✓	✓
Mr. Madan Gosavi	-	✓	✓	✓	✓
Mr. Ambarish Dasgupta	✓	✓	-	✓	✓

*Absence of mention regarding an area of expertise against a Board member's name does not necessarily mean that the member does not possess the corresponding qualification or skill.

Declarations from Independent Directors

The Company has received declarations from all the Independent Directors that they fulfil the criteria of independence as defined under Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations.

Based on declarations received from all the Independent Directors of the Company, the Board is of the opinion that they have relevant integrity, qualifications, expertise, experience and they also fulfil the criteria of independence and are independent of the management of the Company.

In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

During FY 2025-26, none of the Independent Directors resigned from the Company before the expiry of his / her tenure.

A separate meeting of Independent Directors was held on February 13, 2026, to enable them to discuss matters pertaining to the Company's affairs and evaluate the performance of the Non-Independent Directors and the Board as a whole.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, all Independent Directors of the Company have registered themselves for inclusion in the Independent Directors' databank maintained by the Indian Institute of Corporate Affairs and have renewed their registrations periodically within stipulated timelines. The Independent Directors have also either cleared online proficiency self-assessment conducted by the Indian Institute of Corporate Affairs or have been duly exempted therefrom.

Board Meetings Procedure

The Board / Committee Meetings are prescheduled and tentative quarterly calendar of the Board and Committee Meetings is circulated to the Members well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business, which needs special meeting of the Board / Committees, meetings are held or their approval is taken by passing resolutions by circulation, as permitted under the act, which are noted and confirmed in the subsequent Board/ Committee Meetings.

Along with the matters mandated as per the Listing Regulations, the Board reviews at its meetings key matters like operations and financial results, annual operating plan, observations of the statutory auditor and internal auditor, compliance with the applicable laws and pending taxation and litigation matters etc.

The Group Chief Executive Officer apprises the Board, at each of its meetings, about the performance of the Company with presentations on business operations on a regular basis. Members of the senior management team are invited as & when required at the Board meetings to provide necessary insights into the performance of the Company and for discussing business strategies with the Board.

Post Board/ Committee meetings, all important decisions taken at the meeting are communicated to the concerned officials and departments. The Company has an effective post Board/ Committee meetings follow up procedure. Action taken report on the decisions taken in a meeting is placed at the immediately succeeding meetings for information of the Board.

As permitted by the Ministry of Corporate Affairs, most of the meetings of the Board and its Committees were held through video conferencing mode in accordance with the provisions of the Act.

During FY 2025-26, the Board met 6 (six) times on May 14, 2025, July 31, 2025, August 13, 2025, September 17, 2025, November 12, 2025 and February 13, 2026. The intervening period between two Board meetings was well within the maximum period of 120 days as prescribed under the Act and the Listing Regulations. A requisite quorum was present for all the meetings.

Number of Board meetings and attendance of each Director at the meeting of the Board of Directors and the last Annual General Meeting

Name of the Director	Attendance at the AGM held on September 10, 2025 through video conference	Number of meetings held during tenure of the Director	Number of meetings attended	
			Physical	Virtual
CA Uttam Prakash Agarwal	√	6	4	2
Mr. Ambarish Dasgupta	√	6	1	5
Dr. Aruna Sharma	√	6	2	4
Mr. Avtar Singh Monga	√	6	1	3
Mr. Madan Bhalchandra Gosavi	√	6	3	3
Mr. Umesh Mehta	√	6	1	5

Code of Conduct for the Board of Directors and Senior Management of the Company

The Company has adopted a Code of Conduct for the Board of Directors and Senior Management, in order to inculcate the spirit of Corporate Governance in the affairs of the Company and promote ethical conduct and operational governance. The Code is available on the website of the Company at the link: https://www.3i-infotech.com/wp-content/uploads/downloads/2016/03/Code-of-Conduct-for-Board-and- Senior-Management.pdf. Pursuant to Regulation 26(6) of the Listing Regulations, Directors, KMP and Senior Management Personnel ("**SMP**") of the Company have not entered into any agreement for themselves or on behalf of any other person, with any member or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

Directors, KMP and SMP of the Company have affirmed compliance with the said Code of Conduct for FY 2025-26. A declaration to this effect signed by the Group Chief Executive Officer is an integral part of this Corporate Governance Report.

Code of Conduct for Prevention of Insider Trading

The Company has instituted a comprehensive Code of Conduct for Prevention of Insider Trading for Directors and Designated Persons of the Company, its subsidiaries and their immediate relatives **("Insider Trading Code")**, in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. Insider Trading Code lays down procedures to be followed and disclosures to be made, while dealing in the shares of the Company and penalties in case of violations.

Pursuant to Regulation 3(5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 a Structured Digital Database, as mandated under the said regulation is duly maintained. The Audit Committee of the Company review the compliance as per SEBI (Prohibition of Insider Trading) Regulations, 2015 on annual basis.

II. COMMITTEES OF THE BOARD

Committees of the Board perform a critical role in ensuring operational governance. Committees are constituted pursuant to the approval of the Board, in consultation with the Chairperson of the Company, to carry out their clearly defined roles.

Each committee is guided by its terms of reference explained hereafter. Recommendations and/or observations of the committees are placed before the Board for information or approval. During the year under review, the Board has accepted all the recommendations of all the Committees on matters where such a recommendation is mandatorily required.

The Board has constituted the following committees:

a) Audit Committee

b) Stakeholders' Relationship Committee

c) Nomination and Remuneration Committee

d) Risk Management Committee

e) Rights Issue Committee

f) Corporate Social Responsibility Committee

g) Investment Committee (Non-mandatory committee)

h) Products Innovation Sub-Committee (Non-mandatory committee)

i) Sub-committee on Legacy Matters (Non-mandatory committee constituted by the Audit Committee)

Notes:

a. The Rights Issue Committee was constituted on May 14, 2025 and dissolved on November 12, 2025, upon successful completion of its primary objectives.

b. During FY 2026-27, the Board of Directors of the Company, has constituted "Those Charged with Governance" comprising the members of the Audit Committee and the Group Chief Executive Officer of the Company, in compliance with the NFRA Circular dated January 07, 2026.

a) Audit Committee

The Audit Committee of the Company has been constituted in compliance with the provisions of Section 177 of the Act read with Regulation 18 of the Listing Regulations. The Audit Committee acts as a vital link between the management, statutory auditors, internal auditors and the Board of Directors of the Company.

The Audit Committee is responsible for overseeing the Company's financial reporting process by providing direction to the audit function and monitoring the scope and quality of internal and statutory audits. The Committee, along with the Statutory Auditor, reviews the quarterly, half yearly and annual financial results at its meetings, before recommending them to the Board of Directors. All the recommendations of the Committee have been accepted by the Board during the year under review.

During FY 2025-26, the Committee met 4 (four) times on May 14, 2025, July 31, 2025, November 12, 2025 and February 13, 2026.

Composition of the Committee and details of meetings held & attended during the year:

Name of the Director	Category	Position	Number of meetings		
			Held	Attended	
				Physical	Virtual
CA Uttam Prakash Agarwal	Independent Director	Chairman	4	4	0
Dr. Aruna Sharma	Independent Director	Member	4	2	2
Mr. Avtar Singh Monga	Independent Director	Member	4	1	2
Mr. Madan Bhalchandra Gosavi	Independent Director	Member	4	3	1

During the year under review, four meetings of the Audit Committee were held, with the interval between any two meetings not exceeding 120 days, in compliance with Act and Listing Regulations. The Group Chief Executive Officer, Chief Financial Officer, Internal Auditors and Statutory Auditors attended the meetings as invitees. The Company Secretary acted as the Secretary to the Audit Committee. The Chairman of the Audit Committee was present at the Annual General Meeting held on September 10, 2025.

In accordance with the circular dated January 7, 2026 issued by the National Financial Reporting Authority and upon recommendation of the Audit Committee in consultation with the Statutory Auditors, the Board adopted a framework to ensure effective two-way communication between 'Those Charged with Governance' ("TCWG") and the Statutory Auditors.

Terms of reference of the Committee (laid out as per the guidelines set out in the Listing Regulations and Section 177 of the Act)

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommendation for the appointment/ removal, remuneration of statutory auditor & internal auditor, and payment to statutory auditor for any other services rendered by statutory auditor;
- Reviewing with the management, the quarterly/ annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
- Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of Section 134(3)(c) of the Act;
- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on exercise of judgement by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure of any related party transactions; and
- Modified opinion(s) in draft audit report.
- Review with the management performance of statutory and internal auditors, adequacy of internal control systems;
- Review the adequacy of internal audit function, reporting structure, coverage and frequency of internal audit;
- Discussion with internal auditors about any significant findings and follow-up there on;

- Review findings of any internal investigations by the internal auditors into matters where there was suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, nature and scope of audit as well as having post audit discussion to ascertain any area of concern;
- Looking into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Review of functioning of the Whistle Blower Mechanism;
- Approval for appointment of Chief Financial Officer, after assessing the qualifications, experience and background, etc. of the candidate;
- Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- Approval of Related Party Transactions and any subsequent modification thereof;
- Review with the management, the statement of uses/ application of funds raised through an issue (public issue, right issue, preferential issue or qualified institutions placement, etc.), if any, the statement of funds utilised 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 manner;
- Review of 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;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever necessary;
- Review of utilisation of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding ₹ 100 Crores or 10% of the asset size of the subsidiary, whichever is lower, including existing loans/ advances/ investments;
- To consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and
- To carry out any other function as may be mandated by the Board from time to time and/ or enforced by any statutory notifications and/ amendments, as applicable.

b) Stakeholders' Relationship Committee

Stakeholders' Relationship Committee ("**SRC**") of the Company was constituted by the Board in compliance with the provisions of Section 178 of the Act read with Regulation 20 of the Listing Regulations, to look into the redressal of shareholders'/ investors' grievances, such as transfer of securities, non-receipt of dividend, notice, annual reports and all other securities holder related matters. During FY 2025-26, the Committee met 2 (two) times on May 14, 2025 and November 11, 2025.

Composition of the Committee and details of meetings held & attended during the year:

Name of the Director	Category	Position	Number of meetings		
			Held	Attended	
				Physical	Virtual
Dr. Madan Bhalchandra Gosavi	Independent Director	Chairman	2	0	2
Mr. Ambarish Dasgupta	Non-Executive Director	Member	2	0	2
CA Uttam Prakash Agarwal	Independent Director	Member	2	2	0

The Chairman of the SRC attended the AGM held on September 10, 2025, to address the queries from members regarding the functioning of the Committee. Ms. Varika Rastogi, the Company Secretary, serves as the Secretary to the SRC. During the year under review, all recommendations made by the SRC were accepted by the Board.

Terms of reference of the Committee (laid out as per the guidelines set out in the Listing Regulations and Section 178 of the Act)

- To issue and allot to the applicants, shares and other securities issued by the Company from time to time, including allotment under Employee Stock Option Scheme.
- To approve/ reject transfers duly lodged for registration of transfer of shares and other securities issued and that may be issued from time to time;
- To approve or reject application for transmission of shares and other securities with and without any legal representation (i.e. probate, letter of administration, succession certificate etc.) in the name(s) of the legal heir(s) or such other person on such terms and conditions as the Committee might deem fit;
- To lay down suitable procedure and approve issue of duplicate certificates of shares and other securities;
- To decide account(s) to be opened/ closed with any bank(s) in India for the purpose of payment of interest/ dividend or for such other purpose relating to shares or other securities and to authorise such of the executive(s) or officer(s) of the Company or any other person(s) as the Committee might deem fit to open/ close and operate bank account(s) already opened for said purposes;
- To fix record date and determine closure of Register of Members and Transfer books for the purpose of payment of dividend, interest, issue of rights /bonus shares or for such other purpose as Committee might deem fit;
- To resolve grievances of the security holders including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings, etc.;
- To review measures taken for effective exercise of voting rights by shareholders;
- To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- To review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company; and
- To carry out any other function as mandated by the Board from time to time and/ or enforced by any statutory notifications/amendments as may be applicable.

Status of shareholders' complaints received during the year under review.

Particulars	As on April 01, 2025	Received	Processed	As on March 31, 2026
Complaints	0	3	3	0

c) Nomination and Remuneration Committee

Nomination and Remuneration Committee **("NRC")** has been constituted in compliance with the provisions of Section 178 of the Act read with Regulation 19 of the Listing Regulations.

During FY 2025-26, the Committee met 4 (four) times on April 30, 2025, July 18, 2025, November 11, 2025, and February 12, 2026

Composition of NRC and details of meetings held & attended during the year

Name of the Director	Category	Position	Number of meetings		
			Held	Attended	
				Physical	Virtual
Mr. Avtar Singh Monga	Independent Director	Chairman	4	0	4
Mr. Umesh Mehta	Non-Executive Director	Member	4	0	4
CA Uttam Prakash Agarwal	Independent Director	Member	4	2	2

The Chairman of the NRC attended the AGM held on September 10, 2025, to address the queries from members regarding the functioning of the Committee. Ms. Varika Rastogi, the Company Secretary, serves as the Secretary to the NRC. During the year under review, all recommendations made by the NRC were accepted by the Board.

Terms of reference of the Committee (laid out as per the guidelines set out in the Listing Regulations and Section 178 of the Act)

- Assisting the Board in identifying the prospective directors and selecting or recommending to the Board in filing up the vacancies in the office of directors and appointment of additional directors of the Company;
- Evaluating the current composition, organisation and governance of Board and its committees, board of its subsidiaries, determine future requirements and making recommendations to the Board for approval;
- Ensuring that the Board is properly constituted to meet its fiduciary obligations, the corporate governance principles and best practices;
- Determining the Directors who shall be liable to retire by rotation;
- Appointment of Whole Time Directors;
- Conducting succession planning and working with the Board for evaluating the potential successors to executive management positions;
- Identifying persons who are qualified to be appointed in senior management in accordance with criteria laid down, recommending to the Board their appointment and removal;
- Formulating criteria for evaluation of performance of Independent Directors and the Board, whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
- Devising a policy on Board diversity;
- Recommending to the Board a policy relating to remuneration for the directors, KMP and other employees;
- Recommending to the Board, all remuneration, in whatever form, payable to executive directors and senior management;
- Framing/ modifying the Employees Stock Options Scheme and recommend granting of stock options to the employees and executive directors of the Company and the group companies;
- For every appointment of an independent director, to evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, to prepare a description of the role and capabilities required by an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.

Performance Evaluation

The Company has in place a Board Evaluation Framework, approved by the NRC, in line with Act and Listing Regulations. This framework outlines the process and criteria for evaluating the performance of the Board, its Committees, and individual Directors. A structured questionnaire was used to assess the performance of Non-Executive Directors, Independent Directors, the mandatory Committees, and the Board as a whole, based on the parameters set out in the Listing Regulations. To support this process, an automated tool was used to ensure consistency, confidentiality, and ease of evaluation.

<u>Evaluation Parameters for Non-Executive Directors:</u>

- Quality of participation at the meeting, the regularity and devotion of time;
- Strategic direction, inputs, advice and contribution for long-term stability and sustenance of the Company;
- Contribution in the Board's deliberations using knowledge, skill, experience and expertise in relation to business of the Company, industry, international, financial/ investment banking, domestic/global market, regulatory, other environment and its practical application towards the growth of the Company;
- Contribution towards accounting, finance, tax matters, general management practices, matters of international relevance;
- Level of Commitment towards compliance of legal requirements, codes of conduct and corporate ethics and values;
- Working relationships with other Board members and senior management and the Director's ability to communicate with and listen to others within and outside the Board;
- Sensitivity towards the shareholders' wealth and interest of Company's customers, suppliers, employees and partners; and
- Ability to analyze and review the performance of the management on behalf of and in the interest of the stakeholders and to give concrete suggestions for course corrections.

<u>Evaluation Parameters for the Board as a whole</u>

- The Board is able to provide Strategic oversight to business;

- The Board satisfactorily meets the key criteria for long term value creation for all stakeholders (as established by the Board and specific to the Company strategy);
- The Board meets enough number of times to provide effective leadership;
- The Board agenda is managed well (including circulation, time allocation for various topics, quality of papers & presentations, follow up on actions & circulation of notes);
- The Board effectively reviews the Annual Operating Plan (including strategy, performance objectives; oversees major capital expenditures, acquisitions & divestments);
- The Board spends adequate time on the governance & compliance agenda;
- The Board is able to understand and act upon the risks associated with business;
- The Board reviews the succession planning for the organisation;
- The Board is able to evaluate the performance of the organisation;
- The Board's composition is diversified (size, skills, expertise, experience, gender);
- The Board is composed of directors aligned to the needs & strategy of the Company;
- The Board enables open and transparent discussion;
- The Board facilitates independent directors to perform their role effectively;
- The Board is able to evaluate performance of the management & provide feedback (broad measures are present; benchmarked against industry peers);
- The Board is informed of material developments that take place between two Board meetings.

Evaluation Parameters for the Committees

- The committee effectively performs the responsibilities as outlined in the charter;
- The mandate of the committee is sufficient in addressing the objectives for which it was set up by the Board;
- The Committee is structured adequately (in terms of size, skills/ expertise, experience) to carry out the responsibilities;
- The frequency of committee meetings is adequate;
- Time allotted for every meeting is adequate to cover most of the agenda items;
- Information provided for the meeting is adequate, timely and presented in a way that facilitates productive discussion (i.e. material is relevant, adequately detailed and is "reader-friendly");
- Balance is maintained in analysing the past, discussing current issues and planning for the future;
- Discussions/ decisions made in the meeting show a large degree of alignment with the overall company strategy;
- There is an effective system for monitoring & driving closure of critical actions/ decisions;
- The Risk Management Committee has ensured evaluation/ updation of the Company's risk register. (applicable for Risk Management Committee)
- The Nomination and Remuneration Committee has an effective process through which appointment of the Directors are made. (applicable for NRC)

d) Risk Management Committee

Risk Management Committee **("RMC")** has been constituted in line with the provisions of Regulation 21 of the Listing Regulations.

During FY 2025-26, the Committee met four (4) times on April 30, 2025, July 18, 2025, November 11, 2025 and January 15, 2026.

Composition of RMC and details of meetings held & attended during the year:

Name of the Director	Category	Position	Number of Meetings		
			Held	Attended	
				Physical	Virtual
Mr. Umesh Mehta	Non-Executive Director	Chairman	4	0	4
Mr. Ambarish Dasgupta	Non-Executive Director	Member	4	0	4
CA Uttam Prakash Agarwal	Independent Director	Member	4	1	3
Mr. Raj Ahuja	Group CEO	Member	4	4	0

The RMC comprises of both members of the Board and senior executives of the Company. The Chairman of the Committee is Non-Executive Director. Majority of the Committee members are members of the Board. One of the Committee members is Independent Directors. The Chief Risk Officer also attends the meetings of the RMC. The Company Secretary acts as the Secretary to RMC.

Terms of reference of the Committee (laid out as per the guidelines set out in the Listing Regulations)

- Formulating a detailed risk management policy which shall include:
  - a) The framework for identification of internal and external risks specifically faced by the Company, in particular, including financial, operational, sectoral, sustainability (particularly ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee;
  - b) Measures for risk mitigation including systems and processes for internal control of identified risks; and
  - c) Business continuity plan;
- Ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with business of the Company;
- Monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- Periodically reviewing the risk management policy, at least once in two years, considering the changing industry dynamics and evolving complexity;
- Keeping the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken; and
- Reviewing appointment, removal and terms of remuneration of the Chief Risk Officer (if any).

e) Rights Issue Committee

The Board of Directors at its meeting held on May 14, 2025 constituted Rights Issue Committee to oversee, supervise and ensure smooth implementation of the rights issue of equity shares of the Company, in compliance with the applicable provisions of the Act and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

During FY 2025-26, the Committee met three (3) times on July 18, 2025, September 17, 2025 and October 28, 2025.

The committee dissolved on November 12, 2025.

Composition of the Committee and details of meetings held & attended during the year:

Name of the Director	Category	Position	Number of meetings		
			Held	Attended	
				Physical	Virtual
CA Uttam Prakash Agarwal	Independent Director	Chairman	3	0	3
Mr. Avtar Singh Monga	Independent Director	Member	3	0	3
Dr. Madan Bhalchandra Gosavi	Independent Director	Member	3	0	3

Terms of reference of the Committee (as approved by the Board of Directors)

- To appoint and enter into arrangements with registrar, ad-agency, monitoring agency, banker(s) to the Rights Issue and all other intermediaries and advisors necessary for the Rights Issue, to enter into and execute all such arrangements, contracts/ agreements, memorandum, documents, etc., in connection therewith.
- To negotiate, authorize, approve and pay commission, fees, remuneration, expenses and / or any other charges to the applicable agencies / persons and to give them such directions or instructions as it may deem fit from time to time.

- To approve and adopt any financial statements prepared for purposes of inclusion in the Issue Documents, pursuant to the requirements outlined by the SEBI ICDR Regulations or any other applicable law for time being in force, including intimating the approval and adoption of such financial statements to the Stock Exchanges, if required.
- To negotiate, finalise, settle and execute the issue agreement, registrar agreement, monitoring agency agreement, underwriting agreement, ad-agency agreement, banker to the issue agreement and any other agreement with an intermediary and all other necessary documents, deeds, agreements and instruments in relation to the Rights Issue, including but not limited to any amendments/ modifications thereto;
- To take necessary actions and steps for obtaining relevant approvals from SEBI, the Stock Exchanges, RBI, or such other authorities, whether regulatory or otherwise, as may be necessary in relation to the Rights Issue;
- To finalise the Issue Documents and any other documents as may be required and to file the same with SEBI, Stock Exchanges and other concerned authorities and issue the same to the Shareholders of the Company or any other person in terms of the Issue Documents or any other agreement entered into by the Company in the ordinary course of business;
- To approve, finalize and issue in such newspapers as it may deem fit and proper all notices, including any advertisement(s)/ supplement(s)/ corrigenda required to be issued in terms of SEBI ICDR Regulations or other applicable SEBI guidelines and regulations or in compliance with any direction from BSE/NSE/SEBI and/or such other applicable authorities;
- To decide in accordance with applicable law, terms of the Rights Issue, the total number, issue price and other terms and conditions for issuance of the Equity Shares to be offered in the Rights Issue, and suitably vary the size of the Rights Issue.
- To fix the record date for the purpose of the Rights Issue for ascertaining the names of the eligible Shareholders who will be entitled to the Equity Shares, in consultation with the Stock Exchanges;
- To decide the rights entitlement ratio in terms of number of Equity Shares which each existing Shareholder on the record date will be entitled to, in proportion to the Equity Shares held by the eligible Shareholder on such date;
- To open bank accounts with any nationalised bank / private bank / scheduled bank for the purpose of receiving applications along with application monies and handling refunds in respect of the Rights Issue;
- To appoint the collecting bankers for the purpose of collection of application money for the Rights Issue at the mandatory collection centres at the various locations in India;
- To decide on the marketing strategy of the Rights Issue and the costs involved;
- To decide in accordance with applicable law on the date and timing of opening and closing of the Rights Issue and to extend, vary or alter or withdraw the same as it may deem fit at its absolute discretion or as may be suggested or stipulated by SEBI, the Stock Exchanges or other authorities from time to time;
- To issue and allot Equity Shares in consultation with the Board/committees, the registrar, the designated Stock Exchange and the Stock Exchanges and to do all necessary acts, execution of documents, undertakings, etc. with National Securities Depository Limited and Central Depository Services (India) Limited, in connection with admitting the Equity Shares issued in the Rights Issue;
- To sign the listing applications, issue ASBA instructions and share certificates.
- To apply to regulatory authorities seeking their approval for allotment of any unsubscribed portion of the Rights Issue (in favour of the parties willing to subscribe to the same);
- To decide, at its discretion, the proportion in which the allotment of additional Equity Shares shall be made in the Rights Issue;
- To take such actions as may be required in connection with the creation of separate ISIN for the credit of rights entitlements in the Rights Issue, if any;
- To dispose of the unsubscribed portion of the Equity Shares in such manner as it may think most beneficial to the Company, including offering or placing such Equity Shares with banks / financial institutions / investment institutions / mutual funds / foreign institutional investors/ bodies corporate or such other persons as the board may in its absolute discretion deem fit;

- To make necessary changes and to enter the names of the renouncees, if they are not members of the Company in the register of members of the Company;
- To decide the mode and manner of allotment of the Equity Shares if any not subscribed and left/ remaining unsubscribed after allotment of the Equity Shares and additional Equity Shares applied by the Shareholders and renouncees;
- To finalise the basis of allotment of the Equity Shares in consultation with board and committees, registrar and the designated Stock Exchange and Stock Exchanges, if necessary, including to decide the treatment of fractional entitlement, if any, in relation to the Equity Shares to be issued pursuant to the Rights Issue.
- To appoint underwriters and decide the underwriting obligations inter-se and such other terms and conditions thereof, as it may deem fit and to enter into underwriting agreement for this purpose.
- To settle any question, difficulty or doubt that may arise in connection with the Rights Issue including the issue and allotment of the Equity Shares as aforesaid and to do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for settling such question, difficulty or doubt and making the said Rights Issue and allotment of the Equity Shares; and
- To take all such steps or actions and give all such directions as may be necessary or desirable in connection with the Rights Issue and also to settle any question, difficulty or doubt that may arise in connection with the Rights Issue including the issuance and allotment of Equity Shares as aforesaid and to do all such acts and deeds in connection therewith and incidental thereto, as the board may in its absolute discretion deem fit.

f) Corporate Social Responsibility (CSR) Committee

As required under Section 135 of the Act. the Board of Directors of the Company, at its meeting held on May 02, 2014, constituted CSR Committee towards looking into the CSR initiatives of the Company. The Company has not spent any amount on CSR activities for FY 2025-26 in view of losses incurred as per provisions of the Act. During the year under review, no meeting of CSR Committee was held.

Composition of CSR during the year

Name of the Director	Category	Position
Mr. Ambarish Dasgupta	Non-Executive Director	Chairperson
Dr. Aruna Sharma	Independent Director	Member
Dr. Madan Bhalchandra Gosavi	Independent Director	Member

Terms of reference of the Committee (laid out as per the Act)

- Considering and formulating the Company's value and strategy with regard to CSR, developing and reviewing the Company's CSR policies and recommending the amount of expenditure to be incurred on activities indicated in the said CSR policy;
- Identifying CSR issues and related risks & opportunities relevant to the Company's operations and incorporating the issues or factors into the Company's existing risk management;
- Monitoring and overseeing implementation of the Company's CSR policy to ensure compliance with the applicable legal and regulatory requirements;
- Evaluating and enhancing the Company's CSR performance and making recommendation to the Board for improvement;
- Reviewing and endorsing the Company's annual CSR report for the Board's approval for public disclosure; and
- Monitoring CSR Policy of the Company from time to time.

g) Investment Committee (Non-Mandatory)

The Board of Directors at its meeting held on January 31, 2024, has constituted its investment committee, for review of investments and divestments decisions and recommending the same to the Board.

During the year under review, no meeting of Investment Committee was held.

Composition of Investment Committee during the year

Name of the Director	Category	Position
CA Uttam Prakash Agarwal	Independent Director	Chairman
Mr. Avtar Singh Monga	Independent Director	Member
Mr. Raj Ahuja	Group CEO	Member
Ms. Varika Rastogi	Company Secretary and compliance officer	Member

Note - Dr. Aruna Sharma has been appointed as Member of the Committee in place of Ms. Varika Rastogi, with effect from July 23, 2026.

h) Products Innovation Sub-Committee (Non-Mandatory)

The Board of Directors at its meeting held on December 20, 2023, constituted its Products Innovation Sub-Committee. During FY 2025-26, the Committee met Three (3) times on May 09, 2025, June 19, 2025 and December 15, 2025.

Composition of Products Innovation Sub-Committee and details of meetings held & attended during the year

Name of the Director	Category	Position	Number of meetings		
			Held	Attended	
				Physical	Virtual
Dr. Aruna Sharma	Independent Director	Chairperson	3	0	3
Mr. Ambarish Dasgupta	Non-Executive Director	Member	3	0	3
Mr. Avtar Singh Monga	Independent Director	Member	3	0	2
Mr. Umesh Mehta	Non-Executive Director	Member	3	0	3

i) Sub-committee on Legacy Matters (Non-Mandatory)

The Audit Committee at its meeting held on September 22, 2022, constituted its sub-committee, for dealing with legacy matters.

During FY 2025-26, the Committee met four (4) times on May 12, 2025, July 30, 2025, November 11, 2025 and February 12, 2026.

Composition of Sub-committee during the year and details of meetings held & attended

Name of the Director	Category	Position	Number of meetings		
			Held	Attended	
				Physical	Virtual
CA Uttam Prakash Agarwal	Independent Director	Chairman	4	4	0
Mr. Avtar Singh Monga	Independent Director	Member	4	0	4
Mr. Raj Ahuja	Group CEO	Member	4	4	0

Terms of reference of the Committee

- To review comprehensively all legacy matters for parent entity, its subsidiary companies and prepare action plan for resolution of the same;
- To review all the pending taxation related matters for parent entity, its subsidiary companies and prepare action plan for resolution of the same;
- To review any other matter as may be required by the Audit Committee, from time to time; and
- To investigate legacy matters/ any activity within its terms of reference, seek information from any employee including past employee and obtain outside legal or accounting related professional advice, if it considers necessary.

III. SENIOR MANAGEMENT PERSONNEL

As on March 31, 2026, the SMP are as follows:

Name	Designation
Mr. Raj Ahuja	Group Chief Executive Officer (KMP)
Mr. Girish Nair	Chief Risk Officer
Mr. Kalpesh Shah	Chief Financial Officer (KMP) (Appointed on November 13, 2025)
Mr. Ramu Bodathula	Business Head – AAA
Ms. Shilpa Pai	Senior Vice President-Human Resources
Mr. Shirish Kalamkar	Chief Technology Officer and Head of Innovation
Ms. Varika Rastogi	Company Secretary and Compliance Officer (KMP)

Following are the changes during FY 2025–26 and up to the date of this Report:

- Mr. Navneesh Sarin, Business Head - BPS, ceased to be SMP effective from June 25, 2025.
- Mr. Vinod Pahlawat, Chief Growth Officer was appointed as SMP with effect from May 14, 2025 and ceased on November 12, 2025.
- Mr. Harish Shenoy, Business Head - USA, ceased to be SMP effective from July 31, 2025.
- Mr. Vaibhav Somani, Acting CFO, ceased to be KMP and SMP effective from November 12, 2025.
- Mr. Nilesh Gupta, Business Head - Infrastructure Services, ceased to be SMP effective from March 27, 2026.
- Mr. Anand Savla, Business Head – AAA, has been appointed as SMP, in place of Mr. Ramu Bodathula, with effect from May 08, 2026.
- Mr. Venu Gopal Reddy, Business Head – Infrastructure Services, has been appointed as SMP with effect from July 23, 2026

IV. REMUNERATION OF THE DIRECTORS

The Company has formulated a policy for ascertaining remuneration payable to Directors, KMPs, SMPs and other employees. While fixing the remuneration of Directors, Senior Management and KMPs, the Company considers industry benchmarks, qualification of the appointee(s), their experience and other relevant factors. The detailed policy pertaining to remuneration of Directors, KMPs, SMP and other employees is available on the Company's website at link https://www.3i-infotech.com/wp-content/uploads/2025/08/Policy-on-Remuneration-of-Directors-KMP-Other-Employees-including-Succession-Planning.pdf

Pecuniary Relationship or Transactions with Non-Executive Directors and criteria of making payments to Non-Executive Directors

During FY 2025-26, the Company did not pay remuneration by way of commission to the Non-Executive Directors of the Company.

During FY 2025-26, there were no pecuniary relationships or transactions entered into between the Company and any of its Non-Executive or Independent Directors, other than the payment of sitting fees for attending Board and Committee meetings

Details of sitting fees paid/payable to Non-Executive Directors for Board / Committee meetings held during FY 2025-26:

Name of the Non-Executive Director	Sitting Fees (in ₹)
CA Uttam Prakash Agarwal	26,20,000
Dr. Aruna Sharma	13,00,000
Mr. Avtar Singh Monga	20,00,000
Mr. Umesh Mehta	17,00,000
Mr. Madan Bhalchandra Gosavi	14,20,000
Mr. Ambarish Dasgupta	14,20,000
Total	1,04,60,000

V. GENERAL BODY MEETINGS

a) Details of last three Annual General Meetings (AGMs)

Financial Year	Date and Time	Venue	Special Resolutions passed
FY 2024-25	September 10, 2025 at 11:30 a.m.	Through video conferencing and other audio-visual means ("**VC/ OAVM**")	Two special resolutions were passed for the below matters: a) Approval for reduction in overall borrowing limits of the Company under Section 180 (1)(c) of the Act. b) Approval for reduction in the limit to create security against loan under Section 180 (1)(a) of the Act.
FY 2023-24	September 30, 2024 at 11:30 a.m.	VC/OAVM	No special resolutions were passed.
FY 2022-23	September 25, 2023 at 11:30 a.m.	VC/OAVM	No special resolutions were passed.

CORPORATE GOVERNANCE REPORT (CONTD.)

b) Details of Extraordinary General Meetings held during the last three years

No Extraordinary General Meetings were held during the last three years.

c) Resolutions passed through Postal Ballot, the person who conducted postal ballot exercise and details of voting pattern

During FY 2025-26 and till the date of this Corporate Governance Report, the Company sought approval of the Members by way of Postal Ballot pursuant to Section 110 of the Act read with the rules made thereunder on two occasions, the details of which are given below:

Date of the Notice	Remote E-voting Start Date & End Date	Date of declaration of Result	Name of the Scrutiniser	Resolutions passed through Postal Ballot	Type of Resolution
March 20, 2025	May 2, 2025 to May 31, 2025	June 03, 2025	Mr. Prakash Shenoy, Partner, M/s. SAP & Associates, Practicing Company Secretaries	Redesignation of Dr. Aruna Sharma as Non-Executive Independent Director of the Company	Special Resolution
				Appointment of Mr. Ambarish Dasgupta as Non-Executive Director of the Company, liable to retire by rotation	Ordinary Resolution
February 13, 2026	February 26, 2026 to March 27, 2026	March 31, 2026	Mr. Prakash Shenoy, Partner, M/s. SAP & Associates, Practicing Company Secretaries	Re-appointment of Mr. Avtar Singh Monga (DIN: 00418477) as Non-executive Independent Director for second term commencing from April 01, 2026 to March 31, 2031	Special Resolution

Pursuant to Section 110 of the Act read with rules made thereunder, notice of the Postal Ballot was sent in electronic form to all those shareholders whose email ids were registered with their Depository Participants (DPs) / Company's RTA and published in the newspapers. Results of the Postal Ballot along with the scrutiniser's report were displayed at the registered office of the Company and hosted at the Company's website and at website of NSDL and were communicated to the stock exchanges.

Postal Ballot passed on May 31, 2025

Particulars	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes- in Favour	Number of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Redesignation of Dr. Aruna Sharma as an Independent Director of the Company	16,96,27,242	2,48,41,408	14.64	2,42,43,885	5,97,523	97.59	2.41
Appointment of Mr. Ambarish Dasgupta as a Non-Executive Director of the Company, liable to retire by rotation	16,96,27,242	2,48,53,378	14.65	2,48,13,588	39,790	99.84	0.16

Postal Ballot passed on March 27, 2026

Particulars	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes- in Favour	Number of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Re-appointment of Mr. Avtar Singh Monga (DIN: 00418477) as Non-executive Independent Director for second term commencing from April 01, 2026 to March 31, 2031.	20,73,96,267	2,35,67,407	11.36	2,30,35,402	5,32,005	97.74	2.26

VI. POLICIES, AFFIRMATIONS AND DISCLOSURES

a) Related Party Transactions ("RPT")

During the year under review, there were no materially significant RPT which could have potential conflict with interest of the Company at large. All the contracts or arrangements entered into with related parties as defined in the Act and as per Regulation 23 of Listing Regulations have been on an arm's length basis and in the ordinary course of business. There were no materially significant related party transactions during the FY 2025-26. The details of the transactions with the related parties are placed before the Audit Committee on a quarterly basis in compliance with the provisions of Section 177 of the Act and Rules framed thereunder and Regulation 23 of the Listing Regulations. The details of RPT's are disclosed in the notes to the Financial Statements as per the applicable Indian Accounting Standards. During the year under review, the Company has filed with the stock exchanges disclosure of RPT on a consolidated basis under Regulation 23(9) of the Listing Regulations. The Company has also adopted a Policy on materiality of the Related Party Transactions and on dealing with Related Party Transactions. The Policy is uploaded on the Company's Website link: https://www.3i-infotech.com/wp-content/uploads/2026/02/Policy-on-Materiality-of-Related-Party-Transactions-and-Policy-on-Dealing-with-Related-Party-Transactions.pdf.

b) Details of non-compliance, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authority, on any matter related to capital markets during the last three years

No penalties and strictures were imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authority, on any matter related to capital markets during the last three years. However, the BSE and NSE have levied a fine of Rs.1,45,000/- plus GST and ₹ 1,25,000/- plus GST, respectively, for delay in filing of the Statement on impact of Audit Qualifications on Financial Statements for FY 2023-24 and fine has been duly paid. The Company has submitted the application with the stock exchanges for waiver of the imposed fine.

c) Whistle Blower Policy/ Vigil Mechanism

The Company has put in place a Whistle Blower Policy and has established the necessary vigil mechanism, to enable the employees and Directors to report concerns about unethical behaviour.

Under this policy, employees and Directors of the Company and its subsidiaries are free to communicate any matters of concern in the areas of accounts, finance, management, operations, employment and other affairs of the Company and its subsidiaries and discuss the same in terms of this policy. During the year under review, the Company has received one complaint under whistle blower on March 31, 2026. The said complaint was duly investigated and appropriately addressed and the matter was closed on May 14, 2026.

The Whistle Blower Policy is posted on the website of the Company at the weblink: https://www.3i-infotech.com/wp-content/uploads/2026/05/Whistle-Blower-Policy.pdf

d) Details of compliance with mandatory requirements and adoption of non-mandatory Corporate Governance requirements mentioned in the Listing Regulations

The Company has complied with corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations and necessary disclosures have been made in this Corporate Governance Report. The Company has complied with the requirements of Part C (Report on Corporate Governance) of Sub-Paras (2) to (10) of Schedule V of the Listing Regulations.

e) Status of adoption/compliance of Non-mandatory/ discretionary requirements as specified in Part E of Schedule II of the Listing Regulations

The Company has adopted following non-mandatory / discretionary requirements as per Part E of Schedule II to Listing Regulations:

- **Un-Modified opinion(s) in audit report**

  Pursuant to Regulation 33 of the Listing Regulations, the Statutory Auditors of the Company, M/s. CKSP & Co LLP, Chartered Accountants, have issued an Audit Report with an unmodified opinion on the Standalone Audited Financial Results and a modified opinion on the Consolidated Audited Financial results of the Company for the financial year ended March 31, 2026.

- **Separate posts of Chairman and CEO**

  The Company has appointed separate persons to the posts of the Chairman and the Group CEO. The Chairman, CA Uttam Prakash Agarwal is a Non-Executive Independent Director and is not related to Group CEO, Mr. Raj Ahuja of the Company.

- **Reporting of Internal Auditor**

  The Internal Auditor reports to the Audit Committee, attends the Audit Committee meetings and interacts with the Audit Committee members.

- **Risk Management**

  The Company has in placed Risk Management Committee with the composition, roles and responsibilities specified in regulation 21 of Listing Regulations.

f) Familiarisation Programme

The details of familiarisation programme has been provided in Director's Report.

g) Succession Planning

The Board of Directors of the Company recognizes succession planning and leadership continuity as a strategic business priority. The Succession Planning framework has been implemented through a structured six-phase roadmap encompassing strategic governance, identification of critical roles, talent identification, leadership assessments, capability gap analysis, development planning, and ongoing governance. The framework has been further enhanced to incorporate enhanced talent diagnostics, role criticality mapping, competency benchmarking, and structured leadership assessments. These enhancements strengthened the objectivity of succession decisions, improved visibility into leadership bench strength, and enabled focused development interventions for high-potential talent.

The succession framework is designed to ensure leadership continuity, mitigate key-person dependency, and develop a sustainable leadership pipeline aligned with the Company's strategic priorities. The Board through Nomination and Remuneration Committee reviews succession planning periodically as part of its governance process.

h) Material subsidiaries of the Company

The Company has adopted policy for determining material subsidiaries which is available on the Company's website at the https://www.3i-infotech.com/wp-content/uploads/2025/02/policy-on-determining-material-subsidiaires.pdf

Regulation 16 of the Listing Regulations defines material subsidiary as a subsidiary, whose turnover or net worth exceeds 10% of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. As per this definition, the Company has the following unlisted material subsidiary companies for FY 2025-26.

Name of material subsidiary	Date of incorporation	Place of Incorporation	Name of Statutory Auditor	Date of appointment of the Statutory Auditor
3i Infotech Inc.	January 07, 2000	USA	VBC & Co., (Formerly known as L. Shanti Kumar & Co.)	January 07, 2000
3i Infotech Holdings Private Limited	November 20, 2006	Mauritius	D&G Associates LLP	September 27, 2023
3i Infotech SDN BHD	September 26, 2002	Malaysia	Raki CS Tan & Ramanan	December 19, 2019
3i Infotech Digital BPS Limited	March 12, 1990	India	C K S P and Co. LLP, Chartered Accountants	September 10, 2025
3i Infotech Consultancy Services Limited	November 30, 2007	India	C K S P and Co. LLP, Chartered Accountants	September 10, 2025

i) Commodity price risk or foreign exchange risk and hedging activities

The Company does not deal in commodities and hence, the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given for commodity hedging activities.

j) Details of utilisation of funds raised through Preferential Allotment/ Qualified Institutional Placement

During FY 2025-26, the Company has not raised funds through preferential allotment of shares or qualified institutional placement. However, funds were raised from existing shareholders and employees through the Rights Issue and Employee Stock Option Schemes, respectively, the details of which are given in the Directors Report.

k) Certificate from Practicing Company Secretary as regards non-disqualification of Directors

The certificate from M/s. SAP & Associates, Practicing Company Secretaries, has been obtained by the Company and the same is appended as **Annexure I-A** to this Corporate Governance Report.

l) Disclosure pertaining to Committees' Recommendations

During FY 2025-26, there were no such recommendations made by any Committee of the Board that were mandatorily required and not accepted by the Board.

m) Management Discussion & Analysis

Management Discussion and Analysis section forms part of the Annual Report and is annexed elsewhere in the Annual Report.

n) Total Fees paid to Statutory Auditors for FY 2025-26

The total consolidated fees paid and payable to M/s. CKSP and Co. LLP, Chartered Accountants, and other firms within their network for all services rendered for FY 2025-26, amounted to ₹ 50 Lakhs.

o) Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The details on Sexual Harassment of Women at Workplace have been provided in the Director's Report.

p) Loans and advances in the nature of loans granted by the Company and its subsidiaries to firms/ companies in which directors are interested

During the year under the review, the Company has given loan to its wholly owned subsidiaries, which is exempted under section 185 of the Act.

q) Chief Executive Officer and Chief Financial Officer Certification

In terms of Regulation 17(8) of the Listing Regulations, the Group Chief Executive Officer and CFO submitted a certificate to the Board of Directors in the prescribed format for the year under review, which has been reviewed by the Audit Committee and taken on record by the Board and forms integral part of the Corporate Governance report.

r) Compliance Certificate on Corporate Governance

Certificate on compliance of conditions of corporate governance issued by M/s. SAP & Associates, Practicing Company Secretaries, as stipulated under Schedule V of the Listing Regulations is annexed to this report as Annexure I-B.

VII. MEANS OF COMMUNICATION WITH MEMBERS

The Company has its own functional website www.3i-infotech.com as required by the Listing Regulations, where information about the Company, quarterly and annual audited Financial Results, Annual Reports, shareholding pattern at the end of each quarter, press releases, investor presentation and information required to be disclosed under Regulations 30 and 46 of the Listing Regulations, etc. are regularly updated.

Quarterly, half-yearly and annual financial results as well as notice of Postal Ballot and AGM are published in the Financial Express (English) and Mumbai Lakshdeep (Marathi) newspapers and these newspaper publications are also posted on the website of the Company at https://www.3i-infotech.com/newspaper-advertisements/.

Presentations to the institutional investors or analysts and transcript of earnings call are displayed on the Company's website at https://www.3i-infotech.com/investors-meet/ .

A letter containing the web link, including the exact path to access the complete details of the Annual Report for FY 2025–26, will be dispatched to shareholders whose email addresses are not registered with the Company or their respective depositories.

The Company has a designated email investors@3i-infotech.com, to enable shareholders to raise queries and grievances

VIII. GENERAL SHAREHOLDER INFORMATION

a) 33rd Annual General Meeting (AGM)

Day and Date	Time	Venue
Friday, August 28, 2026	11.30 AM	Through VC/OAVM

b) Financial Year and tentative calendar

The Company follows April to March as the financial year

Quarter ended	Tentative date of Board meeting for Financial Results
June 30, 2026	On or before August 14, 2026
September 30, 2026	On or before November 14, 2026
December 31, 2026	On or before February 14, 2027
March 31, 2027	On or before May 30, 2027

c) CIN: L67120MH1993PLC074411

d) Date of Book Closure for the purpose of AGM

Saturday, August 22, 2026 to Friday, August 28, 2026 (both days inclusive).

e) Dividend Payment date: Not Applicable

f) Listing on Stock Exchanges and payment of Listing Fees:

Equity shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). Annual listing fees for FY 2025-26 have been paid to both these stock exchanges within stipulated time.

g) Registrar and Share Transfer Agent

The Company a SEBI registered Category I Share Transfer Agent, having address at Tower # 5, 3rd Floor, International Infotech Park, Vashi Railway Station Commercial Complex, Vashi, Navi Mumbai 400 703, Maharashtra (India) Ph: (91-22) 7123 8035/8034, email: investors@3i-infotech.com, handles all Registrar and Transfer Agents' work in-house. The Company has adequate infrastructure to enable service its shareholders.

h) Name and designation of Compliance Officer

Name	Ms. Varika Rastogi
Designation	Company Secretary and Compliance Officer
Address	Tower # 5, International Park, Vashi Railway Station Commercial Complex, Vashi, Navi Mumbai 400 703, Maharashtra (India)
Phone	+91 22 7123 8000
E-mail	compliance@3i-infotech.com

i) Share transfer system

SEBI has mandated that, effective April 1, 2019, no shares can be transferred in physical mode. Hence, the Company has stopped accepting any fresh lodgement of transfer of shares in physical form. Trading in equity shares of the Company is permitted only in dematerialised form. In case of shares in electronic form, transfers are effected by depositories viz. NSDL and CDSL.

Further, pursuant to SEBI circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, SEBI had provided a one-time window of six months from July 7, 2025, to January 6, 2026—for shareholders to complete the transfer of shares in physical mode. This window was specifically applicable to those shareholders who had submitted physical transfer requests prior to April 1, 2019, but whose requests could not be processed due to deficiencies in documentation, procedural lapses, or other valid reasons, including cases pending even after the extended deadline of March 31, 2021. Shareholders eligible under this provision were advised to complete the required formalities within the stipulated period, in accordance with SEBI guidelines.

Subsequently, SEBI vide Circular no. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, has opened another special window for transfer and dematerialisation of physical securities for a period of one year from February 5, 2026 to February 4, 2027. The securities transferred under this window shall be credited only in dematerialised form and shall be subject to lock-in period of one year from the date of transfer.

j) Dematerialisation of shares and liquidity

Trading in the Company's shares is permitted only in dematerialised form. The Company has established connectivity with both the depositories viz. NSDL and CDSL through its Registrar and Share Transfer Agent, whereby the investors have the option to dematerialise their shares with either of the depositories.

The Company obtains a certificate from a Practicing Company Secretary every quarter, which confirms that total issued capital of the Company tallies with total number of shares in dematerialised form with NSDL and CDSL and shares in physical form.

k) Shares held in dematerialised and physical form as on March 31, 2026 are as follows:

Physical		Electronic				Total no. of shares
		NSDL		CDSL		
No. of shares	% to total no. of shares	No. of shares	% to total no. of shares	No. of shares	% to total no. of shares	
6,68,024	0.32	11,56,37,606	55.76	9,10,98,137	43.92	20,74,03,767

l) Distribution of Holdings as on March 31, 2026

Shareholding of nominal value of (₹)	Shareholders		Share Amount	
	Number	%	₹	%
Upto 5,000	2,10,998	85.62	17,78,69,150	8.58
5,001 - 10,000	14,831	6.02	11,69,31,650	5.64
10,001 - 20,000	9,186	3.73	13,65,21,660	6.58
20,001 - 30,000	3,605	1.46	9,21,24,120	4.44
30,001 - 40,000	1,720	0.70	6,12,03,070	2.95
40,001 - 50,000	1,374	0.56	6,41,54,270	3.09
50,001 - 1,00,000	2,511	1.02	18,09,71,650	8.73
1,00,001 and above	2,207	0.90	1,24,42,62,100	59.99
Total	**2,46,432**	**100.00**	**2,07,40,37,670**	**100.00**

m) Shareholding Pattern as on March 31, 2026

Category	Shares	Percentage (%)
Promoter	0	0
Government Financial Institutions, Banks and NBFCs Registered with RBI	1,09,96,519	5.31
Financial Institutional Investors (FIIs)	6,35,684	0.31
Foreign Banks, Foreign Companies and Bodies Corporates (Indian/Overseas)	1,13,20,455	5.46
Non-Residents	1,09,34,346	5.26
Resident Indians	15,49,07,965	74.68
Investors' Education and Protection Fund (IEPF)	34,118	0.02
Alternative Investment Fund	1,85,74,680	8.96
Total	**20,74,03,767**	**100.00**
Number of Shareholders	**2,46,432**	

n) Top 10 equity shareholders of the Company as on March 31, 2026

Sr. No.	Name of the Shareholder	Number of equity shares held	Percentage of holding
1	SREI MULTIPLE ASSET INVESTMENT TRUST - VISION INDIA FUND	1,76,52,011	8.51
2	CANARA BANK	46,00,000	2.22
3	ENVECON IT SYSTEMS PVT LTD	31,16,720	1.50
4	BANK OF INDIA	21,51,320	1.04
5	LAKSHMI KAUSHIK	20,00,000	0.96
6	MANU GOPALDAS CHHABRIA	16,83,583	0.81
7	HDFC BANK LIMITED	15,89,581	0.77
8	TATA CAPITAL LIMITED	15,19,007	0.73
9	KUNHAMED V P M	15,00,002	0.72
10	AISHWARYA ARVIND	13,91,698	0.67
	Total	**3,72,03,922**	**17.93**

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

As on March 31, 2026, there are no outstanding GDRs/ ADRs, warrants or any convertible instruments in the Company.

p) Unclaimed Shares lying in Demat Suspense Account

As per the requirements of Regulation 39 read with Schedule VI of the Listing Regulations, the Company maintains a separate demat suspense account for the purpose of holding unclaimed shares.

Details of shares held in the demat suspense account as on March 31, 2026

Particulars	Number of shareholders	Number of shares
Aggregate number of shareholders and the outstanding shares in the suspense account as on April 1, 2025*	**4**	**52**
Aggregate number of shareholders and shares transferred in the Suspense Account during FY 2025–26 under the Rights Issue, due to mismatch or non-availability of PAN, bank account details, or other requisite information.	**63**	**50,171**
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	**19**	**28,861**
Number of holders to whom shares were transferred from suspense account during the year	**19**	**28,861**
Aggregate number of shareholders and the outstanding shares lying in suspense account as on March 31, 2026	**48**	**21,362**

*After giving effect of the Scheme of Arrangement between the Company and its shareholders implemented in year 2021, under Sections 230 to 232 of the Act.

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the same.

q) Disclosure of Agreements binding the listed entity

There are no such agreements in respect of information disclosed under clause 5A of paragraph A of Part A of Schedule III of the Listing Regulations and hence not applicable.

r) Transfer to IEPF

The Company has not declared dividend on its equity shares after FY 2010-11 and all the unclaimed dividend till FY 2010-11 has been transferred to IEPF as required by the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

s) Credit ratings

As of the date of this report, the Company has not obtained any credit rating from a credit rating agency.

t) Delivery Centres

As the Company is engaged in Information Technology industry, it does not have any plant. The Company operates from various offices in India and abroad. Details of location of offices have been provided elsewhere in the Annual Report.

ANNEXURE I-A

CERTIFICATE OF NON- DISQUALIFICATION OF DIRECTORS

Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Members of
3i Infotech Limited
Tower # 5, International Infotech Park,
Vashi Station Complex,
Navi Mumbai 400703.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of 3i Infotech Limited having CIN:L67120MH1993PLC074411 (hereinafter referred to as the **"Company"**) having its registered office at Tower # 5, International Infotech Park, Vashi Station Complex, Navi Mumbai 400703, produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V Para-C, clause 10 (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including verification of Directors Identification Number (DIN) status as per the portal of Ministry of Corporate Affairs (**"MCA"**) i.e. www.mca.gov.in] as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below, for the financial year ending on March 31, 2026 have been debarred or disqualified from being appointed or continuing to act as Director of the Company by Securities and Exchange Board of India, Ministry of Corporate Affairs, Government of India or by any such other statutory regulatory authority:-

Sr. No.	DIN	Name of the Director	Designation	Date of Appointment *
1.	06515361	Aruna Sharma	Non-Executive Independent Director	01/02/2022
2.	00272983	Uttam Prakash Agarwal	Non-Executive Independent Director	16/03/2022
3.	00418477	Avtar Singh Monga	Non-Executive Independent Director	01/04/2021
4.	00160744	Ambarish Dasgupta	Non-Executive Director	21/03/2025
5.	09244647	Umesh Mehta	Non-Executive Director	22/03/2024
6.	10303662	Madan Bhalchandra Gosavi	Non-Executive Independent Director	12/05/2024

*Dates of appointment of Directors as stated above are based on information appearing on the MCA portal.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. We further state that this certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Vashi, Navi Mumbai
Date: July 24, 2026

Name of Firm: SAP & Associates
Company Secretaries
[Firm Regn. No. P2020MH079800]
[PR No.: - 3269/2023]
UDIN:- F013579H000928977
Name of the Partner: Vishwanath Kote
FCS No. 13579
CP No. 22647

Note: Date of approval of this certificate is July 23, 2026 and date of signature by the Practicing Company Secretary is July 24, 2026, upon generation of the UDIN.

ANNEXURE I-B

CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members of
3i Infotech Limited
Tower # 5, International Infotech Park,
Vashi Station Complex,
Navi Mumbai 400703.

We have examined the compliance of the conditions of Corporate Governance by 3i Infotech Limited (**"the Company"**), for the financial year ended March 31, 2026, as prescribed in the Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paras C, D and E of Schedule V of Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**).

We state that the compliance of the conditions of Corporate Governance is the responsibility of the management of the Company and our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance during the financial year ended March 31, 2026, as stipulated in the aforesaid provisions of Listing Regulations except the

1. Instances were observed where related party transactions with wholly owned subsidiaries exceeded the omnibus approval limits approved by the Audit Committee under Regulation 23(3) of the Listing Regulations. Such transactions were subsequently placed before and ratified by the Audit Committee.
2. The Audit Committee, while recommending the appointment of the Statutory Auditor, did not specifically record the review or recommendation of the audit remuneration and terms relating thereto, as required under Part C of Schedule II read with Regulation 18 of the Listing Regulations.

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

Place: Vashi, Navi Mumbai
Date: July 24, 2026

Name of Firm: SAP & Associates
Company Secretaries
[Firm Regn. No. P2020MH079800]
[PR No.: - 3269/2023]
Name of the Partner: Vishwanath Kote
FCS No. 13579
CP No. 22647
UDIN:- F013579H000928900

Note: Date of approval of this certificate is July 23, 2026 and date of signature by the Practicing Company Secretary is July 24, 2026, upon generation of the UDIN.

CERTIFICATE FROM CHIEF EXECUTIVE OFFICER AS REGARDS COMPLIANCE OF CODE OF CONDUCT FOR THE BOARD AND SENIOR MANAGEMENT PURSUANT TO REGULATION 34(3) READ WITH SCHEDULE V(D) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

This is to certify that the Company has put in place the Code of Conduct for the Board of Directors and Senior Management. This Code is applicable to all the Directors of the Company and the Members of Senior Management, who are one level below the Chief Executive Officer, including all the functional heads and Business heads and includes Company Secretary and Chief Financial Officer. The Directors and Members of Senior Management have affirmed compliance with the Code of Conduct for the Board of Directors and Senior Management for the financial year ended March 31, 2026.

Date: July 23, 2026
Place: Navi Mumbai

Raj Kumar Ahuja
Group Chief Executive Officer

CERTIFICATE FROM CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO REGULATION 17(8) READ WITH PART B OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Board of Directors
3i Infotech Limited

In terms of Regulation 17(8) read with Part B of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 **("Listing Regulations")**, we hereby certify as under:

A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

   1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

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

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

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

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

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

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

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

   The aforesaid statement is subject to various disclosures made in the Annual Report including the Financial Statements (Standalone & Consolidated).

Raj Kumar Ahuja
Group Chief Executive Officer
Date: July 23, 2026
Place: Navi Mumbai

Kalpesh Shah
Chief Financial Officer

ANNEXURE 2

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

(Business Responsibility and Sustainability Reporting **("BRSR")** is the practice of companies disclosing information about their environmental, social, and governance **("ESG")** performance. It goes beyond financial reporting to provide stakeholders with a comprehensive view of a company's non-financial impacts and contributions to sustainable development. BRSR covers topics such as environmental impact, social responsibility, and governance practices, aiming to promote transparency and accountability.)

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

Sr. No.	Particulars	FY 2025-26
1	Corporate Identity Number **("CIN")** of the Listed Entity	L67120MH1993PLC074411
2	Name of the Listed Entity	3i Infotech Limited
3	Year of incorporation	1993
4	Registered office address	Tower # 5, International Infotech Park, Vashi Station Complex, Vashi, Navi Mumbai- 400703
5	Corporate address	Tower 2, 6th Floor, E Wing, Seawoods Grand Central, Next to Seawoods Darave Railway Station, Nerul Node, Seawoods Darave, Navi Mumbai- 400706
6	E-mail	investors@3i-infotech.com
7	Telephone	91-22-7178 9600/ 91-22-7123 8000
8	Website	www.3i-infotech.com
9	Financial year for which reporting is being done	April 1, 2025 to March 31, 2026
10	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India Limited, BSE Limited
11	Paid-up Capital	₹ 2,07,40,37,670/-
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mrs. Varika Rastogi, Company Secretary and Compliance Officer Ph: +91-22-7178 9600/ 91-22-7123 8000 Email ID: compliance@3i-infotech.com
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Standalone Basis
14	Name of assurance provider	Not Applicable
15	Type of assurance obtained	Not Applicable

II. Products/Services

16. Details of business activities (accounting for 90% of the turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	3i Infotech provides IT consulting services and software solutions to its customers across multiple industry verticals.		100%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Product/Service	NIC Code	% of total Turnover Contributed
1	Application, Automation, Analytics	62011	40%
2	Business Process Services	63999	6%
3	Infrastructure Management Services	62013	37%
4	Other Information Service Activities	63999	17%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	0	7	7
International*	0	1**	1

* 4 International locations are represented by subsidiaries of 3i Infotech Limited.

** The Company has physical presence in Sharjah, UAE through its branch.

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)*	5
International (No. of Countries)**	0

*National: The Company operates across five states in India through its offices and website.

**International: The Company has operational presence in three countries through its subsidiaries.

b. What is the contribution of exports as a percentage of the total turnover of the entity?

24.13%

c. A brief on types of customers

We serve a diverse global customer base across multiple industries. Our clientele primarily includes enterprises in Banking, Financial Services and Insurance (BFSI), along with customers in healthcare, manufacturing, E-commerce, education, telecom, media & entertainment, Energy, and government sectors. We have a strong presence in the BFSI segment, which constitutes a significant portion of our customer base.

IV. Employees

20. Details as at the end of financial year:

a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1	Permanent (D)	1,640	1,323	80.7%	317	19.3%
2	Other than Permanent (E)	40	26	65.0%	14	35.0%
3	Total employees (D + E)	1,680	1,349	80.3%	331	19.7%
WORKERS*						
4	Permanent (F)	Not Applicable				
5	Other than Permanent (G)					
6	**Total workers (F + G)**					

b. Differently abled Employees and workers:

Sr. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1	Permanent (D)	0	0	-	0	-
2	Other than Permanent (E)	0	0	-	0	-
3	**Total differently abled employees (D + E)**	0	0	-	0	-

Sr. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED WORKERS						
4	Permanent (F)	Not Applicable				
5	Other than Permanent (E)					
6	**Total differently abled workers (F + G)**					

*The Company does not have any staff in 'Workers' category.

21. Participation/Inclusion/Representation of women

Particular	Total	No. and percentage of Females	
	(A)	No. (B)	% (B / A)
Board of Directors	6	1	16.7%
Key Management Personnel	3	1	33.3%

22. Turnover rate for permanent employees and workers

Particular	FY 2025-26 (Turnover rate in current FY)			FY 2024-25 (Turnover rate in previous FY)			FY 2023-24 * (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	45.6%	35.5%	43.6%	31.2%	37.9%	32.7%	37.5%	52.9%	41.2%
Permanent Workers**	Not Applicable								

*To calculate the turnover, we have considered both permanent and other than permanent employees.

**The Company does not have any staff in 'Workers' category.

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

Sr. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding /subsidiary / associate / joint venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the business responsibility initiatives of the listed entity? (Yes/No)
	Foreign Subsidiaries			
1	3i Infotech Holdings Private Limited	Subsidiary	100%	No
2	3i Infotech Asia Pacific Pte Limited	Subsidiary	100%	No
3	3i Infotech Saudi Arabia LLC	Subsidiary	100%	No
4	3i Infotech (UK) Limited	Subsidiary	100%	No
5	3i Infotech Inc.	Step-Down Subsidiary	100%	No
6	3i Infotech (Middle East) FZ LLC	Step-Down Subsidiary	100%	No
7	3i Infotech Software Solutions LLC	Step-Down Subsidiary	100%	No
8	3i Infotech (Thailand) Limited	Step-Down Subsidiary	100%	No
9	3i Infotech SDN BHD	Step-Down Subsidiary	100%	No
10	NuRe Digital SDN BHD	Step-Down Subsidiary	100%	No
11	3i Infotech (Cyprus) Limited (formerly known as Black-Barret Holdings Limited)	Step Down Subsidiary	100%	No
12	3i Infotech (South Africa) (Pty) Limited	Step Down Subsidiary	100%	No
13	3i Infotech (Canada) Inc	Step Down Subsidiary	100%	No

Sr. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding /subsidiary / associate / joint venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the business responsibility initiatives of the listed entity? (Yes/No)
14	3i Infotech Nigeria Limited	Step Down Subsidiary	100%	No
15	3i Infotech Netherlands B.V	Step Down Subsidiary	100%	No
16	3i Infotech (Africa) Limited	Step Down Subsidiary	100%	No
	Indian Subsidiaries			
17	3i Infotech Consultancy Services Limited (Under scheme of merger)	Subsidiary	100%	No
18	3i Infotech Digital BPS Limited (formerly known as 3i Infotech BPO Limited) (Under scheme of merger)	Subsidiary	100%	No
19	NuRe EdgeTech Private Limited (Under scheme of merger)	Subsidiary	100%	No
20	NuRe FutureTech Private Limited	Subsidiary	100%	No
21	NuRe CampusLabs Private Limited	Subsidiary	100%	No
22	NuRe MediaTech Limited	Subsidiary	51%	No
23	NuRe Bharat Netwrok Limited	Step Down Subsidiary	51%	No
24	Versares Digital Technology Services Private Limited (Under scheme of merger)	Step Down Subsidiary	100%	No
25	Professional Access Software Development Private Limited	Step Down Subsidiary	100%	No

Note: During FY 2025–26, three step-down subsidiaries [namely 3i Infotech (Western Europe) Group Limited, 3i Infotech (Western Europe) Holdings Limited, and Rhyme Systems Limited] were dissolved with effect from April 1, 2025. Additionally, one direct subsidiary, NuRe Infotech Solutions Pte. Limited, was struck off with effect from September 1, 2025.

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)

No

a. Turnover (in ₹)	3,24,62,32,571.65
b. Net worth (in ₹)	2,38,53,24,265.63

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) *	FY 2025-26 Current Financial Year			FY 2024-25 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	Nil	0	0	Nil
Investors (other than shareholders)	Yes	0	0	Nil	0	0	Nil
Shareholders	Yes	3	0	Nil	3	0	Nil
Employees and workers	Yes	3	0	Nil	2	0	Nil

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) *	FY 2025-26 Current Financial Year			FY 2024-25 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Customers	Yes	0	0	Nil	0	0	Nil
Value Chain Partners	Yes	0	0	Nil	0	0	Nil

* Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)

Stakeholder group from whom complaint is received	Web Link for Grievance Policy
Communities	Not Available
Investors (other than shareholders)	https://www.3i-infotech.com/investors/
Shareholders	https://www.3i-infotech.com/investors/
Employees and workers	Available on the Internal Knowledge Management Portal of the Company
Customers	https://www.3i-infotech.com/grievance-redressal/
Value Chain Partners	https://www.3i-infotech.com/grievance-redressal/

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Strategic and Business Decision	R	This risk arises from poor decision making, misaligned investments, and inefficient resource allocation, which can negatively affect the Company's long-term success and sustainability. Additionally, delays, insufficient team capabilities, and inadequate oversight can lead to increased costs and errors in project execution.	Ensured timely approval and alignment of the annual strategic plan with the Board, followed by the development of a comprehensive execution roadmap with clearly defined milestones and timelines. Performance will be closely monitored through structured monthly reviews and a robust reporting framework to enable timely identification of gaps and implementation of corrective actions. In addition, continuous evaluation of industry trends and competitor activities will support strategic refinements as needed. The organisational structure and internal processes will also be regularly assessed and optimised to effectively support the achievement of strategic objectives.	Negative

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2	Competition and Market Saturation	R	Intense competition and market saturation pose major challenges, driving pricing pressure, reduced market share, and limited growth opportunities. With most customers already served, companies must constantly innovate or enter new markets to stay competitive and profitable.	To enhance competitiveness, the focus has been on strengthening brand positioning through clear and differentiated messaging, alongside continuous monitoring of market trends and competitor activities. Insights from new hires are being actively leveraged, while emerging technologies are benchmarked in collaboration with the I-Tech team. A centralised platform, supported by advanced analytical tools, is being utilised to systematically collect, analyse, and derive actionable intelligence.	Negative
3	Intellectual Property Infringement	R	Inadequate protection or infringement of intellectual property rights can lead to legal disputes, financial losses, and damage to the Company's competitive advantage and reputation.	3i Infotech has implemented structured procedures to effectively manage intellectual property, supported by employee training programs and periodic evaluations to ensure ongoing compliance.	Negative
4	Regulatory Compliance	R	Non-compliance with new legislation in certain jurisdictions can lead to penalties, damage to one's reputation, and potential criminal consequences.	By implementing a comprehensive monitoring system, 3i Infotech can strengthen oversight of global compliance requirements and ensure consistent adherence across operations. Furthermore, engaging external consulting firms will support the regular updating of Compliance Obligation Registers, ensuring alignment with the latest regulatory developments.	Negative
5	Third-Party Risk	R	Inadequate management of third-party risks can result in service disruptions, data breaches, and potential legal and financial liabilities for the Company.	3i Infotech conducts comprehensive due diligence on third-party vendors and has established contingency plans to effectively manage potential disruptions. Clear Service Level Agreements (SLAs) are defined to set performance expectations and security standards. In addition, regular audits and performance assessments are undertaken to proactively monitor and mitigate associated risks.	Negative

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6	Key Management Personnel (KMP) and Senior Management Risk	R	The sudden exit of key management personnel without a ready successor can disrupt leadership, hinder decision making, and weaken stakeholder confidence. This risk is amplified by SEBI's LODR mandate to fill such roles within three months, with noncompliance leading to penalties and reputational damage. Additionally, a KMP lacking a strong supporting team can further stall operations, worsen inefficiencies, and impact long-term organisational stability.	A structured succession plan, supported by a centralised talent repository, has been developed to ensure the timely filling of critical roles. The approach focuses on retaining key talent through targeted engagement and development initiatives, while establishing replacement plans and role benchmarks to maintain leadership continuity.	Negative
7	Human Resource Management	R	Challenges in hiring top talent, poor lifecycle management, high employee turnover, and skill gaps, which can lead to vacancies, decreased productivity, increased costs, project delays, and reduced organisational agility, hindering growth and competitiveness.	Hiring channels have been strengthened through strategic subscriptions to premium job portals and talent platforms. Referral programmes and internal job postings have been enhanced, while compensation structures have been aligned with market benchmarks to attract and retain top talent. Investments in learning platforms such as Coursera and Udemy have supported continuous upskilling, complemented by structured development plans tailored to individual needs. The ESOP policy has been revamped to recognise and reward high performers, with a strong emphasis on leadership development. Additionally, proactive hiring initiatives focus on building robust talent pipelines and revitalising the Management Trainee programme to ensure a sustainable talent pool for future growth.	Negative
8	Cyber Security	R	Improper access controls, nonstandardised security protocols, and unsecured mobile communication platforms increase cybersecurity risks, leading to potential data breaches, regulatory non-compliance, and legal or reputational damage	VAPT testing is conducted on software systems to identify and address potential vulnerabilities. In addition, robust security measures have been implemented, including Role-Based Access Control (RBAC), restrictions on Bluetooth and USB usage, controlled external email access, and the disabling of Wi-Fi access on company-issued mobile devices. Email traffic is further monitored through a secure gateway to ensure data protection and mitigate cybersecurity risks.	Negative

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
9	Data Privacy	R	Data privacy risks arises from unauthorised access to sensitive information due to weak security, data breaches, or mishandling, and are heightened when third-party vendors lack proper protocols, potentially leading to legal penalties and loss of client trust.	Security is strengthened through the implementation of encryption protocols, multi-factor authentication, and secure data storage practices. This is complemented by ensuring vendor compliance, upgrading servers to maintain data integrity, establishing a comprehensive privacy policy, conducting employee training programmes, and adhering to applicable legal and regulatory requirements.	Negative
10	Geo-Political Risk	R	Country risk involves potential financial losses due to political, economic, or social instability, impacting businesses with international operations. It includes threats like asset expropriation, trade restrictions, or currency devaluation, which can disrupt markets and erode investor confidence. For IT companies, outsourcing to foreign countries adds exposure to such risks, especially amid policy changes or economic uncertainty in the host nation.	Expert consultants have been appointed in each country to oversee local compliance requirements. Regular assessments are conducted to evaluate business practices, and investments have been strategically diversified across multiple markets to mitigate risk.	Negative
11	Financial Risk	R	Poor financial risk management can result in unexpected losses, cashflow problems, and, in severe cases, insolvency or bankruptcy of the Company.	The Company adopts structured financial risk management practices, including robust budgetary controls, continuous cost monitoring, and periodic financial reviews, to effectively identify and mitigate potential financial risks.	Negative
12	Diversity	O	The organisation is dedicated to fostering an inclusive workplace culture, ensuring that all underrepresented communities have equitable access to upskilling opportunities and empower individuals from diverse backgrounds to create a more robust workforce.		Positive
13	Responsible AI	O	As automation and artificial intelligence continue to advance, the transformation of existing technologies and services becomes increasingly inevitable. In this dynamic landscape, staying ahead of the curve is essential for sustained relevance.		Positive
14	Community development	O	Community development eradicates illiteracy, including IT illiteracy, through education, empowering rural populations with essential skills and economic opportunities. Health education and healthcare provision improve well-being and productivity. Assisting the less fortunate promotes inclusivity and social cohesion, fostering a more equitable and prosperous community.		Positive

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
15	Corporate Governance & Business Ethics	O	Having strong governance is crucial as it can impact a Company's reputation, decision-making processes, risk management, and long-term sustainability. It helps create a culture of integrity, transparency, and accountability.		Positive

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Sr. No	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	**Policy and management processes**									
	a Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/ No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	b Has the policy been approved by the Board? (Yes/ No/NA)	Yes	No	No	Yes	Yes	Yes	No	Yes	No
	c Web Link of the Policies, if available	https://www.3i-infotech.com/investors/								
2	Whether the entity has translated the policy into procedures. (Yes / No/ NA)	Yes	No	Yes	Yes	Yes	Yes	No	Yes	Yes
3	Do the enlisted policies extend to your value chain partners? (Yes/No/NA)	Yes	No	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4	Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.		ISO 9001: 2015, ISO 20000: 2018, ISO 27001: 2022, CMMi level 5							ISO 9001: 2015, ISO 20000: 2018, ISO 27001: 2022, CMMi level 5
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	Although we have not established specific commitments, goals, or timelines for all policies we have put in place mechanisms to track key performance indicators, including 1. Customer Net Promoter Score (NPS), 2. Shareholder complaints, 3. Employee satisfaction surveys, 4. Resource consumption surveys such as: a. Water, b. Paper, and c. Electricity								
6	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Not Applicable								

Notes:

1. All policies are framed as per applicable law and as per industry standards. While there may not be formal consultation with all stakeholders, the relevant policies have evolved over a period of time by taking inputs from concerned internal stakeholders.

2. Wherever applicable, policy conforms to relevant national/international standards. All policies are framed based on applicable laws, business needs and industry practices / standards.
3. Policies are approved by respective functional heads. Wherever mandated by the applicable laws, rules and regulations, the policy has been approved by the Board and / or CEO.
4. The implementation of the policies is overseen by Board / Committee / Director / official wherever mandated by the applicable laws, rules and regulations in force. Implementation of policies is carried out by respective functional heads and is reviewed by the Management.
5. All 3i Infotech policies are uploaded on the Internal Knowledge Management Portal of the Company for the information of and implementation by the internal stakeholders / employees. Access of the same is available to all its employees. Wherever applicable, policies have been formally uploaded on the Company website and / or communicated to all relevant stakeholders.
6. The Company's Internal Audit function is responsible for periodically reviewing the policies.
7. The Company does not have separate policy for advocacy.
8. The Company does not have a separate policy for environment protection. However, this principle is one of the thrust areas in the Corporate Social Responsibility (CSR) policy of the Company.
9. The Company has formulated a CSR policy in compliance with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 **("CSR Rules")** and has also constituted a CSR Committee to ensure that implementation and monitoring of the CSR policy is in compliance with CSR objectives and policy of the Company. However, due to accumulated losses from past years, the Company has not been able to spend any amount on CSR activities.
10. At 3i Infotech, we constantly strive to provide best services to our clients. We are committed to have an effective service management system by means of timely and quality deliveries. We always strive for continual improvement by following process-based approach in our business operations. 3i Infotech has received ISO 9001:2015, ISO 20000:2018, ISO 27001:2022; CMMi level 5. These certifications are an emblem of our capabilities to provide quality services that satisfy our customers.

Governance, leadership and oversight

7 **Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)**

In line with our commitment to responsible and sustainable business practices, we have further strengthened our focus on key ESG priorities during the year, identified through active engagement with our stakeholders. Our diverse and highly experienced Board, along with the management, continues to provide strategic oversight and guidance for our ESG initiatives. We have reinforced our Comprehensive Code of Conduct and Business Ethics, fostered a strong risk-aware culture, and accelerated our digital transformation efforts.

Additionally, we have introduced innovative products, significantly enhanced investments in cybersecurity and information security, and implemented improved employee welfare policies. We continue to closely monitor resource consumption and have established ambitious targets to reduce electricity, fuel, and paper usage, alongside adopting broader sustainable practices across our operations.

8 **Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).**

Mr. Raj Ahuja, Group Chief Executive Officer

9 **Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No/ NA).**

Yes

If Yes please provide details

The Board of Directors has designated Mr. Raj Ahuja, Group Chief Executive Officer, as the person responsible for the Business Responsibility and Sustainability Report, as well as for the implementation and oversight of the Business Responsibility Policy.

10 **Details of Review of NGRBCs by the Company**

Subject for Review		Indicate whether review was undertaken by Director/ Committee of the Board/Any other Committee								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
a.	Performance against above policies and follow up action	Board of Directors								
b.	Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Board of Directors								

Subject for Review		Frequency (Annually / Half yearly / Quarterly/ Any other-please specify)								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
a.	Performance against above policies and follow up action	Quarterly								
b.	Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Quarterly								

Subject for Review		Frequency (Annually / Half yearly /Quarterly/ Any other-please specify)								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
11	Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No).	No	Yes	No	No	No	No	No	No	Yes
	If yes, provide name of the agency.		Intercert, Intertek, MQAS							Intercert, Intertek, MQAS

12	If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:	P1	P2	P3	P4	P5	P6	P7	P8	P9
	The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
	The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
	The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
	It is planned to be done in the next financial year (Yes/No)									
	Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

(This principle focuses on the importance of ethical conduct and transparency in business operations. Companies should follow ethical business practices and adhere to high standards of integrity. They should also be transparent about their activities, operations, and financial reporting, as well as be accountable for their actions)

Essential Indicators

1. **Percentage coverage by training and awareness programmes on any of the principles during the financial year:**

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	1	Sustainable Growth Model in the interest of all stakeholders	100%
Key Managerial Personnel	1	Business, strategy, risk, update of laws, Principles of Corporate Governance	100%

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Employees other than BOD and KMPs	18	Business Etiquette; Essential Skills - Communication, Problem Solving, Team Building, Decision Making; Other managerial skills; Gen AI and Excel Sessions	66.7%
Workers	NA		

2. **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format**

Monetary					
Particular	**NGRBC Principle**	**Name of the regulatory/ enforcement agencies/ judicial institutions**	**Amount (In ₹) (For Monetary Cases only)**	**Brief of the Case**	**Has an appeal been preferred? (Yes/No)**
Penalty/ Fine	NA				
Settlement					
Compounding fee					

Non-Monetary				
Particular	**NGRBC Principle**	**Name of the regulatory/ enforcement agencies/ judicial institutions**	**Brief of the Case**	**Has an appeal been preferred? (Yes/No)**
Imprisonment	NA			
Punishment				

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
NA	

4. **Does the entity have anti-corruption or anti-bribery policy? (Yes/ No)**

   Yes

   If Yes, provide details in brief

   The Company's reputation for honesty, integrity, and ethical conduct is integral to its financial performance and the cultivation of a positive and trustworthy work environment. Adherence to applicable anti-corruption laws—including the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act 2010, and the Indian Prevention of Corruption Act, 1988 (PCA)—is mandatory. These regulations are binding on the Company, its employees, and all third-party representatives.

   If Yes, Provide a web link to the policy, if available -Web link anti-corruption or anti bribery policy is place

   The Company's Anti-Corruption and Anti-Bribery Policy is available on the Internal Knowledge Management Portal.

5. **Number of Directors/ KMPs/ employees/ workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

Particular	FY 2025-26	FY 2024-25
Directors	0	0
KMPs	0	0
Employees	0	1
Workers	NA	NA

6. **Details of complaints with regard to conflict of interest:**

Case Details	FY 2025-26		FY 2024-25	
	Number	Remark	Number	Remark
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	-	0	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	-	0	-

7. **Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

Not Applicable

8. **Number of days of accounts payables in the following format:**

Particular	FY 2025-26	FY 2024-25
Number of days of accounts payables	94	109

9. **Open-ness of business**

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2025-26	FY 2024-25
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	0%	0%
	b. Number of trading houses where purchases are made from	-	-
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	0%	0%
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	0%	0%
	b. Number of dealers / distributors to whom sales are made	-	-
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	0%	0%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	45.4%	55.3%
	b. Sales (Sales to related parties / Total Sales)	27.5%	32.6%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	100%	100%
	d. Investments	99.9%	99.9%

Leadership Indicators

2. **Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No)**

Yes

If Yes, provide details of the same.

The Company has established a Code of Conduct for its Board of Directors and Senior Management, providing clear guidelines for the identification, avoidance, and disclosure of potential conflicts of interest. On an annual basis, members of the Board and Senior Management are required to disclose their interests in external entities. Additionally, the Company ensures that all necessary statutory approvals are obtained prior to entering into any transactions with such entities. The complete Code of Conduct is available at: https://www.3i-infotech.com/wp-content/uploads/downloads/2016/03/Code-of-Conduct-for-Board-and-Senior-Management.pdf

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe.

(This principle highlights the importance of sustainable and safe production practices. Companies should strive to minimise the environmental impact of their activities and ensure that their products and services are safe for consumers and the environment.)

Essential Indicator

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

Sr. No.	Particular	FY 2025-26	FY 2024-25	Details of improvements in environmental and social impacts
1	R&D	0%	0%	-
2	Capex	0%	0%	-

2 a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)***

No

b. **If yes, what percentage of inputs were sourced sustainably?**

0%

*While we do not have dedicated procedures for sustainable sourcing, our standard supplier selection process does take sustainability-related factors into account.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for**

(a)	Plastics (including packaging)	NA
(b)	E-waste	
(c)	Hazardous waste	
(d)	other waste	

Since the Company is not in the product manufacturing segment, product reclaim is not applicable.

4. a **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No)***

No

b **If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards?**

Not Applicable

c **If not, provide steps taken to address the same**

Not Applicable

*While our company was rebranded in 2021, we have a legacy spanning over 30 years. As our operations do not involve the manufacturing or handling of products subject to Extended Producer Responsibility (EPR) regulations, EPR does not currently apply to us. However, we continue to uphold our commitment to regulatory compliance and sustainable business practices.

Leadership Indicators

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? (Yes/No)***

Not Applicable

If yes, provide details in the following format?

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	If yes, provide the web-link.
Not Applicable						

*3i Infotech Limited operates under a service-based model, with no engagement in manufacturing or the production of physical products. Therefore, Life Cycle Assessment (LCA) is not applicable to our services and has not been conducted.

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Sr. No.	Name of Product/Service	Description of the risk/concern	Action Taken
Not Applicable			

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Sr. No.	Indicate input material	Recycled or re-used input material to total material (In % to Total Material considering the Value)	
		FY 2025-26	FY 2024-25
NA			

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

Sr. No.	Particular	FY 2025-2026			FY 2024-2025		
		Re-Used (In MT)	Recycled (In MT)	Safely Disposed (In MT)	Re-Used (In MT)	Recycled (In MT)	Safely Disposed (In MT)
1	Plastics (including packaging)	As the Company's operations do not involve the production or distribution of physical goods, the reuse of products and packaging materials is not applicable to its business activities. Nevertheless, the Company remains committed to upholding sustainable principles and environmentally responsible practices.					
2	E waste						
3	Hazardous waste						
4	Other waste						

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

Sr. No.	Indicate product category	Reclaimed products and their packaging materials (as % of total products sold in respective category)
As the Company's operations do not involve the sale of physical products requiring post-consumer collection or reclamation, product reclaim obligations are not applicable to its current business model. Nevertheless, the Company remains committed to upholding responsible and sustainable operational practices.		

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains.

(This principle emphasises the importance of employee well-being. Companies should provide safe and healthy working conditions, fair wages, and opportunities for career development to all employees in their value chains, including suppliers, contractors, and temporary workers.)

Essential Indicators

1 a. **Details of measures for the well-being of employees:**

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	1,323	1,286	97.2%	1,287	97.3%	-	-	1,323	100%	0	-
Female	317	307	96.9%	307	96.9%	317	100%	-	-	0	-
Total	1,640	1,593	97.1%	1,594	97.2%	317	100%	1,323	100%	0	-

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Other than permanent employees											
Male	26	4	15.4%	15	57.7%	-	-	26	100%	0	-
Female	14	2	14.3%	9	64.3%	14	100%	-	-	0	-
Total	40	6	15.0%	24	60.0%	14	100%	26	100%	0	-

1. b. **Details of measures for the well-being of workers*:**

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Not Applicable											

*The Company does not have any staff in 'Workers' category.

1. c. **Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format**

	FY 2025-26	FY 2024-25
Cost incurred on well-being measures as a % of total revenue of the Company	0.4%	0.7%

2. **Details of retirement benefits, for Current Financial Year and Previous Financial Year.**

Benefits	FY 2025-26			FY 2024-25		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/NA)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/NA)
PF	100%	NA	Yes	100%	NA	Yes
Gratuity	100%	NA	Yes	100%	NA	Yes
ESI	2.7%	NA	Yes	1.6%	NA	Yes

3. **Accessibility of workplaces**

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

No

If not, whether any steps are being taken by the entity in this regard.

The Company's head office is equipped with ramps and lift facilities to ensure accessibility for differently abled employees and workers. Efforts are underway to extend these accessibility features across all locations, fostering an inclusive environment throughout the organisation.

Additionally, the Company is progressively working towards the provision of wheelchairs and stretchers at locations where such facilities are not yet available. It remains committed to developing appropriate infrastructure, wherever feasible, to enable differently-abled employees to access common facilities–including physical spaces, information, and communication technologies–without barriers.

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016?**

Yes

If so, provide a web-link to the policy.

The policy is applicable to all employees of 3i Infotech Limited and its subsidiaries and is designed to promote inclusivity and equal opportunity across the organisation. It is accessible on the Company's Internal Knowledge Management Portal.

5. **Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention Rate	Return to work rate	Retention Rate
Male	100%	81.3%	Not Applicable	
Female	22.2%	26.7%		
Total	80.0%	63.8%		

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

Category	Yes/No	If Yes, then give details of the mechanism in brief
Permanent Workers	Yes	1. Employees are encouraged to report any concerns, grievances, or issues to the designated Single Point of Contact (SPOC) of the Grievance Committee assigned to their respective location. The relevant contact details, reporting mechanism, and escalation process are clearly outlined in the Policy document to ensure a structured, transparent, and accessible grievance redressal process for all employees. 2. The Committee will engage with the relevant stakeholders to review the complaint and facilitate resolution of the grievance. 3. A formal grievance report will be prepared and shared with the complainant, HR Business Partner (HRBP), and Senior Management.
Other than Permanent Workers	Yes	
Permanent Employees	Yes	
Other than Permanent Employees	Yes	

7. **Membership of employees and worker in association(s) or Unions recognised by the listed entity:**

Category	FY 2025-26			FY 2024-25		
	Total employees/ workers in respective category (A)	No. of employees/ workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/ workers in respective category (C.)	No. of employees/ workers in respective category, who are part of association(s) or Union(D)	% (D/C)
Total Permanent employees	1,640	0	-	1,389	0	-
Male	1,323	0	-	1,114	0	-
Female	317	0	-	275	0	-

8. **Details of training given to employees and workers:**

Category	FY 2025-26					FY 2024-25				
	Total (A)	On Health and Safety Measures		On Skill Upgradation		Total (D)	On Health and Safety Measures		On Skill Upgradation	
		Number (B)	% (B / A)	Number (C)	% (C / A)		Number (E)	% (E / D)	Number (F)	% (C / D)
<u>**Employees**</u>										
Male	1,323	828	62.6%	873	66.0%	1,114	731	65.6%	422	37.9%
Female	317	206	65.0%	183	57.7%	275	115	41.8%	116	42.2%
Total	**1,640**	**1,034**	**63.1%**	**1,056**	**64.4%**	**1,389**	**846**	**60.9%**	**538**	**38.7%**

Note - Disclosure is provided for permanent employees.

9. **Details of performance and career development reviews of employees and worker:**

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. (B)	% (B / A)	Total (D)	No. (E)	% (E / D)
Employees						
Male	1,323	667	50.4%	1,114	363	32.6%
Female	317	165	52.1%	275	118	42.9%
Total	**1,640**	**832**	**50.7%**	**1,389**	**481**	**34.6%**

Note - Disclosure is provided for permanent employees.

10. **Health and safety management system**

a. **Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No)**

Yes

If Yes, the Coverage such systems?

The Company ensures the availability of first aid kits, wheelchairs, and stretchers, conducts regular evacuation drills, and provides training on the proper use of fire and safety equipment. It also maintains high standards of workplace hygiene. Additionally, regular inspections and periodic reviews are undertaken to continuously strengthen and enhance safety protocols.

b. **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

No. Given the nature of the Company's operations as an IT business, a formal system for identifying and recording work-related hazards or injuries has not been established.

c. **Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks? (Yes/ No)**

NA

d. **Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

Yes

11. **Details of safety related incidents, in the following format:**

Safety Incident/Number	Category*	FY 2025-26	FY 2024-25
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	**Employees**	0	0
	Workers	0	0
Total recordable work-related injuries	**Employees**	0	0
	Workers	0	0
No. of fatalities	**Employees**	0	0
	Workers	0	0
High-consequence work-related injury or ill health (excluding fatalities)	**Employees**	0	0
	Workers	0	0

*Including in the contract workforce

12. **Describe the measures taken by the entity to ensure a safe and healthy workplace.**

The Company regularly conducts fire drills and provides comprehensive safety training to all employees, while maintaining high standards of workplace cleanliness and safety. A dedicated team oversees round-the-clock electrical maintenance, supported by an annual maintenance contract, to ensure the safe and efficient functioning of electrical systems.

First aid kits are readily available across all locations, and emergency contact numbers are prominently displayed throughout office premises. Additionally, routine housekeeping, periodic pest control, and the upkeep of clean workstations and cafeteria facilities are systematically managed to promote a safe, hygienic, and healthy work environment.

13. **Number of Complaints on the following made by employees and workers:**

Particulars	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	-	0	0	-
Health & Safety	0	0	-	0	0	-

14. **Assessment for the year:**

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

15. **Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/ concerns arising from assessments of health & safety practices and working conditions.**

No safety-related incidents, significant risks, or concerns have been identified or reported based on the assessments of health and safety practices and working conditions.

Leadership Indicators

1. **Does the entity extend any life insurance or any compensatory package in the event of death of**

(A) Employees (Y/N)	Yes
(B) Workers (Y/N)	Yes

2. **Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

To ensure proper deduction and timely remittance of statutory dues by value chain partners, the Company conducts periodic reviews of relevant documentation provided by contractors. This verification covers obligations such as Income Tax, ESIC, Provident Fund, Professional Tax, GST, and other applicable levies, ensuring they are accurately deducted and deposited within prescribed timelines. Through this process, the Company ensures that value chain partners consistently comply with statutory requirements and fulfil their obligations to both employees and the relevant authorities.

3. **Provide the number of employees/workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Question 11 of Essential Indicators above), who have been/ are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

Particular	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2025-26	FY 2024-25	FY 2025-26	FY 2024-25
Employees	Not Applicable			
Workers				

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No/ NA)**

Yes

5. **Details on assessment of value chain partners:**

Particulars	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	100%
Working Conditions	100%

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders.

(This principle highlights the importance of stakeholder engagement. Companies should consider the interests and perspectives of all stakeholders, including shareholders, employees, customers, suppliers, and the communities in which they operate. They should also be responsive to stakeholder concerns and feedback.)

Essential Indicators

1. **Describe the processes for identifying key stakeholder groups of the entity.**

   Effective stakeholder management begins with the systematic identification of both internal and external stakeholders. Internal stakeholders comprise individuals within the organisation with whom the Company engages regularly, allowing for greater accessibility and influence. In contrast, external stakeholders include parties outside the organisation with whom the Company maintains business relationships, albeit with comparatively limited direct control.

2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder Group	**Whether identified as Vulnerable & Marginalised Group**	**Channels of communication** (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website, Other- Please Specify)	**Frequency of engagement** (Annually, Half-yearly, Quarterly, others- Please specify)	**Purpose and scope of engagement including key topics and concerns raised during such engagement**
Shareholder	No	Website, email communications, stock exchange linked disclosures, annual report, press releases	Quaterly, Annually and Event Basis	Financial Results, Annual Report and Investor related information
Customers	No	Website, email campaigns, webinars, events, social media, customer marketing collaterals	Monthly as needed	Handling product or service feedback, resolving problems, improving customer satisfaction, collecting improvement suggestions, and discussing new offerings.
Vendors	No	Email, Vendor Portals, Meetings	Quarterly	Ensuring delivery quality, adhering to the code of conduct, fulfilling the Company's environmental, social, and governance standards, and addressing compliance and regulatory requirements.
Employees	No	Internal emails, newsletters, internal campaigns, employee communication creatives	Monthly as needed	Employee satisfaction, professional growth, workplace concerns, input on policies and procedures, and training requirements.
Regulatory Bodies	No	Official Letters, Reports	Quarterly	Following relevant laws and regulations, fulfilling reporting obligations, complying with industry standards, managing legal issues, and accurately documenting activities.
Community	No	Social media, website, campaign communication, community outreach content	As Needed	Corporate social responsibility, community growth, environmental sustainability, and job opportunities for the local population.

Leadership Indicators

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

   The process for consultation between stakeholders and the Board on economic, environmental, and social matters begins with the development of a structured stakeholder engagement plan. This plan outlines the frequency of interactions, identifies relevant representatives from both the Company and stakeholder groups across business segments, and defines the modes of engagement, including questionnaires, interviews, periodic meetings, and mailers. It also specifies the decisions and approvals required from designated decision-makers.

Following the consultation process, stakeholder feedback is systematically compiled and presented to the Board, ensuring consistent, accurate, and meaningful engagement. This bi-directional communication approach facilitates the collection of feedback, suggestions, and grievances, while also providing updates on actions taken in response to stakeholder concerns. Additionally, insights gathered through external communication channels, campaigns, digital platforms, events, and brand listening mechanisms are periodically shared with relevant internal stakeholders for review and appropriate action.

The Company remains committed to ensuring that all stakeholders, irrespective of race, gender, culture, or language, have access to open and inclusive channels to express their views and concerns.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/No).**

   Yes

   If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

   The satisfaction and performance of stakeholders are critical to the organisation's success and therefore require continuous monitoring. Periodic assessments—through methods such as public surveys, audits, and evaluations—are conducted to gauge stakeholder perceptions and expectations. Where necessary, corrective actions are implemented to address gaps and achieve desired outcomes, while stakeholders are regularly updated on the status of commitments made to them.

   Additionally, inputs received through stakeholder engagement across digital platforms, campaigns, events, and other communication channels enable the Company to better understand stakeholder expectations on social and environmental matters. These insights support the refinement of messaging, enhance awareness initiatives, and strengthen communication around responsible business practices.

PRINCIPLE 5 BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS.

(This principle focuses on the importance of human rights. Companies should respect and promote human rights, including the rights to freedom of expression, association, and privacy. They should also prevent and address human rights violations in their operations and value chains.)

Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format**

Benefits	FY 2025-26			FY 2024-25		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total (C)	No. of employees/ workers covered (D)	% (D / C)
Employees						
Permanent	1,640	828	50.5%	1,389	1,041	75.0%
Other than permanent	40	40	100%	76	76	100%
Total Employees	**1,680**	**868**	**51.7%**	**1,465**	**1,117**	**76.3%**
Workers*						
Permanent	Not Applicable					
Other than permanent						
Total Workers						

* The Company does not have any staff in the 'Workers' category.

2. **Details of minimum wages paid to employees and workers**

Category	FY 2025-26					FY 2024-25				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B /A)	No. (C)	% (C /A)		No. (E)	% (E /D)	No. (F)	No. (F)
Employees										
Permanent										
Male	1,323	2	0.2%	1,321	99.9%	1,114	2	0.2%	1,112	99.9%
Female	317	0	-	317	100%	275	0	0%	275	100%
Total	**1,640**	**2**	**0.1%**	**1,638**	**99.9%**	**1,389**	**2**	**0.1%**	**1,387**	**99.9%**

Note -

- The Company does not have any staff in the 'worker' category.
- Minimum wages act is not applicable to other than permanent employees.

3. **Details of remuneration/salary/wages**

a. **Median remuneration / wages:**

Particular	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BOD)	0	NA	0	NA
Key Managerial Personnel	2	1,90,99,998	1	60,78,672
Employees other than BOD and KMP	1,321	7,71,756	316	7,39,080
Workers	Not Applicable			

b. **Gross wages paid to females as % of total wages paid by the entity, in the following format:**

Particular	FY 2025-26	FY 2024-25
Gross wages paid to females as % of total wages	15.4%	18.0%

4. **Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?**

Yes

* Employees have the option to approach the Grievance Redressal Committee or their respective Business HRs to address any grievances. Additionally, the Whistle Blower Policy is implemented to offer employees a secure and confidential avenue to report any unethical behaviour or violations, further strengthening our commitment to fostering an ethical and supportive workplace.

The Whistle Blower Policy can be accessed at the following link:

https://www.3i-infotech.com/wp-content/uploads/2026/05/Whistle-Blower-Policy.pdf

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues.**

Business HRs act as the primary point of contact for addressing employee concerns, in alignment with the Company's commitment to upholding human rights and fostering a safe and respectful work environment. The Company has established a structured process enabling employees to reach out to their respective Business HRs through multiple communication channels, including verbal, telephonic, and email, ensuring timely resolution of concerns.

Employees are actively encouraged to utilise this grievance redressal mechanism, reinforcing the Company's dedication to maintaining a secure and respectful workplace. In addition, a formal Grievance Redressal Framework has been implemented, incorporating a transparent helpdesk ticketing system and a defined escalation process to ensure efficient handling of grievances. Complaints may also be raised through the whistleblower mechanism, further strengthening the Company's commitment to accountability and ethical practices.

6. **Number of Complaints on the following made by employees and workers:**

Particulars	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	-	0	0	-
Discrimination at workplace	0	0	-	0	0	-
Child Labour	0	0	-	0	0	-
Forced Labour / Involuntary Labour	0	0	-	0	0	-
Wages	0	0	-	0	0	-
Other human rights related issues	0	0	-	0	0	-

7. **Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

Particulars	FY 2025-26	FY 2024-25
Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees / workers	0%	0%
Complaints on POSH upheld	0	0

8. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

In cases of discrimination and harassment, the identity of the complainant is maintained with strict confidentiality to safeguard against retaliation or further adverse actions. Matters pertaining to POSH and related grievances are handled with the highest level of confidentiality for both the complainant and any associated witnesses. The Company ensures that all investigations are conducted in a fair, impartial, and transparent manner, while providing the complainant with a full and adequate opportunity to present their case.

9. **Do human rights requirements form part of your business agreements and contracts? (Yes/No/NA)**

Yes

Human rights requirements form a part of the Company's business agreements and contracts as and where relevant.

10. **Assessments for the year:**

Name of the Assessment	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	-

11. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.**

Not Applicable

Leadership Indicators

1. **Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**

As part of the Company's Human Resource Framework, the principles of fairness, transparency, and impartiality have been systematically integrated into various employee lifecycle processes to ensure the effective and unbiased handling of grievances and complaints related to human rights. The Company has established structured grievance redressal mechanisms and defined escalation procedures to facilitate timely resolution of concerns while ensuring equal opportunity to all parties involved. These processes are designed to promote accountability, safeguard employee rights, and strengthen a respectful, inclusive, and ethical workplace environment across the organisation.

2. **Details of the scope and coverage of any Human rights due diligence conducted**

   In alignment with the Company's Human Resource Framework, the principles of natural justice have been institutionalised across employee lifecycle processes, ensuring robust due diligence in the effective and equitable resolution of human rights concerns throughout the organisation.

3. **Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016? (Yes/No)**

   Yes

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment.

(This principle emphasizes the importance of environmental stewardship. Companies should minimise their impact on the environment, conserve natural resources, and promote environmental sustainability. They should also take steps to restore and rehabilitate degraded ecosystems.)

Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2025-26 (in Giga Joules)	FY 2024-25 (in Giga Joules)
From renewable sources		
Total electricity consumption (A)	0	0
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	0	0
Total energy consumed from renewable sources (A+B+C)	0	0
From non-renewable sources		
Total electricity consumption (D)	6,071.6	6,534.0
Total fuel consumption (E)	132.0	138.4
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F)	**6203.6**	**6,672.4**
Total energy consumed (A+B+C+D+E+F)	**6203.6**	**6,672.4**
Energy intensity per rupee of turnover [Total energy consumed (in GJ) / Revenue from operations (in rupees)]	0.0000019	0.0000018
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) [Total energy consumed (in GJ)/ Revenue from operations in rupees adjusted for PPP]	0.0000389	0.0000378
Energy intensity in terms of physical output [Total energy consumed (in GJ) / <mention the physical output details>]	NA	NA
Energy intensity (optional) – the relevant metric may be selected by the entity	NA	NA
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?		No
If yes, name of the external agency.	-	

Note: The revenue from operations has been adjusted for Purchasing Power Parity (PPP) using the latest PPP conversion factor published by the International Monetary Fund (IMF) for India for the year 2026, which is 20.34.

2. **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Yes/No)**

   No

   If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

   Not Applicable

3. **Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2025-26	FY 2024-25
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	0	0
(iii) Third party water	17,491	17,020.6
(iv) Seawater / desalinated water	0	0
(v) Others – <Rainwater>	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	**17,491**	**17,020.6**
Total volume of water consumption (in kilolitres)	**17,491**	**17,020.6**
Water intensity per rupee of turnover [Total water consumption (in KL) / Revenue from operations (in rupees)]	0.0000054	0.0000047
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) [Total water consumption (in KL) / Revenue from operations in rupees adjusted for PPP]	0.0001096	0.0000964
Water intensity in terms of physical output [Total water consumption (in KL) / <mention the physical output details>]	NA	NA
Water intensity (optional) – the relevant metric may be selected by the entity	NA	NA
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Yes/No)		No
If yes, name of the external agency.	-	

Note: As per CGWA guidelines, the estimated water consumption for all offices is based on an assumption of 45 litres per person per day and is included in Third party water.

4. **Provide the following details related to water discharged:**

Parameter	FY 2025-26	FY 2024-25
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
No treatment	0	0
With treatment – please specify level of treatment	0	0
(ii) To Groundwater		
No treatment	0	0
With treatment – please specify level of treatment	0	0
(iii) To Seawater		
No treatment	0	0
With treatment – please specify level of treatment	0	0
(iv) Sent to third-parties*		
No treatment	17,491.0	17,020.6
With treatment – please specify level of treatment	0	0
(v) Others		
No treatment	0	0
With treatment – please specify level of treatment	0	0
Total water discharged (in kilolitres)	**17,491.0**	**17,020.6**
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)		No
If yes, name of the external agency.	-	

*Water consumption at office locations is discharged into community sewage.

5. **Has the entity implemented a mechanism for Zero Liquid Discharge?**

No

If yes, provide details of its coverage and implementation.

Not Applicable

6. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format*:**

Parameter	Please specify unit	FY 2025-26	FY 2024-25
NOx	-	NA	NA
SOx	-	NA	NA
Particulate matter (PM)	-	NA	NA
Persistent organic pollutants (POP)	-	NA	NA
Volatile organic compounds (VOC)	-	NA	NA
Hazardous air pollutants (HAP)	-	NA	NA
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)			No
If yes, name of the external agency.		-	

*Our operations do not have any continuous sources of air emissions. Diesel generator (DG) sets are used only during power outages, making emissions of pollutants (excluding greenhouse gases) insignificant.

7. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY 2025-26	FY 2024-25
Total Scope 1 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	**785.5**	**768.1**
Total Scope 2 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	**1,197.5**	**1,319.5**
Total Scope 1 and Scope 2 emissions per rupee of turnover [Total Scope 1 and Scope 2 GHG emissions (in $MTCO_2e$) / Revenue from operations (in rupees)]	$MTCO_2e$ / Revenue from operations (in rupees)	0.0000006	0.0000006
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) [Total Scope 1 and Scope 2 GHG emissions (in $MTCO_2e$) / Revenue from operations in rupees adjusted for PPP]	$MTCO_2e$ / Revenue from operations in adjusted PPP (in rupees)	0.0000124	0.0000118
Total Scope 1 and Scope 2 emission intensity in terms of physical output [Total Scope 1 and Scope 2 GHG emissions (in $MTCO_2e$) /<mention the physical output details>		NA	NA
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		NA	NA
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)			No
If yes, name of the external agency.			

Note: Source of emission factors used - EPA's GHG Emission Factors Hub, CEA's CDM - CO_2 Baseline Database User Guide Version 21 has been used for the purpose of GHG Emissions calculations.

8. **Does the entity have any project related to reducing Green House Gas emission? (Yes/ No)**

Yes

If Yes, then provide details.

The Company uses LED lighting, implements energy-saving measures, and encourages public transport to reduce greenhouse gas emissions.

9. **Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2025-26	FY 2024-25
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0	0
E-waste (B)	0	1.6
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0
Battery waste (E)	0	0

Parameter	FY 2025-26	FY 2024-25
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	0	0
Other Non-hazardous waste generated (H)*. Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	3.6	6
Total (A+B + C + D + E + F + G + H)	**3.6**	**7.6**
Waste intensity per rupee of turnover [Total waste generated (in MT) / Revenue from operations (in rupees)]	0.000000001	0.000000002
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) Total waste generated (in MT) / Revenue from operations in rupees adjusted for PPP	0.00000002	0.00000004
Waste intensity in terms of physical output Total waste generated (in MT) / <mention the physical output details>	NA	NA
Waste intensity (optional) – the relevant metric may be selected by the entity	NA	NA

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

Category of waste	FY 2025-26	FY 2024-25
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total	0	0

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

Category of waste	FY 2025-26	FY 2024-25
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	3.6	7.6
Total	**3.6**	**7.6**
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)		No
If yes, name of the external agency.	-	

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Upon completion of the retention period, a list of obsolete, unused, or non-functional assets is compiled and submitted to the relevant Business Head and Chief Financial Officer (CFO) for approval. Following approval, quotations are obtained from scrap vendors and evaluated through a comparative analysis. Final approval is then secured from the CFO's office, after which an invoice is issued to the selected vendor. Upon receipt of payment or advance, a gate pass is generated and the assets are duly removed from the premises.

Additionally, waste bins are monitored on a daily basis to ensure effective waste management prior to the handover of waste to municipal authorities.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Sr. No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval/ clearance are being complied with? (Y/N)	If no, the reasons thereof and corrective action taken, if any.
The Company does not have any operation/entity in ecologically sensitive area.				

12. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Environmental Impact Assessment has not been conducted for any of the project.					

13. **Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N/NA).**

Yes

If not, provide details of all such non-compliances, in the following format:

Specify the law/regulation/ guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Not Applicable			

Leadership Indicators

3. **With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

NA

4. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative	Corrective action taken, if any
Previously, drinking water was provided to employees and visitors in plastic bottles through a third-party vendor. This practice has since been discontinued, and drinking water is now served in glass bottles as part of the Company's sustainability initiatives. At the Vashi office, a common area garden has been developed by the building authority, where recycled wastewater is utilised for irrigation and sprinkling purposes.			

6. **Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

NA

7. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

NA

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

(This principle highlights the importance of responsible advocacy. Companies should engage in policy advocacy in a responsible and transparent manner, and avoid engaging in activities that could undermine the public interest or the democratic process.)

Essential Indicators

1. a. **Number of affiliations with trade and industry chambers/ associations.**

3

b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National/ International)
1	BCCI - Bombay Chamber of Commerce & Industry	State
2	NASSCOM - National Association of Software and Service Companies	National
3	Electronics And Computer Software Export Promotion Council	National

2. **Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of authority	Brief of the case	Corrective action taken
The Company has not received any adverse orders from any regulatory authority in relation to anti-competitive conduct.		

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development.

(This principle emphasises the importance of promoting inclusive and equitable economic development. Companies should create economic opportunities for all, including disadvantaged and marginalised groups. They should also contribute to the development of local communities and support social and economic empowerment.)

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
In alignment with the Company's business model and operational scope, no new initiatives were undertaken during FY 2025–26 that required a Social Impact Assessment (SIA). Accordingly, no SIA was conducted during the reporting period.					

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

Sr. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
In line with the Company's operational scope, no new projects were initiated during FY 2025–26 that required rehabilitation and resettlement. Accordingly, no rehabilitation and resettlement activities were undertaken during the reporting period.						

3. **Describe the mechanisms to receive and redress grievances of the community.**

The Company operates a fully digital business model and does not own or manage facilities that directly impact local communities. Any concerns raised by stakeholders are addressed through the Company's established Corporate Grievance Redressal Mechanism.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

Particular	FY 2025-26	FY 2024-25
Directly sourced from MSMEs/ small producers	20.7%	3%
Directly from within India	100%	97%

5. **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

Particular	FY 2025-26	FY 2024-25
Rural	0%	0%
Semi-urban	0%	0%
Urban	0%	0%
Metropolitan	100%	100%

(Place to be categorised as per RBI Classification System - rural / semi-urban / urban/metropolitan)

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner.

(This principle highlights the importance of responsible consumer engagement. Companies should provide safe, high-quality products and services, and ensure that they are marketed and sold ethically and responsibly. They should also be transparent about their products and services, and provide consumers with the information they need to make informed choices.)

Essential Indicators

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

   The Company has established a structured grievance redressal mechanism to address customer concerns in a timely and transparent manner. Customers may raise complaints through multiple channels, including email, the website grievance portal, account managers, and service delivery teams. All complaints are systematically tracked, reviewed, and resolved within defined timelines, with escalation mechanisms in place to address critical issues effectively.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about**

Particular	As a percentage to total turnover
Environmental and social parameters relevant to the product	NA
Safe and responsible usage	NA
Recycling and/or safe disposal	NA

3. **Number of consumer complaints in respect of the following:**

Particular	FY 2025-26		Remarks	FY 2024-25		Remarks
	Received during the year	Pending resolution at the end of year		Received during the year	Pending resolution at the end of year	
Data privacy	0	0	-	0	0	-
Advertising	0	0	-	0	0	-
Cyber-security	0	0	-	0	0	-
Delivery of essential services	0	0	-	0	0	-
Restrictive Trade Practices	0	0	-	0	0	-
Unfair Trade Practices	0	0	-	0	0	-
Other						

4. **Details of instances of product recalls on account of safety issues:**

Particular	Number	Reason for recall
Voluntary recalls	NA	-
Forced recalls	NA	-

   Note: Not applicable because we are a services-based company and our products usually don't need recalls.

5. **Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No)**

   Yes

   If available, provide a web link of the policy

   https://www.3i-infotech.com/privacy-policy/

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

   Not Applicable

7. **Provide the following information relating to data breaches**

a.	Number of instances of data breaches along-with impact	0
b.	Percentage of data breaches involving personally identifiable information of customers	0%

   c. **Impact, if any, of the data breaches**

   No incident of any data breach has taken place in FY 2025-26.

Leadership Indicator

1. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

   Information regarding the Company's products and services can be accessed on its official website - https://www.3i-infotech.com/

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services**

   To promote the safe and responsible use of our products and services, the Company conducts workshops for clients, demonstrating the effective utilisation of various Microsoft productivity suites.

   In addition, regular meetings and training sessions are organised with clients, to ensure they are well-informed and equipped to use the Company's offerings in a secure and responsible manner.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   The Company has established a robust Business Continuity Plan (BCP) to effectively manage potential risks of disruption or discontinuation of critical services. This plan is proactively communicated to customers in advance to ensure transparency and preparedness.

   For instance, the Company operates global command centres across two locations, each designed to serve as a backup for the other in the event of an emergency. Additionally, regular consultations with delivery heads are conducted to ensure that appropriate contingency measures are in place and that clients are promptly informed of any potential risks or service disruptions.

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/NA)**

   NA

   a. **If yes, provide details in brief.**

      NA

   b. **Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/ services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

      Yes

ANNEXURE 3

STATEMENT ON IMPACT OF AUDIT QUALIFICATIONS (FOR AUDIT REPORT WITH MODIFIED OPINION) SUBMITTED ALONG-WITH ANNUAL AUDITED FINANCIAL RESULTS - (CONSOLIDATED)

Statement on Impact of Audit Qualifications for the financial year ended March 31, 2026

(Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended)

Sl. No.	Particulars	Audited figures (as reported before adjusting for qualifications) (₹ in Lakhs except EPS)	Adjusted figures (audited figures after adjusting for qualifications) (₹ in Lakhs)
1.	Turnover / Total income	78,368	NA
2.	Total Expenditure	73,513	NA
3.	Net Profit/(Loss)	3,511	NA
4.	Earnings Per Share	1.83	NA
5.	Total Assets	66,217	NA
6.	Total Liabilities	28,439	NA
7.	Net Worth	28,527	NA
8.	Any other financial item(s) (as felt appropriate by the management)	-	-

AUDIT QUALIFICATION:

Sr. No.	Particulars	Remarks
a.	Details of Audit Qualification:	As per para 2(a) of the Independent Audit Report of consolidated financial results, pertaining to 3i Infotech Holding Private Limited, Mauritius. This qualification is on account of legacy related matter.
b.	Type of Audit Qualification: Qualified Opinion / Disclaimer of Opinion / Adverse Opinion	Qualified Opinion
c.	Frequency of qualification: Whether appeared first time / repetitive / since how long continuing	This pertains to legacy related matter and not related to current year
d.	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	This qualification is for legacy related matter. There is no incremental impact on the current year financials.
e.	For Audit Qualification(s) where the impact is not quantified by the auditor: (i) Management's estimation on the impact of audit qualification:	Pertaining to previous years legacy issue. Not quantified by auditors and hence no management view.
	(ii) If management is unable to estimate the impact, reasons for the same:	We do not envisage any material changes in the management certified financials as the same have been prepared in INR as functional currency.
	(iii) Auditors' Comments on (i) or (ii) above:	This qualification is for legacy related matter. There is no incremental impact on the current year financials.

Sr. No.	Particulars	Remarks
a.	Details of Audit Qualification:	As per para 2(b) of the Independent Audit Report of consolidated financial results, pertaining to the financial results of 3i Infotech (Middle East) FZ LLC results. This qualification is on account of legacy related matter.
b.	Type of Audit Qualification: Qualified Opinion / Disclaimer of Opinion / Adverse Opinion	Adverse Opinion

ANNEXURE 3 (CONTD.)

Sr. No.	Particulars	Remarks
c.	Frequency of qualification: Whether appeared first time / repetitive / since how long continuing	This qualification is for legacy related matter.
d.	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	This qualification is for legacy related matter. There is no incremental impact on the current year financials.
e.	For Audit Qualification(s) where the impact is not quantified by the auditor: (i) Management's estimation on the impact of audit qualification:	This qualification is for legacy related matter. There is no incremental impact on the current year financials.
	(ii) If management is unable to estimate the impact, reasons for the same:	While this is related to legacy issues, current management has undertaken a detailed review of these receivables. Based on the business relationships and the expected future cash flows of the counterparties which are also related parties, management is of the view that these amounts are recoverable over time.
	(iii) Auditors' Comments on (i) or (ii) above:	No further comments.

SIGNATORIES

For 3i Infotech Limited

For C K S P AND CO LLP
Chartered Accountants
Firm Reg. No. 131228W/W100044

Raj Kumar Ahuja
Group Chief Executive Officer
Place: Mumbai
Date: May 08, 2026

CA Uttam Prakash Agarwal
Audit Committee Chairman
Place: Mumbai
Date: May 08, 2026

Kalpesh Shah
Chief Financial Officer
Place: Mumbai
Date: May 08, 2026

Dhananajay Jaiswal
Partner
Place: Mumbai
Date: May 08,2026

ANNEXURE 4

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2026

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
3i INFOTECH LIMITED
Tower # 5, International Infotech Park,
Vashi Station Complex, Navi Mumbai,
Maharashtra, India, 400703

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **3i Infotech Limited (CIN: L67120MH1993PLC074411) ("the Company").** Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We are issuing this report based on:

(i) Our verification of the Company's books, papers, minutes books, soft copies of various records, scanned copies of minutes of the Board and its Committee, forms and returns filed and other records maintained by the Company during the financial year ended March 31, 2026, as well as before the date of issue of this report;

(ii) Our observations pursuant to visits to the offices of the Company;

(iii) Compliance certificates confirming compliance with all laws applicable to the Company as given by the Group Chief Executive Officer of the Company and taken on record by the Audit Committee / Board of Directors; and

(iv) Representations made, documents shown and information provided by the Company, its officers, agents and authorised representatives during our conduct of Secretarial Audit.

We hereby report that, in our opinion, during the audit period covering the financial year ended on March 31, 2026, the Company has:

(i) Complied with the statutory provisions listed hereunder; and

(ii) 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 provided to us and maintained by the Company for the financial year ended on March 31, 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 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 Takeovers) Regulations, 2011;

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

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

  (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regualtions, 2014 and the Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021;

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and 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 Act and dealing withclient;

ANNEXURE 4 (CONTD.)

(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

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), [“**Listing Regulations”**) Regulations 2015; and

(vi) 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 Stock Exchange(s), applicable;

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

1. While the Company generally complied with the website disclosure requirements, delays were observed in uploading the financial statements of certain wholly owned subsidiaries under the designated section of the Company's website.

2. Instances were observed where related party transactions with wholly owned subsidiaries exceeded the omnibus approval limits approved by the Audit Committee under Regulation 23(3) of the Listing Regulations. Such transactions were subsequently placed before and ratified by the Audit Committee.

3. The Audit Committee, while recommending the appointment of the Statutory Auditor, did not specifically record the review or recommendation of the auditors remuneration and terms relating thereto, as required under Part C of Schedule II read with Regulation 18 of the Listing Regulations.

4. Non-compliance with RBI Regulations regarding Overseas Direct Investment (ODI): With regards to RBI filing and disclosures, in case of overseas companies, Indian parent Company must submit Annual Performance Report (APR) and such report is pending for submission since last 15 years i.e. from 2009 onwards in some cases.

We further report that

The Board of Directors of the Company is duly constituted with Non-Executive Directors and Independent Directors including independent woman Director. 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, including committees thereof, along with agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the Directors.

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

Specific Event

1. **Rights Issue.**

Completed a Rights Issue of 3,77,08,165 Equity Shares of face value ₹10/- each at an issue price of ₹17/- per share (including a premium of ₹7/- per share), aggregating to ₹64.10 Crores, in compliance with the provisions of the Act, and the applicable SEBI Regulations. The Rights Issue was oversubscribed by 1.47 times.

2. **Scheme of Amalgamation**

The Board of Directors, at its meeting held on March 20, 2025, approved a Scheme of Amalgamation pursuant to the applicable provisions of the Act, The Scheme provides for merger of the following wholly owned subsidiaries with the Company

- 3i Infotech Consultancy Services Limited,
- 3i Infotech Digital BPS Limited,
- Versares Digital Technology Services Private Limited, and
- NuRe Edgetech Private Limited.

The proposed amalgamation is aimed at simplifying the group structure, achieving operational synergies, and enhancing overall efficiency. The aforesaid Scheme of Amalgamation was filed with the Hon'ble National Company Law Tribunal (NCLT) on June 30, 2025, and the approval of the Hon'ble NCLT is currently awaited.

ANNEXURE 4 (CONTD.)

3. **Simplification of Global Organisation Structure**

   Dissolved the following dormant overseas subsidiaries during the year:

   - Nure Infotech Solutions Pte. Ltd., Singapore
   - 3i Infotech (Western Europe) Group Limited, UK
   - 3i Infotech (Western Europe) Holdings Limited, UK
   - Rhymes Systems Limited, UK

   Further, approved initiation of bankruptcy proceedings for 3i Infotech Saudi Arabia LLC and initiated the closure process for identified dormant overseas subsidiaries.

4. **Forensic Audit – Subsequent Developments:**

   Pursuant to the forensic audit reported in the previous financial year, the Board constituted a High-Powered Committee to review legal opinions and recommend the appropriate course of action. Based on the recommendations of the High-Powered Committee, the Company initiated legal and regulatory proceedings in relation to certain historical transactions, including filing of complaints before the Economic Offences Wing, Belapur Police and the Securities and Exchange Board of India.

5. **Equity Share Capital:- Allotment under Employee Stock Options Scheme:**

   During the year under review, the Company has, on various dates, allotted in all 68,360 fully paid-up equity shares under Employee Stock Option Scheme 2018.

   We further report that the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors and other designated professionals.

   We further report that as per the explanations given to us and the representation made by the Management and relied upon by us, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

   We further report that during the audit period, there was no other event/action having major bearing on the Company's affairs.

Name of Firm: SAP & Associates
Company Secretaries
[Firm Regn. No. P2020MH079800]
[PR No.: - 3269/2023]

Name of the Partner: Vishwanath Kote
FCS No. 13579
CP No. 22647.
UDIN:- F013579H000929021

Place: Vashi, Navi Mumbai
Date: July 24, 2026

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

Note: Date of approval of this certificate is July 23, 2026 and date of signature by the Practicing Company Secretary is July 24, 2026, upon generation of the UDIN.

ANNEXURE 4 (CONTD.)

Annexure – A

To,
The Members,
3i INFOTECH LIMITED
Tower # 5, International Infotech Park,
Vashi Station Complex, Navi Mumbai,
Maharashtra, India, 400703

Re: Secretarial Audit Report of even date is to be read along with this letter.

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

Name of Firm: SAP & Associates
Company Secretaries
[Firm Regn. No. P2020MH079800]
[PR No.: - 3269/2023]

Name of the Partner: Vishwanath Kote
FCS No. 13579
CP No. 22647.
UDIN:- F013579H000929021

Place: Vashi, Navi Mumbai
Date: July 24, 2026

Note: Date of approval of this certificate is July 23, 2026 and date of signature by the Practicing Company Secretary is July 24, 2026, upon generation of the UDIN.

ANNEXURE 4A

EXPLANATION ON DISCLOSURE OF FACTS REPORTED IN THE SECRETARIAL AUDIT REPORT (MR-3)

1. While the Company generally complied with the website disclosure requirements, delays were observed in uploading the financial statements of certain wholly owned subsidiaries under the designated section of the Company's website.

   Explanation: The observation is duly noted

2. Instances were observed where related party transactions with wholly owned subsidiaries exceeded the omnibus approval limits approved by the Audit Committee under Regulation 23(3) of the Listing Regulations. Such transactions were subsequently placed before and ratified by the Audit Committee.

   Explanation: All such transactions with wholly owned subsidiaries were in the ordinary course of business and at arm's length and were duly ratified by the Audit Committee.

3. The Audit Committee, while recommending the appointment of the Statutory Auditor, did not specifically record the review or recommendation of the auditor remuneration and terms relating thereto, as required under Part C of Schedule II read with Regulation 18 of the Listing Regulations.

   Explanation: The observation is duly noted and will be implemented to ensure enhanced alignment with the requirements of Part C of Schedule II of the Listing Regulation.

4. <u>Non-compliance with RBI Regulations regarding Overseas Direct Investment (ODI)</u>: With regards to RBI filing and disclosures, in case of overseas companies, Indian parent Company must submit Annual Performance Report (APR) and such report is pending for submission since last 15 years i.e. from 2009 onwards in some cases.

   Explanation: Significant progress has been made towards regularisation. Out of seven overseas entities requiring APR filings, the APR for one entity for FY 2024–25 has been duly filed on December 23, 2025. Of the remaining six entities, two entities have been closed, three are presently dormant and one entity was incorrectly classified under the ODI framework. The remaining pending filings are primarily due to legacy documentation issues, resulting in the non-compliance being carried forward over an extended period. To resolve the matter, the Company has engaged FEMA consultant to coordinate with the Authorised Dealer Bank and facilitate regularisation.

ANNEXURE 4B

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2026

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
3i INFOTECH DIGITAL BPS LIMITED
Tower No. 5, International Infotech Park,
Vashi Railway Station Complex., Navi Mumbai,
Maharashtra, India, 400703

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **3i INFOTECH DIGITAL BPS LIMITED (CIN: U74899MH1990PLC412657) ("the Company").** Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised 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 March 31, 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records provided to us and maintained by the Company for the financial year ended on March 31, 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; **(Not applicable to the Company)**

(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 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") (Not applicable to the Company)**

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company)**

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not applicable to the Company)**

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company)**

(d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 and the Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulation, 2021; **(Not applicable to the Company)**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021; **(Not applicable to the Company)**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client; **(Not applicable to the Company)**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company)** and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company)**

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015; **(Not applicable to the Company)** and

(vi) 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 Stock Exchange(s), applicable; **(Not applicable to the Company)**

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

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including Woman 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, including committees thereof, along with agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the Directors.

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

We further report that the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors and other designated professionals.

We further report that as per the explanations given to us and the representation made by the Management and relied upon by us, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the board of the Company has approved the Scheme of Amalgamation among 3i Infotech Consultancy Services Limited, 3i Infotech Digital BPS Limited, Versares Digital Technology Services Private Limited and Nure Edgetech Private Limited with 3i Infotech Limited based upon the approval given by the Board of Directors of Parent Company, The aforesaid Scheme of Amalgamation was filed with the Hon'ble National Company Law Tribunal (NCLT) on June 30, 2025, and the approval of the Hon'ble NCLT is currently awaited.

We further report that during the audit period under review, there were no instances of:

(i) Public/Right/Preferential issue of shares / debentures/ sweat Equity, etc.

(ii) Redemption / buy-back of securities

(iii) Major decisions taken by the members in pursuance to section 180 of the Act,

(iv) Foreign technical collaborations

We further report that during the audit period; there was no other event/action having major bearing on the Company's affairs.

Name of Firm: SAP & Associates
Company Secretaries
Firm Regn. No:- P2020MH079800
[PR No.: - 3269/2023]

Name of the Partner: Prakash Shenoy
FCS No. 12625
CP No. 22619
UDIN: F012625H00093233

Place: Vashi, Navi Mumbai
Date: July 24, 2026

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

Note: Date of approval of this certificate is July 23, 2026 and date of signature by the Practicing Company Secretary is July 24, 2026, upon generation of the UDIN.

ANNEXURE 4B (CONTD.)

Annexure – A

To,
The Members,
3i INFOTECH DIGITAL BPS LIMITED
Tower No. 5, International Infotech Park,
Vashi Railway Station Complex., Navi Mumbai,
Maharashtra, India, 400703

Re: Secretarial Audit Report of even date is to be read along with this letter.

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

Name of Firm: SAP & Associates
Company Secretaries
Firm Regn. No:- P2020MH079800
[PR No.: - 3269/2023]
UDIN:- F012625H00093233

Name of the Partner: Prakash Shenoy
FCS No. 12625
CP No. 22619

Place: Vashi, Navi Mumbai
Date: July 24, 2026

Note: Date of approval of this certificate is July 23, 2026 and date of signature by the Practicing Company Secretary is July 24, 2026, upon generation of the UDIN.

ANNEXURE 4C

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2026

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
3i INFOTECH CONSULTANCY SERVICES LIMITED
Tower No. 5, International Infotech Park,
Vashi Railway Station Complex., Navi Mumbai,
Maharashtra, India, 400703

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **3i INFOTECH CONSULTANCY SERVICES LIMITED (CIN: U72900MH2007PLC176323) ("the Company").** Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised 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 March 31, 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records provided to us and maintained by the Company for the financial year ended on March 31, 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; **(Not applicable to the Company)**

(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 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") (Not applicable to the Company)**

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company)**

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not applicable to the Company)**

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company)**

(d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 and the Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company)**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021; **(Not applicable to the Company)**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client; **(Not applicable to the Company)**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company)** and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company)**

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015; **(Not applicable to the Company)** and

(vi) 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 Stock Exchange(s), applicable; **(Not applicable to the Company)**

ANNEXURE 4C (CONTD.)

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

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including Woman 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, including committees thereof, along with agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the Directors.

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

We further report that the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors and other designated professionals.

We further report that as per the explanations given to us and the representation made by the Management and relied upon by us, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the board of the Company has approved the Scheme of Amalgamation among 3i Infotech Consultancy Services Limited, 3i Infotech Digital BPS Limited, Versares Digital Technology Services Private Limited and Nure Edgetech Private Limited with 3i Infotech Limited based upon the approval given by the Board of Directors of Parent Company.

We further report that during the audit period under review; there were no instances of:

(i) Public / Right / Preferential issue of shares / debentures / sweat Equity, etc.

(ii) Redemption / buy-back of securities

(iii) Major decisions taken by the members in pursuance to section 180 of the Act,

(iv) Foreign technical collaborations

We further report that during the audit period, there was no other event/action having major bearing on the Company's affairs.

Name of Firm: SAP & Associates
Company Secretaries
Firm Regn. No:- P2020MH079800
[PR No.: - 3269/2023]

Name of the Partner: Prakash Shenoy
FCS No. 12625
CP No. 22619
UDIN:- F012625H000932170

Place: Vashi, Navi Mumbai
Date: July 24, 2026

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

Note: Date of approval of this certificate is July 23, 2026 and date of signature by the Practicing Company Secretary is July 24, 2026, upon generation of the UDIN.

Annexure – A

To,

The Members,

3i INFOTECH CONSULTANCY SERVICES LIMITED

Tower No. 5, International Infotech Park,

Vashi Railway Station Complex., Navi Mumbai,

Maharashtra, India, 400703

Re: Secretarial Audit Report of even date is to be read along with this letter.

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

Name of Firm: SAP & Associates

Company Secretaries

Firm Regn. No:- P2020MH079800

[PR No.: - 3269/2023]

UDIN: F012625H000932170

Name of the Partner: Prakash Shenoy

FCS No. 12625

CP No. 22619

Place: Vashi, Navi Mumbai

Date: July 24, 2026

Note: Date of approval of this certificate is July 23, 2026 and date of signature by the Practicing Company Secretary is July 24, 2026, upon generation of the UDIN.

ANNEXURE 5

DETAILS RELATING TO REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP) AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

i. Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the FY 2025-26

During the financial year, no remuneration was paid to any Director of the Company and accordingly, the ratio of the remuneration of each Director to the median remuneration of employees of the Company for FY 2025-26 is not applicable.

ii. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the FY 2025-26

Name	Designation	Percentage increase / (decrease) in remuneration
Mr. Raj Ahuja	Group Chief Executive Officer	30.4%
Mr. Kalpesh Shah	Chief Financial Officer	NA
Mr. Vaibhav Somani	Acting Chief Financial Officer	NA
Ms. Varika Rastogi	Company Secretary and Compliance Officer	8%

Note:

- Mr. Kalpesh Shah, Chief Financial Officer (appointed on November 13, 2025) joined during the FY 2025-26 and was therefore not considered in the previous year's remuneration revision.
- Mr. Vaibhav Somani, ceased to act as the Acting Chief Financial Officer effective November 12, 2025, in the category of Key Managerial Personnel.

iii. The percentage increase in the median remuneration of employees in FY 2025-26

The percentage increase in the median remuneration of employees in the financial year is 0.62% on a like to like basis. The median remuneration for FY 2025-26 includes applicable performance bonus for the previous year.

iv. The number of permanent employees on the rolls of Company

The number of permanent employees on the rolls of the Company as on March 31, 2026 were 3153.

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

On average employees receive an annual increase of 7%. The average increase in renumeration of KMP is 19.2%.

Note: Perquisite arising due to exercise of employee stock options has been excluded while calculating the total remuneration.

vi. The key parameters for any variable components of remuneration availed by the directors

Non-Executive Directors receive only sitting fees from the Company. There is no Executive Director in the Company.

vii. Affirmation that the remuneration is as per the remuneration policy of the Company

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

ANNEXURE 6

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FY 2025-26

1. **Brief outline on CSR Policy of the Company:**

At 3i Infotech Limited, we sincerely believe that the actions of the organisation and its community are highly interdependent. It is through constant and collaborative interactions with our external stakeholders that the Company strives to become an asset in the communities where it operates. Pursuant to provisions of Section 135 of the Companies Act, 2013 **(the "Act")**, the Company has formulated a CSR Policy which is available on the website of the Company at: https://www.3i-infotech.com/ wp-content/uploads/2025/03/Corporate-Social-Responsibility-Policy.pdf

The Policy aims to initiate projects that benefit communities; encourage an increased commitment from employees towards CSR activities and volunteering and generating goodwill in communities where the Company operates or is likely to operate.

2. **Composition of CSR Committee:**

Sr. No	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Ambarish Dasgupta	Chairperson (Non-Executive Director)	Nil	Nil
2.	Dr. Aruna Sharma	Member (Independent Director)	Nil	Nil
3.	Dr. Madan Bhalchandra Gosavi	Member (Independent Director)	Nil	Nil

3. **Provide the web-link where composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:**

The composition of CSR committee and CSR Policy are placed on the website of the Company and the web link for the same are as follows:

For CSR Composition - https://www.3i-infotech.com/wp-content/uploads/2025/03/Constitution-of-Board-Committes-of-3i-Infotech.pdf

For CSR Policy - https://www.3i-infotech.com/wp-content/uploads/2025/10/Corporate-Social-Responsibility-Policy.pdf

4. **Provide the details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):**

Not applicable

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

Sr. No.	Financial Year	Amount available for set off from preceding financial years (in ₹)	Amount required to be set off for the financial years, if any (in ₹)
1.	FY 2025-26	Not Applicable	Not Applicable
	Total		

6. **Average net profit of the Company as per section 135(5):**

Particulars	FY 2024-25	FY 2023-24	FY 2022-23
Net Profit / (Loss) before tax	(2,329.29)	(2,348.26)	(1,502.32)

Average Net Profit/(Loss) before tax for last 3 years calculated in accordance with Section 198 of Companies Act, 2013 = ₹.(2059.96) Crores)

7. (a) **Two percent of average net profit of the Company as per section 135(5):**

The Company does not meet the applicability threshold as per Section 135 of the Act. Hence, the provisions of the said section are not applicable during the current financial year.

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

Not applicable

ANNEXURE 6 (CONTD.)

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

Not applicable

(d) **Total CSR obligation for the financial year (7a+7b-7c):**

Not Applicable

8. (a) **CSR amount spent or unspent for the FY 2025-26:**

Total amount spent for the financial years (in ₹)	Amount unspent (in ₹)				
	Total amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the fund	Amount	Date of transfer
Not applicable					

(b) **Details of CSR amount spent against ongoing projects for the FY 2025-26:**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes / No)	Location of the Project		Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of implementation – Direct (Yes / No)	Mode of Implementation- Through Implementing Agency	
				State	District						Name	CSR Registration number
Not applicable												

(c) **Details of CSR amount spent against other than ongoing projects for FY 2025-26:**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes / No)	Location of the project		Amount spent for the project (in ₹)	Mode of implementation – Direct (Yes / No)	Mode of implementation through implementing Agency	
				State	District			Name	CSR Registration Number
Not applicable									

(d) **Amount spent in administrative overheads:** Nil

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

(f) **Total amount spent for the financial year (8b + 8c + 8d + 8e):** Not Applicable

(g) **Excess amount for set off, if any –**

Sr. No	Particulars	Amount (in ₹)
i)	Two percent of average net profit of the Company as per section 135(5)	Nil
ii)	Total amount spent for the financial year	Nil
iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

ANNEXURE 6 (CONTD.)

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

Sr. No.	Preceding financial year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting financial year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
1.	FY 2024-25	Not Applicable					
2.	FY 2023-24						
3.	FY 2022-23						

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr. No.	Project ID.	Name of the project	Financial year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting financial year (in ₹)	Cumulative amount spent at the end of reporting financial year (in ₹)	Status of the project – Completed / ongoing
Not Applicable								

10. In case of creation or acquisition of capital assets, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):

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

b) Amount of CSR spent for creation or acquisition of capital asset – **Not applicable**

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

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

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

Not applicable for Financial Year 2025-26 since as per Section 135 of the Companies Act 2013, the Company does not meet the applicability threshold.

Ambarish Dasgupta
Chairperson of CSR Committee
(DIN: 00160744)

Raj Kumar Ahuja
Group Chief Executive Officer

Date: July 23, 2026
Place: Navi Mumbai

INDEPENDENT AUDITOR'S REPORT

To the Members of 3i Infotech Limited

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS OPINION

1. We have audited the accompanying Standalone Financial Statements of 3i Infotech Limited ("the Company"), which comprise the Standalone Balance Sheet as at 31st March, 2026, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of material accounting policies and other explanatory notes for the year ended on that date (hereinafter referred to as "the Standalone Financial Statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards notified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the State of Affairs of the Company as at 31st March, 2026, its Profit and the Other Comprehensive Income, Changes in Equity and its Cash Flows for the year ended on that date.

BASIS FOR OPINION

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

EMPHASIS OF MATTER – LEGACY MATTERS

3. We draw attention to Note 18 to the Standalone Financial Statement regarding legacy related assets and liabilities which are all long outstanding matters. The Board constituted the High-Powered Committee to examine both the forensic audit report and the legal opinion. Basis recommendation of the High-Powered Committee, the Company has filed a complaint with the Additional Commissioner of Police, Economic Offence Wing, Navi Mumbai Police Commissionerate, which is presently under investigation. As represented by the Company's management, there is no further adverse financial impact on the Statement. Our opinion on the Standalone Financial Statements is not modified in respect of this matter.

KEY AUDIT MATTERS

4. Key Audit Matters ('KAM') are those matters that, in our professional judgement, were of most significance in our audit of the Standalone Financial Statements of the current audit period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the KAM to be communicated in our report.

We have fulfilled the responsibilities described in the 'Auditors' Responsibilities for the Audit of the Standalone Financial Statements' section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Standalone Financial Statements.

Key Audit Matter	How KAM was addressed in our audit
Revenue Recognition	
The Company's contracts with customers include contracts with multiple products and services. The Company derives revenues from IT services comprising software development and related services, maintenance, consulting and package implementation, licensing of software products and platforms and business process management services. The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligations to determine the deliverables and the ability of the customer to benefit independently from such deliverables involves significant judgement. In certain integrated services arrangements, contracts with customers include subcontractor services or third-party vendor equipment or software. In these types of arrangements, revenue from sales of third-party vendor products or services is recorded net of costs when the Company is acting as an agent between the customer and the vendor, and on gross basis when the Company is the principal for the transaction. In doing so, the Company first evaluates whether it controls the products or service before it is transferred to the customer. The Company considers whether it has the primary obligation to fulfil the contract, inventory risk, pricing discretion and other factors to determine whether it controls the products or service and therefore, is acting as a principal or an agent. Revenue from fixed price contracts, where the performance obligations are satisfied over time, has been recognized using the percentage of completion method and computed as per the input method based on the Company's estimate of contract costs. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. The application of **Ind AS 115 "Revenue from Contracts with Customers"** is complex and involves key judgements mainly relating to (1) identification of distinct performance obligations (2) determination of transaction price of the said identified performance obligations (3) allocation of transaction price to the said performance obligations (4) basis for recognition of revenue over a period. Refer Note 19 to the Standalone Financial Statements.	Our audit procedures on revenue recognised from contracts included: ▪ Obtaining understanding of the systems and processes implemented by the Company and testing the effectiveness of controls relating to recording and computing revenue and associated contract assets, unearned and deferred revenue balances. ▪ Evaluated management's ability to reasonably estimate the progress towards satisfying the performance obligation by comparing actual efforts or costs incurred to prior year estimates of efforts or costs budgeted for performance obligations that have been fulfilled. ▪ Selection of random samples of continuing and new contracts, and evaluated the identification of the distinct performance obligations and determination of transaction price. We performed procedures involving enquiry and observation, verification of evidence in respect of operation of these controls. ▪ Assessed the IT environment in which the business systems operate and related information used in recording and disclosing revenue in accordance with the said Ind AS. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. The estimation of total efforts or costs involves significant judgement and is assessed throughout the period of the contract to reflect any changes based on the latest available information. ▪ Inspected underlying documents and performed analytics to determine reasonableness of contract costs

INDEPENDENT AUDITOR'S REPORT (CONTD.)

Key Audit Matter	How KAM was addressed in our audit
Recognition and Measurement of Deferred Tax Asset	
Please refer to Note 9 (a) of the Standalone Financial Statements. The Company has recognised a net deferred tax asset of Rs. 15.40 Crores as of 31st March, 2026. The recognition of deferred tax involves judgement regarding the likelihood of realisation of these assets, particularly whether there will be sufficient taxable profits in future periods that will support the recognition of these assets. Given the degree of judgement involved in considering these deferred tax assets as recoverable or otherwise, we consider this to be a Key Audit Matter.	Our audit procedures involved gaining an understanding of the applicable tax laws and relevant regulations applicable to the Company. Our audit procedures included: • Evaluation of policies used for recognition and measurement of deferred tax assets in accordance with IND AS 12 Income Taxes. • Assessment of the probability of the availability of profits based on assumptions and other parameters used by the Management against which the Company will be able to use this deferred tax asset in the future, with reference to forecast as noted by the Audit Committee of the Board of Directors. • Assessed the method for determining the Deferred Tax Asset with reference to applicable tax rates and tested the arithmetical accuracy.

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

5. The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Director's Report including annexures to Director's Report, Corporate Governance Report and Shareholder's information, but does not include the standalone financial statements, consolidated financial statements and our auditors' reports thereon. The above stated reports are expected to be made available to us after the date of this auditors' report.

   Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

6. In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained 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.

   When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

MANAGEMENT'S RESPONSIBILITIES FOR THE STANDALONE FINANCIAL STATEMENTS

7. The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements, in terms of the requirements of the Act, that give a true and fair view of the financial position, financial performance, including other comprehensive income, change in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection of the appropriate accounting software for ensuring compliance with applicable laws and regulations including those related to retention of audit logs; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the Standalone Financial Statements, the Management and the Board of Directors are responsible

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

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

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

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

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone 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 Standalone Financial Statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current year and are therefore the key audit matters. We describe these matters in our auditors' 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

10. 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 on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

11. 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;

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 except for the matters stated in paragraph 11(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

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

d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS notified under Section 133 of the Act read with relevant rules of the Companies (Indian Accounting Standards) Rules, 2015 as amended;

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 are disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements 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 existence of internal financial control with reference to financial statements and its operating effectiveness on the company.

g) In our opinion and to the best of our information and according to the explanations given to us, the company has not paid any remuneration to its directors during the year, except for director sitting fees. Accordingly, the provisions of section 197 of the Act are not applicable.

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 Company has disclosed the impact of pending litigations as at 31st March, 2026 on its financial position in the Standalone Financial Statement. (Refer note 31 to the Standalone Financial Statements).

ii. As represented to us, The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses. (Refer Note no. 31 to the Standalone Financial Statements)

iii. There are no amounts, as on 31st March, 2026, which is required to be transferred by the Company to the Investors Education and Protection Fund.

iv. a) The Management has represented that, to the best of their knowledge and belief, as disclosed in note no. 48 to the Standalone Financial Statements, no funds (which are material either individually or in aggregate), other than in normal course of business, have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The Management has represented, that, to the best of their knowledge and belief, as disclosed in note no. 48 to the Standalone Financial Statements, no funds (which are material either individually or in aggregate), have been received by the Company from any person(s) or entity(ies), including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c) Based on such audit procedures, that have been considered reasonable and appropriate in the circumstances, performed by us, nothing has come to our notice that has caused us to believe that the representations under paragraph (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

vi. Based on our examination, which included test checks, the Company has used an accounting software for maintaining its books of account for the year ended 31st March, 2026 which has a feature of recording audit trail (edit log) facility. Further, the audit trail facility was operational throughout the year for all relevant transactions recorded in the accounting software. The feature of recording audit trail (edit log) facility for logging direct data changes at database level was not enabled in the accounting software used. Also, as per information and explanation provided to us, the company has used HRMS Software and FAMS for payroll processing and recording fixed assets register respectively which does not have feature of recording audit trail (edit log) facility. Further, during the course of our audit we did not come across any instance of the audit trail feature in accounting software being tampered with. Additionally, the audit trail for the accounting software has been preserved by the Company since 1st July, 2023.

For C K S P AND CO LLP
Chartered Accountants
Firm Reg. No. 131228W/W100044

Dhananajay Jaiswal
Partner
M. No. 187686
UDIN:- 26187686ARTYOV4884

Place: Navi Mumbai
Date: 08th May, 2026

ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 10 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date, to the members of 3i Infotech Limited ("the Company"), on the Standalone Financial Statements for the year ended 31st March 2026.)

Based on the audit procedures performed for the purpose of reporting a true and fair view on the Standalone Financial Statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment ('PPE') and relevant details of right-of-use assets.

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

(b) The Company has a phased programme for physical verification of its Property, Plant and Equipment, designed to cover all such assets once every three years. During the year, the Company carried out physical verification of the phase. In our opinion, having regard to the size of the Company and the nature of its assets, the periodicity of physical verification is reasonable and the programme is being followed. According to the information and explanations given to us, no material discrepancies were noticed on such verification. As represented to us by the management, the physical verification of the Right-of-Use assets is currently in progress and is expected to be completed within a reasonable period.

(c) In our opinion and according to information and explanations given to us, and on based on our examination of records of the company provided to us, we report that, the Company does not have any immoveable properties in its name. In respect of immoveable properties that have been taken on lease and disclosed as property, plant and equipment in the Standalone Financial Statements, the lease agreements are duly executed in favour of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right-of-use assets) or Intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii. (a) The Company does not hold any inventory as on 31st March, 2026 hence, reporting under clause (ii)(a) of paragraph 3 of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has availed working capital limits in excess of five crore rupees, from banks or financial institutions on the basis of security of Fixed Deposit (refer note 12 of the Standalone Financial Statements). Further, as per the terms and conditions of the loan, the Company is not required to submit quarterly/ monthly returns or statements of current assets to the banks. Accordingly, reporting under clause 3(ii)(b) of the Companies (Auditor's Report) Order, 2020 is not applicable to the Company.

iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made investments in, and granted unsecure loans, to its related parties during the year, in respect of which necessary details are given as under:

ANNEXURE A (CONTD.)

(a) The Company has provided loans during the year and details of which are given below:

(Amount in INR Crores)

Particular		Loan	Guarantee	Security	Advances in nature of loans
A	Aggregate amount granted / provided during the year				
	- Subsidiary	3.58	-	-	-
	- Joint Venture	-	-	-	-
	- Associates	-	-	-	-
	- Others	-	-	-	-
B	Balance Outstanding as at balance sheet date in respect of above cases				
	- Subsidiary	120.27	-	-	-
	- Joint Venture		-	-	-
	- Associates	-	-	-	-
	- Others	-	-	-	-

The aforesaid amounts reported are at gross amounts (including interest accrued).

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the unsecured loans given are, prima facie, not prejudicial to the interest of the Company.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, the same are repayable on demand. Hence reporting under clause 3(iii)(c) to 3(iii)(e) of the order are not applicable.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has given loans to its related parties, the details of which are given below:

(Amount in INR Crores)

Particulars	All Parties	Promoters	Related Parties
Aggregate amount of loan/advances in the nature of loans			
- Repayable on demand (A)	3.58	-	3.58
- Agreement does not specify any terms of period of repayment (B)	-	-	-
Total (A + B)	**3.58**	**-**	**3.58**
Percentage to the total loans granted	100%	-	100%

iv. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to loans and making investments, as applicable.

v. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not accepted any public deposits as per the directives issued by the Reserve Bank of India in accordance with the provision of Sections 73 to 76 or any other relevant provision of the Act and rules framed there-under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

vi. According to the information and explanations given to us by management, the Central Government has not prescribed the maintenance of cost records under Section 148 (1) of the Act for any of the goods sold and service/activities rendered by the Company. Accordingly, paragraph 3(vi) of the Order is not applicable to the Company.

vii. (a) In our opinion and according to the information and explanations given to us, the Company has generally been regular in depositing applicable undisputed statutory dues, including provident fund, employees' state insurance, income tax, goods and service tax, wealth tax, service tax, custom duty, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities during the year.

ANNEXURE A (CONTD.)

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

(b) According to the books of accounts and records of the Company and representation made available to us by the Company, following are the particulars of which have not been deposited on account of any disputes.

Nature of Statute	Nature of Dues	Amount (Rs. in Crore)	Forum where dispute is pending	Year to which the amount relates
The Income Tax Act, 1961	Income Tax	3.65	Mumbai High Court	AY 2002-03
The Income Tax Act, 1961	Income Tax	0.58	Mumbai High Court	AY 2003-04
The Income Tax Act, 1961	Income Tax	0.20	Mumbai High Court	AY 2005-06
The Income Tax Act, 1961	Income Tax	7.49	Mumbai High Court	AY 2006-07
The Income Tax Act, 1961	Income Tax	33.55	Income Tax Appellate Tribunal	AY 2007-08
The Income Tax Act, 1961	Income Tax	28.22	Income Tax Appellate Tribunal	AY 2008-09
The Income Tax Act, 1961	Income Tax	4.82	Income Tax Appellate Tribunal	AY 2009-10
The Income Tax Act, 1961	Income Tax	1.02	CIT (A)	AY 2011-12
The Income Tax Act, 1961	Income Tax	5.18	CIT (A)	AY 2011-12
The Income Tax Act, 1961	Income Tax	14.14	CIT (A)	AY 2013-14
The Income Tax Act, 1961	Income Tax	29.93	CIT (A)	AY 2014-15
The Income Tax Act, 1961	Income Tax	3.56	CIT (A)	AY 2017-18
The Finance Act, 1994	Service Tax	5.59	Office of the Commissioner, CGST and Central Excise Commissionerate	FY 2004-05 to FY 2011-12
The Finance Act, 1994	Service Tax	1.58	CESTAT	FY 2012-13
The Finance Act, 1994	Service Tax	0.16	Commissioner of Service Tax - Mumbai	FY 2004-05 to FY 2005-06
AP VAT Act, 2005	Sales Tax	0.68	Appellate Deputy Commissioner	FY 2009-10 and FY 2010-11
GST Act, 2017	GST-Tamil Nadu	2.38	GST Appeal	FY 2018-19
GST Act, 2017	GST-Maharashtra	0.15	GST Appeal	FY 2018-19
GST Act, 2017	GST- Karnataka	0.13	GST Appeal	FY 2018-19
GST Act, 2017	GST-Uttar Pradesh	0.11	GST Appeal	FY 2019-20
GST Act, 2017	GST-Maharashtra	0.25	GST Appeal	FY 2019-20
GST Act, 2017	GST- Uttar Pradesh	0.51	GST Appeal	FY 2021-22

viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no unrecorded transactions in the books of account, surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

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

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

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company, and have been utilised for long-term purposes.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or joint ventures as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

x. (a) During the year, the Company raised Rs. 64.10 crore through a rights issue of equity shares. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment / private placement of shares / fully / partly / optionally convertible debentures during the year. Accordingly, the provisions stated under clause 3(x)(b) of the Order are not applicable to the Company.

xi. (a) Based on examination of the books and records of the Company and explanations given to us, the Company has reported fraud carried out by its former Managing Director and Chief Executive Officer along with other persons. The Board constituted the Legacy Committee under the Audit Committee of the Board to examine historical non-compliances and transactions which lack clarity. One of the transactions pertaining to the historical transaction was divestment of 100% stake in eMudhra Consumer Services Limited (formerly known as 3i Infotech Consumer Services Limited) via a Share Purchase Agreement dated December 30, 2010 and the redemption of the preference shares issued by eMudhra on June 16, 2008. Based on the initial internal review of the transaction, the Board approved the initiation of a forensic audit.

Thereafter, the Company constituted a High-Power Committee (HPC) to examine both the forensic audit report and the legal opinion. Basis recommendation of the High-Powered Committee, the Company has filed a complaint with the Additional Commissioner of Police, Economic Offence Wing, Navi Mumbai Police Commissionerate, for fraud of more than Rs.128 crore committed against the Company, which is presently under investigation. As represented by the Company's management, there is no further adverse financial impact on the Statement.

(b) Pursuant to above, we have forwarded our report in Form ADT – 4 to the Audit Committee of the Board ('ACB') and after receiving replies from the ACB, we have filed our report in Form ADT-4 to the Central Government along with full details of fraud and basis on which frauds are identified.

(c) According to the information and explanations given to us, the Company has not received any whistle blower complaints during the year.

xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

xiii. According to information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and the details of such transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.

xiv. (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

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

xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

ANNEXURE A (CONTD.)

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

(d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

xvii. In our opinion, and according to the information and explanations provided to us, the Company have not incurred cash losses in the current financial year and had incurred cash loss of Rs. 12.30 crores in the immediately preceding financial year.

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

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

xx. According to information and explanation given to us and on the basis of our examination of the records of the Company, section 135 is applicable to the company. However, the amount required to be spent under Section 135(5) for the year is Nil, considering the earlier year's losses of the Company calculated in accordance with Section 198 of the Act. Accordingly reporting under clause 3(xx) (a) and (xx)(b) of the Order is not applicable for the year.

For C K S P AND CO LLP
Chartered Accountants
Firm Reg. No. 131228W/W100044

Dhananajay Jaiswal
Partner
M. No. 187686
UDIN:- 26187686ARTYOV4884

Place: Navi Mumbai
Date: 08th May, 2026

ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 11(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of 3i Infotech Limited of even date.)

REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ('THE ACT')

1. We have audited the internal financial controls with reference to Standalone Financial Statements of 3i Infotech Limited ('the Company') as of 31st March 2026 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

2. The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITORS' RESPONSIBILITY

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

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls systems with reference to the Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to the Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

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

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE STANDALONE FINANCIAL STATEMENTS

6. A company's internal financial controls with reference to the Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to the Standalone Financial Statements include those policies and procedures that-

   i. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

   ii. provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the company; and

   iii. 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 Standalone Financial Statements.

ANNEXURE B (CONTD.)

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE STANDALONE FINANCIAL STATEMENTS

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

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has maintained, in all material respects, an adequate internal financial controls system with reference to Standalone Financial Statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March, 2026, based on the internal financial control with reference to Standalone Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For C K S P AND CO LLP
Chartered Accountants
Firm Reg. No. 131228W/W100044

Dhananajay Jaiswal
Partner
M. No. 187686
UDIN:- 26187686ARTYOV4884

Place: Navi Mumbai
Date: 08th May, 2026

STANDALONE BALANCE SHEET

AS AT MARCH 31, 2026

(Amount in ₹ Crores)

Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	3 (a)	0.67	1.18
(b) Right-of-Use Assets	3 (b)	116.28	127.94
(c) Other Intangible Assets	4 (a)	14.99	20.02
(d) Intangible Assets Under Development	4 (b)	-	0.96
(e) Financial Assets			
(i) Investments	5 (a)	107.93	107.93
(ii) Loans	5 (b)	-	-
(iii) Other Financial Assets	5 (c)	31.86	5.79
(f) Deferred Tax Asset (Net)	9 (a)	15.40	15.40
(g) Income Tax Asset (Net)	9 (b)	88.47	74.45
(h) Other Non-Current Assets	8	2.75	3.82
		378.35	**357.49**
(2) Current Assets			
(a) Financial Assets			
(i) Trade Receivables	6	60.56	40.68
(ii) Cash and Cash Equivalents	7	8.64	7.00
(iii) Bank Balances Other than (ii) above	7	11.98	19.64
(iv) Loans	5(b)	11.92	8.96
(v) Other Financial Assets	5 (c)	22.38	41.61
(b) Other Current Assets	8	4.10	5.84
		119.58	**123.73**
TOTAL ASSETS		**497.93**	**481.22**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	10	207.40	169.63
(b) Other Equity	11	31.13	(18.50)
		238.53	**151.13**
Liabilities			
(1) Non Current Liabilities			
(a) Financial Liabilities			
(i) Lease Liabilities	17	4.88	13.19
(b) Provisions	16	13.74	14.52
		18.62	**27.71**
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	12	22.77	46.02
(ii) Lease Liabilities	17	4.09	6.27
(iii) Trade Payables	14		
(A) Total outstanding dues of Micro and Small Enterprises		0.50	2.47
(B) Total outstanding dues of creditors other than Micro and Small Enterprises		71.11	87.96
(iv) Other Financial Liabilities	13	15.34	27.63
(v) Legacy Related Liabilities & Assets	18	112.26	123.51
(b) Other Current Liabilities	15	9.50	4.24
(c) Provisions	16	5.21	4.28
		240.78	**302.38**
TOTAL EQUITY AND LIABILITIES		**497.93**	**481.22**

Material Accounting Policies and Notes forming part of the Standalone Financial Statements 1 to 51

As per our report of even date attached

For C K S P AND CO LLP
Chartered Accountants
F. R. No.: 131228W/W100044

CA Dhananajay Jaiswal
Partner
M. No.: 187686

Place: Navi Mumbai
Date: May 08, 2026

For and on behalf of the board of 3i Infotech Limited

CA Uttam Prakash Agarwal
Non-Executive Chairman and Independent Director
(DIN: 00272983)

Dr. Madan Gosavi
Independent Director
(DIN: 10303662)

Raj Kumar Ahuja
Group Chief Executive Officer

Varika Rastogi
Company Secretary
(M. No.: F7864)

Kalpesh Shah
Chief Financial Officer

Place: Navi Mumbai
Date: May 08, 2026

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2026

(Amount in ₹ Crores)

Particulars		Notes	For the year ended March 31, 2026	For the year ended March 31, 2025
(I)	Revenue from Operations	19	324.62	364.62
(II)	Other Income	20	57.10	69.43
(III)	**Total Income (I+II)**		**381.72**	**434.05**
(IV)	**Expenses**			
	Employee Benefits Expense	21	195.71	195.70
	Cost of Third Party Products and Services	22	95.04	126.50
	Finance Costs	23	4.51	6.67
	Depreciation and Amortisation Expense	24	16.61	24.39
	Other Expenses	25	46.63	33.54
	Total Expenses (IV)		**358.50**	**386.80**
(V)	**Profit before exceptional items and tax from operations (III-IV)**		**23.22**	**47.25**
	Exceptional Items	27	(2.40)	-
	Total Exceptional Items (VI)		**(2.40)**	**-**
(VII)	**Profit before tax after exceptional items**		**20.82**	**47.25**
(VIII)	**Tax expense:**			
	Current Tax	9 (a)	-	-
	Deferred Tax	9 (a)	-	(15.40)
	Total Tax Expense (VIII)		**-**	**(15.40)**
(IX)	**Profit for the period (VII-VIII)**		**20.82**	**62.65**
(X)	**Other Comprehensive Income**			
	A. Items that will not be reclassified to profit and loss in subsequent periods:			
	Remeasurement of gains/(losses) on defined benefit plans		1.35	(0.21)
	Income tax effect		-	-
	B. Items that will be reclassified to profit and loss in subsequent periods		-	-
	Total Other Comprehensive Income (X)		**1.35**	**(0.21)**
(XI)	**Total Comprehensive Income (IX+X)**		**22.17**	**62.44**
	Earnings per equity share for profit attributable to equity shareholders (Face Value of ₹ 10 each)	**28**		
Basic EPS		28	1.08	3.56
Diluted EPS		28	1.08	3.54

*Basic and diluted earnings per share for the previous year has been retrospectively adjusted for the bonus element in respect of the Rights Issue made during the year ended March 31, 2026 (refer Note 10 (viii)).

Material Accounting Policies and Notes forming part of the Standalone Financial Statements 1 to 51

As per our report of even date attached

For C K S P AND CO LLP
Chartered Accountants
F. R. No.: 131228W/W100044

CA Dhananajay Jaiswal
Partner
M. No.: 187686

Place: Navi Mumbai
Date: May 08, 2026

For and on behalf of the board of 3i Infotech Limited

CA Uttam Prakash Agarwal
Non-Executive Chairman and Independent Director
(DIN: 00272983)

Dr. Madan Gosavi
Independent Director
(DIN: 10303662)

Raj Kumar Ahuja
Group Chief Executive Officer

Varika Rastogi
Company Secretary
(M. No.: F7864)

Kalpesh Shah
Chief Financial Officer

Place: Navi Mumbai
Date: May 08, 2026

STANDALONE STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2026

(Amount in ₹ Crores)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit before tax from:		
Continuing operations	20.82	47.25
Profit before tax	**20.82**	**47.25**
Adjustments for:		
Depreciation and amortisation expense	16.61	24.39
Employee share-based payment expense	1.52	1.15
Allowance for expected loss (Net of Bad debt)	2.88	(1.20)
Net (gain)/loss on disposal of property, plant and equipment	0.01	(0.03)
(Gain)/Loss on modification of leased assets	(1.50)	(2.94)
Provision for intangible assets impairment	(1.14)	(18.00)
Interest Income on Financial Assets at Amortised Cost	-	(28.30)
Interest on income tax refund	-	(0.77)
Interest Income-Security deposit	(0.28)	(0.22)
Interest income classified as investing cash flows	(6.61)	(4.50)
Finance costs	4.51	6.17
Net foreign exchange (Gain)/Loss	(28.29)	(29.48)
Change in operating assets and liabilities:		
(Increase)/decrease in trade receivables	(6.85)	21.98
Increase/(decrease) in trade payables	(17.32)	(1.80)
(Increase)/decrease in other financial assets	(5.99)	(10.06)
(Increase)/decrease in other non-current assets	1.08	(1.04)
(Increase)/decrease in other current assets	1.73	0.18
Increase/(decrease) in provisions	1.50	0.63
Increase/(decrease) in other current liabilities	(6.99)	(5.46)
Cash generated from operations	**(24.31)**	**(2.05)**
Less: Income taxes (paid)/refund	14.02	(1.72)
Net cash inflow from operating activities	**(38.33)**	**(0.33)**
CASH FLOWS FROM INVESTING ACTIVITIES:		
Loan to Related party	(2.96)	(7.06)
Intangible assets under development	-	13.71
Payments for property, plant and equipment	(0.11)	(0.07)
Interest Received	3.28	1.97
Disposal /sale of Assets	0.00	0.11
Bank deposits matured / (placed)	7.66	(3.41)
Net cash inflow/(outflow) from investing activities	**7.87**	**5.25**

STANDALONE STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(Amount in ₹ Crores)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payment of Lease Liabilities	(7.88)	(12.64)
Loan from Related party	(23.26)	7.23
Share issue expenses	(0.99)	-
Proceed from issue of shares	64.17	0.40
Net cash inflow/(outflow) from financing activities	**32.04**	**(5.01)**
Net increase/(decrease) in cash and cash equivalents	1.58	(0.09)
Effect due to the changes in foreign currency Gain/(Loss)	0.06	0.01
Cash and Cash Equivalents at the beginning of the financial year	7.00	7.08
Cash and Cash Equivalents at end of the year	**8.64**	**7.00**
Cash and Cash Equivalents as per above comprise of the following:		
Cash and Cash Equivalents		
Balances with banks:		
- On current accounts	3.84	7.00
- On deposit accounts	4.80	-
Cash on hand	-	-
Balances as per statement of cash flows	**8.64**	**7.00**

Notes :

1. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Ind AS 7 on "Statement of Cash Flows" notified by the Companies Act, 2013.
2. Previous year's figures have been regrouped / rearranged wherever necessary to conform to the current year's presentation.

Material Accounting Policies and Notes forming part of the Standalone Financial Statements 1 to 51

As per our report of even date attached

For C K S P AND CO LLP
Chartered Accountants
F. R. No.: 131228W/W100044

CA Dhananajay Jaiswal
Partner
M. No.: 187686

Place: Navi Mumbai
Date: May 08, 2026

For and on behalf of the board of 3i Infotech Limited

CA Uttam Prakash Agarwal
Non-Executive Chairman and Independent Director
(DIN: 00272983)

Dr. Madan Gosavi
Independent Director
(DIN: 10303662)

Raj Kumar Ahuja
Group Chief Executive Officer

Varika Rastogi
Company Secretary
(M. No.: F7864)

Kalpesh Shah
Chief Financial Officer

Place: Navi Mumbai
Date: May 08, 2026

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2026

EQUITY SHARE CAPITAL

(Amount in ₹ Crores)

Particulars	Balance at the Beginning of the reporting period	Changes in Equity share capital during the year	Balance at the end of the reporting period
March 31, 2026			
Numbers	16,96,27,242	3,77,76,525	20,74,03,767
Amount	169.63	37.77	207.40
March 31, 2025			
Numbers	16,92,30,842	3,96,400	16,96,27,242
Amount	169.23	0.40	169.63

OTHER EQUITY

(Amount in ₹ Crores)

Particulars		Reserves and Surplus						
	Share Application money pending allotment	Capital Reserve	Capital Redemption Reserve	Securities Premium	Share Based Payment Reserve	Retained Earnings	Property, Plant and Equipment Reserve	Total
Balance As at April 01, 2024	**0.12**	**0.07**	**321.00**	**899.33**	**6.16**	**(1,409.30)**	**100.65**	**(81.97)**
Total comprehensive income								
i) Profit for the year	-	-	-	-	-	62.65	-	62.65
ii) Remeasurements of the Defined Benefit Plan (Net of Taxes)	-	-	-	-	-	(0.21)	-	(0.21)
Adjustments:								
i) Share Application money received for options	0.28	-	-	-	-	-	-	0.28
ii) Issue of equity shares on exercise of options	(0.40)	-	-	-	-	-	-	(0.40)
iii) Share Based Payment Expense	-	-	-	-	1.15	-	-	1.15
iv) Amortisation Of Revaluation Reserve	-	-	-	-	-	2.36	(2.36)	-
v) Transferred on account of options not exercise	-	-	-	-	(0.73)	0.73	-	-
vi) Transferred on account of exercise of stock options	-	-	-	1.45	(1.45)	-	-	-
As at March 31, 2025	**0.00**	**0.07**	**321.00**	**900.78**	**5.13**	**(1,343.77)**	**98.29**	**(18.50)**

STANDALONE STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(Amount in ₹ Crores)

Particulars	Share Application money pending allotment	Reserves and Surplus						Total
		Capital Reserve	Capital Redemption Reserve	Securities Premium	Share Based Payment Reserve	Retained Earnings	Property, Plant and Equipment Reserve	
Total comprehensive income								
i) Profit for the year	-	-	-	-	-	20.82	-	20.82
ii) Remeasurements of the Defined Benefit Plan (Net of Taxes)	-	-	-	-	-	1.35	-	1.35
Adjustments:								
i) Share Application money received for options	0.07	-	-	-	-	-	-	0.07
ii) Issue of equity shares on exercise of options	(0.07)	-	-	-	-	-	-	(0.07)
iii) Right Share Application money received	64.10	-	-	-	-	-	-	64.10
iv) Issue of Right shares	(64.10)	-	-	-	-	-	-	(64.10)
v) Share Based Payment Expense	-	-	-	-	2.06	-	-	2.06
vi) Amortisation Of Revaluation Reserve	-	-	-	-	-	2.36	(2.36)	-
vii) Transferred on account of options not exercised	-	-	-	-	(0.24)	0.24	-	-
viii) Transferred on account of exercise of stock options	-	-	-	0.29	(0.29)	-	-	-
ix) Issue of Right Shares (Net of expenses)	-	-	-	25.40	-	-	-	25.40
As at March 31, 2026	**0.00**	**0.07**	**321.00**	**926.47**	**6.66**	**(1,319.00)**	**95.93**	**31.13**

Refer to Note no 11 for the movement in reserves.

Material Accounting Policies and Notes forming part of the Standalone Financial Statements 1 to 51

As per our report of even date attached

For C K S P AND CO LLP
Chartered Accountants
F. R. No.: 131228W/W100044

CA Dhananajay Jaiswal
Partner
M. No.: 187686

Place: Navi Mumbai
Date: May 08, 2026

For and on behalf of the board of 3i Infotech Limited

CA Uttam Prakash Agarwal
Non-Executive Chairman and Independent Director
(DIN: 00272983)

Dr. Madan Gosavi
Independent Director
(DIN: 10303662)

Raj Kumar Ahuja
Group Chief Executive Officer

Varika Rastogi
Company Secretary
(M. No.: F7864)

Kalpesh Shah
Chief Financial Officer

Place: Navi Mumbai
Date: May 08, 2026

NOTES TO STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026

1. CORPORATE INFORMATION

3i Infotech Limited (referred to as "The Company") is a Global Information Technology Company committed to Empowering Business Transformation. The business activities of the Company are broadly divided into two categories, viz. IT Solutions and Transaction Services. The IT Solutions business comprises of Cloud Computing, Application-Automation-Analytics (AAA), Platform Solutions, Infrastructure Management Services, Application Development, Digital Transformation Consulting and NextGen Business services while Transaction Services comprise of BPS and KPO services covering management of back office operations.

The Company is a public limited Company incorporated and domiciled in India and has a branch office at Sharjah. Its shares are listed on Bombay Stock Exchange and National Stock Exchange in India. The address of its registered office is International Infotech Park, Tower No.5, 3rd to 6th floors, Vashi, Navi Mumbai-400 703.

The financial statements for the year ended March 31, 2026 were approved by the Board of Directors and authorised for issue on May 08, 2026.

2. MATERIAL ACCOUNTING POLICIES

a) Statement of compliance

The Standalone financial statements which comprises of Standalone Balance Sheet as at March 31, 2026, the Statement of Profit and Loss for the year ended March 31, 2026, the Statement of Cash Flows for the year ended March 31, 2026 and the Statement of Changes in Equity for the year ended March 31, 2026 and accounting policies and other explanatory information (together hereinafter referred to as 'Standalone Financial Statements') have been prepared in compliance with Indian Accounting Standards ("Ind AS"), the provisions of Division II of Schedule III of the Companies Act, 2013 ("the Companies Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under Section 133 of the Companies Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and amendments issued thereafter. Accounting policies have been applied consistently to all periods presented in these standalone financial statements, except for the adoption of new accounting standards, amendments and interpretations effective from May 7, 2025. The standalone financial statements correspond to the classification provisions contained in Ind AS 1, "Presentation of Financial Statements". For clarity, various items are aggregated in the statement of profit and loss and balance sheet. These items are disaggregated separately in the notes to the standalone financial statements, where applicable. All amounts included in the standalone financial statements are reported in Crores of Indian rupees (₹ in Crore) except share and per share data, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures. Previous year figures have been regrouped/rearranged, wherever necessary.

b) Basis of preparation

These financial statements have been prepared on the historical cost and accrual basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

c) Critical accounting estimates and judgments

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are in respect of following:

(i) Impairment of investments in subsidiaries

The Company reviews its carrying value of investments carried at cost / amortised cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

impairment loss is accounted for in the statement of profit and loss.

(ii) Useful lives of property, plant and equipment and Intangible Assets

(a) Property, Plant and Equipment

The Company depreciates property, plant and equipment on a straight-line basis over estimated useful lives of the assets. The charge in respect of periodic depreciation is derived based on an estimate of an asset's expected useful life and the expected residual value at the end of its life. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The estimated useful life is reviewed at least annually.

(b) Intangibles

The Company amortises intangible assets on a straight-line basis over estimated useful lives of the assets. The useful life is estimated based on a number of factors including the effects of obsolescence, demand, competition and other economic factors such as the stability of the industry and known technological advances and the level of maintenance expenditures required to obtain the expected future cash flows from the assets. The estimated useful life is reviewed at least annually.

(iii) Provision for Income Tax and Deferred Tax Assets

(a) Income Tax

The Company's primary tax jurisdiction is India. It applies estimates and judgments based on relevant rulings for revenue, costs, allowances, and disallowances, including the likelihood of tax positions being upheld in assessments. Determining income tax provisions involves significant judgment, as tax assessments can be complex and prolonged.

(b) Deferred tax

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards including unabsorbed depreciation become deductible. The Company considers expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of deferred tax assets considered realisable could vary in the near term based on estimates of future taxable income during the carry forward period.

(iv) Provisions, Contingent liabilities and Contingent Assets

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value unless the effect of time value of money is material and are determined based on best estimate required to settle the obligation at the Standalone Balance sheet date. These are reviewed at each Standalone Balance sheet date and adjusted to reflect the current best estimates. The Company uses significant judgements to assess contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. A contingent asset is neither recognised nor disclosed in the Standalone financial statements.

(v) Revenue recognition

The Company's contracts with customers include promises to transfer multiple products and services to a customer. Revenues from customer contracts are considered for recognition and measurement when the contract has been approved, in writing, by the parties to the contract, the parties to contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligations to determine the deliverables and the ability of the customer to benefit independently from such deliverables, and allocation of transaction price to these distinct performance obligations involves significant judgement.

Fixed-price maintenance revenue is recognized rateably on a straight-line basis when services are performed through an indefinite number of repetitive acts over a specified period. Revenue from fixed-price maintenance contract is recognized rateably using a percentage of completion method when the pattern of benefits from the services rendered to the customer and the Company's costs to fulfil the contract is not even through the period of the contract because the services are generally discrete in nature and not repetitive. The use of method to recognise the maintenance revenues requires judgment and is based on the promises in the contract and nature of the deliverables.

The Company uses the percentage-of-completion method in accounting for other fixed-price contracts. Use of the percentage-of-completion method requires the Company to determine the actual efforts or costs expended to date as a proportion of the estimated total efforts or costs to be incurred. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. The estimation of total efforts or costs involves significant judgement and is assessed throughout the period of the contract to reflect any changes based on the latest available information.

Contracts with customers include subcontractor services or third-party vendor equipment or software in certain integrated services arrangements. In these types of arrangements, revenue from sales of third-party vendor products or services is recorded net of costs when the Company is acting as an agent between the customer and the vendor, and gross when the Company is the principal for the transaction. In doing so, the Company first evaluates whether it controls the good or service before it is transferred to the customer. The Company considers whether it has the primary obligation to fulfil the contract, inventory risk, pricing discretion and other factors to determine whether it controls the goods or service and therefore, is acting as a principal or an agent.

Provisions for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable, based on the estimated efforts or costs to complete the contract.

(vi) Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(vii) Impairment of financial assets (other than at fair value)

Measurement of impairment of financial assets require use of estimates, which have been explained in the note on financial assets, financial liabilities and equity instruments, under impairment of financial assets (other than at fair value). Please refer Note 2(m)(i) for the estimates involved in measurement of Expected Credit Loss.

(viii) Employee benefits

The accounting of employee benefit plans in the nature of defined benefit requires the Company to use assumptions. These assumptions have been explained under employee benefits note. (Please refer Note 2(p)).

(iX) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

significant judgement. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

(X) Other estimates

The share-based compensation expense is determined based on the Company estimate of equity instruments that will eventually vest.

d) Revenue Recognition

The Company earns primarily from providing services of Information Technology (IT) solutions and Transaction services.

- The Company earns primarily from providing services of Information Technology (IT) solutions and Transaction services.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of services rendered is net of variable consideration on account of discounts and schemes offered by the company as a part of the contract.

Revenue from time and material and job contracts is recognised on output basis measured by units delivered, efforts expended, number of transactions processed, etc.

Revenue related to fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognised based on time elapsed mode and revenue is straight lined over the period of performance.

Revenue from software development and related services have been recognised basis guidelines of Ind AS 115 – "Revenue from contract with customers", by applying the revenue recognition criteria for each distinct performance obligation based on the contractual arrangement in conjunction with the Company's accounting policies.

Revenue from the sale of and Cost of, distinct third-party hardware is recognised upon performance of the contractual obligation.

The Company recognises revenue in terms of the contracts with its customers, combined with its accounting policies. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Revenue recognition for fixed priced development contracts is based on percentage completion method. Invoicing to the client is based on milestones as stipulated in the contract.

Revenue from transaction services and other service contracts is recognized based on transactions processed or manpower deployed.

Revenue from sharing of infrastructure facilities is recognised based on usage of facilities.

Unbilled revenue is accounted on estimated basis in respect of contracts where the contractual right to consideration is based on completion of contractual milestones and other technical measurements. Revenue from the last invoicing date to reporting date is recognized as unbilled revenue.

Revenue from subsidiaries is recognised based on transaction price which is at arm's length.

Performance Obligation and remaining performance obligation

The remaining performance obligations disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the entity expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the entity has not disclosed the remaining performance obligation-related disclosures for contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis or fixed price basis. Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, adjustment for revenue that has not materialized and adjustments for currency.

e) Interest / Dividend Income

Dividend income is recorded when the right to receive payment is established. Interest income is recognised using the effective interest method.

f) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

The Company as a lessee

The Company's lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

(i) the contract involves the use of an identified asset

(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and

(iii) the Company has the right to direct the use of the asset.

(iv) the Company has the right to operate the asset, or

(v) the Company designed the assets in a way that predetermined how and for what purpose it will be issued.

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

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU assets have been separately presented in the Standalone Balance Sheet.

g) Cost recognition

Costs and expenses are recognised when incurred and have been classified according to their nature.

The costs of the Company are broadly categorised in employee benefit expenses, cost of third party products and services, finance costs, depreciation and amortisation and other expenses. Employee benefit expenses include employee compensation, allowances paid, contribution to various funds and staff welfare expenses. Cost of third party products and services mainly include purchase of software licenses and products, fees to external consultants, cost of running its facilities, cost of equipment and other operating expenses. Finance cost includes interest and other borrowing cost. Other expenses is an aggregation of costs such as commission and brokerage, printing and stationery, legal and professional charges, communication, repairs and maintenance, etc.

h) Foreign currency

The functional currency of the Company is Indian rupee (INR).

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in statement of profit and loss. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

Non monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

i) Income taxes

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity or other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities, and their carrying amounts in the financial statements.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. These are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Deferred income taxes are not provided on the undistributed earnings of subsidiaries and branches where it is expected that the earnings of the subsidiary or branch will not be distributed in the foreseeable future. The Company offsets current tax assets and current tax liabilities; deferred tax assets and deferred tax liabilities; where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. Tax benefits of deductions earned on exercise of employee share options in excess of compensation charged to income are credited to equity. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future. Deferred tax assets in case of unabsorbed depreciation/ losses are recognised only if there is virtual certainty that such deferred tax asset can be realised against future taxable profits.

j) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

(ii) Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

(i) Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets carried at fair value through other comprehensive income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

(iii) Financial assets carried at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) Investment in subsidiaries

In the separate financial statements, the Company accounts for its investments in subsidiaries in accordance with Ind AS 27 – Separate Financial Statements. Investments in subsidiaries are carried at cost, less impairment

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's standalone balance sheet) when:

(i) The rights to receive cash flows from the asset have expired, or

(ii) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either

(a) the Company has transferred substantially all the risks and rewards of the asset, or

(b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

(iii) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss, loans and borrowings or payables as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

(i) Financial Liabilities at fair value through profit and loss

Financial liabilities at fair value through profit and loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit and loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities designated upon initial recognition at fair value through profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. These gains / loss are not subsequently transferred to Statement of Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss.

(ii) Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

(iii) Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

(iv) Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

(v) Offsetting of financial instruments

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

k) Investments in subsidiaries

Investments in subsidiaries are measured at cost less impairment.

l) Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management. The charge in respect of periodic depreciation is derived at after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

The estimated useful lives of assets are as follows:

Category of Assets	Useful lives adopted by Company	Useful Lives prescribed under Schedule II of the Act
Computers	5 years	3-6 years
Plant and Machinery, Electrical Installation	5 years	15 years
Office Equipment	5 years	5 years
Furniture and Fixtures	5 years	10 years
Vehicles	5 years	10 years

Based on technical evaluation, the Management believes that the useful lives, as given above, best represent the period over which the Management expects to use these assets. Hence, the useful lives for these assets are different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013. Depreciation methods, useful

NOTES TO STANDALONE FINANCIAL STATEMENTS
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lives and residual values are reviewed periodically, including at each financial year end. The useful lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets. The cost of assets not ready to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit and loss.

m) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Subsequently, following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

Intangible assets are amortized over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting year. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The estimated useful lives of assets are as follows:

Category of Assets	Useful lives adopted by Company	Useful Lives prescribed under Schedule II of the Act
Softwares	5 years	5 years

n) Intangible Assets Under Development

After the technical feasibility of in-house developed products has been demonstrated, the company starts to capitalize the related development costs until the product is ready for market launch. However, there can be no guarantee that such products will complete the development phase or will be commercialized, or that market conditions will not change in the future, requiring a revision of management's assessment of future cash flows related to those products. Such changes could lead to additional amortization and impairment charges.

Research & Development Cost

Research costs are expensed as incurred. Development expenditure, on an individual project, is recognized as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Subsequently, following initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. It is amortized over the period of expected future benefit. Amortization expense is recognized in the statement of profit and loss. During the period of development, the asset is tested for impairment annually.

o) Impairment

(i) Financial assets (other than at fair value)

As at the end of each financial year, the carrying amounts of Investments in Subsidiaries and Joint Ventures are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. The Company assesses at each date of Standalone Balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk or the financial asset has increased significantly since initial recognition.

Expected Credit Loss

As per Para 5.5.17 of Ind AS 109 an entity shall measure expected credit losses of a financial instrument in a way that reflects:

(a) an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes.

(b) the time value of money

(c) reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions, and forecasts of future economic condition

Ind-AS 109 requires expected credit losses to be measured through a loss allowance. Accordingly, the Company recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recorded as an impairment gain or loss in the Statement of Profit and Loss.

The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates. While assessing the recoverability of receivables including unbilled receivables, the Company has considered internal and external information up to the date of approval of these standalone financial statements including credit reports and economic forecasts. The Company expects to recover the carrying amount of these assets.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(ii) Investment in Subsidiaries

The Company assesses investments in subsidiaries for impairment annually or whenever events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. If any such indication exists, the Company estimates the recoverable amount of the investment in subsidiary. The recoverable amount of such investment is the higher of its fair value less cost of disposal ("FVLCD") and its value-in-use ("VIU"). The VIU of the investment is calculated using projected future cash flows. If the recoverable amount of the investment is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss.

(iii) Non-financial assets

As at the end of each financial year, the carrying amounts of Property, Plant and Equipment, Intangible assets and Investments in Subsidiaries and Joint Ventures are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The amount of value-in-use is determined as the present value of estimated future cash flows from the continuing use of an asset, which may vary based on the future performance of the Company and from its disposal at the end of its useful life. For this purpose, the discount rate (pre-tax) is determined based on the weighted average cost of capital of the company suitably adjusted for risks specified to the estimated cash flows of the asset.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

p) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. These liabilities are presented as current liabilities in the standalone balance sheet.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation.

The obligations are presented as current liabilities in the standalone balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Company operates the following post-employment schemes:

(a) defined benefit plans such as gratuity; and

(b) defined contribution plans such as provident fund.

(i) Gratuity obligations

The liability or asset recognised in the standalone balance sheet in respect of defined benefit pension and gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The benefits which are denominated in currency other than INR, the cash flows are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in OCI. They are included in retained earnings in the statement of changes in equity and in the standalone balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in statement of profit and loss as past service cost.

(ii) Defined contribution plans

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(iv) Employee Benefits in Foreign Branch

In respect of employees in foreign branch, necessary provisions are made based on the applicable local laws. Gratuity and leave encashment / entitlement as applicable for employees in foreign branch are provided on the basis of actuarial valuation and based on estimates.

(v) Share-based payments

Share-based compensation benefits are provided to employees via the Employee Option Plan.

Employee option Plan

The fair value of options granted under the Employee Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

(i) including any market performance conditions

(ii) excluding the impact of any service and non-market performance vesting conditions, and

(iii) including the impact of any non-vesting conditions.

Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant. The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortization). The share-based compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest. The expense is recognised in the statement of profit and loss with a corresponding increase to the 'share based payment reserve', which is a component of equity. At the end of every six months, the entity revises its estimates of the number of options that are expected to vest based on the non- market vesting and service conditions. The Company recognises the impact of the revision to original estimates, if any, in Statement of Profit and Loss, with a corresponding adjustment to equity.

q) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

r) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. (Refer Note 2(m)(i) for Expected Credit Losses)

s) Contingent Liabilities and Assets

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the Consolidated Financial Statements.

t) Contributed equity

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

u) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

v) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in

  equity shares issued during the year and excluding treasury shares

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

w) Current/non current classification

The Company presents assets and liabilities in the standalone balance sheet based on current/ non-current classification. An asset is treated as current when it is:

(a) Expected to be realised or intended to be sold or consumed in normal operating cycle

(b) Held primarily for the purpose of trading

(c) Expected to be realised within twelve months after the reporting period, or

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

All other assets are classified as non-current.

A liability is current when:

(a) It is expected to be settled in normal operating cycle

(b) It is held primarily for the purpose of trading

(c) It is due to be settled within twelve months after the reporting period, or

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

The Company classifies all other liabilities as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalent.

The Company has identified twelve months as its operating cycle.

x) Cash Flows

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated. The company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

y) RBI Application Under FEMA Act, 1999

The company has long outstanding receivables and payable balances from/to its foreign subsidiaries. The company has made RBI Application for seeking approval for set-off of Trade Receivables from its 100% foreign subsidiaries against Trade Payables to its 100% foreign subsidiaries under the Foreign Exchange Management Act, 1999, and regulations thereunder.

The subsidiaries receivables were accrued pursuant to the software development services provided by the company to the above mentioned subsidiaries. The subsidiaries were unable to generate enough business for payment of dues to the company. Due to this reason the management has applied for set off of intercompany receivables and payables to reserve bank of India under FEMA regulations and it is still in process.

z) Recent accounting pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March 2026, MCA has notified amendments G.S.R. 291(E)- The Companies (Indian Accounting Standards) Amendment Rules 2025 dated 7th May 2025 & G.S.R. 549(E)- Companies (Indian Accounting Standards) Second Amendment Rules 2025 to the existing standards applicable to the company."

aa) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest crore as per the requirement of Schedule III, unless otherwise stated.

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

3. (a). PROPERTY, PLANT AND EQUIPMENT

(Amount in ₹ Crores)

Particulars	Plant and Equipments	Furniture and Fixtures	Vehicles	Office Equipments	Computer Hardwares	Leasehold Improvements	Total
GROSS CARRYING VALUE							
As at April 01, 2024	**0.65**	**0.44**	**0.04**	**2.08**	**8.81**	**1.20**	**13.22**
Additions	-	0.06	-	-	0.01	-	0.07
Disposals	(0.04)	(0.06)	-	(0.05)	(0.97)	-	(1.12)
As at March 31, 2025	**0.61**	**0.44**	**0.04**	**2.03**	**7.85**	**1.20**	**12.17**
Additions	-	0.00	-	0.07	0.04	-	0.11
Disposals	(0.01)	(0.01)	-	(0.08)	-	-	(0.10)
As at March 31, 2026	**0.60**	**0.43**	**0.04**	**2.02**	**7.89**	**1.20**	**12.18**
ACCUMULATED DEPRECIATION/ IMPAIRMENT							
As at April 01, 2024	**0.52**	**0.38**	**0.01**	**1.74**	**7.31**	**1.07**	**11.03**
Depreciation for the year	0.07	0.03	0.01	0.14	0.64	0.11	1.00
Deductions\Adjustments during the period	(0.03)	(0.02)	-	(0.05)	(0.95)	-	(1.04)
As at March 31, 2025	**0.56**	**0.39**	**0.01**	**1.84**	**7.00**	**1.18**	**10.99**
Depreciation for the year	0.03	0.01	0.01	0.09	0.45	0.02	0.61
Deductions\Adjustments during the period	(0.01)	(0.01)	-	(0.07)	-	-	(0.09)
As at March 31, 2026	**0.58**	**0.39**	**0.02**	**1.86**	**7.45**	**1.20**	**11.51**
Net Carrying value as at March 31, 2026	**0.02**	**0.04**	**0.02**	**0.16**	**0.44**	**(0.00)**	**0.67**
Net Carrying value as at March 31, 2025	**0.05**	**0.05**	**0.02**	**0.18**	**0.85**	**0.02**	**1.18**

3. (b). RIGHT-OF -USE-ASSETS

Particulars	Buildings
GROSS CARRYING VALUE	
As at April 01, 2024	**222.15**
Additions	15.55
Disposals (Refer Note no 38)	(32.63)
As at March 31, 2025	**205.07**
Additions	0.08
Disposals (Refer Note no 38)	(12.89)
As at March 31, 2026	**192.26**
ACCUMULATED DEPRECIATION/IMPAIRMENT	
As at April 01, 2024	**82.02**
Depreciation for the year	13.28
Disposals\Adjustments during the period	(18.18)
As at March 31, 2025	**77.12**
Depreciation for the year	8.87
Disposals\Adjustments during the period	(10.01)
As at March 31, 2026	**75.98**
Net Carrying value as at March 31, 2026	**116.28**
Net Carrying value as at March 31, 2025	**127.94**

Notes:

1. In the previous years, the Company had acquired certain Building under a lease arrangement for a period of sixty years at a premium of ₹ 0.50 Crores starting from December 04, 2000, ₹ 15.62 Crores starting from March 13, 2000 and ₹ 5.05 Crores starting from March 01, 2003 and the same was reclassified as ROU assets and amortised over the lease period.

2. **Property, Plant and Equipment pledged as security against borrowings by the Company**

   Refer to Note no 36 for information on property, plant and equipment pledge as security by the Company, if any.

3. **Contractual Obligations**

   Refer to Note no 31 for disclosure of contractual commitments for the acquisition of property, plant and equipment, if any.

4. Refer note no 38 for details on addition and disposal of Right of use assets.

4. (a). INTANGIBLE ASSETS

(Amount in ₹ Crores)

Particulars	Software	Total
GROSS CARRYING VALUE		
As at April 01, 2024	**48.31**	**48.31**
Additions	4.49	4.49
Disposals/Write Off	(19.84)	(19.84)
As at March 31, 2025	**32.96**	**32.96**
Additions	0.96	0.96
Disposals/Write Off	-	-
As at March 31, 2026	**33.92**	**33.92**
ACCUMULATED DEPRECIATION/IMPAIRMENT		
As at April 01, 2024	**5.85**	**5.85**
Amortisation for the year	10.11	10.11
Disposals/Write Off	(6.96)	(6.96)
As at March 31, 2025	**9.00**	**9.00**
Amortisation for the year [3]	7.13	7.13
Disposals/Write Off	-	-
As at March 31, 2026	**16.13**	**16.13**
PROVISION FOR IMPAIRMENT		
As at April 01, 2024	**21.93**	**21.93**
Reversal of Provision for Impairment on account of Write Off	(12.88)	(12.88)
Reversal of Provision for Impairment [2]	(9.05)	(9.05)
Provision for Impairment [2]	3.94	3.94
As at March 31, 2025	**3.94**	**3.94**
Reversal of Provision for Impairment [2]	(1.14)	(1.14)
As at March 31, 2026	**2.80**	**2.80**
Net carrying value as at March 31, 2026	**14.99**	**14.99**
Net carrying value as at March 31, 2025	**20.02**	**20.02**

1. **Significant Estimate : Useful life of Intangible Assets**

   Refer to sub note (m) of Note 2 'Material Accounting Policies'.

2. In accordance with IND AS 36 – Impairment of Assets, the Company carried out an impairment assessment of its intangible assets. A fair valuation of certain software products was conducted by a registered valuer, while an internal fair valuation, based on management's estimates and assumptions, was performed for the remaining software products.

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FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Based on the outcome of these assessments, the following adjustments were recorded;

a) An impairment provision of ₹ Nil was recognized (Previous Year: ₹ 3.94 crores); and

b) The reversal of impairment of ₹ 1.14 crores (Previous Year: ₹ 9.05 crores) relating to the Next Gen 5G software product was offset by amortisation of an equivalent amount recognized during the year.

3. Due to the termination of the underlying customer contract, the remaining carrying amount of one of the intangible assets was fully amortised, resulting in an additional amortisation expense of ₹ 0.37 crores for the year ended March 31, 2026.

The impairment provision impact on the below three products has been considered based on valuation done by independent registered valuer under Level 3 hierarchy of IND AS 36 using fair value as per Discounted cash flow method, in the said valuation exercise based on below assumptions :

Key assumptions used for calculating the value in use*	Flexib	EnGRC	Next Gen 5G
Carrying amount as at March 31, 2025	1.72	2.17	11.03
Carrying amount as at March 31, 2024	2.24	2.84	13.98
Basis of recoverable amount:	Fair value less Cost of disposal	Fair value less Cost of disposal	Fair value less Cost of disposal
Pre-tax discount rate March 31, 2025	18.43%	19.48%	18.45%
Pre-tax discount rate March 31, 2024	NA	NA	NA
Projection period	5 Years	5 Years	5 Years
Terminal growth rate March 31, 2025	7.87	3.66	5.25
Terminal growth rate March 31, 2024	NA	NA	NA

* The aforesaid table has been provided for FY 2024-25 only as there is no any impairment provided for during FY 2025-26.

(Amount in ₹ Crores)

Product wise	Movement of Impairment Provision	
	Provided	**Reversed**
Next Gen 5G	2.80	(1.14)
Total	**2.80**	**(1.14)**

4. (b) INTANGIBLE ASSETS UNDER DEVELOPMENT

(Amount in ₹ Crores)

Particulars	Intangible Asset under development	Total
NET CARRYING VALUE		
As at April 01, 2024	**6.28**	**6.28**
Additions	1.98	1.98
Capitalised	(4.48)	(4.48)
Disposal/Write Off	(2.82)	(2.82)
As at March 31, 2025	**0.96**	**0.96**
Additions	-	-
Capitalised	(0.96)	(0.96)
Disposal/Write Off	-	-
As at March 31, 2026	**-**	**-**

1. Significant Estimate : Useful life of Intangible Assets

Refer to sub note (m) of Note 2 'Material Accounting Policies'.

Intangible Assets under Development ageing schedule for the year ended March 31, 2026

(Amount in ₹ Crores)

Intangible Assets under Development	Amount in intangible assets under development as at March 31, 2026				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Project in Progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

Intangible assets under development, whose completion schedule is overdue or has exceeded its cost compared to its original plan for the year ended March 31, 2026:-

(Amount in ₹ Crores)

Intangible Assets under Development	To be completed in				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

Intangible Assets under Development ageing schedule for the year ended March 31, 2025

(Amount in ₹ Crores)

Intangible Assets under Development	Amount in intangible assets under development as at March 31, 2025				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Project in Progress	0.96	-	-	-	0.96
Projects temporarily suspended	-	-	-	-	-
Total	**0.96**	**-**	**-**	**-**	**0.96**

Intangible assets under development, whose completion schedule is overdue or has exceeded its cost compared to its original plan for the year ended March 31, 2025:-

(Amount in ₹ Crores)

Intangible Assets under Development	To be completed in				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

5. FINANCIAL ASSETS

5. (a) INVESTMENTS

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Non Current		
(1) Investments carried at fair value through Profit and Loss		
Unquoted		
(a) Investments in Equity Instruments		
200,000 Equity shares of Sri Lankan Rupee 10 each fully paid up of First Capital Asset Management Co. Limited, Sri Lanka	0.10	0.10
(as at March 31, 2025 - 200,000 Shares)		
(as at March 31, 2026 - 200,000 Shares)		

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
55,000 equity shares of ₹ 10 each fully paid up of Vashi Railway Station Commercial Complex Limited	0.06	0.06
(as at March 31, 2025 - 55,000 Shares)		
(as at March 31, 2026 - 55,000 Shares)		
Total (1)	**0.16**	**0.16**
(2) Investment carried at Cost		
Unquoted		
(a) Investments in Preference Shares of a Subsidiary [1&2]		
Investments in Redeemable Convertible Preference Shares of 3i Infotech Holdings Private Limited, Mauritius		
(i) 891,631,605 Series A - Zero Coupon Redeemable Convertible Preference Shares of MUR 1 each fully paid up (as at March 31, 2025 - 891,631,605 Shares)	185.63	185.63
(ii) 1,780,361,142 Series C - Zero Coupon Redeemable Convertible Preference Shares of MUR 1 each fully paid up (as at March 31, 2025 - 1,780,361,142 Shares)	568.27	568.27
(iii) 21,878,720 Series D - Zero Coupon Redeemable Convertible Preference Shares of MUR 1 each fully paid up (as at March 31, 2025 - 21,878,720 Shares)	6.85	6.85
	760.75	**760.75**
Less : Presented in Note no 18 Legacy related liabilities and assets [4]	(760.75)	(760.75)
	-	-
(b) Investments in Equity Shares of subsidiary companies		
Wholly Owned Subsidiaries		
(i) 5,346,202 Equity shares of no par value of 3i Infotech Asia Pacific Pte Limited., Singapore	22.12	22.12
(as at March 31, 2026 - 5,346,202 Shares)		
(as at March 31, 2025 - 5,346,202 Shares)		
Less: Impairment Loss Allowance	(4.20)	(4.20)
	17.92	**17.92**
(ii) 3,226,308 Equity shares of GBP 1 each fully paid up of 3i Infotech (UK) Limited [7]	355.73	355.73
(as at March 31, 2026 - 3,226,308 Shares)		
(as at March 31, 2025 - 3,226,308 Shares)		
Less: Impairment Loss Allowance	(355.73)	(355.73)
	-	**-**
(iii) (a) 6,258,371,598 Ordinary Shares of MUR 1 each fully paid up of 3i Infotech Holdings Private Limited, Mauritius	992.74	992.74
(as at March 31, 2026 - 6,258,371,598 Shares)		
(as at March 31, 2025 - 6,258,371,598 Shares)		
Less: Impairment Loss Allowance	(891.70)	(891.70)
	101.04	**101.04**
Less : Presented in Note no 18 Legacy related liabilities and assets [4]	(101.04)	(101.04)
	-	-
(iii) (b) Fair valuation of 6,258,371,598 Ordinary Shares of MUR 1 each fully paid up of 3i Infotech Holdings Private Limited, Mauritius	309.32	309.32
Less: Impairment Loss Allowance	(309.32)	(309.32)
	-	**-**

(Amount in ₹ Crores)

Particulars			March 31, 2026	March 31, 2025
	(iv)	500 Shares of SAR 1,000 each fully paid up of 3i Infotech Saudi Arabia LLC [8]	3.16	3.16
		(as at March 31, 2026 - 500 Shares)		
		(as at March 31, 2025 - 500 Shares)		
		Less: Impairment Loss Allowance	(3.16)	(3.16)
			-	-
	(v)	100,000 Equity shares of 10 each fully paid of 3i Infotech BPO Limited	66.71	66.71
		(as at March 31, 2026 - 100,000 Shares)		
		(as at March 31, 2025 - 100,000 Shares)		
		Less: Impairment Loss Allowance	(14.24)	(14.24)
			52.47	**52.47**
	(vi)	4,805,211 Equity shares of 10 each fully paid of 3i Infotech Consultancy Services Limited	37.34	37.34
		(as at March 31, 2026 - 4,805,211 Shares)		
		(as at March 31, 2025 - 4,805,211 Shares)		
			37.34	**37.34**
	(vii)	NuRe Edgetech Private Limited	0.01	0.01
		(as at March 31, 2026 - 10,000 Shares)		
		(as at March 31, 2025 - 10,000 Shares)		
			0.01	**0.01**
	(viii)	NuRe FutureTech Private Limited	0.01	0.01
		(as at March 31, 2026 - 10,000 Shares)		
		(as at March 31, 2025 - 10,000 Shares)		
			0.01	**0.01**
	(ix)	NuRe CampusLabs Private Limited	0.01	0.01
		(as at March 31, 2026 - 10,000 Shares)		
		(as at March 31, 2025 - 10,000 Shares)		
			0.01	**0.01**
	(x)	NuRe Infotech Solution PTE [3]	-	0.00
		(as at March 31, 2026 -0 Shares)		
		(as at March 31, 2025 - 1 Shares)		
			-	**0.00**
(c)	**Investments in Equity Shares of other subsidiary companies**			
	(i)	NuRe Mediatech Limited [6]	0.01	0.01
		(as at March 31, 2026 - 10,000 Shares)		
		(as at March 31, 2025 - 10,000 Shares)		
			0.01	**0.01**
Total (2)			**107.77**	**107.77**
Total (1+2)			**107.93**	**107.93**
Aggregate amount of quoted investments			-	-
Market value of quoted investments			-	-
Aggregate amount of unquoted investments (Net of Impairment) (Includes ₹ 861.79 Crores (FY 2024-25 - 861.79) (Refer to note no 18 Legacy related liabilities and assets)			969.71	969.71
Aggregate amount of impairment in the value of investments			(1,578.35)	(1,578.35)
Investments carried at fair value through profit and loss			**0.16**	**0.16**
Investments carried at cost			**969.56**	**969.56**

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

1. The Company had held Series A, C and D Zero Coupon Redeemable Convertible Preference Shares in 3i Infotech Holdings Private Limited (together the 'Preference Shares'), which matured in FY 2017-18. The said Preference Shares have then been renewed with same terms and are now having maturity date as March 24, 2030. In the previous year maturity date was March 24, 2025.
2. In Previous years, the Company had measured its Redeemable Convertible Preference Shares (RCPS) at amortised cost in accordance with the applicable requirements of Ind AS. From the Previous financial year, after extension in terms, the Company has classified the RCPS as an equity in nature and measured them at cost in accordance with Ind AS This change in classification and measurement has been accounted for prospectively from the date of renewal of terms.
3. NuRe Infotech Solution PTE Ltd has been wound up effective from September 01, 2025 and the resulting impact has been recognised in the Statement of Profit and Loss.
4. The Investment in equity shares is ₹ 101.04 Crores (March 31, 2025 ₹ 101.04 Crores) and preference shares is ₹ 760.75 Crores (March 31, 2025 ₹ 760.75 Crores) of 3i infotech Holding Private Limited, Mauritius aggregating to ₹ 861.79 crores (March 31, 2025 ₹ 861.79 crores) have been presented in Note no 18 Legacy related liabilities and assets.
5. Information required under paragraph 17 (b) of Ind AS 27 regarding investments in subidiaries, joint ventures and associates has been disclosed in Note no 32.
6. The Company diluted its stake in NuRe MediaTech Limited from 100% to 51% through a strategic investment. As a result, NuRe MediaTech and its wholly-owned subsidiary, NuRe Bharat Network Limited, ceased to be wholly owned subsidiaries of the Company and continue as subsidiaries effective March 31, 2025.
7. 3i Infotech UK Ltd holds 250 equity shares of the Saudi Arabia LLC in a fiduciary capacity on behalf of the company.
8. Pursuant to the Board's approval dated August 13, 2025, bankruptcy proceedings have been initiated for 3i Infotech Saudi Arabia LLC and are currently in progress.

5. (b) LOANS

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Non Current		
Unsecured, considered good unless otherwise stated		
Loans to Related Parties (Refer Note 32)	58.07	52.77
Less: Presented in Note no 18 Legacy related liabilities and assets	(58.07)	(52.77)
Total	**-**	**-**
Current		
Unsecured, considered good unless otherwise stated		
Loans to Related Parties (Refer Note 32)	11.92	8.96
Total	**11.92**	**8.96**

The following Loans or Advances in the nature of loans are granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person and are repayable on demand.

(Amount in ₹ Crores)

Type of Requirement	Amount of loans & advance in the nature of loan outstanding					Percentage to the total Loans & advances in the nature of loans
Particulars	**Opening Balance**	**Foreign exchange translation gain/ (loss)**	**Loan Granted**	**Loan Repaid**	**Closing balance**	
Related Parties						
3I Infotech (Middle East) FZ LLC	52.77	5.30	-	-	58.07	83%
NuRe FutureTech Private Limited	7.75	-	2.37	(0.37)	9.75	14%
NuRe CampusLabs Private Limited	1.21	-	1.21	(0.25)	2.17	3%
Total	**61.73**	**5.30**	**3.58**	**(0.62)**	**69.99**	**100%**

5. (c) OTHER FINANCIAL ASSETS

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Non Current		
Financial assets carried at amortised cost		
Bank Deposits with more than 12 months maturity **	28.50	2.15
Security Deposits	1.93	2.93
EMD and PBG	4.24	3.56
Less: Loss Allowances	(2.81)	(2.85)
Total	**31.86**	**5.79**
Current		
Financial assets carried at amortised cost		
Security Deposits	3.97	2.46
EMD and PBG	1.18	4.72
Unbilled Revenue*	15.46	33.07
Interest Accrued but not due on FD	0.54	0.83
Interest Receivable on loans*	50.28	42.24
Less: Presented in Note no 18 Legacy related liabilities and assets	(49.05)	(41.71)
Total	**22.38**	**41.61**

*Refer note no 32 for Related party disclosure

**Bank Deposits with more than 12 months maturity Includes Margin Money of ₹ 15.14 Crores.

6. TRADE RECEIVABLES

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Current		
Trade Receivables - Unsecured, considered good	407.22	384.40
Less: Presented in Note no 18 Legacy related liabilities and assets*	(1.67)	(1.56)
Less: Allowance for expected credit Losses	(344.99)	(342.16)
Total	**60.56**	**40.68**

Trade or Other Receivable due from directors or other officers of the company either severally or jointly with any other person amounted to ₹ Nil (Previous year ₹ Nil).

During the FY 2025-26, there is Allowance for expected credit Losses on amount owed by related parties is ₹ 335.69 Crores (March 31, 2025: 335.69 Crores).

*The Company has presented Trade Receivable from Related Parties to Legacy related liabilities and assets the details of which are stated below:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
3I Infotech (Middle East) FZ LLC	1.24	1.14
3i Infotech Thailand Limited	0.30	0.30
3I Infotech Holdings Private Limited	0.11	0.10
3i Infotech (South Africa) Proprietary Limited	0.02	0.02
Total	**1.67**	**1.56**

Trade or Other Receivable due from firms or private companies respectively in which any director is a partner, a director or a member amounted to ₹ Nil (FY 2024-25 - ₹ Nil).

NOTES TO STANDALONE FINANCIAL STATEMENTS
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(Amount in ₹ Crores)

Particulars	Outstanding for the following period as on March 31, 2026					
	Less than 6 Months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed trade receivables – considered good	42.15	18.58	6.34	4.68	335.47	407.22
Less: Presented in Note no 18 Legacy related liabilities and assets	(0.12)	(0.00)	(0.00)	(0.02)	(1.53)	(1.67)
Sub Total	**42.03**	**18.58**	**6.34**	**4.66**	**333.94**	**405.55**
Less: Allowance for expected credit Losses						(344.99)
Total Trade receivable						**60.56**
Trade Receivable-Unbilled (refer note no 5(c))-Other Financial Assets						**15.46**

(Amount in ₹ Crores)

Particulars	Outstanding for the following period as on March 31, 2025					
	Less than 6 Months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed trade receivables – considered good	24.31	13.26	9.97	5.54	331.32	384.40
Less: Presented in Note no 18 Legacy related liabilities and assets	-	-	(0.02)	(1.42)	(0.12)	(1.56)
Sub Total	**24.31**	**13.26**	**9.95**	**4.12**	**331.20**	**382.84**
Less: Allowance for expected credit Losses						(342.16)
Total Trade receivable						**40.68**
Trade Receivable-Unbilled (refer note no 5(c))-Other Financial Assets						**33.07**

7. CASH AND CASH EQUIVALENTS

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Balances with banks:		
- On current accounts	3.84	7.00
- Fixed Deposit Accounts with original maturity less than 3 months	4.80	-
	8.64	**7.00**
Bank Balance other Than Above		
- Fixed Deposit Accounts with maturity more than 3 months but less than 12 months*	11.98	19.64
	11.98	**19.64**
Total	**20.62**	**26.64**

* Fixed Deposits Includes Margin Money of ₹ 9.83 Crores.

8. OTHER ASSETS

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Non Current		
Capital Advances	-	0.08
Others		
- Prepaid expenses	0.63	1.81
- Balances with Statutory, Government Authorities	2.12	1.93
Total	**2.75**	**3.82**
Current		
Advances other than Capital advances		
- Advances to Supplier and contractors	1.44	0.66
- Other Advances	0.08	0.08
Others		
- Prepaid expenses	1.68	2.69
- Balances with Statutory, Government Authorities	0.87	2.21
- Other receivables	0.03	0.20
Total	**4.10**	**5.84**

9. (a). INCOME TAX

(A) Major Components of income tax expense for the years ended March 31, 2026 and March 31, 2025 are as follows:

i. Income tax recognised in profit or loss

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Current income tax charge	-	-
Adjustment in respect of current income tax of previous year	-	-
Deferred tax		
Relating to origination and reversal of temporary differences	-	(15.40)
Income tax expense recognised in (profit) or loss	**-**	**(15.40)**

ii. Income tax recognised in OCI

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Net loss/(gain) on remeasurements of defined benefit plans	-	-
Income tax expense recognised in OCI	**-**	**-**

(B) The reconciliation between the provision of income tax and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Accounting profit before income tax	**20.82**	**47.25**
Enacted tax rate in India	25.17%	25.17%
Income tax on accounting profit	**5.24**	**11.89**

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Effect of		
Items not assessable for tax purpose	(7.25)	(32.88)
Items not deductible for tax purpose	7.20	12.74
Losses on which deferred tax is not created/reversal of earlier years	(5.19)	8.30
Others	-	(15.45)
Income tax expense/(income)	**0.00**	**(15.40)**

(C) The components of deferred tax assets and liabilities are as follows

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Deferred Tax Assets/(Liabilities) relates to the following:		
Property, plant and equipment and intangible assets	(5.29)	(3.07)
Provision for employee benefits	6.29	6.08
Carried forward unabsorbed losses & depreciation	10.75	-
Provision for doubtful debts	2.34	10.65
MSME Payment Disallowance	0.95	0.88
Right-To-Use Assets	(2.06)	(4.31)
Lease Liabilities	2.26	4.90
Discounted Value Security Deposit-Lease	0.16	0.27
Net Deferred Tax Assets / (Liabilities)	**15.40**	**15.40**

As at March 31, 2026, the company has recognised deferred tax assets (DTAs) for the current reporting period of ₹ 15.40 Crores as it is probable that future taxable profits will be available to utilise these assets.

Unrecognised deferred tax assets

(Amount in ₹ Crores)

Particulars	Unrecognised as on 31st March 2026	Unrecognised as on 31st March 2025
Deductible temporary differences	401.36	401.27
Unrecognised tax losses	335.90	365.44
Total	**737.26**	**766.71**

The Company had opted for the Direct Tax Vivad Se Vishwas Scheme, 2024 ("the Scheme") for settlement of certain pending income tax disputes. Based on final order under the Scheme, Impact of ₹ 90.14 crores on unrecognised tax losses and consequential impact on unrecognised deferred tax assets has been recognised in the financial statements in accordance with applicable accounting standards.

9. (b). INCOME TAX ASSETS

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Non Current		
(a) Income Tax Assets (Net of provision)	88.47	74.45
Total	**88.47**	**74.45**

10. SHARE CAPITAL

(Amount in ₹ Crores)

Particulars		As at March 31, 2026		As at March 31, 2025	
		No. of shares	Rupees	No. of shares	Rupees
(a)	**Authorised Capital**				
	Equity Shares (₹ 10 Each)	2,200,000,000	2,200.00	2,200,000,000	2,200.00
	Non Convertible Cumulative Redeemable Preference Shares (Class A) (₹ 5 Each)	200,000,000	100.00	200,000,000	100.00
	Non Convertible Cumulative Redeemable Preference Shares (Class B) (₹ 5 Each)	1,500,000,000	750.00	1,500,000,000	750.00
	Non Convertible Cumulative Redeemable Preference Shares (Class C) (₹ 1 Each)	1,050,000,000	105.00	1,050,000,000	105.00
(b)	**Issued, Subscribed and fully paid up**				
	Equity Shares (Rs 10 Each)	207,403,767	207.40	169,627,242	169.63

i) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 each. Each shareholder has right to vote in respect of such share, on every resolution placed before the Company and his voting right on a poll shall be in proportion to his share of the paid up equity capital of the Company. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the Company after payments of preferential amounts in proportion to their shareholding.

ii) Shares held by holding / ultimate holding company and / or their subsidiaries / associates

The Company does not have a holding company or ultimate holding company.

iii) Reconciliation of the Share outstanding at the beginning and at the end of the year

Particulars		Opening Balance	Issued during the year	Closing Balance
Equity shares				
Year ended March 31, 2026				
-	Number of shares	169,627,242	37,776,525	207,403,767
-	Amount (₹)	169.63	37.77	207.40
Year ended March 31, 2025				
-	Number of shares	169,230,842	396,400	169,627,242
-	Amount (₹)	169.23	0.40	169.63

iv) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at March 31, 2026		As at March 31, 2025	
	Number	% holding	Number	% holding
Equity shares of ₹ 10/- each fully paid				
SREI Multiple Asset Investment Trust (SMAIT)	17,652,011	8.51	17,652,011	10.41

v) Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date are Nil.

vi) Shares reserved for issue under options

For details of shares reserved for issue under the Share based payment plan of the Company. **refer note 30.**

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

vii) Shares held by the promoters for the year ended March 31, 2026

Particulars	Promoters name	No of Shares	% of total shares	% Change during the year
Nil	Nil	Nil	Nil	Nil
Total	**Nil**	**Nil**	**Nil**	**Nil**

Shares held by the promoters for the year ended March 31, 2025

Particulars	Promoters name	No of Shares	% of total shares	% Change during the year
Nil	Nil	Nil	Nil	Nil
Total	**Nil**	**Nil**	**Nil**	**Nil**

viii) During the year ended March 31, 2026, the Company has allotted 3,77,08,165 fully paid-up equity shares of face value of ₹ 10 each, at an issue price of ₹ 17 per share to the eligible applicants including previously allotted ESOP holders under the rights issue, as decided by the Rights Issue Committee of the Board. These Rights Issue Equity Shares shall rank pari passu with the existing equity shares. Also 68,360 share options were exercised under ESOP at an exercise price of ₹ 10 each. Pursuant to the said allotment, the paid-up equity share capital of the Company has increased from ₹ 169.63 crores to ₹ 207.40 crores comprising 20,74,03,767 fully paid-up equity shares of ₹ 10 each.

11. OTHER EQUITY

i. Reserves and Surplus

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Capital Reserve	0.07	0.07
Capital Redemption Reserve	321.00	321.00
Securities Premium Account	926.47	900.78
Share Based Payment Reserve	6.66	5.13
Retained Earnings	(1,319.00)	(1,343.77)
Property, Plant and Equipment Reserve	95.93	98.29
	31.13	**(18.50)**

(a) Capital Reserve

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Opening balance	0.07	0.07
Add/(Less):	-	-
Closing balance	**0.07**	**0.07**

Capital Reserve was created in accordance with provision of the Companies Act, 2013.

(b) Capital Redemption Reserve

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Opening balance	321.00	321.00
Add/(Less):	-	-
Closing balance	**321.00**	**321.00**

Capital Redemption Reserve was created for redemption of preference shares.

(c) Securities Premium Account

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Opening balance	900.78	899.33
Add/(Less):		
Transferred on account of exercise of stock options	0.29	1.45
Right Share Allotment (Net)*	25.40	-
Closing balance	**926.47**	**900.78**

The amount received in excess of face value of the equity shares is recognised in Securities Premium. This is not available for distribution of dividend but can be utilised for issuing bonus shares.

*The Company has incurred expenses in connection with the rights issue of equity shares.

(d) Share Based Payment Reserve

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Opening balance	5.13	6.16
Add/(Less):		
Employee Stock Option Expense recognised	2.06	1.15
Transferred on account of options not exercised	(0.24)	(0.73)
Transferred on account of exercise of stock options	(0.29)	(1.45)
Closing balance	**6.66**	**5.13**

The Company has share option schemes under which options to subscribe for the company's shares have been granted to certain executives and senior employees. The Share based payment reserve is used to recognise the value of equity settled share based payments provided to employees, including key management personnel, as part of their remuneration.

Refer note 30 for further details of these plans.

(e) Retained Earnings

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Opening balance	(1,343.77)	(1,409.30)
Net Profit for the year	22.17	62.44
Add/(Less):		
Transfer to PPE Reserve	2.36	2.36
Transferred on account of options not exercise	0.24	0.73
Closing balance	**(1,319.00)**	**(1,343.77)**

This reserve represents undistributed accumulated earnings of the Company as on the balance sheet date.

(f) Property, Plant and Equipment Reserve

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Opening balance	98.29	100.65
Add/(Less):		
Transfer from Retained Earnings	(2.36)	(2.36)
Closing balance	**95.93**	**98.29**

Property, Plant and Equipment Reserve represents reserve created on revaluation of Leasehold Building and it is a non distributable reserve. The Company is transferring the revaluation reserve to retained earnings in proportion to the additional depreciation charged on the revalued portion of assets.

NOTES TO STANDALONE FINANCIAL STATEMENTS
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ii. Other Components of Equity

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Share Application money pending allotment	0.00	0.00
Total	**0.00**	**0.00**

(a) Share Application money pending allotment

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Opening balance	0.00	0.12
Add :-Share Application money received for options	0.07	0.28
Less :-Issue of equity shares on exercise of options	(0.07)	(0.40)
Add :-Right Share Application money received	64.10	-
Less :-Issue of Right shares	(64.10)	-
Closing balance	**0.00**	**0.00**

Share application money pending allotment represents the amount received on exercise of stock options by the eligible employees under the prevailing ESOP schemes of the Company, on which allotment is yet to be made.

12. BORROWINGS

(Amount in ₹ Crores)

Particulars	Interest Rate	March 31, 2026	March 31, 2025
Current Borrowings*			
Unsecured	7.25%		
(a) Loans from Related Parties *	(Previous Year 7.25%)	22.77	46.02
Total		**22.77**	**46.02**

*Refer note no 32 for Related party disclosure.

*Current borrowings include unsecured loans obtained from related parties. These loans are repayable on demand and carry interest at the rate of 7.25% per annum. The loans are unsecured and are not backed by any specific security or guarantee, unless otherwise stated. Interest is accrued on the outstanding balance in accordance with the agreed terms and recognized in the Statement of Profit and Loss.

Movement in borrowings

(Amount in ₹ Crores)

Particulars	Change in Liabilities arising from financing activities			
	Non Current Borrowings	Current Borrowings		Total
		Unsecured	Secured	
Total Borrowings as at March 31, 2024	**-**	**38.79**	**-**	**38.79**
Loan Obtained During the year	-	7.23	-	7.23
Repayment	-	-	-	-
Other non cash movements	-	-	-	-
Total Borrowings as at March 31, 2025	**-**	**46.02**	**-**	**46.02**
Loan Obtained During the year	-	-	15.73	15.73
Repayment	-	(23.26)	(15.73)	(38.99)
Other non cash movements	-	-	-	-
Total Borrowings as at March 31, 2026	**-**	**22.77**	**-**	**22.77**

a) The company has taken overdraft facility against Fixed Deposit from banks of ₹ 15.73 Cr however the overdraft facility has been repaid in the current year itself.

b) The Company has not defaulted on repayment of loans and interest during the year.

c) The requirement to submit quarterly returns or statements of current assets is not applicable to the Company.

13. OTHER FINANCIAL LIABILITIES

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Current		
Financial Liabilities at amortised cost		
Interest accrued and not due on borrowings	0.13	0.45
Dues to employees	6.87	17.68
Deposits Payable	5.20	6.21
Payable to step down subsidiary towards IPR purchase*	1,066.39	1,066.39
Less: Presented in Note no 18 Legacy related liabilities and assets	(1,066.39)	(1,066.39)
Others		
Other Payables	3.14	3.29
Total	**15.34**	**27.63**

*The Company has presented the payable to Step down subsidiary towards IPR Purchase of ₹ 1,066.39 Crores (March 31, 2025 ₹ 1,066.39 Crores) to legacy related liabilities and assets. (Refer Note 18)

14. TRADE PAYABLES

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Current		
Total outstanding dues of Micro and Small Enterprises	0.50	2.47
Total outstanding dues of creditors other than Micro and Small Enterprises*	87.56	102.91
Less: Presented in Note no 18 Legacy related liabilities and assets	(16.45)	(14.95)
Total	**71.61**	**90.43**

Terms and conditions of the above financial liabilities:

1. Trade payables are non-interest bearing and are normally settled on 60-day terms as at relevant period.

*For disclosure with respective related parties, refer to note 32.

Trade payable ageing schedule for the year ended as on March 31, 2026 as follow :-

Sr No	Particulars	Outstanding for following periods					
		Unbilled	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
(i)	MSME	-	0.50	0.00	-	-	0.50
(ii)	Others	37.81	46.84	0.46	2.45	-	87.56
(iii)	Disputed dues - MSME	-	-	-	-	-	-
(iv)	Disputed dues - Others	-	-	-	-	-	-
(v)	Less: Presented in Note no 18 Legacy related liabilities and assets	-	(16.45)	-	-	-	(16.45)
	Total Trade Payable	**37.81**	**30.89**	**0.46**	**2.45**	**-**	**71.61**

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Trade payable ageing schedule for the year ended as on March 31, 2025 as follow :-

Sr No	Particulars	Outstanding for following periods					
		Unbilled	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
(i)	MSME	-	1.03	0.63	0.81	-	2.47
(ii)	Others	29.08	66.46	5.17	1.09	1.11	102.91
(iii)	Disputed dues - MSME	-	-	-	-	-	-
(iv)	Disputed dues - Others	-	-	-	-	-	-
(v)	Less: Presented in Note no 18 Legacy related liabilities and assets	-	(14.95)	-	-	-	(14.95)
	Total Trade Payable	**29.08**	**52.54**	**5.80**	**1.90**	**1.11**	**90.43**

15. OTHER LIABILITIES

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Current		
Unearned Revenue	0.76	1.23
Others		
Statutory Dues	8.74	3.01
Total	**9.50**	**4.24**

16. PROVISIONS

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Non Current		
Provision for employee benefits		
Gratuity*	11.79	12.80
Leave encashment*	1.95	1.72
Total	**13.74**	**14.52**
Current		
Provision for employee benefits		
Gratuity*	4.18	3.56
Leave encashment*	1.03	0.72
Total	**5.21**	**4.28**

*Refer Note no 29

17. LEASE LIABILITIES

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Non Current Lease Liabilities*	4.88	13.19
Current Lease Liabilities*	4.09	6.27
Total	**8.97**	**19.46**

* Refer note no 38 for details on addition and disposal of Lease Liabilities.

18. LEGACY RELATED LIABILITIES AND ASSETS

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Current		
Payable to step down subsidiary towards IPR purchase (Refer note no 13)	1,066.39	1,066.39
Total outstanding dues of creditors other than Micro and Small Enterprises (Refer note no 14)	16.45	14.95
Loans to Related Parties (Refer note no 5 (b))	(58.07)	(52.77)
Other financial assets (Refer note no 5(c))	(49.05)	(41.71)
Investment - 3i Infotech Holdings Private Limited, Mauritius (Net of Impairment) (Refer note no 5 (a))		
(i) Investments in Redeemable Convertible Preference Shares of 3i Infotech Holdings Private Limited, Mauritius	(760.75)	(760.75)
(ii) 6,258,371,598 Ordinary Shares of MUR 1 each fully paid up of 3i Infotech Holdings Private Limited, Mauritius	(101.04)	(101.04)
Trade Receivables (Refer note no 6)	(1.67)	(1.56)
Total	**112.26**	**123.51**

There are long outstanding assets and liabilities with subsidiaries / step-down subsidiaries. The Board had set up a Legacy Committee as a Sub - Committee of the Audit Committee, to evaluate and address all long outstanding legacy related matters. After evaluating the reports of Sub Committee, the Board of Directors of the Company at its meeting held on January 31, 2024, decided to initiate Forensic Audit in respect of certain legacy matters pertaining to the period prior to March 31, 2021 under the erstwhile management. The Company had engaged an external consultant to conduct the forensic audit and the final report submitted by them was reviewed and accepted by the Board of Directors at its meeting held on January 29, 2025. Based on the findings and observations of the final report, there were no further implications or adverse financial impact on the current or future financial and operational position of the Company, other than those already appropriately accounted for in the financial statements.

Pursuant to the recommendations of the Audit Committee and based on legal opinions obtained, the Board of Directors, at its meeting held on May 14, 2025, had constituted a High-Powered Committee, comprising of external experts, to review the legal opinions and advise on the appropriate course of action with respect to divestment of 100% stake in eMudhra Consumer Services Limited via a share purchase agreement dated December 30, 2010 and the redemption of preference share issued by emudra. The High-Powered Committee submitted its report to the Company on November 05, 2025. The Board of Directors of the Company at its meeting held on November 12, 2025, reviewed and accepted the report, including its recommendations and accordingly decided to initiate appropriate legal actions. Accordingly, the Company had filed a complaint with Additional Commissioner of Police, Economic Offences Wing, Belapur on February 03, 2026 and with the SEBI on February 12, 2026, to investigate this matter.

The matter is currently under investigation. The Company continues to monitor the progress of the same and will take such further actions as may be deemed necessary.

A). The Company has an outstanding liability payable towards purchase of Intellectual Property Rights (IPR), since 2012 to its foreign branch in Dubai/3i Infotech (Middle East) FZ LLC amounting to ₹ 1,066.39 crores. The liability towards purchase of IPR was not settled by the Company within the time limit prescribed under FEMA Regulations and the Company had approached Reserve Bank of India (RBI) in 2013 through authorized dealer to extend the timeline for repayment of the aforesaid liability till March 31, 2017.

Not being able to settle the liability even by 2017, the Company had thereafter made an application to the Reserve Bank of India (RBI), through its authorized dealer vide letter dated March 05, 2019 and subsequently on October 23, 2020, for set – off of the liability/ payables to foreign branch in Dubai/ 3i Infotech (Middle East) FZ LLC of ₹ 1,066.39 crores against its trade receivables then due from 3i Infotech Inc, 3i Saudi Arabia and 3i Africa of ₹ 392.33 crores, ₹ 113.47 Crores and ₹ 30.46 crores respectively. The Company has not received the RBI approval till reporting date.

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B). The Company is carrying certain long outstanding receivables from various foreign subsidiaries (including shown above) amounting to ₹ 444.48 Crores (FY 2024-25: ₹ 431.74 crores). Considering the current market scenario and low operations in many of the subsidiaries, and even though the Company has a net payable position with respect to the receivables and payables balances of its subsidiaries, the Company recognized a loss allowance amounting to ₹ 335.69 Crores till March 31, 2026 on a conservative and prudent basis. The net balance outstanding from subsidiaries (net off provisions) is ₹ 108.79 Crores (FY 2024-2025: ₹ 96.05 crores).

C). The Company had made investments in Equity and Redeemable Convertible Preference Shares of 3i Infotech Holdings Private Limited in Mauritius between 2006-07 to 2011-12. The Company has recognized a provision for diminution in value of investments of ₹ 891.70 Crores (FY 24-25: ₹ 891.70 crores). The net outstanding balance of investment in this subsidiary is ₹ 861.79 Crores (FY 24-25: ₹ 861.79 crores).

The Company had not been able to meet its obligation of payment of ₹ 1,066.39 crores to its foreign branch in Dubai/3i Infotech (Middle East) FZ LLC, consequently leading to a cascading effect of 3i Infotech FZ LLC not being able to payback amount due to 3i Infotech Inc. and 3i Infotech Holdings Pvt Ltd in Mauritius. Further, it has had a cascading effect of 3i Infotech Inc. not being able to redeem the preference shares issued by it to 3i Infotech Holdings Pvt Ltd. In view of the non-realization of the preference shares in 3i Infotech Inc and the loan to 3i Infotech (Middle East) FZ LLC, 3i Infotech Holdings Pvt Ltd has not been able to redeem the preference shares of 3i Infotech Limited. Thus, effectively non-payment of the obligation of ₹ 1,066.39 crores by the Company to its foreign branch in Dubai/3i Infotech (Middle East) FZ LLC has led to the non-realization of the preference shares invested in by the Company.

There is no major change in the quantum of investments/receivables and payables from/to these subsidiaries since 2012. It has always been the intention to settle the receivables and payables on a net basis, subject to the legal and the regulatory approvals. During the FY 2023-24, impairment provisions have been made against receivables and investments on a prudent and conservative basis in view of the delay in obtaining the legal and regulatory approvals. As and when such approvals are received in future, the estimate of the recoverable and payable amounts will be suitably revised.

To reflect a more appropriate and a true and fair presentation of the balances on the balance sheet,in line with para 19 of Ind AS 1, the Company has presented all the legacy outstanding balances of its receivables of ₹ 108.79 crores (FY 2024-25: ₹ 96.05 crores), payables of ₹ 1,082.84 crores (FY 2024-25: ₹ 1,081.34 crores) and investments of ₹ 861.79 crores (FY 2024-25: ₹ 861.79 crores) relating to these wholly owned subsidiaries as a single line item of ₹ 112.26 crores (FY 2024-25: ₹ 123.51 crores) 'Legacy related liabilities and assets' in its balance sheet. The net balance would reflect the substance that had the Company been able to pay off its liabilities to its wholly owned subsidiaries, it would have received such amounts back as recovery of its receivables/ investments in such subsidiaries.

If the legacy outstanding balances of receivables and investments relating to these wholly owned subsidiaries had not been presented as a single line item, as mentioned above, then the investments, receivables and payables would be higher by ₹ 861.79 crores (FY 2024-25: ₹ 861.79 crores), ₹ 108.79 crores (FY 2024-25: ₹ 96.05 crores) and ₹ 1,082.84 crores (FY 2024-25- ₹ 1,081.34 crores) respectively.

19. REVENUE FROM OPERATIONS

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Sale of Services		
IT Solutions	261.92	283.46
Transaction service	17.49	26.69
Other Operating Revenues		
Corporate charges	45.21	54.46
Total	**324.62**	**364.62**

Disaggregate revenue information

The disaggregated revenue from customers by geographic area based on location in customer is as follows:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
In India	246.30	282.26
Outside India	78.32	82.36
Total	**324.62**	**364.62**

Timing of Revenue Recognition

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
For Contractual obligations rendered at a point in time	-	-
For Contractual obligations rendered over a period of time	324.62	364.62
Total	**324.62**	**364.62**

The aggregate value of performance obligations that are unsatisfied as at March 31, 2026 other than those meeting the exclusion criteria mentioned in note 2(d) is ₹ 5.32 Crores (₹ 85.92 Crores as at March 31, 2025). Out of this the company expects to recognise revenue of around 100% (59% in March 31, 2025) within the next one year and remaining thereafter. This includes contracts that can be terminated for convenience without a substantive penalty since based on current assessment, the occurrence of the same is expected to be remote.

The disclosure of remaining performance obligations under Ind AS 115 has been prepared in respect of customer contracts containing unsatisfied or partially unsatisfied performance obligations as at the reporting date. The disclosure excludes contracts qualifying for the practical expedients under paragraph 121 of Ind AS 115, including time-and-material arrangements where revenue is recognised in accordance with the right-to-invoice practical expedient.

Summary of Contract Balances

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Trade receivables (Net of Expected Credit loss)	60.56	40.68
Contract assets*	15.46	33.07
Contract liabilities**	0.76	1.23

*Contract assets represents revenue accrued and not billed and unbilled revenues.

**Contract Liabilities represents Billing in excess of revenue.

***Contract assets :**

The below table discloses the movement in the balance of contract assets:

(Amount in ₹ Crores)

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Balance at the beginning of the year	33.07	22.39
Addition due to revenue recognised during the year	240.82	228.27
Invoices raised during the year	(257.11)	(216.78)
Reversal against Loss allowance	(1.32)	(0.81)
Balance as at end of the year	**15.46**	**33.07**

NOTES TO STANDALONE FINANCIAL STATEMENTS
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****Contract liabilities:**

The below table discloses the movement in the balance of contract liabilities:

(Amount in ₹ Crores)

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Balance as at beginning of the year	1.23	4.16
Additional amounts billed but not recognised as revenue	69.37	41.75
Deduction on account of revenues recognised during the year	(69.84)	(44.68)
Balance as at end of the year	**0.76**	**1.23**

20. OTHER INCOME

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Interest income on		
Bank fixed deposits	1.84	0.64
Loans to related parties (Refer to Note no 32)	4.77	3.63
Financial assets at amortised cost*	-	28.30
Security deposit	0.28	0.22
Income tax Refund	-	0.77
Other Non Operating Income		
Net gain on disposal of property, plant and equipment	-	0.03
Foreign Exchange Fluctuation Gain	41.27	30.79
Gain/(Loss) on modification of leased assets (Refer to Note no 38)	1.50	2.94
Others		
Miscellaneous Income	7.44	2.11
	57.10	**69.43**

*Represents unwinding of discount under Ind AS 109 on Investment in Preference Shares.

21. EMPLOYEE BENEFITS EXPENSE

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Salaries, wages and bonus	182.68	181.58
Contribution to provident and other funds	5.91	6.27
Staff welfare expenses	2.91	4.25
Recruitment and training expenses	0.08	0.48
Share based payments to employees	2.06	1.15
Gratuity Expense	2.62	3.57
Total (A)	**196.26**	**197.30**
Less: Transferred to CWIP	-	(1.60)
Less: Reimbursement of costs by subsidiary companies	(0.55)	-
Total (B)	**(0.55)**	**(1.60)**
Total (A+B)	**195.71**	**195.70**

22. COST OF THIRD PARTY PRODUCTS AND SERVICES

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Cost of third party products / outsourced services		
For service delivery to clients	95.56	127.37
Total (A)	**95.56**	**127.37**
Less: Reimbursement of costs by subsidiary companies	(0.52)	(0.75)
Less: Transfer to CWIP	-	(0.12)
Total (B)	**(0.52)**	**(0.87)**
Total (A+B)	**95.04**	**126.50**

23. FINANCE COST

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Interest expense on debts and borrowings	2.84	2.95
Interest Expense - Lease Liabilities	1.53	3.22
Total Interest Expense	**4.37**	**6.17**
Other borrowing costs		
Others	0.14	0.50
	4.51	**6.67**

24. DEPRECIATION AND AMORTISATION EXPENSE

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Depreciation on tangible assets	0.61	1.00
Depreciation on right of use assets	8.87	13.28
Amortisation on intangible assets	7.13	10.11
	16.61	**24.39**

25. OTHER EXPENSES

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Electricity and Maintenance	3.15	2.55
Repairs and Maintenance		
- Building	1.99	2.05
- Others	0.75	1.34
Directors sitting fees	1.06	1.35
Insurance	0.22	0.24
Legal and professional fees	12.66	12.12

NOTES TO STANDALONE FINANCIAL STATEMENTS
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(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Audit fees (Refer note below)	0.34	0.44
Net loss on disposal of property, plant and equipment	0.01	-
Rates and taxes	6.76	0.30
Rent	2.09	3.98
Hire Charges	4.38	5.87
Telephone and internet expenses	0.34	0.71
Travelling & conveyance expenses	1.54	1.81
Security Charges	1.60	2.02
Office Expenses	2.01	2.39
Miscellaneous expenses	6.04	0.18
Allowance for expected credit losses (Net of Bad debt)	2.88	(1.20)
Provision for intangible assets impairment (refer note no 4(a))	(1.14)	(18.00)
Loss on intangible assets under developement (CWIP) (refer note no 4(b))	-	2.82
Write off of Software product (refer note no 4(a))	-	12.88
Total (A)	**46.68**	**33.85**
Less: Reimbursement of costs by subsidiary companies	(0.05)	(0.04)
Less: Transfer to CWIP	-	(0.27)
Total (B)	**(0.05)**	**(0.31)**
Total (A+B)	**46.63**	**33.54**

Notes:

(a) Details of Audit fees

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
As auditor		
Audit Fee	0.29	0.37
Tax Audit Fee	0.02	0.02
In other capacity		
Other services (certification fees)	0.00	0.00
Reimbursement of expenses	0.03	0.05
	0.34	**0.44**

(b) Corporate Social Responsibility (CSR) expenditure

As per Section 135 of the Companies Act, 2013, the Company meets the applicability threshold. However there is no payment obligation due to carry forward losses.

26. RESEARCH AND DEVELOPMENT COSTS

Amount charged to profit or loss during the year ended March 31, 2026 ₹ Nil (March 31, 2025: NIL).

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
i. On Revenue Account	-	-
ii. On Capital Account	-	1.98
Total Research and Development Expenditure (i + ii)	**-**	**1.98**

27. EXCEPTIONAL ITEMS

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Contribution to Gratuity Fund*	2.40	-
	2.40	**-**

*On November 21, 2025, the Government of India notified four Labour Codes, effective immediately, replacing the existing 29 labour laws. In accordance with Ind AS 19 - Employee benefits changes to employee benefit plans arising from legislative amendments are treated as plan amendments requiring immediate recognition of past service cost in the Statement of Profit and Loss. This approach is consistent with the guidance issued by the Institute of Chartered Accountants of India.

Considering the material and non-recurring nature of the impact arising from the change in law, the additional gratuity liability of ₹ 2.40 Cr has been disclosed as an Exceptional Item in the Statement of Profit and Loss for the year. Subsequent to the date of notification, it is considered as part of normal profit and loss account.

The Company will continue to monitor further developments including the finalization of the central and state rules under the New Labour Codes, which are yet to be notified and shall evaluate and give effect to any consequential accounting adjustments, if any arising therefrom in future periods, as and when required.

28. EARNINGS PER SHARE

(Amount in ₹ Crores)

Sr. No.	Particulars	March 31, 2026	March 31, 2025
[1]	**Basic earnings per share attributable to the equity holders of the Company (Amount in ₹)**		
	From continuing operations	1.08	3.56
[2]	**Diluted earnings per share attributable to the equity holders of the Company (Amount in ₹)**		
	From continuing operations	1.08	3.54
	Impact of Anti - Dilution: The diluted EPS calculation excludes stock options that are anti - dilutive, meaning they would not decrease EPS or would increase it if included.		
[3]	**Face Value per share (Amount in ₹)**	**10.00**	**10.00**
[4]	**Reconciliations of earnings used in calculating earnings per share**		
[4] a)	Profit attributable to the equity holders of the company used in calculating basic earnings per share		
	From continuing operations	20.82	62.65
[4] b)	Profit attributable to the equity holders of the company used in calculating diluted earnings per share		
	From continuing operations	20.82	62.65

NOTES TO STANDALONE FINANCIAL STATEMENTS
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(Amount in ₹ Crores)

Sr. No.	Particulars	March 31, 2026	March 31, 2025
[5]	**Weighted average number of shares used as the denominator**		
[5] (a)	Weighted average number of equity shares used as the denominator in calculating basic earnings per share *	19,21,35,735	17,59,72,218
[5] (b)	Weighted average number of equity shares used as the denominator in calculating Diluted earnings per share	19,21,35,735	17,59,72,218
	Adjustments for calculation of diluted earnings per share:		
	Effect of dilutive equivalent share options	3,76,712	9,68,371
	Weighted average number of equity shares used as the denominator in calculating diluted earnings per share	**19,25,12,447**	**17,69,40,589**

*The weighted average number of equity shares for the previous financial year has been updated to reflect the effect of the rights issue made during the current financial year. Refer Note 10(viii) for details of the rights issue.

29. EMPLOYEE BENEFIT OBLIGATIONS

(Amount in ₹ Crores)

Particulars	March 31, 2026			March 31, 2025		
	Current	Non Current	Total	Current	Non Current	Total
Leave Encashment	1.03	1.95	2.98	0.72	1.72	2.44
Gratuity	4.18	11.79	15.96	3.56	12.80	16.36
Total Employee Benefit Obligation	**5.21**	**13.74**	**18.94**	**4.28**	**14.52**	**18.80**

(i) Leave Encashment

The leave obligations cover the company's liability for sick and earned leave.

The amount of the provision of ₹ 1.03 Crores (March 31, 2025: ₹ 0.72 Crores) is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations.

(ii) Post Employment obligations

(a) Defined benefit plan - Gratuity

The Company provides gratuity benefits to eligible employees in accordance with the applicable provisions of the Code on Social Security, 2020 and the rules made thereunder, as amended from time to time.

Employees who have rendered continuous service in accordance with the applicable provisions of the Code are eligible for gratuity upon resignation, retirement, superannuation, termination, death, or permanent disablement, subject to the eligibility criteria prescribed under the law.

Gratuity is calculated based on the employee's last drawn wages and is generally payable at the rate of 15 days' wages for every completed year of continuous service or part thereof in excess of six months, using the prescribed statutory formula. For eligible fixed-term employees, gratuity shall be payable in accordance with the provisions of the Code and applicable rules.

The amount recognised in the standalone balance sheet and the movement in the net defined benefit obligation over the period are as follows

(Amount in ₹ Crores)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
As at April 01, 2024	**15.32**	**-**	**15.32**
Current service cost	2.51	-	2.51
Interest expense/(income)	1.06	-	1.06
Total amount recognised in profit or loss	**3.57**	**-**	**3.57**
Remeasurements		-	
Return of plan assets, excluding amount included in interest (income)	-	-	-
(Gain)/Loss from change in demographic assumptions	-	-	-
(Gain)/Loss from change in financial assumptions	0.33	-	0.33
Experience (gains)/losses	(0.12)	-	(0.12)
Total amount recognised in other comprehensive income	**0.21**	**-**	**0.21**
Employer contributions	-	-	-
Benefit payments	(2.80)	-	(2.80)
Foreign Exchange Difference	**0.06**	**-**	**0.06**
As at March 31, 2025	**16.36**	**-**	**16.36**
Current service cost	2.07	-	2.07
Interest expense/(income)	1.02	-	1.02
Total amount recognised in profit or loss	**3.08**	**-**	**3.08**
Remeasurements		-	
Return of plan assets, excluding amount included in interest (income)	-	-	-
(Gain)/Loss from change in demographic assumptions	(0.62)	-	(0.62)
(Gain)/Loss from change in financial assumptions	(0.06)	-	(0.06)
Experience (gains)/losses	(0.68)	-	(0.68)
Total amount recognised in other comprehensive income	**(1.35)**	**-**	**(1.35)**
Past Service Cost*	**1.98**	**-**	**1.98**
Employer contributions	-	-	-
Benefit payments	(4.25)	-	(4.25)
Foreign Exchange Difference	**0.14**	**-**	**0.14**
As at March 31, 2026	**15.96**	**-**	**15.96**

* It Includes ₹ 2.40 Cr additional gratuity liability arising from the enhancement in employee benefits under the revised gratuity policy pursuant to the implementation of the Code on Social Security, 2020. This amount relates to employees' past years of service and has been recognized immediately in the Statement of Profit and Loss (Refer No. 27). The balance ₹ 0.42 crore represents the difference in the Present Value of Obligation as at March 31, 2025 & March 31, 2026 arising from the change in the gratuity policy during FY 2025-26.

The net liability disclosed above relates to funded and unfunded plans are as follows:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Present value of unfunded obligations	15.96	16.36
Fair value of plan assets	-	-
Deficit of unfunded gratuity plan	**15.96**	**16.36**

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The significant actuarial assumptions were as follows:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Discount rate	5.80%-6.50%	5.30%-6.55%
Expected return on plan assets		
Salary growth rate		
For first 3 years	4.00%-5.00%	4.00%-5.00%
After 3 years	4.00%-5.00%	4.00%-5.00%
Withdrawal rate		
Upto 4 years	30.00%-40.00%	19.00%-34.00%
5 years and above	0.00%-29.00%	8.00%-20.00%
Mortality rate	75.00%-100.00%	75.00%-100.00%

A quantitative sensitivity analysis for significant assumption as at March 31, 2026 is shown below:

(Amount in ₹ Crores)

Assumptions	Discount rate		Salary growth rate		Attrition rate	
Sensitivity Level	**1% increase**	**1% decrease**	**1% increase**	**1% decrease**	**50% increase**	**50% decrease**
March 31, 2026						
Impact on defined benefit obligation	15.31	16.68	16.69	15.29	15.22	16.77
% Impact	(4.07%)	4.52%	4.56%	(4.19%)	(4.65%)	5.04%
March 31, 2025						
Impact on defined benefit obligation	15.66	17.21	17.22	15.64	15.77	16.94
% Impact	(4.52%)	4.97%	5.02%	(4.65%)	(3.87%)	3.32%

Assumptions	Mortality rate	
Sensitivity Level	**10% increase**	**10% decrease**
March 31, 2026		
Impact on defined benefit obligation	15.96	15.96
% Impact	0.01%	(0.01%)
March 31, 2025		
Impact on defined benefit obligation	16.40	16.40
% Impact	0.01%	(0.01%)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

Since the scheme is managed on unfunded basis, the Company's best estimate of contribution during the next 12 months based on actuarial valuation reports obtained is ₹ NIl (as at March 31, 2025 : ₹ Nil).

The average duration of the defined benefit plan obligation at the end of the reporting period is 3 - 15 years (March 31, 2025: 4 - 8 years).

Expected cash flows over the next (valued on undiscounted basis)

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
1 year	4.17	3.58
2 to 5 years	9.89	9.34
6 to 10 years	3.81	6.14
More than 10 years	4.24	4.52

(iii) Defined contribution plans

The Company also has defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contribution plan (PF, ESIC, Pension and LWF) is ₹ 5.91 Crores (March 31, 2025: ₹ 6.27 Crores).

30. SHARE BASED PAYMENTS

(a) Employee Stock option plan

The Company's Employee Stock Option Schemes are applicable to "Eligible Employees" as defined in the scheme which includes directors and employees of the Company and its subsidiaries. Currently, the Company has 2 schemes, ESOS 2018 (as amended) and ESOS 2023.

i) ESOS Scheme 2018-

ESOS Scheme 2018 provide for issue of equity options up to 15% of the paid-up equity capital to eligible employees.

The options granted under ESOS 2018 vest in a graded manner over a three year period, with 33%, 33% and 34% of the grants vesting in each year, commencing one year from the date of the grant and the same can be exercised within 5 years from the date of vesting. One Stock option if exercised will be equivalent to one equity share.

ii) ESOS Scheme 2023-

The total number of options granted under ESOS 2023 as reduced by the options lapsed, surrendered, forfeited or cancelled shall not exceed 1,00,00,000 (1crore). The Board of Directors of the Company have approved the ESOS scheme 2023 on February 02, 2023 and subsequently the shareholders have approved the same by postal ballot on June 25, 2023.

The options which will be granted under ESOS 2023, vest in a graded manner over a three year period, with 30%, 30% and 40% of grants vesting in each year, commencing one year from the date of grant.

iii) The options which are due for vesting as per schedule shall vest as per individual performance rating as detailed in table below:

Rating#	5	4	3	2	1
Grant*	100%	100%	100%	0%	0%
Vesting**	100%	100%	75%	50%	0%

#Rating scale: 5 rating will be higher and 1 being lower.

*year of grant shall take rating eligibility as 3 and above - rating shall be drawn from previous year appraisal or mid-year appraisal, whichever period precedes granting of options.

**Vesting of granted options for the year of vesting shall be in line with performance level for the previous year of appraisal.

iv) During the year ended March 31, 2026, the Company granted 34,94,814 stock options, comprising 33,53,048 options under the ESOS 2023 Scheme and 1,41,766 options under the ESOS 2018 Scheme. During the previous year ended March 31, 2025, the Company had granted 20,13,000 stock options, comprising 15,13,000 options under the ESOS 2023 Scheme and 5,00,000 options under the ESOS 2018 Scheme.

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v) Movement during the period

The number and weighted average exercise prices (WAEP) of the options and movement during the period is as follows:

Particulars	March 31, 2026		March 31, 2025	
	Number of options	WAEP	Number of options	WAEP
Opening balance	29,46,150	10.00	24,67,050	10.00
Granted during the period*	34,94,814	-	20,13,000	-
Exercised during the period	(68,360)	10.00	(3,47,100)	10.00
Forfeited/lapsed during the period	(10,59,996)	-	(11,86,800)	-
Expired during the period	-		-	-
Closing balance	**53,12,608**		**29,46,150**	**10.00**
Vested and exercisable	13,90,304	10.00	6,61,760	10.00

*Out of the total 34,94,814 stock options granted during the year, 2,68,814 options were granted on October 1, 2025, under the ESOS 2018 Scheme and ESOS 2023 Scheme pursuant to the Rights Issue.

vi) During the year ended March 31, 2026 8,50,000 options & 97,525 right shares were granted to Key Management Personnel (for the year ended March 31, 2025 is 6,96,000 Options).

The following table summarises information about option granted to Key Management Personnel:

Particulars	No of Options granted in year		
Employee name	**ESOS Scheme**	**March 31, 2026**	**March 31, 2025**
		Options	**Options**
Mr. Raj Kumar Ahuja	2023	6,43,000	-
	2018	48,417	5,00,000
Mr. Harish Shenoy	2023	9,881	1,00,000
	2018	24,702	-
Mr. Kalpesh Shah	2023	1,24,000	-
	2018	-	-
Mr. Vaibhav Somani	2023	5,632	57,000
	2018	-	-
Mrs. Varika Rastogi	2023	86,854	39,000
	2018	5,039	-
Total		**9,47,525**	**6,96,000**

vii) The following tables summarises information about outstanding stock options:

As at March 31, 2026

Range of exercise price	Number of shares arising out of options	Weighted average remaining life (in years)	Weighted average exercise price (₹)
₹ 10	53,12,608	7.10	10

As at March 31, 2025

Range of exercise price	Number of shares arising out of options	Weighted average remaining life (in years)	Weighted average exercise price (₹)
₹ 10	29,46,150	7.46	10

The valuation has been prepared as per Black-Scholes model and which takes into consideration the key inputs such as Historical Volatility, Exercise Price and Expected Dividends Yield. The inputs has been assessed using public market data and documents provided by the management of the company, including the 3i Infotech Employee Stock Option Scheme and historic financial data.

(b) Expense arising from share based payment transactions

Total expenses arising from share based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Employee stock option expense (Net)*	1.52	1.15
Total employee share-based payment expense	**1.52**	**1.15**

*The Employee Stock Option expense recognized in the Statement of Profit and Loss is net of the ESOP cost recovered from subsidiary companies under the inter-company re-charge arrangement, to the extent attributable to employees of such subsidiaries.

31. COMMITMENTS AND CONTINGENCIES

A. Commitments

i. Capital Commitments

Capital expenditure contracted for at the end of the reporting period is Nil.

B. Contingent Liabilities

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
i. Claim against the company not acknowledged as debt		
- Disputed income tax matters	132.33	132.33
- Disputed service tax matters	1.74	51.23
- Disputed sales tax matters	0.68	0.69
- Disputed Good and Service tax matters	3.53	3.56
- Customer claims	0.99	3.72
- Vendor claims	2.57	-
- Others *	2.59	2.98
ii. Outstanding bank guarantees	**24.97**	**21.79**

* Includes claim in respect of legal cases relating to Registrar and Transfer Services, which are reimbursable by the Principal to the extent of ₹ 2.59 Crores (as at March 31, 2025 - ₹ 2.98 Crores).

The Company's pending litigation is in respect of proceedings pending with Tax Authorities and customer claims with various courts. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material impact on its financial statements.

Disclosure on Long term contracts :-

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

C. Financial Guarantees

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Corporate Guarantees to Lenders of Subsidiaries	-	-

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32. RELATED PARTY TRANSACTIONS

(i) List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures

Name of Related Party	Name of Holding Company	Country of Incorporation	Nature of Relationship	Percentage of Holding	
Foreign Subsidiaries/Step Down Subsidiaries:				**March 31, 2026**	**March 31, 2025**
3i Infotech Inc.	3i Infotech Holdings Private Limited	USA	Step Down Subsidiary	100%	100%
3i Infotech Asia Pacific Pte Limited	3i Infotech Limited	Singapore	Subsidiary	100%	100%
3i Infotech SDN BHD	3i Infotech Asia Pacific Pte Limited	Malaysia	Step Down Subsidiary	100%	100%
3i Infotech (UK) Limited	3i Infotech Limited	UK	Subsidiary	100%	100%
3i Infotech (Thailand) Limited	3i Infotech Asia Pacific Pte Limited	Thailand	Step Down Subsidiary	100%	100%
3i Infotech Holdings Private Limited	3i Infotech Limited	Mauritius	Subsidiary	100%	100%
3i Infotech Saudi Arabia LLC	3i Infotech Limited	Saudi Arabia	Subsidiary	100%	100%
3i Infotech (Africa) Limited	3i Infotech (Middle East) FZ LLC	Kenya	Step Down Subsidiary	100%	100%
3i Infotech (Middle East) FZ LLC	3i Infotech Holdings Private Limited	UAE	Step Down Subsidiary	100%	100%
3i Infotech (South Africa) (Pty) Limited	3i Infotech Holdings Private Limited	Republic of South Africa	Step Down Subsidiary	100%	100%
Rhyme Systems Limited (dissolved w.e.f. April 01, 2025)	3i Infotech (Western Europe) Group Limited	UK	Step Down Subsidiary	-	100%
3i Infotech (Western Europe) Holdings Limited (dissolved w.e.f. April 01, 2025)	3i Infotech (UK) Limited	UK	Step Down Subsidiary	-	100%
3i Infotech (Western Europe) Group Limited (dissolved w.e.f. April 01, 2025)	3i Infotech (Western Europe) Holdings Limited	UK	Step Down Subsidiary	-	100%
3i Infotech (Cyprus) Limited (formerly known as Black-Barret Holdings Limited)	3i Infotech Holdings Private Limited	Cyprus	Step Down Subsidiary	100%	100%
3i Infotech Software Solutions LLC	3i Infotech Holdings Private Limited	Dubai	Step Down Subsidiary	100%	100%
NuRe Digital SDN BHD	3i Infotech Asia Pacific Pte Limited	Malaysia	Step Down Subsidiary	100%	100%
3i Infotech (Canada) Inc.	3i Infotech Holdings Private Limited	Canada	Step Down Subsidiary	100%	100%
3i Infotech Nigeria Limited	3i Infotech Holdings Private Limited	Nigeria	Step Down Subsidiary	100%	100%
3i Infotech Netherlands B.V.	3i Infotech Holdings Private Limited	Netherlands	Step Down Subsidiary	100%	100%
NuRe Infotech Solutions Pte. Ltd. (struck off w.e.f. September 01, 2025)	3i Infotech Limited	Singapore	Subsidiary	-	100%
NuRe Edge Tech Inc. (dissolved on December 18, 2024)	NuRe Infotech Solutions Pte. Ltd.	USA	Step Down Subsidiary	-	-
Process Central Limited	3i infotech Middle East FZ LLC	Nigeria	Joint Venture	47.50%	47.50%

Name of Related Party	Name of Holding Company	Country of Incorporation	Nature of Relationship	Percentage of Holding	
Indian Subsidiaries / Step Down Subsidiaries:				**March 31, 2026**	**March 31, 2025**
3i Infotech Digital BPS Limited (formerly known as 3i Infotech BPO Limited)	3i Infotech Limited	India	Subsidiary	100%	100%
3i Infotech Consultancy Services Limited	3i Infotech Limited	India	Subsidiary	100%	100%
Professional Access Software Development Private Limited	3i Infotech (Cyprus) Limited	India	Step Down Subsidiary	100%	100%
Versares Digital Technology Service Private Limited	3i Infotech Digital BPS Limited (formerly known as 3i Infotech BPO Limited)	India	Step Down Subsidiary	100%	100%
NuRe EdgeTech Private Limited	3i Infotech Limited	India	Subsidiary	100%	100%
NuRe FutureTech Private Limited	3i Infotech Limited	India	Subsidiary	100%	100%
NuRe CampusLabs Private Limited	3i Infotech Limited	India	Subsidiary	100%	100%
NuRe MediaTech Limited	3i Infotech Limited	India	Subsidiary	51%	51%
NuRe Bharat Network Limited (incorporated on April 21, 2023)	NuRe MediaTech Limited	India	Step Down Subsidiary	51%	51%

Key Management Personnel (KMP):

Name of Related Party	Designation / Details	Remarks
1. CA Uttam Prakash Agarwal	Non-Executive Chairman and Independent Director	Re-designated as Chairman, Independent Director w.e.f. December 10, 2023.
2. Mr. Avtar Singh Monga	Non-Executive Independent Director	Re-appointed w.e.f. April 01, 2026
3. Dr. Aruna Sharma	Non-Executive Independent Director	Re-designated from Non-Executive Director to Independent Director w.e.f. March 21, 2025.
4. Mr. Umesh Mehta	Non-Executive Director	Appointed as w.e.f. March 22, 2024
5. Dr. Madan Bhalchandra Gosavi	Non-Executive Independent Director	Appointed as w.e.f. May 12, 2024.
6. Mr. Ambarish Dasgupta	Non-Executive Director	Appointed on March 21, 2025.
7. Mr. Raj Kumar Ahuja	Group CEO	Re-designated as Group CEO w.e.f. November 12, 2025.
8. Mr. Kalpesh Shah	CFO	Appointed w.e.f. November 13, 2025
9. Mrs. Varika Rastogi	Company Secretary and Compliance Officer	Appointed w.e.f. December 15, 2021
10. Mr. Vaibhav Somani	Acting CFO	Appointed as Acting CFO w.e.f 29 January , 2025 & Ceased to be Acting CFO effective from November 12, 2025
11. Mr. Harish Shenoy	Business Head -USA	Ceased to be KMP effective from July 31, 2025
12. Ms. Zohra Chatterji	Independent Director	Ceased to be the independent director w.e.f. March 23, 2025.
13. Mr. Sanjay Rawa	Chief Financial Officer	Ceased to be CFO w.e.f. October 30, 2024.

Director Interested Entity

Name of Party	Nature of Transaction
1. Intueri Consulting LLP	Professional Services Rendered

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(ii) Transactions with related parties

The following transactions occurred with related parties:

(Amount in ₹ Crores)

Name	Nature of Transaction	March 31, 2026	March 31, 2025
3i Infotech Inc.	Income	41.19	46.68
	Expenses Reimbursement from Subsidiary/ (by Subsidiary)	0.11	0.63
3i Infotech (Middle East) FZ LLC	Income	32.89	29.89
	Interest Income	3.98	-
	Expenses Reimbursement from Subsidiary/ (by Subsidiary)	0.04	(0.09)
3i Infotech Saudi Arabia LLC	Income	-	0.76
	Expenses Reimbursement from Subsidiary/ (by Subsidiary)	-	(0.02)
3i Infotech Asia Pacific Pte Ltd	Income	0.00	0.02
	Expenses Reimbursement from Subsidiary/ (by Subsidiary)	0.47	(0.73)
3i Infotech Consultancy Services Limited	Income	0.99	2.86
	Purchase of Services	(63.73)	(87.10)
	Expenses Reimbursement from Subsidiary/ (by Subsidiary)	0.02	-
3i Infotech Digital BPS Limited	Income	10.00	18.75
	Income from Infrastructure & Facility Management Services	1.56	1.56
	Purchase of Services	(0.66)	(1.46)
	Expenses Reimbursement from Subsidiary/ (by Subsidiary)	0.41	-
	Interest Charged from Subsidiary/ (by Subsidiary)	(2.71)	(2.95)
3i Infotech SDN BHD	Income	-	0.02
	Expenses Reimbursement from Subsidiary/ (by Subsidiary)	0.00	(0.05)
3i Infotech (Thailand) Limited	Income	0.27	0.39
	Expenses Reimbursement from Subsidiary/ (by Subsidiary)	0.01	(0.01)
3i Infotech Software Solution LLC	Income	2.49	4.02
	Expenses Reimbursement from Subsidiary/ (by Subsidiary)	0.05	(0.71)
NuRe CampusLabs Private Limited	Interest Income	0.12	0.06
NuRe Bharat Network Limited	Interest Income	-	0.08
NuRe FutureTech Private Limited	Interest Income	0.66	0.53
3i Infotech Holdings Private Limited, Mauritius	Interest Income	-	28.30
Mrs. Varika Rastogi	Salary Advance	0.11	-
Intueri Consulting LLP	Professional Fees Paid	0.39	-

(iii) Outstanding balances arising from sales/purchases of goods and services

(Amount in ₹ Crore)

Name	March 31, 2026	March 31, 2025
(a) Trade Receivables		
3i Infotech Inc	97.67	96.62
3i Infotech Holdings Private Limited, Mauritius	0.11	0.10
3i Infotech (UK) Limited and its subsidiaries	1.26	1.14
3i Infotech (Middle East) FZ LLC	1.62	4.20
3i Infotech Saudi Arabia LLC	156.70	142.42
3i Infotech Asia Pacific Pte Ltd	14.22	12.47
3i Infotech Digital BPS Limited	2.55	-
3i Infotech SDN BHD	23.46	21.32
3i Infotech (Thailand) Limited	14.00	12.97
3i Infotech (Africa) Limited	56.16	51.04
3i Infotech (South Africa) (Pty) Limited	0.02	0.02
3i Infotech Netherlands B. V.	1.01	0.92
3i Infotech Software Solution LLC	2.32	0.77
NuRe CampusLabs Private Limited	-	0.00
NuRe Edgetech Private Limited	0.01	0.00
NuRe Mediatech Limited	-	0.00
NuRe Bharat Network Limited	-	0.07
Versares BPS Private Limited	0.01	-
Total Trade Receivables	**371.11**	**344.06**
(b) Trade Payables		
3i Infotech (Middle East) FZ LLC	0.15	0.14
3i Infotech Consultancy Services Limited	36.73	41.55
3i Infotech Digital BPS Limited	0.04	-
3i Infotech Holdings Private Limited, Mauritius	16.45	14.95
Versares Digital Technology Service Private Limited	0.00	0.00
Total Trade Payables	**53.37**	**56.64**
(c) Unbilled Revenue		
3i Infotech Digital BPS Limited	0.05	-
3i Infotech Consultancy Services Limited	0.01	-
3i Infotech Inc	0.37	12.75
Total Unbilled Revenue	**0.43**	**12.75**
(d) IPR Payables		
3i Infotech (Middle East) FZ LLC	1,066.39	1,066.39
Total IPR Payables	**1,066.39**	**1,066.39**
(e) Allowance for expected credit Losses		
3i Infotech (UK) Limited	1.26	1.14
3i Infotech Inc	70.73	93.47
3i Infotech (Middle East) FZ LLC	0.37	1.13
3i Infotech Asia Pacific Pte Ltd	14.22	12.47
3i Infotech Saudi Arabia LLC	156.69	142.41
3i Infotech (Africa) Limited	56.16	51.04
3i Infotech SDN BHD	23.46	21.32
3i Infotech (Thailand) Limited	11.02	11.02

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(Amount in ₹ Crore)

Name	March 31, 2026	March 31, 2025
3i Infotech Software Solution LLC	0.77	0.77
3i Infotech Netherlands B. V.	1.01	0.92
Total Allowance for expected credit Losses	**335.69**	**335.69**

Earnest Money Deposit Received

(Amount in ₹ Crores)

Name	Nature of Relationship	Particulars	March 31, 2026	March 31, 2025
3i Infotech Consultancy Services Limited	Subsidiary	**Beginning of the year**	**5.00**	**5.00**
		Addition during the year	-	-
		End of the year (a)	**5.00**	**5.00**
NuRe Bharat Network Limited	Subsidiary	**Beginning of the year**	**1.21**	**-**
		Addition during the year	-	1.21
		Adjusted Agnst EMD	(1.01)	-
		End of the year (b)	0.20	1.21
		Total (a+b)	**5.20**	**6.21**

(iv) Loans/Advances to and Interest Receivable from related parties :

(Amount in ₹ Crores)

Name	Nature of Relationship	Particulars	March 31, 2026	March 31, 2025
(a) Loans to related parties:				
3i Infotech (Middle East) FZ LLC	Subsidiary	**Beginning of the year**	**52.77**	**40.83**
		Loan Balance Foreign Restatement	5.30	11.94
		End of the year (a)	**58.07**	**52.77**
NuRe Bharat Network Limited	Subsidiary	**Beginning of the year**	**-**	**1.90**
		Addition during the year	-	3.77
		Loan repayments	-	(5.67)
		End of the year (b)	**-**	**-**
NuRe CampusLabs Private Limited	Subsidiary	**Beginning of the year**	**1.21**	**-**
		Addition during the year	1.21	1.21
		Loan repayments	(0.25)	-
		End of the year (c)	**2.17**	**1.21**
NuRe FutureTech Private Limited	Subsidiary	**Beginning of the year**	**7.75**	**-**
		Addition during the year	2.37	7.75
		Loan repayments	(0.37)	-
		End of the year (d)	**9.75**	**7.75**
		Total (a+b+c+d)	**69.99**	**61.73**
(b) Outstanding balances due to/ from related parties				
Mrs. Varika Rastogi	KMP	Salary Advance Oustanding	**0.06**	**-**

(Amount in ₹ Crores)

Name	Nature of Relationship	Particulars	March 31, 2026	March 31, 2025
(c) Interest Receivable from related parties:				
3i Infotech (Middle East) FZ LLC	Subsidiary	**Beginning of the year**	**41.71**	**32.66**
		Interest repayments made	(1.04)	-
		Interest income recognised	3.98	2.96
		Interest Balance Restatement	4.40	6.09
		End of the year (a)	**49.05**	**41.71**
NuRe Bharat Network Limited	Subsidiary	**Beginning of the year**	**-**	**0.12**
		Interest income recognised	-	0.08
		Adjusted Agnst Interest Receivable	-	(0.19)
		TDS Deducted	-	(0.02)
		End of the year (b)	**-**	**-**
NuRe CampusLabs Private Limited	Subsidiary	**Beginning of the year**	**0.05**	**-**
		Interest income recognised	0.12	0.06
		TDS Deducted	(0.01)	(0.01)
		End of the year (c)	**0.16**	**0.05**
NuRe FutureTech Private Limited	Subsidiary	**Beginning of the year**	**0.48**	**-**
		Interest income recognised	0.66	0.53
		TDS Deducted	(0.07)	(0.05)
		End of the year (d)	**1.07**	**0.48**
		Total (a+b+c+d)	**50.28**	**42.24**

(v) Loans from and Interest Payable to related parties :

Name	Nature of Relationship	Particulars	March 31, 2026	March 31, 2025
(a) Loans from related parties:				
3i Infotech Digital BPS Limited	Subsidiary	**Beginning of the year**	**46.02**	**38.79**
		Loan Repaid	(34.77)	(10.33)
		Loans taken	11.52	17.56
		End of the year	**22.77**	**46.02**
NuRe Mediatech Limited	Subsidiary	**Beginning of the year**	**-**	**-**
		Loans received	-	7.00
		Loan repayments made	-	(7.00)
		End of the year	**-**	**-**
(b) Interest Payable to related parties:				
3i Infotech Digital BPS Limited	Subsidiary	**Beginning of the year**	**0.45**	**0.57**
		Interest charged	2.71	2.95
		Interest Paid	(1.16)	-
		Offsetting with receivables	(1.60)	(2.77)
		TDS Deducted	(0.27)	(0.30)
		End of the year	**0.13**	**0.45**

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(vi) Key management personnel compensation

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Short term employee benefits		
Salaries and other employee benefits to Whole-time directors and executive officers*	3.53	2.70
Sitting Fees to non-executive / independent directors	1.06	1.35
Total	**4.59**	**4.05**

The amounts of Post employment benefits, Long term employee benefits and Employee share Based Payment cannot be separately identified from the composite amount advised by the actuary / valuer.

For details of the employee stock options granted during the year, refer **Note 30(vi).**

(vii) Terms and conditions of transactions with related parties:

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. The allowance for expected credit Losses on amount owed by related parties is ₹ 335.69 crores (March 31, 2025: 335.69 crores). The assessment for loss allowance is undertaken at each financial year through examining the financial position of the related party and market in which the related party operates.

(viii) There are no Commitments with Related parties.

33. FAIR VALUE MEASUREMENTS

(Amount in ₹ Crores)

Particulars	Carrying Amount		Fair Value	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
FINANCIAL ASSETS				
Amortised cost				
Trade Receivables (Net)	62.24	42.24	62.24	42.24
Loans	69.99	61.73	69.99	61.73
Cash and Cash Equivalents	8.64	7.00	8.64	7.00
Other Bank Balances	11.98	19.64	11.98	19.64
Other Financial Assets (Net)	103.29	89.12	103.29	89.12
Less: Presented in Note no 18 Legacy related liabilities and assets	(108.79)	(96.05)	(108.79)	(96.05)
Net Financial Assets	**147.35**	**123.68**	**147.35**	**123.69**
FVTPL				
Investment in Equity Instruments	0.16	0.16	0.16	0.16
Total	**147.51**	**123.84**	**147.51**	**123.84**
FINANCIAL LIABILITIES				
Amortised cost				
Borrowings	22.77	46.02	22.77	46.02
Trade Payables	88.05	105.38	88.05	105.38
Other financial liabilities	1,081.73	1,094.02	1,081.73	1,094.02
Lease Liabilities	8.97	19.46	8.97	19.46
Less: Presented in Note no 18 Legacy related liabilities and assets	(1,082.84)	(1,081.34)	(1,082.84)	(1,081.34)
Total	**118.68**	**183.54**	**118.68**	**183.54**

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The fair values for loans, security deposits and investments in preference shares were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the Fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

The fair values of current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

In FY 2023-24, the fair values of Preference Shares are based on discounted cash flows method. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk. For Current FY (Previous FY: 2024-25) - refer note no 5(a) sub notes 1 & 2.

ii. Fair Value Hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table:

Fair value measurement hierarchy

(Amount in ₹ Crores)

Particulars	March 31, 2026				March 31, 2025			
	Fair value measurement using				Fair value measurement using			
	Carrying Amount	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Carrying Amount	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets								
At Amortised cost								
Investment in Preference Shares*	-	-	-	-	-	-	-	-
Loans	69.99	-	-	-	61.73	-	-	-
Other Financial Assets	103.29	-	-	-	89.12	-	-	-
Trade receivables	62.24	-	-	-	42.24	-	-	-
Cash and Cash Equivalents	8.64	-	-	-	7.00	-	-	-
Other Bank Balances	11.98				19.64			
Less: Presented in Note no 18 Legacy related liabilities and assets	(108.79)	-	-	-	(96.05)	-	-	-
At FVTPL								
Investment in Equity Shares*	0.16	-	-	0.16	0.16	-	-	0.16
Total	**147.51**	**-**	**-**	**0.16**	**123.84**	**-**	**-**	**0.16**
Financial Liabilities								
At Amortised cost								
Borrowings	22.77	-	-	-	46.02	-	-	-
Trade Payables	88.05	-	-	-	105.38	-	-	-
Other financial liabilities	1,081.73	-	-	-	1,094.02	-	-	-
Lease Liabilities	8.97	-	-	-	19.46	-	-	-
Less: Presented in Note no 18 Legacy related liabilities and assets	(1,082.84)	-	-	-	(1,081.34)	-	-	-
Total	**118.68**	**-**	**-**	**-**	**183.54**	**-**	**-**	**-**

*Exclude Group Company investments ₹ 969.56 Crores (FY 2024-25 ₹ 969.56 Crores) measured at cost. (refer note no 5(a))

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The Fair value of Preference shares has resulted in a foreign exchange gain/(loss) of NIL (FY 2024-25 ₹ 20.71 Crores) and Interest income on the same amounts to of NIL (FY 2024-25 ₹ 28.30 Crores). It has been recognised in the statement of profit and loss. (refer note no 5(a))

The financial instruments are categorised into three levels based on the inputs used to arrive at fair value measurements as described below:

Level 1 - Level 1 hierarchy includes Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 - Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity shares included in level 3.

iii. Valuation technique used to determine fair value

Specific Valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments

- the fair value of the remaining financial instruments is determined using discounted cash flow analysis

iv. Valuation processes

The finance department of the Company includes a team that assesses the valuation of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. Wherever required, valuation reports from Professional Entities are being considered at frequent intervals.

34. FINANCIAL RISK MANAGEMENT

The Company is exposed primarily to fluctuations in foreign currency exchange rates, credit, liquidity and interest rate risk, which may adversely impact the fair value of its financial instruments. The Company has a risk management policy which covers risks associated with the financial assets and liabilities. The risk management policy is approved by Board of Directors. The focus of the risk management committee is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the Company.

(i) Market Risk

Market risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of the change in market prices. Such changes in the value of financial instruments may result from changes in the foreign currency exchange, interest rates, credit, liquidity and other market changes. The Company's exposure to market risk is primarily on account of foreign currency exchange rate risk.

(a) Foreign currency exchange rate risk

The fluctuation in foreign currency exchange rate may have potential impact on the statement of profit and loss and the other comprehensive income and equity, where any transaction reference more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the Company.

Considering the countries and the economic environment in which the Company operates, its operations are subject to risk arising from fluctuations in exchange rates in those countries. The risks primarily relates to fluctuations in US Dollar, Great Britain Pound, UAE Dirham and Euro against the functional currency of the Company.

The Company, as per its current risk management policy, does not use any derivatives instruments to hedge foreign exchange. Further, any movement in the functional currency of the various operations of the Company against major foreign currencies may impact the Company's revenue in international business.

The Company evaluates the impact of the foreign exchange rate fluctuation by assessing its exposure to exchange rate risks. Apart from exposures of foreign currency payables and receivables, which partially are naturally hedged against each other, the Company does not use any hedging instruments to hedge its foreign currency exposures; in line with the current risk management policies.

The foreign exchange rate sensitivity is calculated by aggregation of the net foreign exchange rate exposure and a simultaneous parallel foreign exchange rate shift of all the currencies by 1% against the functional currency of the Company.

The following analysis has been worked out based on the net exposures of the Company as of the date of Balance Sheet which could affect the statement of profit and loss and the other comprehensive income and equity.

The following table set forth information relating to foreign currency exposure as at March 31, 2026:

(Amount in ₹ Crores)

Particulars	USD	GBP	EUR	AED	Total
Total financial assets	476.06	0.37	-	0.66	477.09
Total financial liabilities	(16.87)	-	-	(3.35)	(20.22)
Total	459.19	0.37	-	(2.69)	456.87
Appreciation/depreciation @1%	4.59	0.00	-	(0.03)	4.56

1% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the Company would result in decrease /increase in the Company 's profit before tax and other equity by approximately ₹ 4.56 Crores for the year ended March 31, 2026.

The following table set forth information relating to foreign currency exposure as at March 31, 2025:

(Amount in ₹ Crores)

Particulars	USD	GBP	EUR	AED	Total
Total financial assets	450.06	1.39	-	1.17	452.62
Total financial liabilities	(15.30)	-	-	(4.09)	(19.39)
Total	434.76	1.39	-	(2.92)	433.23
Appreciation/depreciation @1%	4.35	0.01	-	(0.03)	4.33

1% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the Company would result in decrease /increase in the Company 's profit before tax and other equity by approximately ₹ 4.33 Crores for the year ended March 31, 2025.

(b) Interest rate risk

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market.

(ii) Credit risk

Credit risk is the risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents, investments carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables and unbilled revenues.

(1) Credit risk management

- **Trade receivables and Unbilled revenues**

The credit risk has always been managed by the group through an assessment of the companies financials , market intelligence and customers credibility.

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The Company makes provisions for Debtors and Unbilled based on a critical assessment of the amount in relation to the ageing combined with the historical trend observed in the respective geography, the past history of the client and comparison with similar projects to determine the recoverability of the receivables.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables and unbilled revenue. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

- **Other Financial Assets**

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

(2) Credit risk exposure

- **Trade receivables and Unbilled revenues**

The carrying amount of trade receivables and unbilled revenues represents the maximum credit exposure from customers. The maximum exposure to credit risk from customers is ₹ 422.68 Crores (March 31, 2025: ₹ 417.47 Crores). The lifetime expected credit loss on customer balance for the year ended March 31, 2026 is ₹ 344.99 Crores (March 31, 2025: ₹ 342.16 Crores).

Reconciliation of loss allowance provision - Trade receivables and Unbilled revenue

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Balance at the beginning	342.16	349.31
Impairment loss recognised/reversed	2.83	(7.15)
Balance at the end	**344.99**	**342.16**

- **Other Financial Assets**

The carrying amount of cash and cash equivalents, investments carried at amortised cost, deposits with banks and financial institutions and other financial assets represents the maximum credit exposure. The maximum exposure to credit risk is ₹ 181.25 Crores (March 31, 2025: ₹ 200.05 Crores). The lifetime expected credit loss on these financial assets for the year ended March 31, 2026 is ₹ 2.81 Crores (March 31, 2025: ₹ 2.85 Crores). (refer note 5(a)/refer Note 5(c))

Reconciliation of loss allowance provision - other financial assets

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
	Life-time expected credit losses	Life-time expected credit losses
Balance at the beginning	**2.85**	**4.58**
Add/(Less): Changes in loss allowances due to	-	-
Changes in risk parameters	(0.04)	(1.73)
Balance at the end	**2.81**	**2.85**

(iii) Liquidity risks

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Company consistently generated sufficient cash flow from operations to meet its financial obligation as and when they fall due.

The table below provides details regarding the contractual maturities of significant financial liabilities as at :

March 31, 2026

(Amount in ₹ Crores)

Particulars	Due in 1 year	Due in 1-2 year	Due in 2-5 year	Due after 5 years	Total
Non-derivative financial liabilities:					
Trade and other payables	71.61	-	-	-	71.61
Borrowings including Interest thereon	22.77	-	-	-	22.77
Other financial liabilities*	1,081.73	-	-	-	1,081.73
Lease Liability (Gross)	4.91	5.32	-	-	10.23
Total	**1,181.02**	**5.32**	**-**	**-**	**1,186.34**

*includes ₹ 1066.39 Crores presented in Legacy related liabilities & assets.

March 31, 2025

(Amount in ₹ Crores)

Particulars	Due in 1 year	Due in 1-2 year	Due in 2-5 year	Due after 5 years	Total
Non-derivative financial liabilities:					
Trade and other payables	90.43	-	-	-	90.43
Borrowings including Interest thereon	-	46.02	-	-	46.02
Other financial liabilities*	1,094.02	-	-	-	1,094.02
Lease Liability (Gross)	7.81	11.79	2.88	-	22.48
Total	**1,192.26**	**57.81**	**2.88**	**-**	**1,252.95**

*includes ₹ 1066.39 Crores presented in Legacy related liabilities & assets.

35. CAPITAL MANAGEMENT

For the purpose of the company's capital management, capital includes issued equity capital, convertible instruments, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within debt, interest bearing loans and borrowings, less cash and cash equivalents.

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Borrowings	22.77	46.02
Lease Liabilities	8.97	19.46
Less: Cash and Cash equivalents	(8.64)	(7.00)
Net Debt	**23.10**	**58.48**
Equity Share Capital	207.40	169.63
Other Equity	31.13	(18.50)
Total Equity	**238.53**	**151.13**
Capital and net debt	**261.63**	**209.61**
Gearing ratio	**0.09**	**0.28**

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36. ASSETS PLEDGED AS SECURITY

The carrying amount of assets pledged as security:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
CURRENT ASSETS		
i. Financial Assets		
Margin Money with banks*	24.97	21.79
Total current assets pledged as security	**24.97**	**21.79**

*Margin money comprises fixed deposits of ₹ 24.97 crores (FY 2024–25: ₹ 21.79 crores), which are pledged against bid and performance guarantees.

37. OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The following table presents the recognised financial instruments that are offset and other agreements but not offset, as at March 31, 2026 and March 31, 2025. The column 'net amount' shows the impact on the company's standalone balance sheet if all set-off rights were exercised.

(Amount in ₹ Crores)

Particulars	Effects of offsetting on the balance sheet			Related amounts not offset	
	Gross amount	Gross amounts set off in the balance sheet	Net amount presented in the balance sheet	Financial instruments collateral	Net amount
March 31, 2026					
Financial assets					
Non Current					
Investments	0.16	-	**0.16**	-	**0.16**
Cash and cash equivalents	8.64	-	**8.64**	-	**8.64**
Bank Balances Other than above	11.98	-	**11.98**	(9.83)	**2.15**
Trade receivables	69.86	(7.62)	**62.24**	-	**62.24**
Less: Presented in Note no 18 Legacy related liabilities and assets	(1.67)	-	**(1.67)**	-	**(1.67)**
Loans	69.99		**69.99**	-	**69.99**
Less: Presented in Note no 18 Legacy related liabilities and assets	(58.07)		**(58.07)**	-	**(58.07)**
Other financial assets	103.29	-	**103.29**	(15.14)	**88.15**
Less: Presented in Note no 18 Legacy related liabilities and assets	(49.05)	-	**(49.05)**		**(49.05)**
Total	**155.13**	**(7.62)**	**147.51**	**(24.97)**	**122.54**
Financial liabilities					
Trade payables	90.10	(2.05)	**88.05**	-	**88.05**
Less: Presented in Note no 18 Legacy related liabilities and assets	(16.45)		**(16.45)**	-	**(16.45)**
Borrowings	27.04	(4.27)	**22.77**	-	**22.77**
Lease Liabilities	8.97		**8.97**	-	**8.97**
Other financial Liabilities	1,083.03	(1.30)	**1,081.73**	-	**1,081.73**
Less: Presented in Note no 18 Legacy related liabilities and assets	(1,066.39)		**(1,066.39)**	-	**(1,066.39)**
Total	**126.30**	**(7.62)**	**118.68**	**-**	**118.68**

(Amount in ₹ Crores)

Particulars	Effects of offsetting on the balance sheet			Related amounts not offset	
	Gross amount	Gross amounts set off in the balance sheet	Net amount presented in the balance sheet	Financial instruments collateral	Net amount
March 31, 2025					
Financial assets					
Investments	0.16	-	**0.16**	-	**0.16**
Cash and cash equivalents	7.00	-	**7.00**		**7.00**
Bank Balances Other than above	19.64	-	**19.64**	(19.64)	**-**
Trade receivables	60.33	(18.09)	**42.24**	-	**42.24**
Less: Presented in Note no 18 Legacy related liabilities and assets	(1.56)		**(1.56)**		**(1.56)**
Loans	61.73		**61.73**	-	**61.73**
Less: Presented in Note no 18 Legacy related liabilities and assets	(52.77)		**(52.77)**		**(52.77)**
Other financial assets	89.12	-	**89.12**	(2.15)	**86.97**
Less: Presented in Note no 18 Legacy related liabilities and assets	(41.71)	-	**(41.71)**	-	**(41.71)**
Total	**141.94**	**(18.09)**	**123.85**	**(21.79)**	**102.06**
Financial liabilities					
Trade payables	110.37	(5.00)	**105.38**	-	**105.38**
Less: Presented in Note no 18 Legacy related liabilities and assets	(14.95)		**(14.95)**	-	**(14.95)**
Borrowings	56.34	(10.32)	**46.02**	-	**46.02**
Lease Liabilities	19.46		**19.46**	-	**19.46**
Other financial Liabilities	1,096.79	(2.77)	**1,094.02**	-	**1,094.02**
Less: Presented in Note no 18 Legacy related liabilities and assets	(1,066.39)	-	**(1,066.39)**	-	**(1,066.39)**
Total	**201.62**	**(18.09)**	**183.54**	**-**	**183.54**

38. LEASES

The changes in the carrying value of ROU assets are as follows:

(Amount in ₹ Crores)

Particulars	Category of ROU Asset
	Buildings
Balance as at March 31, 2024	**140.12**
Additions	15.55
Disposals	(14.45)
Depreciation	(13.28)
Balance as at March 31, 2025	**127.94**
Additions	0.08
Disposals	(2.87)
Depreciation	(8.87)
Balance as at March 31, 2026	**116.28**

The depreciation expense on ROU assets is included under depreciation and amortisation expense in the Statement of Profit and Loss.

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The break-up of current and non-current lease liabilities is as follows:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Current Lease Liabilities	4.09	6.27
Non-Current Lease Liabilities	4.88	13.19
Total	**8.97**	**19.46**

The movement in lease liabilities is as follows:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Balance at the beginning	**19.46**	**32.00**
Additions	0.04	14.27
Finance cost accrued during the period	1.53	3.22
Disposals	(4.18)	(17.39)
Payment of lease liabilities	(7.88)	(12.64)
Translation difference	-	-
Balance at the end	**8.97**	**19.46**

The details of the contractual maturities of lease liabilities on an undiscounted basis are as follows:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Less than one year	4.91	7.81
One to five years	5.32	14.67
Total	**10.23**	**22.48**

1. Rental expense recorded for short-term leases and low value assets was ₹ 6.47 Crores for the year ended March 31, 2026 and ₹ 9.85 Crores for the year ended March 31, 2025.
2. The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.
3. Rental income on assets given on operating lease to subsidiaries was ₹ NIL (March 31, 2025 ₹ NIL).
4. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases.

39. RATIO ANALYSIS

Sr No.	Particulars	As at March 31, 2026	As at March 31, 2025	% change from March 31, 2025 to March 31, 2026	Reasons for variance of more than 25% in above ratios for FY 2025-26
1	Current ratio	0.50	0.41	21.95%	
2	Debt- Equity Ratio	0.13	0.43	(69.77%)	The Ratio Improved primarily on account of the right issue undertaken during the year.
3	Debt Service Coverage Ratio	0.40	0.85	(52.94%)	The Debt Service Coverage Ratio decreased mainly due to higher lease payments against termination of lease and interest obligations during the year.
4	Return on Equity Ratio	10.69%	52.56%	(79.67%)	Decrease due to increase in shareholders fund consequent to the right issue of equity shares

Sr No.	Particulars	As at March 31, 2026	As at March 31, 2025	% change from March 31, 2025 to March 31, 2026	Reasons for variance of more than 25% in above ratios for FY 2025-26
5	Trade Receivable Turnover Ratio	6.41	6.44	(0.43%)	
6	Trade Payable Turnover Ratio	1.73	1.96	(11.82%)	
7	Net Capital Turnover Ratio	(2.68)	(2.04)	31.24%	Reduced due to decrease in revenue during the year
8	Net Profit Ratio	6.41%	17.18%	(62.67%)	Net Profit Ratio decreased due to reduction in net profit & sales as compared to previous year
9	Return on Capital Employed	9.32%	24.66%	(62.21%)	ROCE decreased due to significant increase in shareholders' equity mainly due to fresh capital infusion.
10	Return on Investment*	10.06%	6.06%	65.90%	ROI improved due to other income increases and company reduces the investment.

*Return on Investment does not include Investment in Group Companies and Non income bearing securities

Components of Ratio

Sr. No.	Particulars	Numerator	Denominator	As at March 31, 2026		As at March 31, 2025	
				Numerator	Denominator	Numerator	Denominator
1	Current Ratio	Current Asset	Current Liabilities	119.58	240.78	123.73	302.38
2	Debt – Equity ratio	Debt	Equity	31.74	238.53	65.48	151.12
3	Debt service coverage ratio	Earning for Debt Service	Debt Service	13.75	33.97	13.25	15.59
4	Return on Equity (ROE)	Net Profit After tax	Average Shareholder Equity	20.82	194.83	62.65	119.19
5	Trade Receivables turnover ratio	Net Sales	Avg Accounts Receivables	324.62	50.62	364.62	56.61
6	Trade Payables turnover ratio	Net Purchase	Average Trade Payable	139.93	81.02	179.24	91.51
7	Net capital turnover ratio	Net Sales	Working capital	324.62	(121.19)	364.62	(178.65)
8	Net profit ratio	Net Profit	Net Sales	20.82	324.62	62.65	364.62
9	Return on Capital Employed (ROCE)	Earning before interest and tax	Capital Employed	25.19	270.28	53.41	216.60
10	Return on Investment	Income generated from invested funds	Average invested in treasury Investments*	6.64	66.04	4.28	70.58

*Average Invested in Treasury Investments- Includes Current & Non Current Investments Including Fixed Deposits & Loan given to subsidiaries companies excluding investments in Equity Instruments and Preference shares.

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

40. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED ACT, 2006)

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
1) The principal amount due thereon remaining unpaid to any supplier at the end of each accounting year*	0.50	2.47
2) The interest due thereon remaining unpaid to any supplier at the end of each accounting year;	0.00	0.18
3) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006).	-	-
4) The amount of the payment made to the supplier beyond the appointed day during each accounting year;	2.83	2.57
5) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
6) Interest paid to suppliers under MSMED Act, (Section 16)	-	0.10
7) The amount of interest accrued and remaining unpaid at the end of each accounting year	0.00	0.28
8) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	0.00	0.28

*Amount includes due and unpaid of ₹ 0.50 Crores (March 31, 2025: ₹ 2.47 Crores)

The information has been given in respect of such vendors to the extent they could be identified as “Micro and Small” enterprises on the basis of information available with the Company.

41. DISCLOSURES REQUIRED UNDER SECTION 186(4) OF THE COMPANIES ACT, 2013

(Amount in ₹ Crores)

Name of the Party	Nature	March 31, 2026		March 31, 2025	
3i Infotech (Middle East) FZ LLC	Loan Repayable on Demand	7.25%	58.07	7.25%	52.77
NuRe FutureTech Private Limited	Loan Repayable on Demand	7.25%	9.75	7.25%	7.75
NuRe CampusLabs Private Limited	Loan Repayable on Demand	7.25%	2.17	7.25%	1.21
Total			**69.99**		**61.73**

42. DETAILS OF BENAMI PROPERTY HELD

The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

43. WILFUL DEFAULTER

The Company has not been declared as a wilful Defaulter by any Financial Institution or bank as at the date of Standalone Balance Sheet.

44. RELATIONSHIP WITH STRUCK OFF COMPANIES

The Company has not identified any transactions in any reporting periods with companies whose name is struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

45. REGISTRATION OF CHARGES OR SATISFACTION WITH REGISTRAR OF COMPANIES (ROC)

The Company has no pending charges or satisfaction which are yet to be registered with the ROC beyond the Statutory period.

46. COMPLIANCE WITH NUMBER OF LAYERS OF COMPANIES

The Company has complied with the provision of the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

47. COMPLIANCE WITH APPROVED SCHEME(S) OF ARRANGEMENTS

Company has filed an application before the National Company Law Tribunal (NCLT) on June 30, 2025 pursuant to the Board Resolution dated March 20, 2025, seeking approval for the Scheme of Merger of 3i Infotech Digital BPS Limited, 3i Infotech Consultancy Services Limited, NuRe Edgetech Private Limited, and Versares Digital Technology Services Private Limited with 3i Infotech Limited. The application is currently under process before the NCLT.

48. UTILIZATION OF BORROWED FUNDS

The company has used the borrowings from banks for the specific purpose for which it was taken at the standalone balance sheet date. There are no discrepancy in utilisation of borrowings. (Refer Note No. 12)

Utilisation of Borrowed funds and share premium:

A) The company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:

   a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries); or

   b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

B) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or;

b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

49. SEGMENT INFORMATION

As per Ind AS 108- "Operating Segment", segment information has been provided under the Notes to Consolidated Financial Statements.

50. ADDITIONAL INFORMATION

(a) Undisclosed income

The Company has no transaction that is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(b) Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual Currency.

51. Previous year's figures have been regrouped / rearranged wherever necessary to conform to the current year's presentation.

As per our report of even date attached

For C K S P AND CO LLP
Chartered Accountants
F. R. No.: 131228W/W100044

CA Dhananajay Jaiswal
Partner
M. No.: 187686

Place: Navi Mumbai
Date: May 08, 2026

For and on behalf of the board of 3i Infotech Limited

CA Uttam Prakash Agarwal
Non-Executive Chairman and Independent Director
(DIN: 00272983)

Dr. Madan Gosavi
Independent Director
(DIN: 10303662)

Raj Kumar Ahuja
Group Chief Executive Officer

Varika Rastogi
Company Secretary
(M. No.: F7864)

Kalpesh Shah
Chief Financial Officer

Place: Navi Mumbai
Date: May 08, 2026

INDEPENDENT AUDITOR'S REPORT

To the Members of 3i Infotech Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

1. QUALIFIED OPINION

We have audited the accompanying consolidated financial statements of 3i Infotech Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together to be referred to as 'the Group') and a joint venture, which comprise the Consolidated Balance Sheet as at 31st March 2026, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory notes for the year ended on that date (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, and based on the consideration of reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries and a joint venture referred to in 'Other Matters' section below, except for the effect of the matter described in the 'Basis for Qualified Opinion' para below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards notified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ('Ind AS') and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its joint venture as at 31st March, 2026, the consolidated profit and consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

2. BASIS FOR QUALIFIED OPINION

a. The Statutory Auditors of 3i Infotech Holdings Private Limited (Mauritius) have drawn Qualified Opinion in their audit report dated 05th May, 2026 on the standalone financial statements for the year ended 31st March, 2026, which is reproduced as under:

"The Company's functional currency is Indian National Rupee while its presentation currency is US Dollar. The foreign exchange gains / losses arising on translation from functional to presentation currency, for current and previous years, have been recognized in the Statement of Profit or Loss and in Retained Earnings rather than in Other Comprehensive Income ("OCI") and Foreign Currency Translation Reserves ("FCTR"). This constitutes a departure from IAS 21. We were unable to obtain sufficient appropriate audit evidence about the carrying amount of FCTR and the amount that should have been recorded in OCI because management did not provide us with the relevant workings. Consequently, we were unable to determine the adjustments needed to these items."

b. The Statutory Auditors of 3i Infotech (Middle East) FZ LLC, Dubai have drawn Adverse Opinion in their audit report dated 05th May, 2026 on the financial statements for the year ended 31st March, 2026, which is reproduced as below:

Attention is invited to the following notes to the financial statements:

- Note 8 of the financial statement regarding dues from related parties aggregating to AED 416,244,395. We are unable to obtain sufficient appropriate audit evidence regarding the recoverability of these receivables, accordingly, we are unable to determine whether any adjustments to these amounts were necessary.

- The Company has incurred loss after tax of AED 44,086,697 for the year ended 31st March, 2026 (2025: loss (restated) AED 12,229,600), has a negative net worth of AED 63,234,252 as on 31st March, 2026 (2025: positive restated AED 19,157,918) without giving impact of dues from related parties referred in above para. Had the Company provided impact of point referred above, the net worth of the Company would have been further eroded to AED 479,478,647. These situations indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. However, the financial statements of the Company were prepared by the management on a going concern basis of accounting. We are unable to comment on the ability of the Company to continue as a going concern.

3. MATERIAL UNCERTAINTY REGARDING GOING CONCERN

There are certain subsidiaries wherein the component auditors have opined on material uncertainty regarding going concern. However, the financial statements of the respective subsidiaries are prepared on a going concern basis:

a) **3i Infotech (Thailand) Limited:** I draw attention to Note 9 to the financial statements which describes the entity's deficit for the year ended 31st March, 2026, amounting to Baht 43,850,454.70 and the entity's excess of the total liabilities over the total assets as at year ended amounting to Baht 33,850,454.70. Such matters or circumstances as well as other matters described on such note to financial statements express the significant uncertainty on the entity's ability to continue as a going concern. Our opinion is not qualified in respect of this matter.

Our report is not modified in respect of the above matters.

4. EMPHASIS OF MATTER – LEGACY MATTERS

We draw attention to Note 43 to the Consolidated Financial Statements regarding all long outstanding matters. The Board of the Holding Company has constituted the High-Powered Committee to examine both the forensic audit report and the legal opinion. Basis recommendation of the High-Powered Committee, the Holding Company has filed a complaint with the Additional Commissioner of Police, Economic Offence Wing, Navi Mumbai Police Commissionerate, which is presently under investigation. As represented by the Holding Company's management, there is no further adverse financial impact on the Consolidated Financial Statements.

5. KEY AUDIT MATTERS

Key Audit Matters ('KAM') are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current audit 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 KAM to be communicated in our report.

We have fulfilled the responsibilities described in the Auditors' responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key Audit Matter	How KAM was addressed in our audit
Revenue Recognition	
The Company's contracts with customers include contracts with multiple products and services. The Company derives revenues from IT services comprising software development and related services, maintenance, consulting and package implementation, licensing of software products and platforms and business process management services. The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligations to determine the deliverables and the ability of the customer to benefit independently from such deliverables involves significant judgement.	Our audit procedures on revenue recognised from contracts included: ▪ Obtaining understanding of the systems and processes implemented by the Company and testing the effectiveness of controls relating to recording and computing revenue and associated contract assets, unearned and deferred revenue balances. ▪ Evaluated management's ability to reasonably estimate the progress towards satisfying the performance obligation by comparing actual efforts or costs incurred to prior year estimates of efforts or costs budgeted for performance obligations that have been fulfilled.

Key Audit Matter	How KAM was addressed in our audit
In certain integrated services arrangements, contracts with customers include subcontractor services or third-party vendor equipment or software. In these types of arrangements, revenue from sales of third-party vendor products or services is recorded net of costs when the Company is acting as an agent between the customer and the vendor, and on gross basis when the Company is the principal for the transaction. In doing so, the Company first evaluates whether it controls the products or service before it is transferred to the customer. The Company considers whether it has the primary obligation to fulfil the contract, inventory risk, pricing discretion and other factors to determine whether it controls the products or service and therefore, is acting as a principal or an agent.	▪ Selection of random samples of continuing and new contracts, and evaluated the identification of the distinct performance obligations and determination of transaction price. We performed procedures involving enquiry and observation, verification of evidence in respect of operation of these controls. ▪ Assessed the IT environment in which the business systems operate and related information used in recording and disclosing revenue in accordance with the said Ind AS. Efforts or costs expended have been used to measure progress towards completion as there is a direct
Revenue from fixed price contracts, where the performance obligations are satisfied over time, has been recognized using the percentage of completion method and computed as per the input method based on the Company's estimate of contract costs. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. The application of **Ind AS 115 "Revenue from Contracts with Customers"** is complex and involves key judgements mainly relating to (1) identification of distinct performance obligations (2) determination of transaction price of the said identified performance obligations (3) allocation of transaction price to the said performance obligations (4) basis for recognition of revenue over a period. Refer Note 21 to the Consolidated Financial Statements.	relationship between input and productivity. The estimation of total efforts or costs involves significant judgement and is assessed throughout the period of the contract to reflect any changes based on the latest available information. Inspected underlying documents and performed analytics to determine reasonableness of contract costs.
Recognition and Measurement of Deferred Tax Asset	
Please refer to Note 12C of the Consolidated Financial Statements. The Company has recognised a net deferred tax asset of Rs. 1.01 Cr. (Closing Balance 18.83 Cr.) as of 31st March, 2026. The recognition of deferred tax involves judgement regarding the likelihood of realisation of these assets, particularly whether there will be sufficient taxable profits in future periods that will support the recognition of these assets. Given the degree of judgement involved in considering these deferred tax assets as recoverable or otherwise, we consider this to be a Key Audit Matter.	Our audit procedures involved gaining an understanding of the applicable tax laws and relevant regulations applicable to the Company. Our audit procedures included: • Evaluation of policies used for recognition and measurement of deferred tax assets in accordance with Ind AS 12 – Income Taxes; • Assessment of the probability of the availability of profits based on assumptions and other parameters used by the Management against which the Company will be able to use this deferred tax asset in the future, with reference to forecast as noted by the Audit Committee of the Board of Directors. Assessed the method for determining the Deferred Tax Asset with reference to applicable tax rates and tested the arithmetical accuracy.

INDEPENDENT AUDITOR'S REPORT (CONTD.)

6. **INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON**

The Holding Company's management and Board of Directors are responsible for preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Director's Report including annexures to Director's Report, Corporate Governance Report and Shareholder's information, but does not include the standalone financial statements, consolidated financial statements and our auditors' reports thereon. The above stated reports are expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available 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.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

7. **MANAGEMENT'S RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

The Holding Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act, with respect to the preparation and presentation of these consolidated financial statements, in terms of the requirements of the Act, that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group, including its joint venture, in accordance with the Ind AS and other accounting principles generally accepted in India. The respective management and Board of Directors of the Companies included in the Group and of its joint venture are also responsible for maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Group, and of its joint venture 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 consolidated 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 management and directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the Companies included in the Group and of its joint venture, are responsible for assessing the ability of the Group and its joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless respective management and Board of Directors either intends to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group and of its joint venture are also responsible for overseeing the financial reporting process of the Group and of its joint venture.

8. **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS**

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Holding Company, its subsidiaries and joint venture which are companies incorporated in India, have adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made in the consolidated financial statements by management and Board of Directors.
- Conclude on the appropriateness of management and Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and its joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 and its joint venture 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 and its joint venture to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para 9 of the section titled 'Other Matters' in this audit report.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning 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 Holding Company and entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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.

9. OTHER MATTERS

a) We have audited the financial statements of two subsidiaries included in the consolidated financial statements which reflects total assets of Rs. 118.74 Cr. as at 31st March, 2026, total revenue of Rs. 117.95 Cr.

and total net profit after tax of Rs. (0.13) Cr. and total comprehensive income of Rs. (0.54) Cr for the year ended 31st March, 2026 and net cash inflow amounting to Rs. 0.55 Cr. for the year ended 31st March, 2026, as considered in the audited consolidated financial statements.

b) The consolidated financial statements include the financial statements of 4 subsidiaries whose financial statements / financial information reflect total assets of Rs. 3,884.04 Cr. as at 31st March, 2026, total revenue of Rs. 493.92 Cr., total net profit after tax of Rs. (25.60) Cr. and total comprehensive income of Rs. 30.50 Cr. and net cash inflows of Rs. (17.62) Cr. for the year ended on that date, as considered in the audited consolidated financial statements. These entities are audited by their respective auditors. The independent auditors' reports on financial statements / financial information of these entities have been furnished to us by holding company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

Of the entities referred above, in respect of 4 subsidiaries, their financial statements have been prepared in accordance with accounting principles generally accepted in the respective countries of incorporation and the holding company's management has converted these financial statements from accounting principles generally accepted in the respective countries to accounting principles generally accepted in India. These financial statements are prepared from Ind AS converted financial statements certified by independent chartered accountants.

c) The consolidated financial statements include the financial statements of 20 subsidiaries whose financial statements / financial information reflect total assets of Rs. 227.55 Cr. as at 31st March 2026, total revenue of Rs. 18.19 Cr., total net profit after tax of Rs. (54.93) Cr. and total comprehensive income of Rs. (56.96) Cr. and net cash inflow of Rs. (1.81) Cr. for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include net profit / (loss) after tax of Rs. (0.05) Cr., total comprehensive income of Rs. (0.05) Cr. for the year ended in respect of a joint venture. The financial statements of these entities have neither been audited by us nor by their respective auditors. This unaudited financial statements / financial information have been approved and furnished to us by the Holding Company's management and our opinion on the consolidated financial statements, in so far it relates to the amounts and disclosures included in respect of these subsidiaries, and a joint venture, is based solely on such unaudited financial statements.

Of the entities referred to above, in respect of 13 subsidiaries and a joint venture, their financial statements/ financial information have been prepared in accordance with accounting principles generally accepted in the respective countries of incorporation and Holding Company's Management has converted these financial statements from accounting principles generally accepted in the respective countries to accounting principles generally accepted in India. In our opinion and according to the information and explanations given to us by the board of directors, these financial statements / information are not material to the group.

Our opinion is not modified in respect of above matters.

10. REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

A. As required by Section 143(3) of the Act, based on our audit and on consideration of reports of other auditors on separate financial statements and the other financial information of subsidiaries as noted in sub-paragraph (a) of 'Other Matters' paragraph, 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 by the Company so far as it appears from our examination of those books and reports of the other auditors;

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the 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 Ind AS notified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;

e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2026 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of the subsidiary companies incorporated in India, none of the directors of any such company is disqualified as on 31st March, 2026 from being appointed as a director of that company in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"** which is based on the auditors' reports on the Holding Company and its subsidiary companies incorporated in India. Based on these reports, our report expresses an unmodified opinion on the existence and operating effectiveness of the Group's internal financial control with reference to consolidated financial statements;

g) In our opinion and to the best of our information and according to the explanations given to us, the holding company and none of its subsidiaries, which are incorporated in India, has paid any remuneration to its directors during the year. Accordingly, the provisions of section 197 of the Act are not applicable.

h) With respect to the other matters to be included in the Auditors' 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 and based on the consideration of the reports of the other auditors on separate financial statement of subsidiaries as noted in the "Other Matter" paragraph:

i. The Holding Company and its subsidiary companies has disclosed the impact of any pending litigations on its financial position in the consolidated financial statements as at 31st March 2026, Refer note no 32 to the consolidated financial statements.

ii. The Holding Company and its subsidiary companies included in the consolidation did not have any long-term contracts, including derivative contracts, and hence there are no material foreseeable losses from these contracts.

iii. There has been no delay in transferring amounts which is required to be transferred by the Holding Company and its subsidiaries which are incorporated in India to the Investors Education and Protection Fund.

iv. a) The respective Managements of the Holding Company, and its subsidiaries which are incorporated in India, and whose financial statements have been audited under the Act, have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, other than as disclosed in notes to accounts (refer note no. 45 to the consolidated financial statements), no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries and joint ventures ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The respective Management of the Holding Company, and its subsidiaries which are companies incorporated in India and whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively, that, to the best of their knowledge and belief, other than as disclosed in notes to accounts (refer note no. 45 to the consolidated financial statements), no funds have been received by the Company, any of such subsidiaries and joint ventures from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company, any of such subsidiaries and joint ventures shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. The Company or any of its subsidiaries incorporated in India, have not declared or paid any dividend during the year. Hence, the provisions of section 123 of the Act are not applicable.

vi. Based on our examination which included test checks, and based on the reports of the two subsidiaries which audited by us and are incorporated in India, the Holding Company and two of its subsidiaries have used accounting software for maintaining its books of account for the year ended 31st March, 2026, which have a feature of recording audit trail (edit log) facility. Further, the audit trail facility was operational throughout the year for all relevant transactions recorded in the accounting software. The feature of recording audit trail (edit log) facility for logging direct data changes at database level was not enabled in the accounting software used. Also, as per information and explanation provided to us, the Holding Company and two of its subsidiaries have used HRMS Software and FAMS for payroll processing and recording fixed assets register respectively which does not have feature of recording audit trail (edit log) facility. Further, during the course of our audit we did not come across any instance of the audit trail feature in accounting software being tampered with. Additionally, the audit trail for the accounting software has been preserved by the Holding Company and two of its subsidiaries since 1st July, 2023.

B. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143 (11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us and other auditors of respective subsidiaries which incorporated in India included in the consolidated financial statements to which reporting under CARO is applicable as provided to us by the Management of the Holding Company, we give in the 'Annexure 1', a statement on the matters specified in paragraph 3(xxi) of the Order.

For C K S P AND CO LLP
Chartered Accountants
Firm Reg. No. 131228W/W100044

Dhananajay Jaiswal
Partner
M. No. 187686
UDIN: 26187686FPCMPD8074

Place: Navi Mumbai
Date: 08th May, 2026

ANNEXURE - A TO INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 10(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of 3i Infotech Limited of even date.)

REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ('THE ACT')

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended 31st March, 2026, we have audited the internal financial controls reference to Consolidated Financial Statements of 3i Infotech Limited (hereinafter referred to as "the Holding Company") which includes the internal financial controls over financial reporting of the Holding Company and its subsidiary companies (the Holding Company and its subsidiaries together referred to as "the Group") which are companies incorporated in India, as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note issued by ICAI and the Standards on Auditing, notified under section 143(10) of the Act, 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 with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to consolidated financial statements of the Holding Company and its subsidiary companies, which are companies incorporated in India.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

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

i. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

ii. provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated 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

iii. 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 consolidated financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

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

OPINION

In our opinion, to the best of our information and according to the explanations given to us, and based on consideration of reporting of the other auditors, the Holding Company and its subsidiary companies, which are companies incorporated in India, have maintained, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31st March, 2026 based on the internal control with reference to financial statements criteria established by the respective companies, considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

OTHER MATTERS

Our reports on the adequacy and operating effectiveness of the internal financial controls with reference to Consolidated Financial Statement, in so far as it relates to the subsidiaries which are incorporated in India, is based on the report of the auditors of respective subsidiaries.

For C K S P AND CO LLP
Chartered Accountants
Firm Reg. No. 131228W/W100044

Dhananajay Jaiswal
Partner
M. No. 187686
UDIN: 26187686FPCMPD8074

Place: Navi Mumbai
Date: 08th May, 2026

ANNEXURE 1

(Referred to under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date)

In terms of the information and explanations sought by us and given by the Holding Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, and based on the consideration of reports of other auditors in respect of subsidiaries which are incorporated in India, we state that the qualifications or adverse remarks by the respective auditors in their reports on Companies (Auditor's Report) Order, 2020 of the subsidiaries included in the Consolidated Financial Statements as under:

Sr. No	Name	CIN	Nature of Relationship	Clause number of the CARO report which is qualified or is adverse
1	3i Infotech Limited	L67120MH1993PLC074411	Holding Company	vii
2	3i Infotech Digital BPS Limited	U74899MH1990PLC412657	Subsidiary	vii

CONSOLIDATED BALANCE SHEET
AS AT MARCH 31, 2026

(Amount in ₹ Crores)

Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	3	4.24	1.98
(b) Right of Use Asset	4	120.61	131.98
(c) Goodwill	5	78.55	71.39
(d) Other Intangible Assets	5	14.99	20.02
(e) Intangible Assets Under Development	6	-	0.96
(f) Financial Assets			
(i) Investments	7A	0.23	2.29
(ii) Other Financial Assets	7B	34.00	13.40
(g) Deferred Tax Asset (Net)	12C	18.83	17.82
(h) Income Tax Asset (Net)	12A	101.47	79.53
(i) Other Non-Current Assets	11	10.61	13.91
Total Non-Current Assets		**383.53**	**353.28**
Current Assets			
(a) Financial Assets			
(i) Trade Receivables	8	108.08	102.34
(ii) Cash and Cash Equivalents	9	19.86	32.61
(iii) Bank Balances Other than (ii) above	10	57.74	24.89
(iv) Other Financial Assets	7C	72.99	62.53
(b) Other Current Assets	11	19.97	20.68
Total Current Assets		**278.64**	**243.05**
TOTAL ASSETS		**662.17**	**596.33**
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	13	207.40	169.63
(b) Other Equity	14	173.78	137.25
Equity attributable to equity holders of the parent		**381.18**	**306.88**
Non Controlling Interest		(3.40)	0.01
Total Equity		**377.78**	**306.89**
LIABILITIES			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	7.02	7.00
(ii) Lease Liabilities	20	8.99	15.67
(b) Provisions	19	22.11	21.28
Total Non-Current Liabilities		**38.12**	**43.95**
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	40.75	32.33
(ii) Lease Liabilities	20	4.81	8.51
(iii) Trade Payables	17		
Total outstanding dues of micro and small enterprises		0.55	3.01
Total outstanding dues of creditors other than micro and small enterprises		103.02	66.33
(iv) Other Financial Liabilities	16	25.59	70.39
(b) Other Current Liabilities	18	42.10	35.42
(c) Provisions	19	7.53	5.99
(d) Current Tax Liabilities (Net)	12B	21.92	23.51
Total Current Liabilities		**246.27**	**245.49**
TOTAL EQUITY AND LIABILITIES		**662.17**	**596.33**
Material Accounting Policies and notes forming part of the Consolidated Financial Statements	1-47		

As per our report of even date attached

For C K S P AND CO LLP
Chartered Accountants
F. R. No.: 131228W/W100044

CA Dhananajay Jaiswal
Partner
M. No.: 187686

Place: Navi Mumbai
Date: May 08, 2026

For and on behalf of the board of 3i Infotech Limited

CA Uttam Prakash Agarwal
Non-Executive Chairman and Independent Director
(DIN: 00272983)

Raj Kumar Ahuja
Group Chief Executive Officer

Varika Rastogi
Company Secretary
(M. No.: F7864)

Dr. Madan Gosavi
Independent Director
(DIN: 10303662)

Kalpesh Shah
Chief Financial Officer

Place: Navi Mumbai
Date: May 08, 2026

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2026

(Amount in ₹ Crores)

Sr. No.	Particulars	Notes	For the year ended March 31, 2026	For the year ended March 31, 2025
	INCOME			
I	Revenue from Operations	21	693.36	725.76
II	Other Income	22	90.32	26.04
III	**Total Income**		**783.68**	**751.80**
IV	**EXPENSES**			
	Employee Benefits Expense	23	482.38	532.41
	Cost of Third Party Products and Services	24	153.75	115.15
	Finance Costs	25	4.03	7.59
	Depreciation and Amortisation Expense	26	19.74	27.78
	Other Expenses	27	75.23	57.26
	Total Expenses		**735.13**	**740.19**
V	**Profit/(loss) before exceptional items and tax (III-IV)**		**48.55**	**11.61**
VI	**Exceptional Items**	28	**(3.41)**	**-**
VII	**Profit/(loss) before tax (V+VI)**		**45.14**	**11.61**
VIII	**Tax expense:**			
	Current Tax		11.45	3.40
	Adjustment of tax relating to earlier periods		(0.55)	0.16
	Deferred Tax		(0.87)	(17.30)
	Total tax expense		**10.03**	**(13.74)**
IX	**Profit/(loss) for the year (VII-VIII)**		**35.11**	**25.35**
X	**Other comprehensive income**			
	A. Other Comprehensive Income not to be reclassified to profit and loss in subsequent periods:			
	Remeasurement of gains/(losses) on defined benefit plans		0.84	0.04
	Income tax effect		0.14	(0.04)
	B. Other Comprehensive Income to be reclassified to profit and loss in subsequent periods:			
	Exchange differences on translation of foreign operations		(30.42)	(13.35)
	Total other comprehensive income/(loss)		**(29.44)**	**(13.35)**
XI	**Total comprehensive income/(loss) for the year (IX+X)**		**5.67**	**12.00**
	Profit/(Loss) for the year attributable to:			
	Equity holders of the parent		35.46	25.35
	Non-controlling interests		(0.35)	-
	Other comprehensive income/(loss) for the year attributable to:			
	Equity holders of the parent		(29.44)	(13.35)
	Non-controlling interests		-	-
	Total comprehensive income/(loss) for the year attributable to:			
	Equity holders of the parent		6.02	12.00
	Non-controlling interests		(0.35)	-
	Earnings per share for profit attributable to equity shareholders (face value of ₹ 10)*			
	Basic EPS	29	1.83	1.44
	Diluted EPS	29	1.82	1.43

*Basic and diluted earnings per share for the previous year has been retrospectively adjusted for the bonus element in respect of the Rights Issue made during the year ended March 31, 2026 (refer note 13(viii)).

Material Accounting Policies and notes forming part of the Consolidated Financial Statements 1-47

As per our report of even date attached

For C K S P AND CO LLP
Chartered Accountants
F. R. No.: 131228W/W100044

CA Dhananajay Jaiswal
Partner
M. No.: 187686

Place: Navi Mumbai
Date: May 08, 2026

For and on behalf of the board of 3i Infotech Limited

CA Uttam Prakash Agarwal
Non-Executive Chairman and Independent Director
(DIN: 00272983)

Raj Kumar Ahuja
Group Chief Executive Officer

Varika Rastogi
Company Secretary
(M. No.: F7864)

Dr. Madan Gosavi
Independent Director
(DIN: 10303662)

Kalpesh Shah
Chief Financial Officer

Place: Navi Mumbai
Date: May 08, 2026

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2026

(Amount in ₹ Crores)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit before income tax from continued operations	**45.14**	**11.61**
Adjustments for:		
Depreciation and amortisation expense	19.74	27.78
Finance costs	3.20	6.86
Employee share-based payment expense	2.07	1.15
Allowance/(reversal) of doubtful debts (Net of bad debts)	5.74	(3.17)
Interest income classified as investing cash flows	(2.47)	(0.95)
Interest income classified as investing cash flows - Others	(0.29)	(0.22)
(Gain)/loss on disposal of property, plant and equipment and leases	0.01	(0.03)
(Gain)/loss on modification of leases	(1.55)	(3.49)
Net foreign exchange differences (Gain)/Loss	(44.75)	(10.80)
Impairment of investment	1.82	-
Loss on intangible assets under development	-	2.82
Write off of Software product	-	12.88
Provision for intangible assets impairment	(1.14)	(18.00)
Change in operating assets and liabilities:		
(Increase)/decrease in trade receivables	(6.43)	54.19
Increase/(decrease) in trade payables	34.23	(23.52)
(Increase)/decrease in other financial assets	(30.78)	12.58
(Increase)/decrease in other non-current assets	0.51	(1.07)
(Increase)/decrease in other current assets	(0.57)	21.06
Increase/(decrease) in other financial liabilities	(44.80)	(31.53)
Increase/(decrease) in provisions	3.21	(3.45)
Increase/(decrease) in other current liabilities	7.96	(13.28)
Cash generated from operations	**(9.15)**	**41.42**
Less: Income taxes (paid)/Refund (net)	(34.43)	(9.86)
Net cash inflow from operating activities	**(43.58)**	**31.56**
CASH FLOWS FROM INVESTING ACTIVITIES:		
Payments for property, plant and equipment	(1.27)	(0.18)
Payment for Intangible assets & intangible assets under development	-	(1.98)
Proceeds from property, plant and equipment	-	3.52
Investment in Deposits	(32.85)	(3.72)
Interest received	2.47	0.96
Net cash inflow/(outflow) from investing activities	**(31.65)**	**(1.40)**
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issue of shares	64.17	0.40
Share issue expenses	(0.99)	-
Payment of Lease Liabilities	(10.25)	(21.05)
Proceeds from / (Repayment of) borrowings	8.43	(2.53)
Interest paid	(1.22)	(2.73)
Net cash inflow/ (outflow) from financing activities	**60.14**	**(25.91)**

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(Amount in ₹ Crores)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Net increase/(decrease) in cash and cash equivalents	(15.09)	4.25
Effect of exchange differences on translation of foreign currency cash and cash equivalents	2.34	0.52
Cash and Cash Equivalents at the beginning of the financial year	32.61	27.84
Cash and Cash Equivalents at end of the year	**19.86**	**32.61**
Reconciliation of cash and cash equivalents as per the cash flow statement:		
Cash and cash equivalents as per above comprise of the following:		
Balances with banks:		
- On current accounts (net off provisions)	14.05	32.57
- On deposit accounts	5.80	-
Cash on hand	0.01	0.04
Balances as per statement of cash flows	**19.86**	**32.61**

Notes:

1. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Ind AS 7 on "Statement of Cash Flows" notified by the Companies Act, 2013.

2. Previous year's figures have been regrouped / rearranged wherever necessary to conform to the current year's presentation.

Material Accounting Policies and notes forming part of the Consolidated Financial Statements 1-47

As per our report of even date attached

For C K S P AND CO LLP
Chartered Accountants
F. R. No.: 131228W/W100044

CA Dhananajay Jaiswal
Partner
M. No.: 187686

Place: Navi Mumbai
Date: May 08, 2026

For and on behalf of the board of 3i Infotech Limited

CA Uttam Prakash Agarwal
Non-Executive Chairman and Independent Director
(DIN: 00272983)

Raj Kumar Ahuja
Group Chief Executive Officer

Varika Rastogi
Company Secretary
(M. No.: F7864)

Dr. Madan Gosavi
Independent Director
(DIN: 10303662)

Kalpesh Shah
Chief Financial Officer

Place: Navi Mumbai
Date: May 08, 2026

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2026

A. EQUITY SHARE CAPITAL

(Amount in ₹ Crores)

Particulars	Balance at the Beginning of the year	Changes during the year	Balance at the end of the year
March 31, 2026			
Numbers	169,627,242	37,776,525	207,403,767
Amount	169.63	37.77	207.40
March 31, 2025			
Numbers	169,230,842	396,400	169,627,242
Amount	169.23	0.40	169.63

B. OTHER EQUITY

(Amount in ₹ Crores)

Particulars	Reserves and Surplus						Share Application money pending allotment	Foreign Currency Translation Reserve	Total other equity attributable to parent	Total Other Equity	Non-Controlling Interest
	Securities Premium	Share Based Payment Reserve	Retained Earnings	Property, Plant and Equipment Reserve	Capital Reserve	Capital Redemption Reserve					
As at April 01, 2024	**899.33**	**6.16**	**(1,346.04)**	**100.64**	**0.07**	**321.00**	**0.12**	**142.93**	**124.21**	**124.21**	**-**
Total comprehensive income											
i) Profit for the year	-	-	25.35	-	-	-	-	-	25.35	25.35	-
ii) Remeasurements of the Defined Benefit Plan (Net of Taxes)	-	-	-	-	-	-	-	-	-	-	-
iii) Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	(13.35)	(13.35)	(13.35)	-
Adjustments:											
i) Amortisation of Revaluation Reserve	-	-	2.36	(2.36)	-	-	-	-	-	-	-
ii) Transferred on account of options not exercised	-	(0.73)	0.73	-	-	-	-	-	-	-	-
iii) Transferred on account of exercise of stock options	1.45	(1.45)	-	-	-	-	-	-	-	-	-
iv) Others	-	-	0.01	-	-	-	-	-	0.01	0.01	-
v) Share based payment expense	-	1.15	-	-	-	-	-	-	1.15	1.15	-
vi) Share Application money received for options	-	-	-	-	-	-	0.28	-	0.28	0.28	-

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(Amount in ₹ Crores)

Particulars	Reserves and Surplus						Share Application money pending allotment	Foreign Currency Translation Reserve	Total other equity attributable to parent	Total Other Equity	Non-Controlling Interest
	Securities Premium	Share Based Payment Reserve	Retained Earnings	Property, Plant and Equipment Reserve	Capital Reserve	Capital Redemption Reserve					
vii) Issue of equity shares on exercise of options	-	-	-	-	-	-	(0.40)	-	(0.40)	(0.40)	-
viii) Issue of equity shares to non-controlling interest	-	-	-	-	-	-	-	-	-	-	0.01
As at March 31, 2025	**900.78**	**5.13**	**(1,317.59)**	**98.28**	**0.07**	**321.00**	**-**	**129.58**	**137.25**	**137.25**	**0.01**
Total comprehensive income											
i) Profit for the year	-	-	35.46	-	-	-	-	-	35.46	35.46	(0.35)
ii) Remeasurements of the Defined Benefit Plan (Net of Taxes)	-	-	0.98	-	-	-	-	-	0.98	0.98	-
iii) Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	(30.42)	(30.42)	(30.42)	-
Adjustments:											
i) Amortisation of Revaluation Reserve	-	-	2.36	(2.36)	-	-	-	-	-	-	-
ii) Transferred on account of options not exercised	-	(0.25)	0.25	-	-	-	-	-	-	-	-

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

(Amount in ₹ Crores)

Particulars	Reserves and Surplus						Share Application money pending allotment	Foreign Currency Translation Reserve	Total other equity attributable to parent	Total Other Equity	Non-Controlling Interest
	Securities Premium	Share Based Payment Reserve	Retained Earnings	Property, Plant and Equipment Reserve	Capital Reserve	Capital Redemption Reserve					
iii) Transferred on account of exercise of stock options	0.29	(0.29)	-	-	-	-	-	-	-	-	-
iv) Transferred to Non-Controlling Interest	-	-	3.06	-	-	-	-	-	3.06	3.06	(3.06)
v) Others	-	-	(0.02)	-	-	-	-	-	(0.02)	(0.02)	-
vi) Share based payment expense	-	2.07	-	-	-	-	-	-	2.07	2.07	-
vii) Share Application money received for options	-	-	-	-	-	-	0.07	-	0.07	0.07	-
viii) Issue of equity shares on exercise of options	-	-	-	-	-	-	(0.07)	-	(0.07)	(0.07)	-
ix) Right Share Application money received	-	-	-	-	-	-	64.10	-	64.10	64.10	-
x) Issue of Right shares	-	-	-	-	-	-	(64.10)	-	(64.10)	(64.10)	-
xi) Issue of equity shares, net of expenses (refer note 13(viii))	25.40	-	-	-	-	-	-	-	25.40	25.40	-
As at March 31, 2026	**926.47**	**6.66**	**(1,275.50)**	**95.92**	**0.07**	**321.00**	**-**	**99.16**	**173.78**	**173.78**	**(3.40)**

Material Accounting Policies and notes forming part of the Consolidated Financial Statements 1-47

As per our report of even date attached

For C K S P AND CO LLP
Chartered Accountants
F. R. No.: 131228W/W100044

CA Dhananajay Jaiswal
Partner
M. No.: 187686

Place: Navi Mumbai
Date: May 08, 2026

For and on behalf of the board of 3i Infotech Limited

CA Uttam Prakash Agarwal
Non-Executive Chairman and Independent Director
(DIN: 00272983)

Raj Kumar Ahuja
Group Chief Executive Officer

Varika Rastogi
Company Secretary
(M. No.: F7864)

Dr. Madan Gosavi
Independent Director
(DIN: 10303662)

Kalpesh Shah
Chief Financial Officer

Place: Navi Mumbai
Date: May 08, 2026

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026

1. CORPORATE INFORMATION

3i Infotech Limited ('the Company') together with its subsidiaries is collectively referred to as 'the Group' is a Global Information Technology Group committed to Empowering Business Transformation. The business activities of the Group are broadly divided into two categories, viz. IT Solutions and Transaction Services. The IT Solutions business comprises of Cloud Computing, Application-Automation-Analytics (AAA), Platform Solutions, Infrastructure Services, Application Development, Digital Transformation Consulting and NextGen Business services while Transaction Services comprise of BPS and KPO services covering management of back office operations.

The Company is a public limited Company incorporated and domiciled in India and has a branch office at Sharjah. Its shares are listed on Bombay Stock Exchange and National Stock Exchange in India. The address of its registered office is International Infotech Park, Tower No.5, 3rd to 6th floors, Vashi, Navi Mumbai-400 703.

The financial statements for the year ended March 31, 2026 were approved by the Board of Directors and authorised for issue on May 08, 2026.

2. MATERIAL ACCOUNTING POLICIES

a) Statement of compliance

The Consolidated financial statements which comprises of Consolidated Balance Sheet as at March 31, 2026, the Consolidated Statement of Profit and Loss for the year ended March 31, 2026, the Consolidated Statement of Cash Flows for the year ended March 31, 2026 and the Statement of Changes in Equity for the year ended March 31, 2026 and accounting policies and other explanatory information (together hereinafter referred to as 'Consolidated Financial Statements') have been prepared in compliance with Indian Accounting Standards ("Ind AS"), the provisions of Division II of Schedule III of the Companies Act, 2013 ("the Companies Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under Section 133 of the Companies Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and amendments issued thereafter. Accounting policies have been applied consistently to all periods presented in these Consolidated financial statements.

b) Basis of preparation

The Consolidated financial statements correspond to the classification provisions contained in Ind AS 1, "Presentation of Financial Statements". For clarity, various items are aggregated in the statement of profit and loss and balance sheet. These items are disaggregated separately in the notes to the Consolidated financial statements, where applicable. All amounts included in the Consolidated financial statements are reported in Crores of Indian rupees (₹ in Crore) except share and per share data, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures. Previous year figures have been regrouped/rearranged, wherever necessary.

These financial statements have been prepared on the historical cost and accrual basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

c) Principles of consolidation and equity accounting

(i) Subsidiaries

The Company determines the basis of control in line with the requirements of Ind AS 110, Consolidated Financial Statements. Subsidiaries are entities controlled by the Group. The Group controls an entity when the parent has power over the entity, it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on March 31, 2026. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

(ii) Associates and Joint Ventures

Associates are all entities over which the Group has significant influence but not control or joint control. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

Interests in joint venture are accounted for using the equity method, after initially being recognised at cost in the consolidated balance sheet.

Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in below.

(iii) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

(iv) Non-controlling interests

Non-controlling interests in the net assets (excluding goodwill) of consolidated subsidiaries are identified separately from the Company's equity. The interest of non-controlling shareholders may be initially measured either at fair value or at the non-controlling interest's proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition to acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if it results in the non-controlling interests having a deficit balance.

d) Business combinations and goodwill

(i) Business combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Assets (or disposal Groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or Other Comprehensive Income (OCI), as appropriate.

The cost of an acquisition also includes the fair value of any contingent consideration measured as at the date of acquisition. Any subsequent changes to the fair value of contingent consideration classified as liabilities, other than measurement period adjustments, are recognised in the consolidated statement of profit and loss.

(ii) Goodwill

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash- generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

e) Translation of financial statements of foreign entities

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Company's foreign operations that have a functional currency other than Indian Rupees are translated into Indian Rupees using exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and held in foreign currency translation reserve ("FCTR"), a component of equity, except to the extent that the translation difference is allocated to noncontrolling interest. When a foreign operation is disposed of, the relevant amount recognised in FCTR is transferred to the consolidated statement of profit and loss as part of the profit or loss on disposal. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the exchange rate prevailing at the reporting date.

f) Key accounting estimates and judgments

The preparation of the consolidated financial statements in conformity with Ind AS requires the management to make judgments, accounting estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Accounting estimates are monetary amounts in the consolidated financial statements that are subject to measurement uncertainty. An accounting policy may require items in consolidated financial statements to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, management develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgments or assumptions based on the latest available and reliable information. Actual results may differ from those accounting estimates.

Accounting estimates and underlying assumptions are reviewed on an ongoing basis. Changes to accounting estimates are recognised in the period in which the estimates are changed and in any future periods affected. In particular, information about material areas of estimation, uncertainty and critical judgments in applying accounting policies that have the material effect on the amounts recognised in the consolidated financial statements are included in the following notes:

(i) Useful lives of property, plant and equipment and Intangible Assets

(a) Property, Plant and Equipment

The Group depreciates property, plant and equipment on a straight-line basis over estimated useful lives of the assets. The charge in respect of periodic depreciation is derived based on an estimate of an asset's expected useful life and the expected residual value at the end of its life. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The estimated useful life is reviewed at least annually.

(b) Intangibles Assets

The Group amortises intangible assets on a straight-line basis over estimated useful lives of the assets. The useful life is estimated based on a number of factors including the effects of obsolescence, demand, competition and other economic factors such as the stability of the industry and known technological advances and the level of maintenance expenditures required to obtain the expected future cash flows from the assets. The estimated useful life is reviewed at least annually.

(ii) Provision for Income Tax and Deferred Tax

(a) Income Tax

The Group's primary tax jurisdiction is India. It applies estimates and judgments based on relevant rulings for revenue, costs, allowances,

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

and disallowances, including the likelihood of tax positions being upheld in assessments. Determining income tax provisions involves significant judgment, as tax assessments can be complex and prolonged.

(b) Deferred Tax

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards including unabsorbed depreciation become deductible. The Group considers expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of deferred tax assets considered realisable could vary in the near term based on estimates of future taxable income during the carry forward period.

(iii) Provisions, Contingent liabilities and Contingent Assets

A provision is recognised when the Group has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value unless the effect of time value of money is material and are determined based on best estimate required to settle the obligation at the consolidated balance sheet date. These are reviewed at each consolidated balance sheet date and adjusted to reflect the current best estimates. The Group uses significant judgements to assess contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. A contingent asset is neither recognised nor disclosed in the consolidated financial statements.

(iv) Revenue recognition

The Company's contracts with customers include promises to transfer multiple products and services to a customer. Revenues from customer contracts are considered for recognition and measurement when the contract has been approved, in writing, by the parties to the contract, the parties to contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligations to determine the deliverables and the ability of the customer to benefit independently from such deliverables, and allocation of transaction price to these distinct performance obligations involves significant judgement.

Fixed-price maintenance revenue is recognised rateably on a straight-line basis when services are performed through an indefinite number of repetitive acts over a specified period. Revenue from fixed-price maintenance contract is recognised rateably using a percentage of completion method when the pattern of benefits from the services rendered to the customer and the Group's costs to fulfil the contract is not even through the period of the contract because the services are generally discrete in nature and not repetitive. The use of method to recognise the maintenance revenues requires judgment and is based on the promises in the contract and nature of the deliverables.

The Group uses the percentage-of-completion method in accounting for other fixed-price contracts. Use of the percentage-of-completion method requires the Group to determine the actual efforts or costs expended to date as a proportion of the estimated total efforts or costs to be incurred. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. The estimation of total efforts or costs involves significant judgement and is assessed throughout the period of the contract to reflect any changes based on the latest available information

Contracts with customers include subcontractor services or third-party vendor equipment or software in certain integrated services arrangements. In these types of arrangements, revenue from sales of third-party vendor products or services is recorded net of costs when the Group is acting as an agent between the customer and the vendor, and gross when the Group is the principal for the transaction. In doing so, the Group first evaluates whether it controls the good or service before it is transferred to the customer. The Group considers whether it has the primary obligation to fulfil the contract, inventory risk, pricing discretion and other factors to determine whether it controls the goods or service and therefore, is acting as a principal or an agent.

Provisions for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable, based on the estimated efforts or costs to complete the contract.

(v) Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(vi) Impairment of financial assets (other than at fair value)

Measurement of impairment of financial assets require use of estimates, which have been explained under impairment of financial assets (other than at fair value). Please refer Note 2(q)(i) for the estimates involved in measurement of Expected Credit Loss.

(vii) Impairment testing

Goodwill recognised on business combination is tested for impairment at least annually and when events occur or changes in circumstances indicate that the recoverable amount of goodwill or a cash generating unit to which goodwill pertains, is less than the carrying value. The Company assesses acquired intangible assets with finite useful life for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amount of an asset or a cash generating unit is higher of value-in-use and fair value less cost of disposal. The calculation of value-in-use of an asset or a cash generating unit involves use of significant estimates and assumptions which include turnover, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

(viii) Business combinations:

In accounting for business combinations, judgment is required to assess whether an identifiable intangible asset is to be recorded separately from goodwill. Additionally, estimating the acquisition date fair value of the identifiable assets acquired (including useful life estimates), liabilities assumed, and contingent consideration assumed involves management judgment. These measurements are based on information available at the acquisition date and are based on expectations and assumptions that have been deemed reasonable by management. Changes in these judgments, estimates, and assumptions can materially affect the results of operations.

(ix) Employee benefits

The accounting of employee benefit plans in the nature of defined benefit requires the Group to use assumptions. These assumptions have been explained under employee benefits note. (Please refer Note 2(r)).

(x) Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgement. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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(xi) Other estimates

The share-based compensation expense is determined based on the group estimate of equity instruments that will eventually vest.

g) Revenue Recognition

The Group earns primarily from providing services of Information Technology (IT) solutions and Transaction services.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of services rendered is net of variable consideration on account of discounts and schemes offered by the Group as a part of the contract.

Revenue from time and material and job contracts is recognised on output basis measured by units delivered, efforts expended, number of transactions processed, etc.

Revenue related to fixed price maintenance and support services contracts where the Group is standing ready to provide services is recognised based on time elapsed mode and revenue is straight lined over the period of performance.

Revenue from software development and related services have been recognised basis guidelines of Ind AS 115 – "Revenue from contract with customers", by applying the revenue recognition criteria for each distinct performance obligation based on the contractual arrangement in conjunction with the Group's accounting policies.

Revenue from the sale of and Cost of, distinct third-party hardware is recognised upon performance of the contractual obligation.

The Group recognises revenue in terms of the contracts with its customers, combined with its accounting policies. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Revenue recognition for fixed priced development contracts is based on percentage completion method. Invoicing to the client is based on milestones as stipulated in the contract.

Revenue from transaction services and other service contracts is recognised based on transactions processed or manpower deployed.

Revenue from sharing of infrastructure facilities is recognised based on usage of facilities.

Unbilled revenue is accounted on estimated basis in respect of contracts where the contractual right to consideration is based on completion of contractual milestones and other technical measurements. Revenue from the last invoicing date to reporting date is recognised as unbilled revenue."

Performance Obligation and remaining performance obligation

The remaining performance obligations disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Group expects to recognise these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Group has not disclosed the remaining performance obligation-related disclosures for contracts where the revenue recognised corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis or fixed price basis. Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, adjustment for revenue that has not materialised and adjustments for currency.

h) Interest / Dividend Income

Dividend income is recorded when the right to receive payment is established. Interest income is recognised using the effective interest method.

i) Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group determines the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics (Refer note 42).

(i) The Group as a lessee

The Group's lease asset classes primarily consist of leases for buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

(i) the contract involves the use of an identified asset

(ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and

(iii) the Group has the right to direct the use of the asset.

(iv) the Group has the right to operate the asset, or

(v) the Group designed the assets in a way that predetermined how and for what purpose it will be issued.

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

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Group changes its assessment of whether it will exercise an extension or a termination option. ROU asset if the Group changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU assets have been separately presented in the Consolidated Balance Sheet.

(ii) The Group as a lessor

The Company as a lessor Leases under which the Company is a lessor are classified as a finance or operating lease. Lease contracts where all the risks and rewards are substantially transferred to the lessee, are classified as a finance lease. All other leases are classified as operating lease. For leases under which the Company is an intermediate lessor, the Company accounts for the head-lease and the sub-lease as two separate contracts. The sublease is further classified either as a finance lease or an operating lease by reference to the RoU asset arising from the head-lease.

j) Cost recognition

Costs and expenses are recognised when incurred and have been classified according to their nature.

The costs of the Group are broadly categorised in employee benefit expenses, cost of third party products and services, finance costs, depreciation and amortisation and other expenses. Employee benefit expenses include employee compensation, allowances paid, contribution to various funds and staff welfare expenses. Cost of third party products and services mainly include purchase of software

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licenses and products, fees to external consultants, cost of running its facilities, cost of equipment and other operating expenses. Finance cost includes interest and other borrowing cost. Other expenses is an aggregation of costs such as commission and brokerage, printing and stationery, legal and professional charges, communication, repairs and maintenance, etc.

k) Functional currency and foreign currency transactions

The functional currency of the Group is Indian rupee (INR).

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from translation at the exchange rates prevailing at the reporting date of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of profit and loss and reported within foreign exchange gains/(losses), net, within results of operating activities.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

l) Income taxes and Deferred tax

Income tax expense comprises current and deferred income tax. Income tax expense is recognised in net profit in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity or other comprehensive income. Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred income tax assets and liabilities are recognised for all temporary differences arising between the tax bases of assets and liabilities, and their carrying amounts in the financial statements.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. These are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Deferred income taxes are not provided on the undistributed earnings of subsidiaries and branches where it is expected that the earnings of the subsidiary or branch will not be distributed in the foreseeable future. The Company offsets current tax assets and current tax liabilities; deferred tax assets and deferred tax liabilities; where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Tax benefits of deductions earned on exercise of employee share options in excess of compensation charged to income are credited to equity. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future. Deferred tax assets in case of unabsorbed depreciation/ losses are recognised only if there is virtual certainty that such deferred tax asset can be realised against future taxable profits.

m) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Cash and cash equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

(ii) Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. Trade Receivables include unreflected amount on account of tax deducted at source. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

(a) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(b) Financial assets carried at fair value through other comprehensive income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Group has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

(c) Financial assets carried at fair value through profit or loss (FVTPL)

Instruments that do not meet the amortised cost or FVTOCI criteria are measured at FVTPL. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in consolidated statement of profit and loss. The gain or loss on disposal is recognised in the consolidated statement of profit and loss. Dividends on financial assets at FVTPL is recognised when the Company's right to receive dividends is established."

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's consolidated balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
  (a) the Group has transferred substantially all the risks and rewards of the asset, or
  (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset."

(iii) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss, loans and borrowings or payables as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

- **Financial Liabilities at fair value through profit and loss**

  Financial liabilities at fair value through profit and loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit and loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

  Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

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Financial liabilities designated upon initial recognition at fair value through profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. These gains / loss are not subsequently transferred to Statement of Profit and Loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss. The Group has not designated any financial liability as at FVTPL.

- **Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

- **Financial guarantee contracts**

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

(iv) Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

(v) Offsetting of financial instruments

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

n) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

o) Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the Management. The charge in respect of periodic depreciation is derived at after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The Group depreciates property, plant and equipment over their estimated useful lives using the straight-line method.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

The estimated useful lives of assets are as follows:

Category of Assets	Useful lives adopted by Group	Useful Lives prescribed under Schedule II of the Act
Computers	5 years	3-6 years
Plant and Machinery, Electrical Installation	5 years	15 years
Office Equipment	5 years	5 years
Furniture and Fixtures	5 years	10 years
Vehicles	5 years	10 years

Based on technical evaluation, the Management believes that the useful lives, as given above, best represent the period over which the Management expects to use these assets. Hence, the useful lives for these assets are different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013. Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end. The useful lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets. The cost of assets not ready to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit and loss.

p) Intangible assets and Intangible Assets Under Development

(i) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Subsequently, following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets are amortised over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting year. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss.

Goodwill is initially recognised based on the accounting policy for business combinations. These assets are not amortised but tested for impairment annually.

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

(ii) Intangible Assets Under Development

After the technical feasibility of in-house developed products has been demonstrated, the group starts to capitalise the related development costs until the product is ready for market launch. However, there can be no guarantee that such products will complete the development phase or will be commercialised, or that market conditions will not change in the future, requiring a revision of management's assessment of future cash flows related to those products. Such changes could lead to additional amortisation and impairment charges.

Research & Development Cost

Research costs are expensed as incurred. Development expenditure, on an individual project, is recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Subsequently, following initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss. During the period of development, the asset is tested for impairment annually.

The estimated useful lives of assets are as follows:

Category of Assets	Useful lives adopted by Group	Useful Lives prescribed under Schedule II of the Act
Softwares	5 years	5 years

q) **Impairment**

(i) **Financial assets (other than at fair value)**

The Group assesses at each date of Consolidated Balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Group recognises lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk or the financial asset has increased significantly since initial recognition.

Expected Credit Loss As per Para 5.5.17 of Ind AS 109 an entity shall measure expected credit losses of a financial instrument in a way that reflects:

(a) an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes.

(b) the time value of money

(c) reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions, and forecasts of future economic conditions.

Ind-AS 109 requires expected credit losses to be measured through a loss allowance. Accordingly, the Group recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recorded as an impairment gain or loss in the Statement of Profit and Loss

The Group determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Group considered current and anticipated future economic conditions relating to industries the Group deals with and the countries where it operates. While assessing the recoverability of receivables including unbilled receivables, the Group has considered internal and external information up to the date of approval of these Consolidated financial statements including credit reports and economic forecasts. The Group expects to recover the carrying amount of these assets.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(ii) Non-financial assets

The Company assesses long-lived assets such as property, plant and equipment, RoU assets and intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group of assets may not be recoverable. If any such indication exists, the Company estimates the recoverable amount of the asset or group of assets.

Goodwill is tested for impairment at least annually at the same time and when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The goodwill impairment test is performed at the level of cash-generating unit or groups of cashgenerating units which represents the lowest level at which goodwill is monitored for internal management purposes.

The recoverable amount of an asset or cash generating unit is the higher of its fair value less cost of disposal ("FVLCD") and its value-in-use ("VIU"). The VIU of long-lived assets is calculated using projected future cash flows. FVLCD of a cash generating unit is computed using turnover and earnings multiples. If the recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the consolidated statement of profit and loss.

If at the reporting date, there is an indication that a previously assessed impairment loss on property, plant and equipment and RoU assets and intangible assets, no longer exists, the recoverable amount is reassessed and the impairment losses previously recognised are reversed such that the asset is recognised at its recoverable amount but not exceeding written down value which would have been reported if the impairment losses had not been recognised initially. An impairment loss in respect of goodwill is not reversed subsequently.

r) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. These liabilities are presented as current liabilities in the consolidated balance sheet.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are measured at the present value of expected future payments to be made in respect of services rendered by employees up to the end of the reporting period, using the projected unit credit method, as determined by actuaries on a half-yearly basis. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation.

The obligations are presented as current liabilities in the consolidated balance sheet if the Group does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Group operates the following post-employment schemes:

(a) defined benefit plans such as gratuity; and

(b) defined contribution plans such as provident fund.

- **Gratuity obligations**

The liability or asset recognised in the consolidated balance sheet in respect of defined benefit pension and gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The benefits which are denominated in currency other than INR,

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the cash flows are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in OCI. They are included in retained earnings in the statement of changes in equity and in the consolidated balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in statement of profit and loss as past service cost.

- **Defined contribution plans**

The Group pays provident fund contributions to publicly administered provident funds as per local regulations. The Group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments are available.

The Company also maintains pension and similar plans for employees outside India, based on country specific regulations.The plans provide for monthly payout after retirement as per salary drawn and service period or for a lump sum payment as set out in rules of each fund.

(iv) Employee Benefits in Foreign Branch

In respect of employees in foreign branch, necessary provisions are made based on the applicable local laws. Gratuity and leave encashment / entitlement as applicable for employees in foreign branch are provided on the basis of actuarial valuation and based on estimates.

(v) Share-based payments

Share-based compensation benefits are provided to employees via the Employee Option Plan.

Employee option Plan

The fair value of options granted under the Employee Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions
- excluding the impact of any service and non-market performance vesting conditions, and
- including the impact of any non-vesting conditions.

Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant. The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortisation). The share-based compensation expense is determined based on the Group's estimate of equity instruments that will eventually vest. The expense is recognised in the statement of profit and loss with a corresponding increase to the 'share based payment reserve', which is a component of equity. At the end of every six months, the entity revises its estimates of the number of options that are expected to vest based on the non- market vesting and service conditions. The Group recognises the impact of the revision to original estimates, if any, in Statement of Profit and Loss, with a corresponding adjustment to equity.

s) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

t) Provisions

General

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. (Refer Note 2(q)(i) for Expected Credit Losses)

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

u) Contingent liabilities and assets

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the Consolidated Financial Statements.

v) Contributed equity

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

w) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of

all dilutive potential equity shares.

x) Current/non current classification

The Group presents assets and liabilities in the consolidated balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

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

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

y) Cash Flows

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the group are segregated. The group considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

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z) RBI Application Under FEMA Act, 1999

The group has long outstanding receivables and payable balances from/to its foreign subsidiaries. The group has made RBI Application for seeking approval for set-off of Trade Receivables from its 100% foreign subsidiaries against Trade Payables to its 100% foreign subsidiaries under the Foreign Exchange Management Act, 1999, and regulations thereunder.

The subsidiaries receivables were accrued pursuant to the software development services provided by the group to the above mentioned subsidiaries. The subsidiaries were unable to generate enough business for payment of dues to the group. Due to this reason the management has applied for set off of intercompany receivables and payables to reserve bank of India under FEMA regulations."

aa) Recent accounting pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2026, MCA has notified amendments G.S.R. 291(E) - The Companies (Indian Accounting Standards) Amendment Rules 2025 dated May 07, 2025 & G.S.R. 549 (E) - Companies (Indian Accounting Standards) Second Amendment Rules 2025 to the existing standards applicable to the company.

ab) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest crore as per the requirement of Schedule III, unless otherwise stated.

3. PROPERTY, PLANT AND EQUIPMENT

(Amount in ₹ Crores)

Particulars	Plant and Equipments	Furniture and Fixtures	Vehicles	Office Equipments	Computer Hardwares	Leasehold Improvements	Total
GROSS CARRYING VALUE							
As at April 01, 2024	**0.72**	**1.93**	**0.40**	**0.87**	**15.04**	**1.20**	**20.16**
Additions	-	0.06	-	-	0.12	-	0.18
Disposals & translation differences during the period	(0.05)	0.10	-	(0.35)	(2.21)	-	(2.51)
As at March 31, 2025	**0.67**	**2.09**	**0.40**	**0.52**	**12.95**	**1.20**	**17.83**
Additions	-	-	0.62	0.07	3.16	-	3.85
Disposals & translation differences during the period	(0.01)	0.65	0.01	(0.16)	(2.42)	(0.94)	(2.87)
As at March 31, 2026	**0.66**	**2.74**	**1.03**	**0.43**	**13.69**	**0.26**	**18.81**
ACCUMULATED DEPRECIATION / IMPAIRMENT							
As at April 01, 2024	**0.59**	**1.47**	**0.09**	**0.44**	**13.37**	**1.08**	**17.04**
Depreciation for the year	0.07	0.08	0.09	0.18	0.79	0.11	1.32
Disposals & translation differences during the period	(0.03)	0.11	(0.04)	(0.36)	(2.18)	(0.01)	(2.51)
As at March 31, 2025	**0.63**	**1.66**	**0.14**	**0.26**	**11.98**	**1.18**	**15.85**
Depreciation for the year	0.03	0.06	0.17	0.12	1.39	0.02	1.79
Disposals & translation differences during the period	(0.01)	0.61	0.07	(0.16)	(2.64)	(0.94)	(3.07)
As at March 31, 2026	**0.65**	**2.33**	**0.38**	**0.22**	**10.73**	**0.26**	**14.57**
Net Carrying value as at March 31, 2026	**0.01**	**0.41**	**0.65**	**0.21**	**2.96**	**-**	**4.24**
Net Carrying value as at March 31, 2025	**0.04**	**0.43**	**0.26**	**0.26**	**0.97**	**0.02**	**1.98**

i. **Property, Plant and Equipment pledged as security against borrowings by the Group**

Refer to Note 40 for information on property, plant and equipment pledged as security by the Group.

ii. **Contractual Obligations**

Refer to Note 32 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

4. RIGHT OF USE ASSETS

(Amount in ₹ Crores)

Particulars	Right of Use Assets Building
GROSS CARRYING VALUE	
As at April 01, 2024	**225.24**
Additions	17.65
Disposals & translation differences during the period	(39.45)
As at March 31, 2025	**203.44**
Additions	2.24
Disposals & translation differences during the period	(12.60)
As at March 31, 2026	**193.08**

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(Amount in ₹ Crores)

Particulars	**Right of Use Assets Building**
ACCUMULATED DEPRECIATION / IMPAIRMENT	
As at April 01, 2024	**75.38**
Depreciation for the year	16.35
Disposals & translation differences during the period	(20.27)
As at March 31, 2025	**71.46**
Depreciation for the year	10.82
Disposals & translation differences during the period	(9.81)
As at March 31, 2026	**72.47**
Net Carrying value as at March 31, 2026	**120.61**
Net Carrying value as at March 31, 2025	**131.98**

i. Refer note no. 42 for more details regarding right of use assets.

ii. In the previous years, the Group has acquired certain Building under a lease arrangement for a period of sixty years at a premium of ₹ 0.50 Crores starting from December 04, 2000, ₹ 15.62 Crores starting from March 13, 2000 and ₹ 5.05 Crores starting from March 01, 2003 and the same has been reclassified as ROU assets and amortised over the lease period.

5. INTANGIBLE ASSETS

(Amount in ₹ Crores)

Particulars	**Goodwill**	**Software**	**Total**
A. GROSS CARRYING VALUE			
As at April 01, 2024	**676.87**	**115.67**	**792.54**
Additions	-	4.48	4.48
Disposal/Write Off	-	(19.84)	(19.84)
As at March 31, 2025	**676.87**	**100.31**	**777.18**
Additions	-	0.96	0.96
Translation differences	7.15	-	7.15
Disposal/Write Off	-	-	-
As at March 31, 2026	**684.02**	**101.27**	**785.29**
B. ACCUMULATED AMORTISATION			
As at April 01, 2024	**372.81**	**73.21**	**446.02**
Amortisation for the year	-	3.15	3.15
Disposal\Adjustments during the period	-	-	-
As at March 31, 2025	**372.81**	**76.36**	**449.17**
Amortisation for the year [3]	-	7.13	7.13
Disposal\Adjustments during the period	-	-	-
As at March 31, 2026	**372.81**	**83.49**	**456.30**
C. PROVISION FOR IMPAIRMENT			
As at April 01, 2024	**232.66**	**21.93**	**254.59**
Reversal of Provision for Impairment on account of Write Off	-	(12.88)	(12.88)
Provision for Impairment [2]	-	3.94	3.94
Reversal of Provision for Impairment [2]	-	(9.05)	(9.05)
As at March 31, 2025	**232.66**	**3.93**	**236.59**
Reversal of Provision for Impairment on account of Write Off	-	-	-
Provision for Impairment	-	-	-
Reversal of Provision for Impairment [2]	-	(1.14)	(1.14)
As at March 31, 2026	**232.66**	**2.79**	**235.45**
Net Carrying value as at March 31, 2026	**78.55**	**14.99**	**93.54**
Net Carrying value as at March 31, 2025	**71.39**	**20.02**	**91.41**

1. **Significant Estimate: Useful life of Intangible Assets**

   Refer to sub note (p) of Note 2 'Material Accounting policies

2. In accordance with IND AS 36 – Impairment of Assets, the company carried out an impairment assessment of its intangible assets. A fair valuation of certain software products was conducted by a registered valuer, while an internal fair valuation, based on management's estimates and assumptions, was performed for the remaining software products.

   Based on the outcome of these assessments, the following adjustments were recorded:

   a) An impairment provision of ₹ Nil was recognized (Previous Year: ₹ 3.94 crores); and

   b) The reversal of impairment of ₹ 1.14 crores (Previous Year: ₹ 9.05 crores) relating to the Next Gen 5G software product was offset by amortisation of an equivalent amount recognized during the year.

3. Due to the termination of the underlying customer contract, the remaining carrying amount of one of the intangible assets was fully amortised, resulting in an additional amortisation expense of ₹ 0.37 crores for the year ended March 31, 2026.

   The impairment provision impact on the below three products has been considered based on valuation done by independent registered valuer under Level 3 hierarchy of IND AS 36 using fair value as per Discounted cash flow method, in the said valuation exercise based on below assumptions:

Key assumptions used for calculating the value in use*	Flexib	EnGRC	Next Gen 5G
Carrying amount as at March 31, 2025	1.72	2.17	11.03
Carrying amount as at March 31, 2024	2.24	2.84	13.98
Basis of recoverable amount:	Fair value less Cost of disposal	Fair value less Cost of disposal	Fair value less Cost of disposal
Pre-tax discount rate March 31, 2025	18.43%	19.48%	18.45%
Pre-tax discount rate March 31, 2024	NA	NA	NA
Projection period	5 Years	5 Years	5 Years
Terminal growth rate March 31, 2025	7.87%	3.66%	5.25%
Terminal growth rate March 31, 2024	NA	NA	NA

* The aforesaid table has been provided for FY 2024-25 only as there is no any impairment provided for during FY 2025-26.

(Amount in ₹ Crores)

Product wise	**Movement of Impairment Provision**	
	Provided	**Reversed**
Next Gen 5G	2.80	(1.14)
Total	**2.80**	**(1.14)**

6. INTANGIBLE ASSETS UNDER DEVELOPMENT

(Amount in ₹ Crores)

Particulars	**Intangible assets under development**
A. NET CARRYING VALUE	
As at April 01, 2024	**6.28**
Additions	1.98
Capitalisation	(4.48)
Disposal/Write Off	(2.82)
As at March 31, 2025	**0.96**
Additions	-
Capitalisation	(0.96)
Disposal/Write Off	-
As at March 31, 2026	**-**
Net Carrying value as at March 31, 2026	**-**
Net Carrying value as at March 31, 2025	**0.96**

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i) Intangible Assets under Development ageing schedule as at March 31, 2026:

(Amount in ₹ Crores)

Intangible Assets under Development	Amount in intangible assets under development as at March 31, 2026				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

Intangible assets under development, whose completion schedule is overdue or has exceeded its cost compared to its original plan as at March 31, 2026:

(Amount in ₹ Crores)

Intangible Assets under Development	To be completed in				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
NA	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

ii) Intangible Assets under Development ageing schedule as at March 31, 2025:

(Amount in ₹ Crores)

Intangible Assets under Development	Amount in intangible assets under development as at March 31, 2025				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress	0.96	-	-	-	0.96
Projects temporarily suspended	-	-	-	-	-
Total	**0.96**	**-**	**-**	**-**	**0.96**

Intangible assets under development, whose completion schedule is overdue or has exceeded its cost compared to its original plan as at March 31, 2025:

(Amount in ₹ Crores)

Intangible Assets under Development	To be completed in				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
NA	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

7. FINANCIAL ASSETS:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
7A. INVESTMENTS		
Non Current		
Investments carried at fair value through Profit and Loss		
Unquoted		
Investments in Equity Instruments		
200,000 Equity Shares of Sri Lankan Rupee 10 each fully paid up of First Capital Asset Management Co. Ltd.(as at March 31, 2025 - 200,000 shares)	0.10	0.10
55,000 equity shares of ₹ 10 each fully paid up of Vashi Railway Station Commercial Complex Limited (as at March 31, 2025 - 55,000 shares)	0.06	0.06

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
54,538 Equity shares of USD 0.0001 each fully paid up of Exium Inc (as at March 31, 2025 - 54,538 shares) *	2.13	2.08
Add: Translation difference	0.22	0.05
Less: Redeemed during the year	(0.44)	-
Less: Fair value through profit & loss	(1.84)	-
Total	**0.23**	**2.29**

Note:

*During the year ended March 31, 2026, long-term equity investment in Exium Inc has been partially redeemed amounting to ₹ 0.44 crores and the balance amount against the said investment is receivable. Accordingly, Group has booked loss amounting to ₹ 1.84 crores in the Statement of Profit and Loss.

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Aggregate amount of quoted investments	-	-
Market value of quoted investments	-	-
Aggregate amount of unquoted investments	2.07	2.29
Aggregate amount of impairment in the value of investments	(1.84)	-
Investments carried at amortised cost	**-**	**-**
Investments carried at fair value through other comprehensive income	**-**	**-**
Investments carried at fair value through profit and loss	**0.23**	**2.29**
Investments carried at cost	**-**	**-**

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
7B. OTHER FINANCIAL ASSETS		
Non Current		
Financial assets carried at amortised cost		
Security Deposits	8.30	14.10
Less: Loss Allowances	(2.81)	(2.85)
Bank deposits with more than 12 months maturity*	28.51	2.15
Total	**34.00**	**13.40**

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
7C. OTHER FINANCIAL ASSETS		
Current		
Financial assets carried at amortised cost		
Security Deposits	5.15	2.73
Less: Loss Allowances deposits	-	(0.19)
Unbilled Revenue	66.75	58.60
Less: Loss Allowances unbilled revenue	-	-
Interest Accrued but not due	0.69	1.23
Advances against salary	0.40	0.16
Total	**72.99**	**62.53**

Note:

*Bank deposits with more than 12 months maturity include margin money amounting to ₹ 15.15 crores.

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8. TRADE RECEIVABLES

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Unsecured, considered good		
Trade Receivables	120.06	110.51
Less:- Allowance for expected credit Losses	(11.98)	(8.17)
Total	**108.08**	**102.34**

Trade or Other Receivable due from directors or other officers of the group either severally or jointly with any other person amounted to ₹ NIL (as at March 31, 2025 - ₹ NIL).

Trade or Other Receivable due from firms or private companies respectively in which any director is a partner, a director or a member amounted to ₹ NIL (as at March 31, 2025 - ₹ NIL).

(Amount in ₹ Crores)

Particulars	Outstanding for the following period as on March 31, 2026					
	Less than 6 Months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed trade receivables – considered good	93.50	11.27	5.73	3.39	6.17	120.06
Sub Total	**93.50**	**11.27**	**5.73**	**3.39**	**6.17**	**120.06**
Less :- Allowance for expected credit Losses						(11.98)
Total Trade Receivables	**93.50**	**11.27**	**5.73**	**3.39**	**6.17**	**108.08**
Trade Receivable-Unbilled (refer note no. 7C) - other financial assets						**66.75**

(Amount in ₹ Crores)

Particulars	Outstanding for the following period as on March 31, 2025					
	Less than 6 Months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed trade receivables – considered good	76.43	16.63	9.45	3.76	4.24	110.51
Sub Total	**76.43**	**16.63**	**9.45**	**3.76**	**4.24**	**110.51**
Less :- Allowance for expected credit Losses						(8.17)
Total Trade Receivables	**76.43**	**16.63**	**9.45**	**3.76**	**4.24**	**102.34**
Trade Receivable-Unbilled (refer note no. 7C) - other financial assets						**58.60**

9. CASH AND CASH EQUIVALENTS

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Balances with banks:		
- On current accounts	14.20	32.57
- In Deposits with original maturity of less than three months	5.80	-
Cash on hand	0.01	0.04
Provision for Balances with banks	(0.15)	-
Total	**19.86**	**32.61**

Refer Note 40 (Assets pledged as security)

10. OTHER BANK BALANCES

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Earmarked funds by regulator^	0.18	-
Fixed Deposit Accounts with original maturity more than 3 months but remaining maturity less than 12 months*	57.56	24.89
Total	**57.74**	**24.89**

*Fixed deposits include margin money amounting to ₹ 13.24 crores.

^Bank balances subject to restrictions on their use pursuant to actions initiated by the Zakat, Tax and Customs Authority (ZATCA) have been classified here.

11. OTHER ASSETS

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Non Current		
Capital Advances	-	2.78
Others		
- Prepaid expenses	0.63	1.82
- Balances with Statutory, Government Authorities	9.98	9.31
Total	**10.61**	**13.91**
Current		
Advances other than Capital advances		
- Advances to creditors	2.49	3.88
- Other Advances	1.95	2.34
Others		
- Prepaid expenses	2.92	4.06
- Balances with Statutory, Government Authorities	2.39	1.31
- Other current assets	10.22	9.09
Total	**19.97**	**20.68**

12A. INCOME TAX ASSETS

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Income Tax Asset (Non-current)	101.47	79.53
Total	**101.47**	**79.53**

12B. INCOME TAX LIABILITIES

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Current Tax Liabilities	21.92	23.51
Total	**21.92**	**23.51**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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12C. DEFERRED TAX

Major Components of income tax expense for the years ended March 31, 2026 and March 31, 2025 are as follows:

i. Income tax recognised in profit or loss

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Current income tax charge	11.45	3.40
Charge / (reversal) of income tax pertaining to earlier periods	(0.55)	0.16
Deferred tax		
Relating to origination and reversal of temporary differences	(0.87)	(17.30)
Income tax expense recognised in profit or loss	**10.03**	**(13.74)**

ii. Income tax recognised in OCI

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Net loss/(gain) on remeasurements of defined benefit plans	0.14	(0.04)
Net loss/(gain) on revaluation of cashflow hedges	-	-
Income tax expense recognised in OCI	**0.14**	**(0.04)**

iii. The reconciliation between the provision of income tax and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Accounting profit before income tax	**45.14**	**11.61**
Enacted tax rate in India	25.17%	25.17%
Income tax on accounting profits	**11.36**	**2.92**
Effect of		
Items not assessable for tax purpose	(7.25)	(32.88)
Items not deductible for tax purpose	7.20	12.62
Losses on which deferred tax is not created/reversal of earlier years	(1.24)	28.70
Adjustment in respect of current income tax of previous year	0.06	0.11
Effect of differential tax rate	(0.02)	(7.50)
Others	(0.08)	(17.71)
Tax at effective income tax rate	**10.03**	**(13.74)**

The components of deferred tax assets and liabilities are as follows

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Deferred Tax Assets/(Liabilities) relates to the following:		
Property, plant and equipment and intangible assets	(5.03)	(3.04)
Provision for employee benefits	9.11	8.38
Right of Use Assets	(2.61)	(4.60)
Lease Liabilities	2.79	5.22
Provision for doubtful debts	2.47	10.68

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Employee stock option plan	0.02	-
Carried forward unabsorbed losses and depreciation	10.75	-
Provision/loss allowance on financial assets	0.01	-
MSME Payment Disallowance	1.12	0.88
Discounted Value Security Deposit-Lease	0.19	0.27
Other	0.01	0.03
Net Deferred Tax Assets / (Liabilities)	**18.83**	**17.82**

Note:

The Group has recognized deferred tax assets as it is probable that future taxable profits will be available to utilise these assets.

Movement in deferred tax liabilities/assets

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Opening balance as on 01 April	17.82	0.56
Tax income/(expense) during the period recognised in profit or loss	0.87	17.30
Tax income/(expense) during the period recognised in OCI	0.14	(0.04)
Closing balance as on 31 March	**18.83**	**17.82**

Unrecognised deferred tax assets

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Deductible temporary differences	1.44	76.09
Unrecognised tax losses*	335.90	365.44

As per Ind AS 12 – Income Taxes, which require that deferred tax assets be recognised only when there is reasonable or virtual certainty of future taxable profits.

In respect of certain Indian subsidiaries, deferred tax assets have not been recognised as these subsidiaries have continued to incur losses and, based on management's assessment, there is currently no convincing evidence of sufficient future taxable profits against which the deductible temporary differences and carried forward losses can be utilised. The aggregate book loss of these subsidiaries as at the reporting date is Rs. 19.72 crores.

In respect of certain foreign subsidiaries, the recognition of deferred tax assets is dependent upon the availability of future taxable profits in the respective jurisdictions. As these subsidiaries have continued to incur losses with no foreseeable taxable profits in the near term, deferred tax assets have not been recognised. Management reviews the recoverability of deferred tax assets at each reporting date and will recognise such assets when it becomes probable that sufficient future taxable profits will be available.

*The Group had opted for the Direct Tax Vivad Se Vishwas Scheme, 2024 ("the Scheme") for settlement of certain pending income tax disputes. Based on final order under the Scheme, Impact of ₹ 90.14 crores on unrecognised tax losses and consequential impact on unrecognised deferred tax assets has been recognised in the financial statements in accordance with applicable accounting standards.

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13. SHARE CAPITAL

Authorised Share Capital

(Amount in ₹ Crores)

Particulars	As at March 31, 2026		As at March 31, 2025	
	No. of shares	Rupees	No. of shares	Rupees
(a) Authorised Capital				
Equity Shares (₹ 10 Each)	2,200,000,000	2,200.00	2,200,000,000	2,200.00
Non Convertible Cumulative Redeemable Preference Shares (Class A) (₹ 5 Each)	200,000,000	100.00	200,000,000	100.00
Non Convertible Cumulative Redeemable Preference Shares (Class B) (₹ 5 Each)	1,500,000,000	750.00	1,500,000,000	750.00
Non Convertible Cumulative Redeemable Preference Shares (Class C) (₹ 1 Each)	1,050,000,000	105.00	1,050,000,000	105.00
(b) Issued, Subscribed and fully paid up				
Equity Shares (₹ 10 Each)	207,403,767	207.40	169,627,242	169.63

i) Terms / rights attached to equity shares

The company has only one class of equity shares having a par value of ₹ 10 each. Each shareholder has right to vote in respect of such share, on every resolution placed before the Company and his voting right on a poll shall be in proportion to his share of the paid up equity capital of the Company. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the Company after payments of preferential amounts in proportion to their shareholding.

ii) Shares held by holding/ ultimate holding company and / or their subsidiaries / associates

The company does not have a holding company or ultimate holding company.

iii) Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	Opening Balance	Issued during the year	Closing Balance
Equity shares			
Year ended March 31, 2026			
- Number of shares	169,627,242	37,776,525	207,403,767
- Amount (₹)	169.63	37.77	207.40
Year ended March 31, 2025			
- Number of shares	169,230,842	396,400	169,627,242
- Amount (₹)	169.23	0.40	169.63

iv) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at March 31, 2026		As at March 31, 2025	
	Number	% holding	Number	% holding
Equity shares of ₹ 10/- each fully paid				
SREI Multiple Asset Investment Trust (SMAIT)	17,652,011	8.51%	17,652,011	10.41%

v) Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date are Nil.

vi) Shares reserved for issue under options

For details of shares reserved for issue under the Share based payment plan of the Group, please refer note 31

vii) Shares held by the promoters as on March 31, 2026

Particulars	Promoters name	No of Shares	% of total shares	% Change during the year
Nil	Nil	Nil	Nil	Nil
Total	**Nil**	**Nil**	**Nil**	**Nil**

Shares held by the promoters as on March 31, 2025

Particulars	Promoters name	No of Shares	% of total shares	% Change during the year
Nil	Nil	Nil	Nil	Nil
Total	**Nil**	**Nil**	**Nil**	**Nil**

viii) During the year ended March 31, 2026, the Company has allotted 3,77,08,165 fully paid-up equity shares of face value of Rs.10 each, at an issue price of Rs. 17 per share to the eligible applicants including previously alloted ESOP holders under the rights issue, as decided by the Rights Issue Committee of the Board. These rights issue equity shares shall rank pari passu with the existing equity shares. Also 68,360 share options were exercised under ESOP at an exercise price of Rs. 10 each. Pursuant to the said allotment, the paid-up equity share capital of the Company has increased from ₹ 169.63 crores to ₹ 207.40 crores comprising 20,74,03,767 fully paid-up equity shares of Rs. 10 each.

14. OTHER EQUITY:

i. Reserves and Surplus:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Capital Reserve	0.07	0.07
Capital Redemption Reserve	321.00	321.00
Securities Premium Reserve	926.47	900.78
Share Based Payment Reserve	6.66	5.13
Retained Earnings	(1,275.50)	(1,317.59)
Property, Plant and Equipment Reserve	95.92	98.28
Total	**74.62**	**7.67**

(a) Capital Reserve

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Opening balance	0.07	0.07
Add/(Less):	-	-
Closing balance	**0.07**	**0.07**

Capital Reserve was created in accordance with provision of the Companies Act, 2013.

(b) Capital Redemption Reserve

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Opening balance	321.00	321.00
Add/(Less):	-	-
Closing balance	**321.00**	**321.00**

Capital Redemption Reserve was created for redemption of preference shares.

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(c) Securities Premium Reserve

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Opening balance	900.78	899.33
Add/(Less):		
Transferred on account of exercise of stock options	0.29	1.45
Addition due to fresh issue of shares (net of issue expenses)*	25.40	-
Closing balance	**926.47**	**900.78**

The amount received in excess of face value of the equity shares is recognised in Securities Premium. This is not available for distribution of dividend but can be utilised for issuing bonus shares.

*The Group has incurred expenses in connection with the rights issue of equity shares.

(d) Share Based Payment Reserve

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Opening balance	5.13	6.16
Add/(Less):		
Transferred on account of options not exercised	(0.25)	(0.73)
Transferred on account of exercise of stock options	(0.29)	(1.45)
Employee Stock Option Expense recognised	2.07	1.15
Closing balance	**6.66**	**5.13**

The Group has share option schemes under which options to subscribe for the company's shares have been granted to certain executives and senior employees. The Share based payment reserve is used to recognise the value of equity settled share based payments provided to employees, including key management personnel, as part of their remuneration.

Refer to note 31 for further details of these plans.

(e) Retained Earnings

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Opening balance	(1,317.59)	(1,346.04)
Net Profit/(Loss) for the period	35.46	25.35
Add/(Less):		
Amortisation of Revaluation Reserve	2.36	2.36
Transferred on account of options not exercised	0.25	0.73
Transfer to Non-Controlling Interest	3.06	-
Remeasurement of post employment benefit obligation, net of tax	0.98	-
Others	(0.02)	0.01
Closing balance	**(1,275.50)**	**(1,317.59)**

This reserve represents undistributed accumulated earnings of the Group as on the balance sheet date.

(f) Property, Plant and Equipment Reserve

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Opening balance	98.28	100.64
Add/(Less):		
Amortisation of Revaluation Reserve	(2.36)	(2.36)
Closing balance	95.92	98.28

Note:

Property, Plant and Equipment Reserve represents reserve created on revaluation of Leasehold Building and it is a non distributable reserve. The Group is transferring the revaluation reserve to retained earnings in proportion to the additional depreciation charged on the revalued portion of assets.

ii. Other Components of Equity:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Share Application money pending allotment	-	-
Closing balance	-	-

Share Application Money Pending Allotment

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Opening Balance	-	0.12
Add :-Share Application money received for options	0.07	0.28
Less :-Issue of equity shares on exercise of options	(0.07)	(0.40)
Add :-Right Share Application money received	64.10	-
Less :-Issue of Right shares	(64.10)	-
Closing balance	**-**	**-**

Share application money pending allotment represents the amount received on exercise of stock options by the eligible employees under the prevailing ESOP schemes of the Group, on which allotment is yet to be made.

Foreign Currency Translation Reserve

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Opening balance	129.58	142.93
Add/(Less):		
Exchange differences on translating financial statements of foreign operations	(30.42)	(13.35)
Closing balance	**99.16**	**129.58**

Exchange differences arising, on account of translation is recognised in other comprehensive income and accumulated in a separate component of equity as foreign currency translation reserve.

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FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

15. BORROWINGS:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Non Current Borrowings		
Unsecured		
From Others**	7.02	7.00
Total	**7.02**	**7.00**
Current Borrowings		
Secured		
(a) Current Maturity of Non Current Borrowings	-	-
(b) Loans repayable on demand		
From Banks*	40.75	32.33
Total	**40.75**	**32.33**

*Loans are secured against trade receivables, unbilled balances and the vehicle loan is secured against the vehicle asset.

**The Loan from Cantera Infra Tech Private Limited of Rs 7.00 crores bearing an interest rate of 7.06% shall be compulsorily converted into 5 (five) compulsorily convertible preference share (CCPS) of the Borrower upon the effectiveness of the certain terms of the Contract between the parties.

The interest rate applicable to group on current borrowings range from 7.15% - 9.50% (as at March 31, 2025 - 8.50% - 9.50%)

The carrying amounts of financial and non-financial assets pledged as security for current and non current borrowings are disclosed in Note 40

Movement in borrowings

(Amount in ₹ Crores)

Particulars	Change in Liabilities arising from financing activities		
	Non Current Borrowings	Current Borrowings	Total
Total Borrowings as at April 01, 2024	**-**	**41.85**	**41.85**
Loans taken / (repaid) [Net]	7.00	(9.52)	(2.52)
Other non cash movements	-	-	-
Total Borrowings as at March 31, 2025	**7.00**	**32.33**	**39.33**
Loans taken / (repaid) [Net]	-	8.43	8.43
Other non cash movements	0.02	(0.01)	0.01
Total Borrowings as at March 31, 2026	**7.02**	**40.75**	**47.77**

Note:

a) The Group has taken overdraft facility against Fixed Deposit from banks of ₹ 15.73 Cr however the overdraft facility has been repaid in the current year itself.

b) The Group has not defaulted on repayment of loans and interest during the year.

c) The requirement to submit quarterly returns or statements of current assets is not applicable to the Group.

16. OTHER FINANCIAL LIABILITIES:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Current		
Dues to employees	21.47	67.57
Deposits Payable	0.01	-
Other Payables	4.11	2.82
Total	**25.59**	**70.39**

17. TRADE PAYABLES:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Current		
Total outstanding dues of Micro and Small Enterprises	0.55	3.01
Total outstanding dues of creditors other than Micro and Small Enterprises	103.02	66.33
Total	**103.57**	**69.34**

Terms and conditions of the above financial liabilities:

1. Trade payables are non-interest bearing and are normally settled on 60-day terms as at relevant period.

2. For terms and conditions with related parties, refer note 35.

As at March 31, 2026

(Amount in ₹ Crores)

Sr No	Particulars*	Outstanding for following periods					
		Unbilled	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
i	MSME	-	0.55	-	-	-	0.55
ii	Others	43.65	27.83	6.01	3.04	22.49	103.02
iii	Disputed dues - MSME	-	-	-	-	-	-
iv	Disputed dues - Others	-	-	-	-	-	-
	Total Trade Payable	**43.65**	**28.38**	**6.01**	**3.04**	**22.49**	**103.57**

As at March 31, 2025

(Amount in ₹ Crores)

Sr No	Particulars*	Outstanding for following periods					
		Unbilled	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
i	MSME	-	1.39	0.81	0.81	-	3.01
ii	Others	34.59	5.50	2.52	21.92	1.80	66.33
iii	Disputed dues - MSME	-	-	-	-	-	-
iv	Disputed dues - Others	-	-	-	-	-	-
	Total Trade Payable	**34.59**	**6.89**	**3.33**	**22.73**	**1.80**	**69.34**

*Includes accruals

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18. OTHER LIABILITIES:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Current		
Unearned Revenue	2.60	4.67
Advance received from Customers	0.64	0.95
Others		
Statutory Dues	38.41	28.91
Others	0.45	0.89
Total	**42.10**	**35.42**

19. PROVISIONS:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Non Current		
Provision for employee benefits (Refer Note 30)		
Gratuity	19.05	18.47
Leave encashment	3.06	2.81
Total	**22.11**	**21.28**
Current		
Provision for employee benefits (Refer Note 30)		
Gratuity	5.82	4.60
Leave encashment	1.67	1.35
Others Provision for Employee benefits	0.04	0.04
Total	**7.53**	**5.99**

20. LEASE LIABILITIES

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Non Current Lease Liabilities (Refer Note 42)	8.99	15.67
Current Lease Liabilities	4.81	8.51
Total	**13.80**	**24.18**

21. REVENUE FROM OPERATIONS:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
IT Solutions	637.62	640.81
Transaction services	55.74	84.95
Total	**693.36**	**725.76**

Timing of Revenue Recognition

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
For Contractual obligations rendered at a point in time	-	-
For Contractual obligations rendered over a period of time	693.36	725.76
Total	**693.36**	**725.76**

Summary of Contract Balances

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Trade receivables	108.08	102.34
Contract assets*	66.75	58.60
Contract liabilities**	2.60	4.67

*Contract assets represents revenue accrued and not billed and unbilled revenues. Contract Liabilities represents Billing in excess of revenue.

Contract assets*

The below table discloses the movement in the balance of contract assets:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Balance at the beginning of the year	58.60	60.49
Addition due to revenue recognised during the year	1,040.70	636.59
Invoices raised during the year	(1,034.68)	(637.91)
Reversal against Loss allowance	(1.32)	(1.51)
Translation difference	3.45	0.94
Balance as at end of the year	**66.75**	**58.60**

**Contract liabilities:

The below table discloses the movement in the balance of contract liabilities:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Balance as at the beginning of the year	4.67	8.67
Additional amounts billed but not recognised as revenue	91.98	47.68
Deduction on account of revenues recognised during the year	(94.45)	(51.88)
Translation differences	0.40	0.20
Balance as at the end of the year	**2.60**	**4.67**

The aggregate value of performance obligations that are unsatisfied as at March 31, 2026 other than those meeting the exclusion criteria mentioned in note 2(g) is ₹ 106.71 crores (March 25: ₹ 166.94 crores). Out of this, the Group expects to recognise revenue of around 100% (March 25: 73%) within the next one year and remaining thereafter. This includes contracts that can be terminated for convenience without a substantive penalty since based on current assessment, the occurrence of the same is expected to be remote.

The disclosure of remaining performance obligations under Ind AS 115 has been prepared in respect of customer contracts containing unsatisfied or partially unsatisfied performance obligations as at the reporting date. The disclosure excludes contracts qualifying for the practical expedients under paragraph 121 of Ind AS 115, including time-and-material arrangements where revenue is recognised in accordance with the right-to-invoice practical expedient.

22. OTHER INCOME:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Interest income on		
Bank fixed deposits	2.47	0.95
Income tax refund	0.10	1.02
Others	0.29	0.22

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Other Non Operating Income		
Net gain on disposal of property, plant and equipment	-	0.03
Gain on modification of leased assets	1.55	3.49
Foreign exchange fluctuation gain	35.47	10.29
Others		
Grant income	40.93	-
Miscellaneous income	9.51	10.04
Total	**90.32**	**26.04**

Note:

Other income for the year ended March 31, 2026 includes an amount of ₹ 40.93 crores (equivalent to USD 4.41 millions) respectively received by 3i Infotech Inc., USA, a material subsidiary of the Company, pursuant to a grant received from the Internal Revenue Service (IRS), Department of Treasury, USA, under the “Employee Retention Tax Credit (ERTC)” scheme.

23. EMPLOYEE BENEFITS EXPENSE:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Salaries, wages and bonus	453.76	501.49
Contribution to provident and other funds	11.50	15.02
Staff welfare expenses	9.18	9.68
Recruitment and training expenses	0.97	1.43
Share based payments expenses	2.07	1.15
Gratuity Expenses	4.90	5.24
	482.38	**534.01**
Less:- Transfer to CWIP	-	(1.60)
Total	**482.38**	**532.41**

24. COST OF THIRD PARTY PRODUCTS AND SERVICES:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Cost of third party products / outsourced services		
For service delivery to clients	153.75	115.26
	153.75	**115.26**
Less:- Transfer to CWIP	-	(0.11)
Total	**153.75**	**115.15**

25. FINANCE COST:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Interest Expenses		
Interest expense on debt, borrowings and MSMEs	1.22	2.72
Interest Expense - Lease Liabilities	1.97	4.14
Other borrowing costs		
Others	0.84	0.73
Total	**4.03**	**7.59**

26. DEPRECIATION AND AMORTISATION EXPENSE:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Depreciation on tangible assets	1.79	1.32
Amortisation of intangible assets	7.13	10.11
Amortisation of right of use assets	10.82	16.35
Total	**19.74**	**27.78**

27. OTHER EXPENSES:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Electricity and Maintenance	3.31	2.72
Repairs:		
- Building	1.99	2.05
- Others	0.79	1.40
Insurance	1.26	1.98
Legal and professional fees	25.93	25.49
Auditor's remuneration	0.54	0.56
Rates and taxes	8.37	1.99
Rent	2.70	4.71
Hire charges	5.40	8.05
Telephone and internet expenses	1.44	2.03
Travelling and conveyance expenses	3.36	4.99
Allowance for expected credit losses (Net of Bad debts)	5.74	(3.17)
Office expenses	1.78	2.13
Loss on intangible under developed (CWIP) (refer note no. 6)	-	2.82
Provision for intangible assets impairment (refer note no. 5)	(1.14)	(18.00)
Security Charges	1.61	2.05
CSR Expenditure	-	0.20
Write off of Software product (refer note no. 5)	-	12.88
Old irrecoverable balances written off	5.31	-
Miscellaneous expenses	5.61	1.24
Directors sitting fees	1.22	1.41
Net loss on disposal of property, plant and equipment	0.01	-
	75.23	**57.53**
Less:- Transfer to CWIP	-	(0.27)
Total	**75.23**	**57.26**

(a) Research And Development Costs

Amount charged to profit or loss during the year ended March 31, 2026 ₹ Nil (March 31, 2025: NIL)

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
i. On Revenue Account	**-**	**-**
ii. On Capital Account	**-**	**1.98**
Total Research and Development Expenditure (i + ii)	**-**	**1.98**

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28. EXCEPTIONAL ITEMS:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Contribution to Gratuity Fund	3.41	-
Total	**3.41**	**-**

Note:

On November 21, 2025, the Government of India notified four Labour Codes, effective immediately, replacing the existing 29 labour laws. In accordance with Ind AS 19 - Employee benefits. changes to employee benefit plans arising from legislative amendments are treated as plan amendments. requiring immediate recognition of past service cost in the Statement of Profit and Loss. This approach is consistent with the guidance issued by the Institute of Chartered Accountants of India.

Considering the material and non-recurring nature of the impact arising from the change in law, the additional gratuity liability of ₹ 3.41 Cr has been disclosed as an Exceptional Item in the Statement of Profit and Loss for the year. Subsequent to the date of notification, it is considered as part of normal profit and loss account.

The Group will continue to monitor further developments including the finalization of the central and state rules under the New Labour Codes, which are yet to be notified and shall evaluate and give effect to any consequential accounting adjustments, if any arising therefrom in future periods, as and when required.

29. EARNINGS PER SHARE

(Amount in ₹ Crores, except for per share data)

Sr. No.	Particulars	March 31, 2026	March 31, 2025
[1]	**Basic earnings per share attributable to the equity holders of the Company (Amount in ₹)**		
	From continuing operations	1.83	1.44
		1.83	**1.44**
[2]	**Diluted earnings per share attributable to the equity holders of the Company (Amount in ₹)**		
	From continuing operations*	1.82	1.43
		1.82	**1.43**
	* The anti-dilutive effect of potentially convertible shares has been ignored in the calculation of diluted earnings per share.		
[3]	**Face Value per share (Amount in ₹)**	**10.00**	**10.00**
[4]	**Reconciliations of earnings used in calculating earnings per share**		
[4] a)	**Profit attributable to the equity holders of the Company used in calculating basic earnings per share**		
	From continuing operations	35.11	25.35
		35.11	**25.35**
[4] b)	**Profit attributable to the equity holders of the Company used in calculating diluted earnings per share**		
	From continuing operations	35.11	25.35
		35.11	**25.35**
[5]	**Weighted average number of shares used as the denominator**		
[5] (a)	**Weighted average number of equity shares used as the denominator in calculating basic earnings per share**	**19,21,35,735**	**17,59,72,218**

(Amount in ₹ Crores, except for per share data)

Sr. No.	Particulars	March 31, 2026	March 31, 2025
[5] (b)	**Weighted average number of equity shares used as the denominator in calculating diluted earnings per share**		
	Weighted average number of equity shares used as the denominator in calculating basic earnings per share	19,21,35,735	17,59,72,218
	Adjustments for calculation of diluted earnings per share:		
	i. Options	3,76,712	9,68,371
	Weighted average number of equity shares used as the denominator in calculating diluted earnings per share	**19,25,12,447**	**17,69,40,589**

Note:

The weighted average number of equity shares for the previous financial year has been updated to reflect the effect of the rights issue made during the current financial year (refer note13(viii) for details of the rights issue).

30. EMPLOYEE BENEFIT OBLIGATIONS

(Amount in ₹ Crores)

Particulars	March 31, 2026			March 31, 2025		
	Current	Non Current	Total	Current	Non Current	Total
Leave encashment	1.67	3.06	4.73	1.35	2.81	4.16
Gratuity	5.82	19.05	24.87	4.60	18.47	23.07
Total Employee Benefit Obligation	**7.49**	**22.11**	**29.60**	**5.95**	**21.28**	**27.23**

(i) Leave Encashment

The leave obligations cover the Group's liability for sick and earned leave.

The provision for leave encashment has been created for the Holding Company and its subsidiaries, namely 3i Infotech Digital BPS Limited, 3i Infotech Consultancy Services Limited and NuRe Campuslab Private Limited based on actuarial valuation reports obtained while, for other subsidiaries namely NuRe Bharat Network Limited, 3i Infotech Saudi Arabia LLC, 3i Infotech Software Solution LLC and 3i Infotech (Middle East) FZ LLC the provision has been created based on the Group's internal policy and best estimates.

The amount of the provision of ₹ 1.67 crores (as at March 31, 2025 - ₹ 1.35 crores) is presented as current, since the Group does not have an unconditional right to defer settlement for any of these obligations.

(ii) Post Employment obligations

(a) Defined benefit plan - Gratuity

The Group provides gratuity benefits to eligible employees in accordance with the applicable provisions of the Code on Social Security, 2020 and the rules made thereunder, as amended from time to time.

Employees who have rendered continuous service in accordance with the applicable provisions of the Code are eligible for gratuity upon resignation, retirement, superannuation, termination, death, or permanent disablement, subject to the eligibility criteria prescribed under the law.

Gratuity is calculated based on the employee's last drawn wages and is generally payable at the rate of 15 days' wages for every completed year of continuous service or part thereof in excess of six months, using the prescribed statutory formula. For eligible fixed-term employees, gratuity shall be payable in accordance with the provisions of the Code and applicable rules.

The provision for gratuity has been created for the Holding Company and its subsidiaries, namely 3i Infotech Digital BPS Limited, 3i Infotech Consultancy Services Limited and NuRe Campuslab Private Limited based on actuarial valuation reports obtained while, for other subsidiaries namely NuRe Bharat Network Limited, 3i Infotech Saudi Arabia LLC, 3i Infotech Software Solution LLC and 3i Infotech (Middle East) FZ LLC the provision has been created based on the Group's internal policy and best estimates.

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The amount recognised in the balance sheet and the movement in the net defined benefit obligation over the period based on actuarial valuation reports obtained and Group's internal policies and best estimates are as follows:

(Amount in ₹ Crores)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
As at April 1, 2024	**25.47**	**-**	**25.47**
Current service cost	3.74	-	3.74
Interest expense/(income)	1.57	-	1.57
Total amount recognised in profit or loss	**5.31**	**-**	**5.31**
Remeasurements:			**-**
(Gain)/Loss from change in financial assumptions	0.56	-	0.56
Experience (gains)/losses	(0.60)	-	(0.60)
Total amount recognised in other comprehensive income	**(0.04)**	**-**	**(0.04)**
Employer contributions			-
Benefit payments	(7.67)	-	(7.67)
As at March 31, 2025	**23.07**	**-**	**23.07**
Current service cost	2.87	-	2.87
Past service cost*	3.93	-	3.93
Interest expense/(income)	1.51		
Total amount recognised in profit or loss	**8.31**	**-**	**8.31**
Remeasurements:			**-**
(Gain)/Loss from change in demographic assumptions	(0.54)	-	(0.54)
(Gain)/Loss from change in financial assumptions	(0.20)	-	(0.20)
Experience (gains)/losses	(0.10)	-	(0.10)
Total amount recognised in other comprehensive income	**(0.84)**	**-**	**(0.84)**
Benefit payments	(5.82)	-	(5.82)
Translation Differences	0.15	-	0.15
As at March 31, 2026	**24.87**	**-**	**24.87**

* It Includes ₹ 3.41 Cr additional gratuity liability arising from the enhancement in employee benefits under the revised gratuity policy pursuant to the implementation of the Code on Social Security, 2020. This amount relates to employees' past years of service and has been recognized immediately in the Statement of Profit and Loss (Refer No. 28). The balance ₹ 0.52 crore represents the difference in the Present Value of Obligation as at March 31, 2025 & March 31, 2026 arising from the change in the gratuity policy.

The net liability disclosed above relates to funded and unfunded plans are as follows:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Present value of funded obligations	24.87	23.07
Fair value of plan assets	-	-
Deficit of funded plan	**24.87**	**23.07**
Unfunded plans	-	-
Deficit of gratuity plan	**24.87**	**23.07**

The following table shows a breakdown of the defined benefit obligation and plan assets by Geography based on actuarial valuation reports obtained:

(Amount in ₹ Crores)

Particulars	March 31, 2026		March 31, 2025	
	Gratuity		Gratuity	
	India	Mearc	India	Mearc
Present value of obligations	23.06	1.81	22.65	0.42
Fair value of plan assets	-	-	-	-
	23.06	**1.81**	**22.65**	**0.42**
Asset Ceiling	-	-	-	-
Total Liability	**23.06**	**1.81**	**22.65**	**0.42**

The significant actuarial assumptions based on actuarial valuation reports obtained were as follows:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Discount rate	5.80% - 7.70%	5.30% - 6.55%
Expected return on plan assets		
Salary growth rate		
For first 3 years	4.00% - 5.00%	4.00% - 5.00%
After 3 years	4.00% - 5.00%	4.00% - 5.00%
Withdrawal rate		
Less than 5 years	19% - 40%	19% - 40%
Equal and above 5 years	0% - 29%	8% - 26%
Mortality rate	75%-100%	75%-100%

A quantitative sensitivity analysis for significant assumptions based on actuarial valuation reports obtained as at March 31, 2026 is shown below:

(Amount in ₹ Crores)

Assumptions	Discount rate		Salary growth rate		Attrition rate	
Sensitivity Level	**1% decrease**	**1% increase**	**1% decrease**	**1% increase**	**50% decrease**	**50% increase**
March 31, 2026						
Impact on defined benefit obligation	25.84	23.55	23.52	25.85	25.52	23.58
March 31, 2025						
Impact on defined benefit obligation	23.83	21.40	21.37	23.85	23.43	21.50

Assumptions	Mortality rate	
Sensitivity Level	**10% decrease**	**10% increase**
March 31, 2026		
Impact on defined benefit obligation	24.63	24.64
March 31, 2025		
Impact on defined benefit obligation	22.55	22.56

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

Since the scheme is managed on unfunded basis, the Group's contribution during the next 12 months based on actuarial valuation reports obtained is ₹ NIL (as at March 31, 2025 - ₹ NIL crores).

The average duration of the defined benefit plan obligation at the end of the reporting period is 3-18 years (as at March 31, 2025 - 3-8 years).

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Expected cash flows based on actuarial valuation reports obtained over the next (valued on undiscounted basis)

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
1 year	5.75	4.45
2 to 5 years	14.71	12.05
6 to 10 years	7.10	8.62
More than 10 years	7.91	9.21

(b) Defined contribution plans

The Group also has defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Group is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contribution plan (PF, ESIC, Pension and LWF) is ₹ 11.50 Crores (as at March 31, 2025 - ₹ 15.02 Crores)

31. SHARE BASED PAYMENTS

(a) Employee Stock option plan

The Group's Employee Stock Option Schemes are applicable to "Eligible Employees" as defined in the scheme which includes directors and employees of the Company and its subsidiaries. Currently, the Group has 2 schemes, ESOS 2018 (as amended) and ESOS 2023.

i) ESOS Scheme 2018 :

ESOS Scheme 2018 provide for issue of equity options up to 15% of the paid-up equity capital to eligible employees.

The options granted under ESOS 2018 vest in a graded manner over a three year period, with 33%, 33% and 34% of the grants vesting in each year, commencing one year from the date of the grant and the same can be exercised within 5 years from the date of vesting. One Stock option if exercised will be equivalent to one equity share.

ii) ESOS Scheme 2023:

The total number of options granted under ESOS 2023 as reduced by the options lapsed, surrendered, forfeited or cancelled shall not exceed 1,00,00,000 (1crore). The Board of Directors of the Company have approved the ESOS scheme 2023 on February 02, 2023 and subsequently the shareholders have approved the same by postal ballot on June 25, 2023.

The options which will be granted under ESOS 2023, vest in a graded manner over a three year period, with 30%, 30% and 40% of grants vesting in each year, commencing one year from the date of grant.

iii) The options which are due for vesting as per schedule shall vest as per individual performance rating as detailed in table below:

Rating#	5	4	3	2	1
Grant*	100%	100%	100%	0%	0%
Vesting**	100%	100%	75%	50%	0%

#Rating scale: 5 rating will be higher and 1 being lower

*Year of grant shall take rating eligibility as 3 and above- rating shall be drawn from previous year appraisal or mid-year appraisal, whichever period preceeds granting of options.

**Vesting of granted options for the year of vesting shall be in line with performance level for the previous year of appraisal.

iv) During the year ended March 31, 2026, the Group had granted 34,94,814 stock options, comprising 33,53,048 options under the ESOS 2023 Scheme and 1,41,766 options under the ESOS 2018 Scheme. During the previous year ended March 31, 2025, the Group had granted 20,13,000 stock options, comprising 15,13,000 options under the ESOS 2023 Scheme and 5,00,000 options under the ESOS 2018 Scheme.

v) Movement during the period

The number and weighted average exercise prices (WAEP) of the options and movement during the period is as follows:

(Amount in ₹ Crores)

Particulars	March 31, 2026		March 31, 2025	
	Number of options	WAEP	Number of options	WAEP
Opening balance	29,46,150	10.00	24,67,050	10.00
Granted during the period*	34,94,814	-	20,13,000	-
Exercised during the period	(68,360)	10.00	(3,47,100)	10.00
Forfeited during the period	(10,59,996)	-	(11,86,800)	-
Expired during the period	-	-	-	-
Closing balance**	**53,12,608**	**10.00**	**29,46,150**	**10.00**
Vested and exercisable	13,90,304	10.00	6,61,760	10.00

*Out of the total 34,94,814 stock options granted during the year, 2,68,814 options were granted on October 1, 2025, under the ESOS 2018 Scheme and ESOS 2023 Scheme pursuant to the Rights Issue.

vi) During the year ended March 31, 2026 8,50,000 options & 97,525 right shares were granted to Key Management Personnel (for the year ended March 31, 2025 is 6,96,000 Options).

The following table summarises the options granted to Key Management Personnel:

Employee name	ESOP Scheme	March 31, 2026	March 31, 2025
		Options	Options
Mr. Raj Kumar Ahuja	2023	6,43,000	-
	2018	48,417	5,00,000
Mr. Harish Shenoy	2023	9,881	1,00,000
	2018	24,702	-
Mr. Kalpesh Shah	2023	1,24,000	-
	2018	-	
Mr. Vaibhav Somani	2023	5,632	57,000
	2018	-	-
Mrs. Varika Rastogi	2023	86,854	39,000
	2018	5,039	-
Total		**9,47,525**	**6,96,000**

vii) The following tables summarise information about outstanding stock options:

As at March 31, 2026

Range of exercise price	Number of shares arising out of options	Weighted average remaining life (in years)	Weighted average exercise price (₹)
₹ 10	5,312,608	7.10	10.00

As at March 31, 2025

Range of exercise price	Number of shares arising out of options	Weighted average remaining life (in years)	Weighted average exercise price (₹)
₹ 10	2,946,150	7.46	10.00

The valuation has been prepared as per Black-Scholes Model and which takes into consideration the key inputs such as historical volatility, exercise price and expected dividend yield. The inputs have been assessed using public market data and documents provided by the management of the Company, including the Employee Stock Option Scheme and historic financial data.

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(b) Expense arising from share based payment transactions

Total expenses arising from share based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

(Amount in ₹ Crores)

Particulars	2025-26	2024-25
Employee stock option expense	2.07	1.15
Total employee share-based payment expense	**2.07**	**1.15**

32. COMMITMENTS AND CONTINGENCIES

[A] Commitments

i. Capital Commitments

Capital expenditure contracted for at the end of the reporting year but not recognised as liabilities is as follows:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Property, plant and equipment	-	-

[B] Contingent Liabilities

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
i. Claim against the Group not acknowledged as debt		
- Disputed income tax matters	133.98	133.98
- Disputed service tax matters (excluding interest as applicable)	1.74	51.23
- Disputed sales tax matters	8.79	6.20
- Disputed ESIC matter (including interest upto the date of demand)	-	0.06
- Customer claims	32.68	3.72
- Disputed GST matters	3.94	3.96
- Vendor claims	6.08	0.73
- Performance Guarantees	0.96	1.17
- Others*	3.26	2.98
ii. Outstanding bank guarantees	**27.43**	**25.71**

*Includes claim in respect of legal cases relating to Registrar and Transfer Services, which are reimbursable by the Principal to the extent of ₹ 2.59 crores (as at March 31, 2025 - ₹ 2.98 crores).

The Group's pending litigation is in respect of proceedings pending with Tax Authorities and customer claims with various courts. The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Group does not expect the outcome of these proceedings to have a material impact on its financial statements.

Disclosure on Long term contracts:-

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

[C] Financial Guarantees

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Outstanding corporate guarantees	-	-

33. INVESTMENT IN JOINT VENTURE

The Group does not have any material joint venture as at the reporting date. The Group had interest in Process Central Limited, Joint Venture in Nigeria which had been accounted for as a joint venture in the consolidated financial statements. The Group is not able to obtain the financial information and other relevant records of Process Central Limited despite making reasonable efforts, including communication with its management. The interest in the joint venture has been written off in the books of the company.

34. DISCLOSURE OF ADDITIONAL INFORMATION PERTAINING TO THE PARENT COMPANY, SUBSIDIARIES AND ASSOCIATES AS PER SCHEDULE III OF COMPANIES ACT, 2013 (CONTD.)

For the year ended March 31, 2026

(Amount in ₹ Crores)

Sr No	Name of the Entity in the Group	Net Assets / (Liabilities) i.e. Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income / (Loss) (OCI)		Share in Total Comprehensive Income / (Loss) (TCI)	
		As % of Consolidated Net Assets / (Liabilities)	Net Assets/ (Liabilities)	As % of Consolidated Profit or Loss	Profit/ (Loss)	As % of Consolidated OCI	OCI	As % of Consolidated TCI	TCI
A]	**Parent**	63%	238.53	59%	20.82	(5%)	1.35	391%	22.17
B]	**Subsidiaries**								
1	**Indian:**								
	3i Infotech Digital BPS Limited	15%	56.66	(2%)	(0.86)	3%	(0.83)	(30%)	(1.69)
	3i Infotech Consultancy Services Limited	10%	39.02	2%	0.73	(1%)	0.42	20%	1.15
	Professional Access Software Development Private Limited	0%	0.01	0%	0.01	0%	-	0%	0.01
	Versares Digital Technology Private Limited	0%	(0.01)	0%	(0.01)	0%	-	0%	(0.01)
	NuRe Edgetech Private Limited	0%	(0.00)	0%	(0.00)	0%	-	0%	(0.00)
	NuRe FutureTech Private Limited	(3%)	(10.88)	(6%)	(2.10)	0%	0.01	(37%)	(2.09)
	NuRe CampusLabs Private Limited	0%	(1.84)	(2%)	(0.76)	0%	0.02	(13%)	(0.74)
	NuRe MediaTech Limited	0%	0.36	1%	0.50	0%	-	9%	0.50
	NuRe Bharat Network Limited	(2%)	(7.13)	(3%)	(1.06)	0%	-	(19%)	(1.06)
2	**Foreign:**								
	3i Infotech Inc., (USA)	190%	716.47	197%	69.34	(210%)	61.93	2315%	131.27
	3i Infotech Holdings Private Limited, (Mauritius)	599%	2,263.81	86%	30.08	0%	-	531%	30.08
	3i Infotech Asia Pacific Pte. Limited (Consolidated)	0%	1.68	(70%)	(24.63)	(11%)	3.24	(377%)	(21.39)
	3i Infotech SDN BHD	10%	39.02	(69%)	(24.28)	(37%)	10.98	(235%)	(13.30)
	3i Infotech Thailand Limited	(3%)	(9.64)	2%	0.80	4%	(1.21)	(7%)	(0.41)
	3i Infotech Saudi Arabia LLC., (Saudi Arabia)	(28%)	(107.32)	(4%)	(1.44)	33%	(9.62)	(195%)	(11.06)
	3i infotech South Africa (Pty) Ltd	0%	(0.17)	0%	(0.17)	0%	-	(3%)	(0.17)
	3i Infotech (Africa) Limited, (Kenya)	(16%)	(59.61)	8%	2.69	17%	(5.09)	(42%)	(2.40)

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(Amount in ₹ Crores)

Sr No	Name of the Entity in the Group	Net Assets / (Liabilities) i.e. Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income / (Loss) (OCI)		Share in Total Comprehensive Income / (Loss) (TCI)	
		As % of Consolidated Net Assets / (Liabilities)	Net Assets/ (Liabilities)	As % of Consolidated Profit or Loss	Profit/ (Loss)	As % of Consolidated OCI	OCI	As % of Consolidated TCI	TCI
	3i Infotech (Middle East) FZ LLC., (UAE)	(43%)	(161.83)	(358%)	(125.81)	16%	(4.62)	(2300%)	(130.43)
	3i Infotech Software Solution LLC	0%	0.68	(1%)	(0.48)	0%	0.10	(7%)	(0.38)
	3i Infotech Nigeria Limited	0%	(0.46)	(1%)	(0.40)	0%	(0.01)	(7%)	(0.41)
	3i Infotech (UK) Limited, (UK) (Consolidated)	(4%)	(16.85)	(5%)	(1.87)	3%	(0.87)	(48%)	(2.74)
	3i Infotech (Canada) INC	(1%)	(2.85)	0%	(0.09)	1%	(0.20)	(5%)	(0.29)
	3i Infotech Netherlands B.V.	(2%)	(5.99)	(1%)	(0.52)	1%	(0.42)	(17%)	(0.94)
	3i Infotech (Cyprus) Limited (formerly known as Black-Barret Holdings Limited)	(1%)	(2.16)	0%	(0.14)	1%	(0.18)	(6%)	(0.32)
C]	**Consolidation adjustments and eliminations**	**(683%)**	**(2,588.32)**	**268%**	**95.11**	**285%**	**(84.44)**	**188%**	**10.67**
D]	**Non Controlling Interest in all Subsidiaries**	**(1%)**	**(3.40)**	**(1%)**	**(0.35)**	**0%**	**-**	**(6%)**	**(0.35)**
E]	**Joint Ventures/Associates**								
1	**Foreign:**								
	Process Central Limited, (Nigeria)*	0%	-	0%	-	0%	-	0%	-
		100%	**377.78**	**100%**	**35.11**	**100%**	**(29.44)**	**100%**	**5.67**

*Refer note no. 33

For the year ended March 31, 2025

(Amount in ₹ Crores)

Sr No	Name of the Entity in the Group	Net Assets / (Liabilities) i.e. Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income / (Loss) (OCI)		Share in Total Comprehensive Income / (Loss) (TCI)	
		As % of Consolidated Net Assets / (Liabilities)	Net Assets/ (Liabilities)	As % of Consolidated Profit or Loss	Profit / (Loss)	As % of Consolidated OCI	OCI	As % of Consolidated TCI	TCI
A]	**Parent**	49%	151.12	247%	62.65	2%	(0.21)	520%	62.44
B]	**Subsidiaries**								
1	**Indian:**								
	3i Infotech Digital BPS Limited	19%	58.35	13%	3.20	0%	(0.05)	26%	3.15
	3i Infotech Consultancy Services Limited	12%	37.85	4%	0.95	(2%)	0.32	11%	1.27

(Amount in ₹ Crores)

Sr No	Name of the Entity in the Group	Net Assets / (Liabilities) i.e. Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income / (Loss) (OCI)		Share in Total Comprehensive Income / (Loss) (TCI)	
		As % of Consolidated Net Assets / (Liabilities)	Net Assets/ (Liabilities)	As % of Consolidated Profit or Loss	Profit / (Loss)	As % of Consolidated OCI	OCI	As % of Consolidated TCI	TCI
	Professional Access Software Development Private Limited	0%	0.02	0%	0.02	0%	-	0%	0.02
	Versares Digital Technology Private Limited	0%	(0.00)	0%	(0.01)	0%	-	0%	(0.01)
	NuRe Edgetech Private Limited	0%	(0.00)	0%	(0.01)	0%	-	0%	(0.01)
	NuRe FutureTech Private Limited	(3%)	(8.79)	(19%)	(4.89)	0%	-	(41%)	(4.89)
	NuRe CampusLabs Private Limited	0%	(1.10)	(2%)	(0.58)	0%	0.01	(5%)	(0.57)
	NuRe MediaTech Limited	0%	(0.14)	(1%)	(0.16)	0%	-	(1%)	(0.16)
	NuRe Bharat Network Limited	(2%)	(6.06)	(9%)	(2.16)	0%	-	(18%)	(2.16)
2	**Foreign:**								
	3i Infotech Inc., (USA)	191%	587.37	(174%)	(44.15)	110%	(14.97)	(493%)	(59.12)
	3i Infotech Holdings Private Limited, (Mauritius)	669%	2,052.81	(34%)	(8.69)	0%	-	(72%)	(8.69)
	3i Infotech Asia Pacific Pte. Limited (Consolidated)	8%	23.08	9%	2.37	(4%)	0.56	24%	2.93
	3i Infotech SDN BHD	17%	52.32	(3%)	(0.73)	(33%)	4.46	31%	3.73
	3i Infotech Thailand Limited	(3%)	(9.23)	17%	4.32	10%	(1.27)	25%	3.05
	3i Infotech Saudi Arabia LLC., (Saudi Arabia)	(31%)	(96.26)	17%	4.43	19%	(2.58)	15%	1.85
	3i infotech South Africa (Pty) Ltd	0%	0.00	0%	(0.09)	0%	-	(1%)	(0.09)
	3i Infotech (Africa) Limited, (Kenya)	(19%)	(57.22)	(11%)	(2.76)	0%	-	(23%)	(2.76)
	3i Infotech (Middle East) FZ LLC., (UAE)	(10%)	(31.40)	(116%)	(29.50)	(2%)	0.33	(243%)	(29.17)
	3i Infotech Software Solution LLC	0%	1.06	(3%)	(0.87)	0%	0.05	(7%)	(0.82)
	3i Infotech Nigeria Limited	0%	(0.05)	7%	1.78	0%	-	15%	1.78
	3i Infotech (UK) Limited, (UK) (Consolidated)	(5%)	(14.11)	(8%)	(2.08)	0%	-	(17%)	(2.08)
	3i Infotech (Canada) INC	(1%)	(2.55)	(1%)	(0.18)	0%	-	(2%)	(0.18)
	3i Infotech Netherlands B.V.	(2%)	(5.05)	(1%)	(0.21)	0%	-	(2%)	(0.21)
	3i Infotech (Cyprus) Limited (formerly known as Black-Barret Holdings Limited)	(1%)	(1.84)	1%	0.15	0%	-	1%	0.15

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(Amount in ₹ Crores)

Sr No	Name of the Entity in the Group	Net Assets / (Liabilities) i.e. Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income / (Loss) (OCI)		Share in Total Comprehensive Income / (Loss) (TCI)	
		As % of Consolidated Net Assets / (Liabilities)	Net Assets/ (Liabilities)	As % of Consolidated Profit or Loss	Profit / (Loss)	As % of Consolidated OCI	OCI	As % of Consolidated TCI	TCI
C]	**Consolidation adjustments and eliminations**	**(788%)**	**(2,423.35)**	**167%**	**42.55**	**0%**	**-**	**357%**	**42.55**
D]	**Non Controlling Interest in all Subsidiaries**	**0%**	**0.01**	**0%**	**-**	**0%**	**-**	**0%**	**-**
E]	**Joint Ventures/ Associates**								
1	**Foreign:**								
	Process Central Limited, (Nigeria)*	0%	0.05	0%	-	0%	-	0%	-
		100%	**306.88**	**100%**	**25.35**	**100%**	**(13.35)**	**100%**	**12.00**

*Refer note no. 33

35. GROUP INFORMATION AND RELATED PARTY TRANSACTIONS

Parent Company's Subsidiaries / Joint ventures are listed below:

Sr. No.	Name of Subsidiaries	Percentage of holding March 31, 2026	Percentage of holding March 31, 2025	Country of Incorporation
1	3i Infotech Holdings Private Limited	100% held by Parent Company	100% held by Parent Company	Mauritius
2	3i Infotech (Africa) Limited	100% held by 3i Infotech (Middle East) FZ LLC	100% held by 3i Infotech (Middle East) FZ LLC	Kenya
3	3i Infotech (Middle East) FZ LLC	100% held by 3i Infotech Holdings Private Limited	100% held by 3i Infotech Holdings Private Limited	UAE
4	3i Infotech (Thailand) Limited	100% held by 3i Infotech Asia Pacific Pte Limited	100% held by 3i Infotech Asia Pacific Pte Limited	Thailand
5	3i Infotech (UK) Limited	100% held by Parent Company	100% held by Parent Company	UK
6	3i Infotech (Western Europe) Group Limited (dissolved w.e.f.1st April, 2025)	-	100% held by 3i Infotech (Western Europe) Holdings Limited	UK
7	3i Infotech (Western Europe) Holdings Limited (dissolved w.e.f.1st April, 2025)	-	100% held by 3i Infotech (UK) Limited	UK
8	Rhyme Systems Limited (dissolved w.e.f.1st April, 2025)	-	100% held by 3i Infotech (Western Europe) Group Limited	UK
9	3i Infotech Asia Pacific Pte Limited	100% held by Parent Company	100% held by Parent Company	Singapore
10	3i Infotech Inc	100% held by 3i Infotech Holdings Private Limited	100% held by 3i Infotech Holdings Private Limited	USA
11	3i Infotech Saudi Arabia LLC	100% held by Parent Company	100% held by Parent Company	Saudi Arabia

Sr. No.	Name of Subsidiaries	Percentage of holding March 31, 2026	Percentage of holding March 31, 2025	Country of Incorporation
12	3i Infotech SDN BHD	100% held by 3i Infotech Asia Pacific Pte Limited	100% held by 3i Infotech Asia Pacific Pte Limited	Malaysia
13	3i Infotech (Cyprus) Limited (formerly known as Black-Barret Holdings Limited)	100% held by 3i Infotech Holdings Private Limited	100% held by 3i Infotech Holdings Private Limited	Cyprus
14	3i Infotech (South Africa) (Pty) Limited	100% held by 3i Infotech Holdings Private Limited	100% held by 3i Infotech Holdings Private Limited	Republic of South Africa
15	Professional Access Software Development Private Limited	100% held by 3i Infotech (Cyprus) Limited	100% held by 3i Infotech (Cyprus) Limited	India
16	3i Infotech Digital BPS Limited (formerly known as 3i Infotech BPO Limited)	100% held by Parent Company	100% held by Parent Company	India
17	3i Infotech Consultancy Services Limited	100% held by Parent Company	100% held by Parent Company	India
18	3i Infotech Software Solutions LLC	100% held by 3i Infotech Holdings Private Limited	100% held by 3i Infotech Holdings Private Limited	UAE
19	3i Infotech (Canada) Inc.	100% held by 3i Infotech Holdings Private Limited	100% held by 3i Infotech Holdings Private Limited	Canada
20	3i Infotech Nigeria Limited	100% held by 3i Infotech Holdings Private Limited	100% held by 3i Infotech Holdings Private Limited	Nigeria
21	3i Infotech Netherlands B.V.	100% held by 3i Infotech Holdings Private Limited	100% held by 3i Infotech Holdings Private Limited	Netherlands
22	NuRe Digital SDN BHD	100 % held by 3i Infotech Asia Pacific Pte. Ltd.	100 % held by 3i Infotech Asia Pacific Pte. Ltd.	Malaysia
23	NuRe Edgetech Private Limited	100% held by Parent Company	100% held by Parent Company	India
24	NuRe FutureTech Private Limited	100% held by Parent Company	100% held by Parent Company	India
25	NuRe CampusLabs Private Limited	100% held by Parent Company	100% held by Parent Company	India
26	NuRe Infotech Solutions Pte Ltd (struck off w.e.f. September 01, 2025)	-	100% held by Parent Company	Singapore
27	NuRe MediaTech Limited	51% held by Parent Company	51% held by Parent Company	India
28	Versares Digital Technology Services Private Limited (formerly known as Versares BPS Private Limited)	100% held by 3i Infotech Digital BPS Limited	100% held by 3i Infotech Digital BPS Limited	India
29	NuRe Edge Tech Inc (dissolved w.e.f. December 18, 2024)	-	-	USA
30	NuRe Bharat Network Limited (Incorporated on April 21, 2024)	100% held by NuRe MediaTech Limited	100% held by NuRe MediaTech Limited	India

Note:

The Company diluted its stake in NuRe MediaTech Limited from 100% to 51% through a strategic investment. As a result, NuRe MediaTech and its wholly-owned subsidiary, NuRe Bharat Network Limited, ceased to be wholly owned subsidiaries of the Company and continue as subsidiaries effective March 31, 2025.

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The details of our investment in the joint venture is listed below:

Sr. No.	Name of Joint Venture	Percentage of holding March 31, 2026	Percentage of holding March 31, 2025	Country of incorporation
1	Process Central Limited*	47.50% held by 3i Infotech (Middle East) FZ LLC	47.50% held by 3i Infotech (Middle East) FZ LLC	Nigeria

*Refer note no. 33 for more information.

As on March 31, 2026, the number of subsidiaries are 25 (twenty five) (NuRe Edge Tech Inc dissolved w.e.f. December 18, 2024)

Key Management Personnel (KMPs), KMPs' related persons and other related parties:

Sr. No.	Name of Related Party	Designation / Details	Remarks
1	CA Uttam Prakash Agarwal	Non-Executive Chairman and Independent Director	Redesignated as Chairman, Independent Director with effect from December 10, 2023.
2	Mr. Avtar Singh Monga	Non-Executive Independent Director	Re-appointed w.e.f. April 1, 2026
3	Dr. Aruna Sharma	Non-Executive Independent Director	Redesignated from Non-Executive Director to Independent Director w.e.f. March 21, 2025.
4	Mr. Umesh Mehta	Non-Executive Director	Appointed on March 22, 2024.
5	Dr. Madan Bhalchandra Gosavi	Non-Executive Independent Director	Appointed on May 12, 2024.
6	Mr. Ambarish Dasgupta	Non-Executive Director	Appointed on March 21, 2025.
7	Mr. Raj Kumar Ahuja	Group CEO	Re-designated as Group CEO w.e.f. November 12, 2025.
8	Mr. Kalpesh Shah	CFO	Appointed w.e.f. November 13, 2025
9	Mrs. Varika Rastogi	Company Secretary and Compliance Officer	Appointed on December 15, 2021.
10	Mr. Vaibhav Somani	Acting Chief Financial Officer	Appointed as Acting CFO w.e.f January 29, 2025 & Ceased to be Acting CFO effective from November 12, 2025
11	Mr. Harish Shenoy	Business Head – USA	Ceased to be KMP effective from July 31, 2025
12	Mr. Sanjay Rawa	Chief Financial Officer	Ceased to be CFO w.e.f. October 30, 2024.
13	Ms. Zohra Chatterji	Independent Director	Ceased to be the independent director w.e.f. March 23, 2025.
14	Ms. Avnita Ahuja	Relative of KMP	-
15	Intueri Consulting LLP	Firm in which Director is having significant influence	-

Related Party Transactions

(Amount in ₹ Crores)

Name of the related party	Nature of Transaction	2025-26	2024-25
Mrs. Varika Rastogi	Salary Advance	0.11	-
Intueri Consulting LLP	Professional Fees Paid	0.39	-
Total		**0.50**	**-**

Outstanding balances due to/from related parties

(Amount in ₹ Crores)

Name of the related party	Nature of Transaction	2025-26	2024-25
Mrs. Varika Rastogi	Salary Advance Outstanding	0.06	-
Total		**0.06**	**-**

Compensation to KMPs and their relatives:

(Amount in ₹ Crores)

Particulars	2025-26	2024-25
Salaries and other employee benefits to directors, executive officers and their relatives*	4.46	4.99
Sitting fees and other benefits to non-executive / independent directors	1.06	1.37
Professional fees paid to KMPs' relatives	0.03	-
Total	**5.55**	**6.36**

*The amounts of post employment benefits, long term employee benefits and employee share based payment cannot be separately identified from the composite amount advised by the actuary/valuer.

For details of the employee stock options granted during the year, refer note 31 (vi).

There are no commitments with related parties.

36. SEGMENT REPORTING

The Group's Chief Operating Decision Maker (CODM) is the Chief Executive Officer and Managing Director. CODM monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the standalone financial statements. Also, the Group's financing (including finance costs and finance income) and income taxes are managed on a Group basis and are not allocated to operating segments.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

Effective October 1, 2024, the Group has reorganised its segments to Application, Automation, Analytics (AAA), Infrastructure services (IS), Business process services (BPS) and others. Comparative period segment information has been restated to give effect to this change.

A. For management purposes, the Group is organised into business units based on its products and services and has four reportable segments, as follows:

1. Application, Automation, Analytics (AAA):

The Application, Automation, and Analytics (AAA) unit is digital service delivery, offering integrated solutions for application development and maintenance, process automation, and data-driven insights. It enables clients to modernize systems, streamline operations through tools like RPA and HR automation, and make informed decisions via advanced analytics. Supporting services such as Human Capital Management and digital HR outsourcing enhance value through scalable, tech-enabled delivery.

2. Infrastructure services (IS):

Infrastructure Services ensures high availability, scalability, and resilience across end-user computing, data centres, cloud, and network management. Global Command Centre, delivers 24x7 support, cloud transformation, and robust connectivity. Cloud capabilities are embedded within its infrastructure services, enabling cloud transformation, migration, and secure, monitored operations tailored to business needs.

3. Business process services (BPS):

Business Process Services (BPS) digitise and re-engineer core operations across sectors. Leveraging domain expertise and digital technologies, the Group offers analytics-driven, omni-channel solutions for areas like claims management, fund accounting, and digital collections. Services are delivered through scalable, cost-effective shared models, with strong data privacy, security, and compliance frameworks.

4. Others:

Others includes the Group's digital media operations.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

Year ended March 31, 2026

(Amount in ₹ Crores)

Particulars	Application, Automation, Analytics (AAA)	Infrastructure services (IS)	Business process services (BPS)	Others	Total segments	Adjustments and eliminations	Consolidated
Revenue							
External customers	493.22	134.73	63.95	1.46	693.36	-	693.36
Inter-segment	-	-	-	-	-	-	-
Total revenue	**493.22**	**134.73**	**63.95**	**1.46**	**693.36**	**-**	**693.36**
Segment results	**51.91**	**14.56**	**9.58**	**(9.42)**	**66.63**	**-**	**66.63**
Total assets*	**-**	**-**	**-**	**-**	**-**	**-**	**662.17**
Total liabilities*	**-**	**-**	**-**	**-**	**-**	**-**	**284.39**

Year ended March 31, 2025

(Amount in ₹ Crores)

Particulars	Application, Automation, Analytics (AAA)	Infrastructure services (IS)	Business process services (BPS)	Others	Total segments	Adjustments and eliminations	Consolidated
Revenue							
External customers	482.98	150.68	91.50	0.60	725.76	-	725.76
Inter-segment	-	-	-	-	-	-	-
Total revenue	**482.98**	**150.68**	**91.50**	**0.60**	**725.76**	**-**	**725.76**
Segment results	**63.65**	**15.63**	**15.89**	**(24.67)**	**70.50**	**-**	**70.50**
Total assets*	**-**	**-**	**-**	**-**	**-**	**-**	**596.33**
Total liabilities*	**-**	**-**	**-**	**-**	**-**	**-**	**289.44**

Inter-segment revenues are eliminated upon consolidated and reflected in the 'adjustments and eliminations' column. All other adjustments and eliminations are part of detailed reconciliations presented further below.

*Considering the nature of the Group's Business, the assets and liabilities cannot be identified to any specific business segment.

Adjustments and eliminations

Finance income and costs, and fair value gains and losses on financial assets are not allocated to individual segments as the underlying instruments are managed on a group basis.

Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed on a group basis.

B. Reconciliations to amounts reflected in financial statements

Reconciliation of profit

(Amount in ₹ Crores)

Particulars	2025-26	2024-25
Segment results	**66.63**	**70.50**
Less:		
Finance cost	3.74	7.59
Depreciation and Amortisation Expense	19.74	27.78
Unallocable expenditure net of unallocable income	(5.40)	23.52
Exceptional Item	3.41	-
Profit before tax	**45.14**	**11.61**
Income tax expense	10.03	(13.74)
Net profit	**35.11**	**25.35**

C. Disclosure of details of geographic segments are as under:

(Amount in ₹ Crores)

Segment Revenue	2025-26	2024-25
Emerging Markets	351.10	438.42
Developed Markets	342.26	287.34
	693.36	**725.76**

Emerging Markets:India, South Asia, Asia Pacific, Middle East and Africa Geography entities

Developed Markets: U.S. and U.K. Geography entities

(Amount in ₹ Crores)

Segment Revenue	2025-26	2024-25
In India	285.82	335.81
Outside India		
US and UK Geography entities	342.26	287.34
Middle East and Africa Geography entities	43.15	74.98
South Asia and Asia Pacific Geography entities	22.13	27.63
	693.36	**725.76**

Information about major customers:

One customer group accounts for more than 10 % of the total group revenue for both the years ended March 31, 2025 and March 31, 2026.

37. FAIR VALUE MEASUREMENTS

(i) Financial Instruments by Category

(Amount in ₹ Crores)

Particulars	Carrying Amount		Fair Value	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
FINANCIAL ASSETS				
Amortised cost				
Trade Receivables (Net)	108.08	102.34	108.08	102.34
Cash and cash equivalents	19.86	32.61	19.86	32.61
Other bank balances	57.74	24.89	57.74	24.89
Other Financial Assets (Net)	106.99	75.93	106.99	75.93
FVTPL				
Investment in Equity Instruments	0.23	2.29	0.23	2.29
Total	**292.90**	**238.06**	**292.90**	**238.06**
FINANCIAL LIABILITIES				
Amortised cost				
Borrowings	47.77	39.33	47.77	39.33
Lease liabilities	13.80	24.18	13.80	24.18
Trade Payables	103.57	69.34	103.57	69.34
Other financial liabilities	25.59	70.39	25.59	70.39
Total	**190.73**	**203.24**	**190.73**	**203.24**

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

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Financial instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rates and individual credit worthiness of the counterparty. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The fair values for loans and security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the Fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

The fair values of non current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

(ii) Fair Value Hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table:

Assets and liabilities measured at amortised cost and for which fair values are disclosed in the financial statements:

(Amount in ₹ Crores)

Particulars	March 31, 2026			
		Fair value measurement using		
	Carrying Amount	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
FINANCIAL ASSETS				
Amortised cost				
Trade Receivables (Net)	108.08	-	-	-
Cash and Cash Equivalents	19.86	-	-	-
Other Bank Balances	57.74	-	-	-
Other financial assets (Net)	106.99	-	-	-
FVTPL				
Investment in Equity Instruments	0.23	-	-	0.23
Total Financial Assets	**292.90**	**-**	**-**	**0.23**
Financial Liabilities				-
Amortised cost				
Borrowings	47.77	-	-	-
Lease liabilities	13.80	-	-	-
Trade Payables	103.57	-	-	-
Other financial liabilities	25.59	-	-	-
Total Financial Liabilities	**190.73**	**-**	**-**	**-**

(Amount in ₹ Crores)

Particulars	March 31, 2025			
	Fair value measurement using			
	Carrying Amount	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
FINANCIAL ASSETS				
Amortised cost				
Trade Receivables (Net)	102.34	-	-	-
Cash and cash equivalents	32.61	-	-	-
Other bank balances	24.89	-	-	-
Other financial assets (Net)	75.93	-	-	-
FVTPL				
Investment in Equity Instruments	2.29	-	-	2.29
Total Financial Assets	**238.06**	**-**	**-**	**2.29**
Financial Liabilities				-
Amortised cost				
Borrowings	39.33	-	-	-
Lease liabilities	24.18	-	-	-
Trade payables	69.34	-	-	-
Other financial liabilities	70.39	-	-	-
Total Financial Liabilities	**203.24**	**-**	**-**	**-**

There have been no transfers among Level 1, Level 2 and Level 3 during the year.

Level 1 - Level 1 hierarchy includes Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 - Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity shares and preference shares included in level 3.

(iii) Valuation technique used to determine fair value

Specific Valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

(iv) Valuation processes

The finance department of the Group includes a team that assesses the valuation of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. Wherever required, valuation reports from Professional Entities are being considered at frequent intervals.

38. FINANCIAL RISK MANAGEMENT

The Group is exposed primarily to fluctuations in foreign currency exchange rates, credit, liquidity and interest rate risk, which may adversely impact the fair value of its financial instruments. The Group has a risk management policy which covers risks associated with the financial assets and liabilities. The risk management policy is approved by Board of Directors. The focus of the risk management committee is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the Group.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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[i] Market Risk

Market risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of the change in market prices. Such changes in the value of financial instruments may result from changes in the foreign currency exchange, interest rates, credit, liquidity and other market changes. The Group's exposure to market risk is primarily on account of foreign currency exchange rate risk.

[i] a) Foreign currency exchange rate risk

The fluctuation in foreign currency exchange rate may have potential impact on the statement of profit and loss and the other comprehensive income and equity,where any transaction reference more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the Group.

Considering the countries and the economic environment in which the Group operates, its operations are subject to risk arising from fluctuations in exchange rates in those countries. The risks primarily relates to fluctuations in US Dollar and Great Britain Pound against the functional currency of the Group.

The Group, as per its current risk management policy, does not use any derivatives instruments to hedge foreign exchange. Further, any movement in the functional currency of the various operations of the Group against major foreign currencies may impact the Group's revenue in international business.

The Group evaluates the impact of the foreign exchange rate fluctuation by assessing its exposure to exchange rate risks. Apart from exposures of foreign currency payables and receivables, which partially are naturally hedged against each other, the Group does not use any hedging instruments to hedge its foreign currency exposures; in line with the current risk management policies.

The foreign exchange rate sensitivity is calculated by aggregation of the net foreign exchange rate exposure and a simultaneous parallel foreign exchange rate shift of all the currencies by 1% against the functional currency of the Group.

The following analysis has been worked out based on the net exposures of the Group as on the date of Balance Sheet which could affect the statement of profit and loss and the other comprehensive income and equity.

The following table set forth information relating to foreign currency exposure as at March 31, 2026:

(Amount in ₹ Crores)

Particulars	AED	GBP	USD	Total
Total financial assets	15.28	46.98	127.74	190.00
Total financial liabilities	(4.03)	(0.45)	(52.08)	(56.56)
Impact due to 1 % change in rate	0.19	0.47	1.80	2.47

1% appreciation/ depreciation of the respective foreign currencies with respect to functional currency of the Group would result in decrease/ increase in the Group's profit before tax by approximately ₹ 2.47 Crores for the year ended March 31, 2026.

The following table set forth information relating to foreign currency exposure as at March 31, 2025:

(Amount in ₹ Crores)

Particulars	AED	GBP	USD	Total
Total financial assets	1.17	0.25	16.87	18.29
Total financial liabilities	(4.09)	-	(1.28)	(5.37)
Impact due to 1 % change in rate	0.05	-	0.18	0.24

1% appreciation/ depreciation of the respective foreign currencies with respect to functional currency of the Group would result in decrease/ increase in the Group's profit before tax by approximately ₹ 0.24 Crores for the year ended March 31, 2025.

[i] b) Interest rate risk

The Group's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market.

[ii] Credit risk

Credit risk is the risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents, investments carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables and unbilled revenues.

[ii] a) Credit risk management

Trade receivables and Unbilled revenue

The credit risk has always been managed by the group through an assessment of the companies financials, market intelligence and customers credibility.

The Group makes provisions for Debtors and Unbilled based on a critical assessment of the amount in relation to the ageing combined with the historical trend observed in the respective geography, the past history of the client and comparison with similar projects to determine the recoverability of the receivables.

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables and unbilled revenue. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Other Financials Assets

The group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

[ii] b) Credit risk exposure

Trade receivables and Unbilled revenue

The carrying amount of trade receivables and unbilled revenues represents the maximum credit exposure from customers. The maximum exposure to credit risk from customers is ₹ 186.81 crores (as at March 31, 2025 : 169.11 crores). The lifetime expected credit loss on customer balance for the year ended March 31, 2026 is ₹ 11.98 crores (March 31, 2025: ₹ 8.17 crores).

The group has a credit policy of 0-60 days.

Reconciliation of loss allowance provision - Trade receivables and Unbilled revenue

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Balance at the beginning	**8.17**	**17.63**
Changes during the year	3.81	(9.46)
Balance at the end	**11.98**	**8.17**

Other Financial Assets

The carrying amount of cash and cash equivalents, investments carried at amortised cost, deposits with banks and financial institutions and other financial assets represents the maximum credit exposure. The maximum exposure to credit risk is ₹ 120.80 crores (as at March 31, 2025 : ₹ 77.87 crores). The lifetime expected credit loss on these financial assets for the year ended March 31, 2026 is ₹ 2.96 crores (March 31, 2025: ₹ 3.04 crores).

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Reconciliation of loss allowance provision - other financial assets

(Amount in ₹ Crores)

Particulars	March 31, 2026 Life-time expected credit losses	March 31, 2025 Life-time expected credit losses
Balance at the beginning	**3.04**	**4.78**
Add/(Less): Changes in loss allowances due to changes in risk parameters	(0.08)	(1.74)
Balance at the end	**2.96**	**3.04**

[iii] Liquidity risks

Liquidity risk refers to the risk that the Group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Group consistently generated sufficient cash flow from operations to meet its financial obligation as and when they fall due.

The table below provides details regarding the contractual maturities of significant financial liabilities as at:

March 31, 2026

(Amount in ₹ Crores)

Particulars	Due in 1 year	Due in 1-2 year	Due in 2-5 year	Due after 5 years	Total
Non-derivative financial liabilities:					
Trade and other payables	103.57	-	-	-	103.57
Borrowings including Interest thereon	40.75	7.02	-	-	47.77
Lease Liabilities	7.22	8.38	-	-	15.60
Other financial liabilities	25.59	-	-	-	25.59
Total	**177.13**	**15.40**	**-**	**-**	**192.53**

March 31, 2025

(Amount in ₹ Crores)

Particulars	Due in 1 year	Due in 1-2 year	Due in 2-5 year	Due after 5 years	Total
Non-derivative financial liabilities:					
Trade and other payables	69.34	-	-	-	69.34
Borrowings including Interest thereon	32.33	7.00	-	-	39.33
Lease Liabilities	11.74	16.36	6.09	-	34.19
Other financial liabilities	70.39	-	-	-	70.39
Total	**183.80**	**23.36**	**6.09**	**-**	**213.25**

39. CAPITAL MANAGEMENT

For the purpose of the group's capital management, capital includes issued equity capital, convertible instruments, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within debt, interest bearing loans and borrowings, less cash and cash equivalents.

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Borrowings	47.77	39.33
Lease liabilities	13.80	24.18
Less: cash and cash equivalents	(19.86)	(32.61)
Net Debt	**41.71**	**30.90**
Equity Share Capital	207.40	169.63
Other Equity	173.78	137.25
Total Equity	**381.18**	**306.88**
Capital and net debt	**422.90**	**337.78**
Gearing ratio	**0.10**	**0.09**

40. ASSETS PLEDGED AS SECURITY

The carrying amount of assets pledged as security for current and non current borrowings are:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Current Assets		
Financial Assets		
Trade Receivable**	66.13	46.10
Vehicles	0.19	0.23
Margin Money*	28.39	22.60
Unbilled Revenue**	38.42	22.18
Total current assets pledged as security	**133.13**	**91.11**

*Margin money comprises fixed deposits of ₹ 28.39 crores (March 31, 2025: ₹ 22.60 crores), which are pledged against bid guarantees, performance guarantees and fixed deposits liened directly in favour of customers.

**Trade receivable and Unbilled revenue against which overdraft has been sanctioned .

41. OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The following table presents the recognised financial instruments that are offset and other agreements but not offset, as at March 31, 2026 and March 31, 2025. The column 'net amount' shows the impact on the group's balance sheet if all set-off rights were exercised.

(Amount in ₹ Crores)

Particulars	Effects of offsetting on the balance sheet			Related amounts not offset	
	Gross amount	Gross amounts set off in the balance sheet	Net amount presented in the balance sheet	Financial instruments collateral	Net amount
March 31, 2026					
Financial assets					
Cash and cash equivalents	19.86	-	19.86	-	19.86
Bank Balances Other than above	57.74	-	57.74	(28.39)	29.35
Trade receivables	108.08	-	108.08	(66.13)	41.95
Other financial assets	106.99	-	106.99	(38.42)	68.57
Investments	0.23	-	0.23	-	0.23
Total	**292.90**	**-**	**292.90**	**(132.94)**	**159.96**
Financial liabilities					
Trade payables	103.57	-	103.57	-	103.57
Borrowings	47.77	-	47.77	(132.94)	(85.17)
Lease Liabilities	13.80	-	13.80	-	13.80
Other Financial Liabilities	25.59	-	25.59	-	25.59
Total	**190.73**	**-**	**190.73**	**(132.94)**	**57.79**

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(Amount in ₹ Crores)

Particulars	Effects of offsetting on the balance sheet			Related amounts not offset	
	Gross amount	Gross amounts set off in the balance sheet	Net amount presented in the balance sheet	Financial instruments collateral	Net amount
March 31, 2025					
Financial assets					
Cash and cash equivalents	32.61	-	32.61	-	32.61
Bank Balances Other than above	24.89	-	24.89	(22.60)	2.29
Trade receivables	102.34	-	102.34	(46.10)	56.24
Other financial assets	75.93	-	75.93	(22.18)	53.75
Investments	2.29	-	2.29	-	2.29
Total	**238.06**	**-**	**238.06**	**(90.88)**	**147.19**
Financial liabilities					
Trade payables	69.34	-	69.34	-	69.34
Borrowings	39.33	-	39.33	(90.88)	(51.55)
Lease Liabilities	24.18	-	24.18	-	24.18
Other Financial Liabilities	70.39	-	70.39	-	70.39
Total	**203.24**	**-**	**203.24**	**(90.88)**	**112.36**

42. LEASES

The changes in the carrying value of ROU assets are as follows:

(Amount in ₹ Crores)

Particulars	Category of ROU Asset (Building)	
	March 31, 2026	March 31, 2025
Balance at the beginning	131.98	149.86
Additions	2.24	17.66
Disposals	(3.08)	(19.30)
Depreciation	(10.82)	(16.35)
Translation difference	0.29	0.11
Balance at the end	120.61	131.98

In the FY 2024-25, the Group entered into new Right of use arrangement (ROU) with a different lessor in Hyderabad, modified the terms and conditions in Mumbai and terminated the ROU arrangement in Noida.

The aggregate depreciation expense on ROU assets is included under depreciation and amortisation expense in the Statement of Profit and Loss.

The break-up of current and non-current lease liabilities is as follows:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Current Lease Liabilities	4.81	8.51
Non-Current Lease Liabilities	8.99	15.67
Total	**13.80**	**24.18**

The movement in lease liabilities is as follows:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Balance at the beginning	24.18	42.63
Additions	2.20	16.37
Finance cost accrued during the period	1.97	4.14
Disposals	(4.55)	(22.98)
Payment of lease liabilities	(8.97)	(16.09)
Translation difference	(1.03)	0.11
Balance at the end	**13.80**	**24.18**

The details of the contractual maturities of lease liabilities on an undiscounted basis are as follows:

(Amount in ₹ Crores)

Particulars	March 31, 2026	March 31, 2025
Less than one year	7.22	11.74
One to two years	8.38	16.36
Two to five years	-	6.09
More than five years	-	-
Total	**15.60**	**34.19**

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Rental expense recorded for short-term leases and low value assets was ₹ 8.10 Crores for the year ended March 31, 2026 and ₹ 12.76 Crores for the year ended March 31, 2025.

The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases.

43. LEGACY RELATED MATTERS

(a) The Company has an outstanding liability payable towards purchase of Intellectual property rights (IPR), since 2012 to its MEA branch / 3i Infotech (Middle East) FZ LLC amounting to ₹ 1,066.39 crores (FY 24-25: ₹ 1066.39). The liability towards purchase of IPR was not settled by the Company within the time limit prescribed under FEMA Regulations and the company had approached Reserve Bank of India (RBI) in 2013 through authorized dealer to extend the timeline for repayment of the aforesaid liability till March 31, 2017.

Not being able to settle the liability even by 2017, the Company had thereafter made an application to the Reserve Bank of India (RBI), through its authorized dealer vide letter dated March 05, 2019 and subsequently on October 23, 2020, for set – off of the liability/ payables to MEA branch/ 3i Infotech (Middle East) FZ LLC of ₹ 1,066.39 crores against its trade receivables then due from 3i Infotech Inc, 3i Saudi Arabia and 3i Africa of ₹ 392.33 crores, ₹ 113.47 crores and ₹ 30.46 crores respectively at time of RBI applications The Company has not received the RBI approval as at the balance sheet date.

(b) There are long outstanding assets and liabilities with subsidiaries / step-down subsidiaries. The Board had set up a Legacy Committee as a Sub - Committee of the Audit Committee, to evaluate and address all long outstanding legacy related matters. After evaluating the reports of Sub Committee, the Board of Directors of the Company at its meeting held on January 31, 2024, decided to initiate Forensic Audit in respect of certain legacy matters pertaining to the period prior to March 31, 2021 under the erstwhile management. . The Company had engaged an external consultant to conduct the forensic audit and the final report submitted by them was reviewed and accepted by the Board of Directors at its meeting held on January 29, 2025. Based on the findings and observations of the final report, there were no further implications or adverse financial impact on the current or future financial and operational position of the Company, other than those already appropriately accounted for in the financial statements.

Pursuant to the recommendations of the Audit Committee and based on legal opinions obtained, the Board of Directors, at its meeting held on May 14, 2025, had constituted a High-Powered Committee, comprising of external experts, to review the legal opinions and advise on the appropriate course of action with respect to divestment of 100% stake in eMudhra Consumer Services

Limited via a share purchase agreement dated December 30, 2010 and the redemption of preference share issued by emudra. The High-Powered Committee submitted its report to the Company on November 05, 2025. The Board of Directors of the Company at its meeting held on November 12, 2025, reviewed and accepted the report, including its recommendations and accordingly decided to initiate appropriate legal actions. Accordingly, the Company had filed a complaint with Additional Commissioner of Police, Economic Offences Wing, Belapur on February 03, 2026 and with the SEBI on February 12, 2026, to investigate this matter. The matter is currently under investigation. The Company continues to monitor the progress of the same and will take such further actions as may be deemed necessary.

44. CHANGE IN FUNCTIONAL CURRENCY OF FOREIGN OPERATIONS

During the year ended March 31, 2026, the management evaluated that there was a change in the functional currency of its subsidiaries, from Indian Rupees (INR) to the currencies in which respective entities are located. The management used its judgement to determine the functional currency that most faithfully represents the economic effects of the underlying transactions, events and conditions of the foreign subsidiaries.

On consolidation, the assets and liabilities of foreign operations are translated into Indian Rupees at the exchange rate prevailing at the reporting date and their statements of profit and loss are translated at exchange rates prevailing at the dates of the transactions. The Group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in Consolidated Statement of OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation will be reclassified to Consolidated Statement of Profit and Loss.

Group companies with change in functional currency:

Name of Subsidiary	Effective date of change
3i Infotech (South Africa) (Pty) Limited	July 01, 2025
3i Infotech (Africa) Limited	July 01, 2025
3i Infotech (UK) Limited	July 01, 2025
3i Infotech (Cyprus) Limited (formerly known as Black-Barret Holdings Limited)	July 01, 2025
3i Infotech Nigeria Limited	July 01, 2025
3i Infotech Netherlands B.V.	July 01, 2025
3i Infotech (Canada) Inc.	July 01, 2025

45. ADDITIONAL REGULATORY INFORMATION

Details of Benami Property held

The holding company and its Indian subsidiaries do not have any Benami property, where any proceeding has been initiated or pending against The holding company and its Indian subsidiaries for holding any Benami property under the Benami Transaction (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

Details of Loans and advances

Loans and advances granted to promoters, directors, key Management personnel (KMPs) and the related parties which are repayable on demand or without specifying any terms or period of repayment.

Type of borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoters	-	-
Directors	-	-
KMPs	-	-
Related Party	-	-

Wilful Defaulter

The holding company and its subsidiaries have not been declared as a wilful Defaulter by any Financial Institution or bank as at the date of Balance Sheet.

Relationship with Struck off Companies

The holding company and its Indian subsidiaries have not identified any transactions or balances in any reporting periods with companies whose name is struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

Registration of charges or satisfaction with Registrar of Companies (ROC)

The holding company and its Indian Subsidiaries have no pending charges or satisfaction which are yet to be registered with the ROC beyond the Statutory period.

Compliance with number of layers of companies

The group has complied with the provision of the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

Compliance with approved Scheme(s) of Arrangements

Company has filed an application before the National Company Law Tribunal (NCLT) on June 30, 2025 pursuant to the Board Resolution dated March 20, 2025, seeking approval for the Scheme of Merger of 3i Infotech Digital BPS Limited, 3i Infotech Consultancy Services Limited, NuRe Edgetech Private Limited, and Versares Digital Technology Services Private Limited with 3i Infotech Limited. The application is currently under process before the NCLT.

Utilization of borrowed funds

The Group has used the borrowings from banks for the specific purpose for which it was taken at the consolidated balance sheet date. There are no discrepancy in utilisation of borrowings. (Refer Note No. 30)

Utilisation of Borrowed funds and share premium:

A) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:

  a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries); or

  b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

B) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

  a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or;

  b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2026 (CONTD.)

46. ADDITIONAL INFORMATION

Undisclosed income

The group has no transaction that is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

Details of Crypto Currency or Virtual Currency

The group has not traded or invested in Crypto currency or Virtual Currency.

47. PREVIOUS YEAR'S FIGURES HAVE BEEN REGROUPED / REARRANGED WHEREVER NECESSARY TO CONFORM TO THE CURRENT YEAR'S PRESENTATION.

As per our report of even date attached

For C K S P AND CO LLP
Chartered Accountants
F. R. No.: 131228W/W100044

CA Dhananajay Jaiswal
Partner
M. No.: 187686

Place: Navi Mumbai
Date: May 08, 2026

For and on behalf of the board of 3i Infotech Limited

CA Uttam Prakash Agarwal
Non-Executive Chairman and Independent Director
(DIN: 00272983)

Raj Kumar Ahuja
Group Chief Executive Officer

Varika Rastogi
Company Secretary
(M.No.: F7864)

Dr. Madan Gosavi
Independent Director
(DIN: 10303662)

Kalpesh Shah
Chief Financial Officer

Place: Navi Mumbai
Date: May 08, 2026

STATEMENT PURSUANT TO FIRST PROVISO TO SUB-SECTION (3) OF SECTION 129 OF THE COMPANIES ACT 2013 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014 IN THE PRESCRIBED FORM AOC-1 RELATING TO SUBSIDIARY COMPANIES / JOINT VENTURE

Sr. No.	Name of Entities	Financial year of Entities ended on	Extent of interest of 3i Infotech Limited in the capital of the Entity
1	3i Infotech Holdings Private Limited	March 31, 2026	100%
2	3i Infotech (Africa) Limited	March 31, 2026	@100%
3	3i Infotech (Middle East) FZ LLC	March 31, 2026	$100%
4	3i Infotech (Thailand) Limited	March 31, 2026	*100%
5	3i Infotech (UK) Limited	March 31, 2026	100%
6	3i Infotech Asia Pacific Pte Limited	March 31, 2026	100%
7	3i Infotech Inc	March 31, 2026	$100%
8	3i Infotech Saudi Arabia LLC	March 31, 2026	100%
9	3i Infotech SDN BHD	March 31, 2026	*100%
10	3i Infotech (Cyprus) Limited (formerly known as Black-Barret Holdings Limited)	March 31, 2026	$100%
11	3i Infotech (South Africa) (Pty) Limited	March 31, 2026	$100%
12	Professional Access Software Development Private Limited	March 31, 2026	#100%
13	3i Infotech Digital BPS Limited	March 31, 2026	100%
14	3i Infotech Consultancy Services Limited	March 31, 2026	100%
15	3i Infotech Software Solutions LLC	March 31, 2026	$100%
16	3i Infotech (Canada) Inc.	March 31, 2026	$100%
17	3i Infotech Nigeria Limited	March 31, 2026	$100%
18	3i Infotech Netherlands B.V.	March 31, 2026	$100%
19	Process Central Limited (Nigeria)	March 31, 2026	@+47.50%
20	NuRe Edgetech Private Limited	March 31, 2026	100%
21	NuRe FutureTech Private Limited	March 31, 2026	100%
22	NuRe CampusLabs Private Limited	March 31, 2026	100%
23	NuRe MediaTech Limited	March 31, 2026	51%
24	Versares Digital Technology Services Private Limited	March 31, 2026	**100%
25	NuRe Bharat Network Limited (Incorporated on April 21, 2024)	March 31, 2026	****51%
26	NuRe Digital SDN BHD	March 31, 2026	^100%

$ Held by 3i Infotech Holdings Private Limited (Mauritius)

* Held by 3i Infotech Asia Pacific Pte Ltd (Singapore)

Held by 3i Infotech (Cyprus) Limited (formerly known as Black-Barret Holdings Limited)

@ Held by 3i Infotech (Middle East) FZLLC (UAE)

@+ Joint Venture of 3i Infotech (Middle East) FZ LLC with Soft Solutions Ltd, Skye Bank PLC and Unity Bank PLC

** Held by 3i Infotech Digital BPS Limited

**** Held by NuRe MediaTech Limited

^ Held by 3i Infotech Asia Pacific Pte Ltd (Singapore)

STATEMENT PURSUANT TO FIRST PROVISO TO SUB-SECTION (3) OF SECTION 129 OF THE COMPANIES ACT 2013, READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES , 2014 IN THE PRESCRIBED FORM AOC-1 RELATING TO SUBSIDIARY COMPANIES / JOINT VENTURE (PART A & PART B)

(Amount in INR Crores)

Sr. No.	Entity	Country of Incorporation	Reporting Currency	Exchange Rate	% of Shareholding	Issued and Subscribed Share Capital	Reserves	Total Assets	Total Liabilities	Investments	Turnover	Profit / (Loss) before Tax	Provision for Taxation	Profit / (Loss) after Tax	Proposed Dividend
1	3i Infotech Inc	USA	USD	93.9935	100%	285.10	514.63	1,056.16	256.43	-	346.26	85.97	10.37	75.60	-
2	3i Infotech Holdings Private Limited	Mauritius	USD	93.9935	100%	2,054.26	(755.03)	2,023.20	723.97	894.89	-	(58.43)	0.04	(58.47)	-
3	3i Infotech (Africa) Limited	Kenya	KES	0.7228	100%	0.01	(59.62)	0.59	60.20	-	-	2.98	-	2.98	-
4	3i Infotech (Cyprus) Limited (formerly known as Black-Barret Holdings Limited)	Cyprus	USD	93.9935	100%	0.02	(2.18)	0.02	2.18	0.00	-	(0.13)	-	(0.13)	-
5	Professional Access Software Development Private Limited	India	INR	1.0000	100%	0.86	(0.85)	2.73	2.72	-	-	0.01	-	0.01	-
6	3i Infotech Asia Pacific Pte Limited	Singapore	SGD	72.8502	100%	38.95	(36.29)	36.57	33.91	1.93	1.54	(24.06)	-	(24.06)	-
7	3i Infotech SDN BHD	Malaysia	MYR	23.1893	100%	11.59	27.42	64.06	25.05	-	0.00	(23.98)	-	(23.98)	-
8	NuRe Digital SDN BHD	Malaysia	MYR	23.1893	100%	1.92	(0.97)	2.50	1.55	-	-	(0.76)	-	(0.76)	-
9	3i Infotech (Thailand) Limited	Thailand	THB	2.8477	100%	2.85	(12.49)	16.54	26.18	-	20.40	0.79	-	0.79	-
10	3i Infotech (Middle East) FZ LLC	UAE	AED	25.5894	100%	118.16	(279.97)	1,078.11	1,239.92	0.01	37.14	(113.06)	(0.24)	(112.82)	-
11	3i Infotech (UK) Limited	UK	GBP	124.2277	100%	40.08	(56.93)	1.20	18.05	-	0.53	(0.98)	-	(0.98)	-
12	3i Infotech Digital BPS Limited (formerly known as 3i Infotech BPO Limited)	India	INR	1.0000	100%	0.10	56.56	69.84	13.18	0.01	47.75	(1.03)	(0.17)	(0.86)	-
13	3i Infotech Saudi Arabia LLC	Saudi Arabia	SAR	25.0463	100%	1.25	(110.67)	10.77	120.19	-	0.17	(1.45)	0.19	(1.64)	-
14	3i Infotech Consultancy Services Limited	India	INR	1.0000	100%	4.81	34.21	48.39	9.37	-	66.27	0.86	0.13	0.73	-
15	3i Infotech (South Africa) (Pty) Limited	Republic of South Africa	ZAR	5.4833	100%	0.00	(0.17)	0.03	0.20	-	-	(0.17)	-	(0.17)	-
16	Process Central Limited (Nigeria) - Joint Venture (Refer note 33)	Nigeria	NGN	0.0678	47.50%	0.00	(0.00)	-	-	-	-	-	-	-	-
17	3i Infotech Nigeria Limited	Nigeria	NGN	0.0678	100%	0.07	(0.53)	0.21	0.67	-	-	(0.40)	-	(0.40)	-
18	3i Infotech Netherlands B.V.	Netherlands	EUR	107.8405	100%	0.00	(5.09)	0.00	5.09	-	-	(0.06)	-	(0.06)	-
19	3i Infotech (Canada) Inc.	Canada	CAD	67.4298	100%	0.00	(2.89)	2.94	5.83	-	-	0.05	-	0.05	-
20	3i Infotech Software Solutions LLC	UAE	AED	25.5894	100%	0.77	(0.08)	8.96	8.27	-	6.33	(0.49)	-	(0.49)	-

(Amount in INR Crores)

Sr. No.	Entity	Country of Incorporation	Reporting Currency	Exchange Rate	% of Shareholding	Issued and Subscribed Share Capital	Reserves	Total Assets	Total Liabilities	Investments	Turnover	Profit / (Loss) before Tax	Provision for Taxation	Profit / (Loss) after Tax	Proposed Dividend
21	NuRe Edgetech Private Limited	India	INR	1.0000	100%	0.01	(0.01)	0.01	0.01	-	-	(0.00)	-	(0.00)	-
22	NuRe FutureTech Private Limited	India	INR	1.0000	100%	0.01	(10.89)	0.15	11.03	-	-	(2.10)	-	(2.10)	-
23	NuRe CampusLabs Private Limited	India	INR	1.0000	100%	0.01	(1.85)	0.73	2.57	-	0.98	(0.76)	-	(0.76)	-
24	NuRe Bharat Network Limited	India	INR	1.0000	51%	0.01	(7.14)	0.61	7.74	-	-	(1.06)	-	(1.06)	-
25	NuRe MediaTech Limited	India	INR	1.0000	51%	0.02	0.34	7.51	7.15	0.01	-	0.50	-	0.50	-
26	Versares Digital Technology Services Private Limited (formerly known as Versares BPS Private Limited)	India	INR	1.0000	100%	0.01	(0.02)	0.00	0.01	-	-	(0.01)	-	(0.01)	-

Details of Subsidiaries sold and struck off:

NuRe Infotech Solutions Pte Ltd (struck off w.e.f. September 01, 2025)

$ Converted to Indian Rupees at the Exchange rate, 1 USD = 93.9935

S$ Converted to Indian Rupees at the Exchange rate, 1 SGD = 72.8502

£ Converted to Indian Rupees at the Exchange rate, 1 GBP = 124.2277

* Converted to Indian Rupees at the Exchange rate, 1 MYR = 23.1893

** Converted to Indian Rupees at the Exchange rate, 1 THB = 2.8477

*** Converted to Indian Rupees at the Exchange rate, 1 CAD = 67.4298

Converted to Indian Rupees at the Exchange rate, 1 SAR = 25.0463

$$ Converted to Indian Rupees at the Exchange rate, 1 AED = 25.5894

& Converted to Indian Rupees at the Exchange rate, 1 KES = 0.7228

++ Converted to Indian Rupees at the Exchange rate, 1 NGN = 0.0678

+++ Converted to Indian Rupees at the Exchange rate, 1 ZAR = 5.4833

++++ Converted to Indian Rupees at the Exchange rate, 1 EUR = 107.8405

For and on behalf of the board of 3i Infotech Limited

CA Uttam Prakash Agarwal
Non-Executive Chairman and Independent Director
(DIN: 00272983)

Dr. Madan Gosavi
Independent Director
(DIN: 10303662)

Raj Kumar Ahuja
Group Chief Executive Officer

Kalpesh Shah
Chief Financial Officer

Varika Rastogi
Company Secretary
(M. No.: F7864)

Place: Navi Mumbai
Date: May 08, 2026

3i INFOTECH LIMITED
Corporate Identification Number (CIN): L67120MH1993PLC074411
Registered Office: Tower # 5, International Infotech Park, Vashi Station Complex, Navi Mumbai - 400 703, Maharashtra, India
Website: www.3i-infotech.com **Tel**: 022-7123 8000 **E-mail**: investors@3i-infotech.com

NOTICE

Notice is hereby given that the Thirty-Third Annual General Meeting ("**AGM**") of the Members of 3i Infotech Limited ("**Company**") is scheduled to be held on **Friday, August 28, 2026** at 11:30 a.m. (IST) through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

    a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of Auditors and the Board of Directors thereon; and

    b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.

2. To take note of the retirement of Mr. Ambarish Dasgupta (DIN: 00160744), Director liable to retire by rotation, who has not offered himself for re-appointment, and to not fill the vacancy so created.

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

    "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Ambarish Dasgupta (DIN: 00160744), who retires by rotation at this Annual General Meeting and has not offered himself for re-appointment, be and is hereby not re-appointed as a Director of the Company and vacancy so created be not filled".

SPECIAL BUSINESS

3. To consider and approve the modification in the Employee Stock Option Plan 2023

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

    "**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof) and based on recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for modification in existing vesting schedule and performance-linked vesting matrix under heading "VESTING" of Employee Stock Option Plan 2023 ("**ESOP 2023**") in the following manner:

    a. Vesting Schedule:

    The existing vesting schedule providing for 30% vesting each in the first and second years and 40% in the third year shall stand revised to four-year vesting period, with 25% vesting in each year.

    b. Vesting based on performance matrix:

    As per existing performance-linked vesting matrix, employees with performance rating 5 or 4 are eligible for 100% vesting, rating 3 for 75% vesting, rating 2 for 50% vesting, and no vesting for rating 1. The existing performance-linked vesting matrix shall stand revised such that employees with performance rating of '3' shall also be eligible for 100% vesting, while the vesting percentages for other performance ratings shall remain unchanged.

    RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.

4. To appoint Mr. Sanjay Vatsa (DIN: 05242096) as Non-Independent Non-Executive Director of the Company, liable to retire by rotation.

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

    "RESOLVED THAT in accordance with Sections 152, 160, 161 and the rules made thereunder and other applicable provisions of the Companies Act, 2013 (**"the Act"**) applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sanjay Vatsa (DIN: 05242096), who was appointed as an Additional Director (designated as Non-Independent & Non-Executive Director) effective from July 24, 2026 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Non-Independent & Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary, proper and expedient for the purpose of giving effect to this resolution."

Registered Office:
Tower # 5,
International Infotech Park,
Vashi Station Complex,
Navi Mumbai - 400 703
Maharashtra

Date: July 23, 2026
Place: Navi Mumbai

By the Order of the Board
for 3i Infotech Limited

Sd/-
Varika Rastogi
Company Secretary
Membership No. FCS 7864

NOTES:

1. The Ministry of Corporate Affairs ("**MCA**") has vide its general circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as **'MCA Circulars**') permitted convening AGM through VC / OAVM facility without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("**the Act**") read with Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the 33rd Annual General Meeting (**"AGM"**) of the Company is being conducted through VC/OAVM facility, without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.

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

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

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

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

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

7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, a certificate from the Secretarial Auditor of the Company certifying that the Employees' Stock Option Schemes have been implemented in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the relevant documents referred to in this Notice will be available, electronically, for inspection by the members during the AGM.

   All the documents referred to in this Notice will also be available for inspection electronically on all working days without any fee by the members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an e-mail to investors@3i-infotech.com mentioning their folio number / DP ID and Client ID.

8. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the Registrar and Transfer Agent / Depository Participants. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent by ordinary post to those members whose e-mail address is not registered with the Registrar and Transfer Agent / Depository Participants.

   Members may note that this Notice will also be available on the Company's website at www.3i-infotech.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of NSDL (agency for providing the Remote e-voting facility) i.e. www.evoting.nsdl.com

9. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee ("**NRC**") and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

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

11. Pursuant to the provisions of Section 108 of the Act read with rule made thereunder, SS-2 issued by the ICSI, Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.

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

13. The Company is a SEBI registered Category I Share Transfer Agent and handles all Registrar and Transfer Agents' work in-house. The Company has adequate infrastructure to service its shareholders.

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

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

16. Members are requested to intimate / update changes, if any, in postal address, e-mail ID, mobile no., PAN, nominations, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc.

    - For shares held in electronic mode to their respective DPs for making necessary changes.
    - For shares held in physical mode by submitting to the Company / RTA the forms given below along with requisite supporting documents.

Sr. No.	Particulars	Form
1	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes / updation thereof	ISR – 1
2	Confirmation of Signature of member by the Banker	ISR – 2
3	Registration of Nomination	SH – 13
4	Cancellation or Variation of Nomination	SH – 14
5	Declaration to opt out of Nomination	ISR - 3

The above said forms can be downloaded from the Company's website www.3i-infotech.com.

17. Members may note that the Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate, claim from unclaimed suspense account, renewal / exchange of securities certificate etc., by submitting a duly filled and signed ISR-4 (Request for issue of Duplicate Certificate and other Service Requests) along with requisite supporting documents to the Company / Registrar and Transfer Agent as per the requirement of the aforesaid circular.

18. **The Instructions for members for remote e-voting and joining Annual General Meeting as under:**

    a) The remote e-voting period begins on **Tuesday, August 25, 2026,** at **9.00 AM** and ends on **Thursday, August 27, 2026 at 5.00 PM**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Friday, August 21, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, August 21, 2026**.

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

Step 1: Access to NSDL e-voting system

A. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

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

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

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

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

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

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

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

I. 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.

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

III. 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.

IV. 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***

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

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

ii. 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.

iii. How to retrieve your 'initial password'?

a) 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'.

b) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

VI. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/ Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

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

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

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

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

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

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

Step 2: Details on Step 2 are given below:

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

I. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

II. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

III. Now you are ready for e-voting as the Voting page opens.

IV. 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.

V. Upon confirmation, the message "Vote cast successfully" will be displayed.

VI. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

VII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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), AADHAR (self attested) by email to investors@3i-infotech.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), AADHAR (self attested) to investors@3i-infotech.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. 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.

19. **Instructions for members for attending the AGM through VC/OVAM are as under:**

i) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in shareholder/member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.

ii) Members are encouraged to join the member through laptops for better experience.

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

iv) Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

v) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at www.3i-infotech.com, at least 48 hours in advance before the starting of AGM i.e. by Wednesday, August 26, 2026 at 11.30 am (IST). The same will be replied by the Company suitably.

vi) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at investors@3i-infotech.com between **9:00 a.m. (IST) on August 23, 2026, to, August 24, 2026 at 5.00 pm**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers depending upon the availability of time for the AGM.

20. **The instructions for members for e-voting during the AGM are as under:**

i. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.

ii. Only those members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

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

iv. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

21. General Guidelines for shareholders:

a) 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 scrutinizers@sapandassociates.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.

b) 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.

c) In case of any queries, you may refer the Frequently Asked Questions 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 contact Mr. Amit Vishal, Vice President or Ms. Pallavi Mhatre, Deputy Vice President, at the designated e-mail ID: evoting@nsdl.com

d) The Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday, August 22, 2026 to Friday, August 28, 2026** (both days inclusive) for the purpose of AGM.

e) Any person, who acquires shares of the Company and becomes member of the Company after the Company sends the Notice of the AGM by e-mail may obtain the User ID and password by sending a request to the Company's e-mail address investors@3i-infotech. com or by sending a request at evoting@nsdl.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password?" or "Physical User Reset Password?" option available at www.evoting.nsdl.com or call on 022 - 4886 7000. In case of Individual shareholders holding securities in demat mode who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **Friday, August 21, 2026** may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-voting system".

f) The Company reserves the right to limit the number of members asking questions depending on the availability of time at the AGM.

g) The Chairman shall at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the AGM through VC / OAVM, but have not cast their votes by availing the remote e-voting facility. The remote e-voting module during the AGM shall be enabled by NSDL for voting 15 minutes after the conclusion of AGM.

h) The Company has appointed Mr. Prakash Shenoy (Membership No. F12625), Partner, or failing him Ms. Sapna Chaurasia (Membership No. F12597), Partner of M/s. SAP & Associates, Company Secretaries as scrutinizer (the **"Scrutinizer"**) to scrutinize the e-voting at the AGM and remote e-voting in a fair and transparent manner.

i) The Scrutinizer shall after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favor or against, invalid votes, if any, and whether a particular resolution has been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within two working days from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.

j) The voting results of the AGM declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.3i-infotech.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of results by the Chairman or the Company Secretary, as authorized by the Chairman. The results shall also be immediately submitted to the stock exchanges.

k) We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. The members holding shares in electronic form who have not registered their e-mail address are requested to register the same with their concerned Depository Participant for this purpose and for receiving all such communications from the Company. Members holding shares in physical form may write to the Registrar and Share Transfer Agent.

Details of Director proposed to be appointed, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 on General Meetings (SS-2)

Name of the Director and DIN	Mr. Sanjay Vatsa (DIN - 05242096)
Date of Birth/Age	December 28, 1960 / 65 years
Qualification	Please refer to Annexure I
Experience	Please refer to Annexure I
Date of first appointment on the Board of Directors	July 24, 2026
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	None
Expertise in specific functional Area	Please refer to Annexure I
Brief Resume	Please refer to Annexure I
Directorships held in other companies (excluding foreign companies) *	None
List of Membership / Chairmanship of Committees on other Board *	None
Listed entities from which the person has resigned in the past 3 years *	None
Disclosure of relationships between Directors inter-se	None
Number of shares held in the Company as on date of this Notice including shareholding as a beneficial owner	Nil
Details of remuneration last drawn	Not applicable
Details of remuneration sought to be paid	Sitting Fees for attending the Board and Committee meetings, as applicable
Terms and conditions of appointment or reappointment	Appointment as Non-Independent, Non-executive Director liable to retire by rotation.
Justification for choosing the appointee for appointment as an Independent Director	Not Applicable
Number of Board Meetings attended during the year	Not Applicable

*As per disclosures received from the Director.

Annexure-I

Mr. Sanjay Vatsa is financial services executive with over three decades of extensive global experience across leading financial institutions and consulting organisations, including top-tier firms and Big 4 environments. He has built a distinguished career driving strategic growth, operational excellence and large-scale transformation initiatives across geographies.

He is currently the Regional Managing Director and Head of Americas of Apex Group based out of NYC. He has held senior leadership positions in reputed global organisations such as Inveniam Capital Partners, Citibank, BlackRock, Merrill Lynch Investment Managers, State Street, and Polaris Consulting. In these roles, he has led global operations, transformation programs and strategic initiatives, while managing large-scale business portfolios, P&L responsibilities, and cross-functional international teams.

He possesses deep expertise in corporate strategy, global operations, transformation, governance, risk and compliance and digital assets. He is known for establishing and scaling global centres of excellence (COEs), optimizing cost structures and transforming underperforming business models into agile, efficient and high-performing organisations, with a strong focus on enhancing client experience.

He has served in key leadership and governance roles, including as Managing Director and Head of Americas at Apex Group and President – International at Inveniam Capital Partners. He has also contributed actively to professional and industry bodies, including recently serving as Chairman of the New York Chapter of the Institute of Chartered Accountants of IndiaHe serves on various Private Company Boards.

Mr. Vatsa holds a Master of Business Administration (MBA) from the Simon School of Business, University of Rochester, and is an Associate Chartered Accountant from the Institute of Chartered Accountants of India. He has also completed executive leadership programs at premier institutions such as Wharton and Harvard, and is recognised as a thought leader in innovation, digital assets, and business transformation.

EXPLANATORY STATEMENT AND ADDITIONAL INFORMATION

In terms of the provisions of Section 102 of the Act, the following statement mentioning material facts relating to Special business as set out in this Notice.

Item No. 2 (Additional Information)

To take note of the retirement of Mr. Ambarish Dasgupta (DIN: 00160744), Director liable to retire by rotation, who has not offered himself for re-appointment, and to not fill the vacancy so created.

Mr. Ambarish Dasgupta has been serving as Non-Independent Non-Executive Director since March 21, 2025. Pursuant to Section 152(6) of the Act, Mr. Ambarish Dasgupta is liable to retire by rotation at 33rd AGM of the Company. He has expressed his intention not to seek re-appointment upon such retirement, considering potential conflict of interest in view of his consulting firm's proposed expansion into Information Technology (IT)/ IT security domain in the near future, which may overlap with the Company's business.

Accordingly, Mr. Ambarish Dasgupta would cease to hold office as a Non-Independent Non-Executive Director of the Company at the conclusion of 33rd AGM of the Company. The vacancy so create due to retirement of Mr. Ambarish Dasgupta be not filled.

The Board of Directors place on record its sincere appreciation for Mr. Ambarish Dasgupta's valuable contribution made during his tenure as a Director of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board recommends the **Ordinary Resolution** as set out at Item No. 2 of this Notice for approval of the Members.

Item No. 3

To consider and approve the modification in the Employee Stock Option Plan 2023

The Members of the Company, through Special Resolution passed by postal ballot on June 25, 2023 approved the Employee Stock Option Plan 2023 ("**ESOP 2023**") in accordance with the provisions of the Act and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB Regulations**").

Based on the recommendation of NRC, the Board of Directors of the Company at its meeting held on May 8, 2026, approved modifications in existing vesting schedule and performance-linked vesting matrix under heading "VESTING" of Employee Stock Option Plan 2023 ("ESOP 2023") in following manner, subject to the approval of the Members of the Company:

1. **Vesting Schedule**

   Existing vesting schedule provided for 30% vesting each in the first and second years and 40% in the third year. It is proposed to revised the vesting period to four years with uniform vesting of 25% in each year. This change is aimed at strengthening employee retention and aligning long-term incentives with sustained performance.

2. **Vesting based performance Matrix**

   Under the existing performance-linked vesting matrix, employees with performance rating 5 or 4 are eligible for 100% vesting, rating 3 for 75% vesting, rating 2 for 50% vesting and no vesting for rating 1. It is proposed to revise the matrix to provide 100% vesting for employees with performance rating 3 as well, while keeping the vesting percentage for other ratings unchanged. This revision is intended to align the scheme with the Company's performance evaluation framework and compensation philosophy.

The proposed modifications are in line with the Company's objective of attracting, retaining and motivating talent and are consistent with its long-term incentive strategy. Rest of the sections of ESOP 2023 will remain unchanged.

In terms of Regulation 7 of the SEBI SBEB Regulations, any material modification to an employee benefit scheme requires approval of the members by way of a special resolution. Accordingly, approval of the members is sought for the proposed modifications to ESOP 2023.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of stock options that may be granted to them under ESOP 2023.

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

Item No. 4.

To appoint Mr. Sanjay Vatsa (DIN: 05242096) as Non-Independent Non-Executive Director of the Company, liable to retire by rotation

The Nomination and Remuneration Committee of the Board of the Company ("NRC") at its meeting held on July 17, 2026, has unanimously recommended to the Board for the appointment of Mr. Sanjay Vatsa (DIN: 05242096), as an Additional Non-Independent & Non-executive Director of the Company, liable to retire by rotation, with effect from July 24, 2026.

The NRC, while recommending appointment of Mr. Sanjay Vatsa, considered various factors, viz., his expertise in corporate strategy, global operations, transformation, governance, risk, compliance, digital assets, leadership capabilities and experience required for this role.

Based on the recommendation of NRC, the Board of Directors of the Company at its meeting held on July 23, 2026, approved appointment of Mr. Sanjay Vatsa as an Additional Non-Independent & Non-executive Director of the Company liable to retire by rotation, with effect from July 24, 2026, subject to the approval of the Members of the Company. The Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. Sanjay Vatsa for appointment as Non-executive Director of the Company.

Mr. Sanjay Vatsa has given his consent to be appointed as such and the confirmation that he is not disqualified to act as Director in terms of Section 164 of the Act. He has also confirmed that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that his association as a non-executive director would be of immense benefit to the Company.

Brief profile, specific areas of expertise and other relevant information of Mr. Sanjay Vatsa, as required under the Listing Regulations and SS-2, are provided in the "Annexure-I" section of this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the said Resolution, set out at item no. 4 of this notice.

The Board recommends the Resolution as set out at Item No. 4 of this Notice for the approval by the Members by way of **Ordinary Resolution.**

Registered Office:
Tower # 5, International Infotech Park,
Vashi Station Complex, Navi Mumbai - 400 703
Maharashtra
Date: July 23, 2026
Place: Navi Mumbai

By the Order of the Board
for 3i Infotech Limited
Sd/-
Varika Rastogi
Company Secretary
Membership No. FCS 7864

GLOBAL PRESENCE:

India

Registered Office: Tower # 5, International Infotech Park, Vashi Railway Station Complex, Vashi, Navi Mumbai – 400703, Maharashtra, India	No. 2/88, 3rd floor, Saravana Matrix Tower LLP – SM Tower, Old Mahabalipuram Road (OMR), Seevaram, Perungudi, Chennai – 600096, Tamil Nadu, India
Corporate Office: 6th floor, Tower#2, Wing-E, Seawoods Grand Central, Sector-40, Seawoods Darave Railway Station, Nerul Node, Navi Mumbai – 400 706, Maharashtra, India	Crescent Solitaire Commercial, 3rd floor, Saki Naka, Andheri - 400 072, Maharashtra, India
Tower # 6, 6th floor, International Infotech Park, Vashi Railway Station Complex, Vashi, Navi Mumbai – 400703, Maharashtra, India	Sobha Pearl, 6th Floor B, Commissariat Rd, Ashok Nagar, Bangalore – 560 025
Quattro Symphony A-61A, Sector 63,Noida, Uttar Pradesh – 201307	1st Floor, Jyothi Pinnacle, Vamsi Builders, Hitech City Rd Kothaguda, Hyderabad - 500081

USA	Thailand
110 Fieldcrest Avenue Suite 25 Edison NJ 08837	989 Siam Piwat Tower, 12A Floor, Office no. 1241 and 1242, Rama 1 Road, Pathumwan Sub-district, Pathumwan District, Bangkok 10330

UAE

Office no 308, Third Floor, Building no 8, Dubai Outsource City, Dubai, UAE, P.O Box 9109	SAIF X3 Building, Office No. 48-57, P.O. Box 8089, Sharjah, United Arab Emirates

3i Infotech

PAN UPDATE/ E-COMMUNICATION REGISTRATION FORM

For physical holders of shares who have not yet updated their e-mail id, PAN and / or bank account details with the Company

To, 3i Infotech Limited
Tower # 5, 3rd Floor, International Infotech Park,
Vashi Station Complex,
Vashi, Navi Mumbai – 400703 Ph: +91-22-7123 8000
Email: investors@3i-infotech.com

Folio No.	
Name of the sole / first named Member	
Name of Joint holder(s)	
Registered Address of Member	
Permanent Account Number (PAN) (Self – Attested Copy to be attached)	
E-mail ID to be registered	
Mobile No.	

Bank Account Details (for electronic credit of all future Dividends, if any)	
Name of the Bank	
Name of the Branch	
Account Number (as appearing in your cheque book)	
Account Type (Saving / Current / Cash Credit)	
9 Digit MICR Number (as appearing on the MICR cheque issued by the bank) Please enclose a photocopy of a cheque for verification	
IFSC Code	

Date: **Signature of the Member:**

Note:

1. Members holding shares in demat mode are requested to contact their Depository Participant (DP) for updation of above details.
2. Members are requested to keep DP / RTA / Company informed as and when there is any change in the email address. Unless the e-mail ID given above is changed by you by sending another communication in writing / e-mail, the Company will continue to send the documents to you on the above-mentioned e-mail ID.
3. Members hereby authorise Company to send all the correspondence on the above-mentioned e-mail ID.
4. Please enclose a self-attested copy of PAN card of the first named member, original cancelled cheque leaf and address proof (Aadhaar card) as required for updating of the details along with this form.

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3i Infotech

Registered Office: Tower #5, International Infotech Park,
Vashi, Navi Mumbai – 400 703, Maharashtra, India

Corporate Office: Tower #2, Wing E, 6th Floor,
Nexus Grand Central, Navi Mumbai – 400706, Maharashtra, India

Email: investors@3i-infotech.com

Website: www.3i-infotech.com

NORTH AMERICA SOUTH ASIA
MIDDLE EAST ASIA-PACIFIC