August 14, 2026

BSE Limited	National Stock Exchange of India Limited
Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001 **Company Code No.:** 544301	Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 **Company Symbol:** ODIGMA

Dear Sir/ Madam,

Sub: Notice of 15th Annual General Meeting and Annual Report for the F.Y. 2025-26

This is to inform you that the 15th Annual General Meeting ("AGM") of the Company will be held on Thursday, September 10, 2026 at 11.00 a.m. (IST) through Video Conferencing/Other Audio-Visual Means.

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith the Annual Report of the Company for the Financial Year 2025-26 along with the Notice convening 15th Annual General Meeting, which is being sent to the Members of the Company through electronic mode, who have registered their e-mail addresses with the Depositories/Company and a letter providing a web-link for accessing the Annual Report who have not registered their E-mail IDs in compliance with provisions of the Listing Regulations and relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Annual Report 2025-26 containing the Notice of 15th AGM is also available on the website of the Company at www.odigma.ooo.

The Company is pleased to provide its members the facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means. The date and time of remote e-voting facility are as under:

Sr. No.	Particular	Details
1	AGM date and time	Thursday, September 10, 2026 at 11.00 a.m.
2	Cut-off date for e-voting	Thursday, September 03, 2026
3	E-voting start time	9.00 a.m. on Sunday, September 06, 2026
4	E-voting end time	5:00 p.m. on Wednesday, September 09, 2026

Request you to kindly take the same on your records.

Thanking you,

Yours faithfully,

For Odigma Consultancy Solutions Limited

PRACHI VIJAY JAIN Digitally signed by PRACHI VIJAY JAIN Date: 2026.08.14 16:19:43 +05'30'

Prachi Jain
Company Secretary & Compliance Officer

Encl.: As above

Odigma

ODigMa Consultancy Solutions Limited

ANNUAL
REPORT 2026

A Comprehensive Overview of
Our Financial Performance **2025-2026**

TABLE OF **CONTENTS**

CORPORATE IDENTITY NUMBER:
L72900GJ2011PLC131548

REGISTERED OFFICE:
28th Floor, GIFT Two Building, Block No. 56, Road 5C, Zone 5, GIFT City, Gandhinagar – 382050, Gujarat, India

CORPORATE OFFICE:
No. 211, 2nd & 3rd Floor, Kasturi Nagar Service Road, Outer Ring Road, Bengaluru-560043, Karnataka, India

WEBSITE:
www.odigma.ooo

Investor Email- ID:
ir@odigma.ooo

LISTED ON:
The BSE Limited (544301)
The National Stock Exchange of India Limited (ODIGMA)

STATUTORY AUDITORS:
G.S. Mathur & Co.
Chartered Accountants

SECRETARIAL AUDITORS:
Mr. Jitendra Leeya
Practicing Company Secretary

BANKERS
ICICI Bank Limited
HDFC Bank Limited

REGISTRAR TO AN ISSUE AND SHARE TRANSFER AGENTS:
Alankit Assignments Limited
205-208, Anarkali Complex,
Jhandewalan Extension,
New Delhi - 110055

Email: rta@alankit.com
Website: www.alankitassignments.com

ABOUT US

Your digital growth partner since 2010.

We are ODigMa Consultancy Solutions Limited, a full-service digital marketing company with a proven track record of delivering measurable business impact across industries. Founded in Bengaluru in 2010, we have spent over 16 years helping brands navigate and succeed in an ever-evolving digital landscape, building lasting partnerships with **150+ clients across India.**

Our presence spans **10+ cities** nationwide, supported by a team of **120+ skilled professionals.** From our roots in Bengaluru, we have expanded steadily across major metros, grown into a publicly listed company, and continued to invest in the capabilities, talent, and technology that keep our clients ahead. Each milestone in our journey reects a single consistent principle that client success is the clearest measure of our own.

At the heart of our work is a commitment to strategy that is both intelligent and actionable. We bring together expertise across the full digital marketing spectrum, from web development and email marketing to social media, programmatic advertising, and video production. In recent years, we have deepened our practice in Search Engine Optimisation (SEO), Answer Engine Optimisation (AEO), and Generative Engine Optimisation (GEO), ensuring that our clients are discoverable not just on traditional search engines, but across the AI-driven platforms that are reshaping how audiences nd information. Whether we are partnering with an emerging startup or an established enterprise, our approach combines analytical rigour with creative thinking to produce outcomes that matter.

We take equal pride in the culture we have built. Collaboration, curiosity, and accountability dene how we work, internally and with our clients. Our teams are encouraged to think laterally, challenge assumptions, and bring fresh perspectives to every brief. This environment of continuous learning and shared ambition is what drives performance across every account we manage.

KEY FACTS

2010	16+	120+	150+	10+
Founded	Years of Experience	Employes	Partners/ Clients	Cities Served

SERVICES

We offer a comprehensive suite of digital services, including

Websites & Technology

Design, development, and optimisation of websites and digital platforms.

Email Marketing

Targeted campaigns to drive engagement and conversions.

Social Media

Strategy, management, and creative content for all major platforms.

Online Reputation Management (ORM)

Building and protecting brand reputation online.

Video Marketing

Production and distribution of compelling video content.

Programmatic Advertising

Automated, data-driven ad buying for maximum ROI.

Search Engine Marketing (SEM)

Paid search campaigns for immediate visibility.

Content Marketing

Strategy, creation, and distribution of valuable content.

Search Engine Optimisation (SEO)

Improving organic search rankings and visibility.

Answer Engine Optimisation & Generative Engine Optimisation (AEO & GEO)

Optimising content and brand presence for discovery across AI-generated answers and generative search platforms.

BOARD OF DIRECTORS

Mr. Vishal Ajitbhai Mehta
Chairman and
Non - Executive Director

Mr. Mathew Jose
Managing Director

Mr. Laljibhai Lakhamanbhai Vora
Non - Executive Director

Mr. Jigar Pradipchandra Shah
Non - Executive
Independent Director

Ms. Anal Ruchir Desai
Non - Executive
Independent Director

Mr. Jigar Rameshbhai Shah
Non - Executive
Independent Director

AUDIT COMMITTEE

Mr. Jigar Pradipchandra Shah
Chairman

Ms. Anal Ruchir Desai
Member

Mr. Jigar Rameshbhai Shah
Member

Mr. Mathew Jose
Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Jigar Pradipchandra Shah
Chairman

Ms. Anal Ruchir Desai
Member

Mr. Vishal Ajitbhai Mehta
Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Vishal Ajitbhai Mehta
Chairman

Ms. Anal Ruchir Desai
Member

Mr. Jigar Pradipchandra Shah
Member

KEY MANAGERIAL PERSONNEL

Mr. Mathew Jose
Managing Director

Ms. Saumya Milanbhai Yagnik
Chief Financial Officer

Ms. Prachi Vijay Jain
Company Secretary

Chairman's Message

Dear Shareholders,

As I write to you this year, I find myself reflecting not just on what we have accomplished, but on the nature of the industry we operate in, and how profoundly it continues to shift beneath our feet. This is not a moment for comfort. It is a moment for clarity.

A Year of Consequence

The digital marketing landscape in 2025–26 did not simply evolve; it accelerated. Artificial intelligence moved from the periphery of marketing conversations to the centre of every strategic decision. The way consumers discover brands, evaluate products, and form loyalties is being rewritten in real time. For an agency like ODigMa, this is not a disruption to manage. It is a direction to lead.

We have continued to deepen our presence across sectors - real estate, healthcare, food and beverage, e-commerce, manufacturing, education, and finance, each with its own pace of digital adoption, its own audience expectations, and its own definition of results. What has remained constant across all of them is the expectation that we bring not just execution, but foresight.

Staying Ahead of the Curve

This year, we made deliberate investments in capability areas that reflect where digital marketing is heading. Our work in Search Engine Optimisation has evolved to encompass Answer Engine Optimisation and Generative Engine Optimisation, disciplines that position our clients for visibility in an AI-driven search environment that looks fundamentally different from what existed even two years ago.

The shift is significant. Audiences are increasingly finding information through AI-generated answers rather than traditional search results. Brands that are not structured for this new reality risk losing discoverability entirely. Our responsibility to our clients is to ensure that does not happen and that their presence is built for where search is going, not where it has been.

People and Culture

None of this progress is possible without the people who carry it forward every day. Our teams have met a demanding year with the same curiosity and commitment that have always defined ODigMa's character. The problems we are solving today - how to remain relevant in a generative AI world and how to create content that resonates across languages and geographies - are not simple ones. They require sustained thinking, genuine collaboration, and the willingness to be wrong before getting it right.

I am proud of the culture we have built. It is one where those qualities are not just encouraged but expected.

In Gratitude

To our clients, thank you for the trust you continue to place in us. To our partners, your collaboration sharpens everything we do. And to the ODigMa team, your energy and integrity are what this company is made of.

The road ahead is demanding and full of possibilities. I would not want it any other way.

Vishal Mehta

Chairman

ODigMa Consultancy Solutions Limited

MD’s Message

Dear Shareholders,

There is a particular kind of clarity that comes at the end of a demanding year, not the relief of having survived it, but the satisfaction of having understood it. FY2025–26 was that kind of year for ODigMa. Complex, fast-moving, and ultimately, rewarding.

The Numbers That Tell The Story

We welcomed 35+ new clients to our roster this year, bringing our active client base to 70+, across industries as varied as real estate, healthcare, food and beverage, e-commerce, manufacturing, education, and finance. Each of these relationships came with its own set of expectations, and meeting them sharpened us in ways that a uniform client base never could.

What The Market Asked Of Us

This was the year that AI stopped being a conversation topic and became an operational reality. The question was no longer whether artificial intelligence would reshape digital marketing; it already had. The question was whether we were positioned to make that reshaping work in our clients’ favour.

We were. The year demanded that we expand our thinking as much as our services. We deepened our practice in disciplines built for an AI-mediated search environment, where discovery increasingly happens before a user ever reaches a traditional results page. Alongside this, we refined how we approach content strategy, campaign architecture, and performance measurement, not to follow a trend, but because our clients’ visibility depends on us staying ahead of how audiences actually find things.

None of this came at the expense of the fundamentals. SEO, performance marketing, social media, and content production all grew because the foundation holds, even as the landscape above it shifts.

The Work Behind The Work

I want to talk about something that doesn't always make it into annual reports: the quality of thinking inside this company. From April, 2025 to March, 2026, we added 74 new team members. But the number I am more proud of is harder to quantify; the number of times someone on this team looked at a brief, found it insufficient, and pushed for a better question before attempting an answer.

That instinct, to interrogate before executing, is what separates work that performs from work that merely exists. It is also what makes ODigMa a genuinely useful partner rather than a vendor with a dashboard.

On Staying Honest

Growth in this industry can be intoxicating. There is always a newer platform, a more compelling case study, a shinier metric to chase. We have learned, over the years, that the most durable client relationships are built on the opposite impulse, on the willingness to say what is working, what is not, and what we would do differently. That honesty is not a soft value. It is a commercial one.

The Year Ahead

I do not think the pace slows down from here. The industry is growing, the technology is accelerating, and client expectations are rising in proportion to both. What I feel, heading into the next year, is not pressure but readiness. We have the team, the tools, and perhaps, most importantly, the disposition to meet what is coming.

We will continue to invest in the capabilities that matter, deepen the relationships we have earned, and hold ourselves to a standard that makes the work worth doing.

To our clients, our partners, and the ODigMa team - thank you for a year that gave us something real to build on.

Mathew Jose

Managing Director

ODigMa Consultancy Solutions Limited

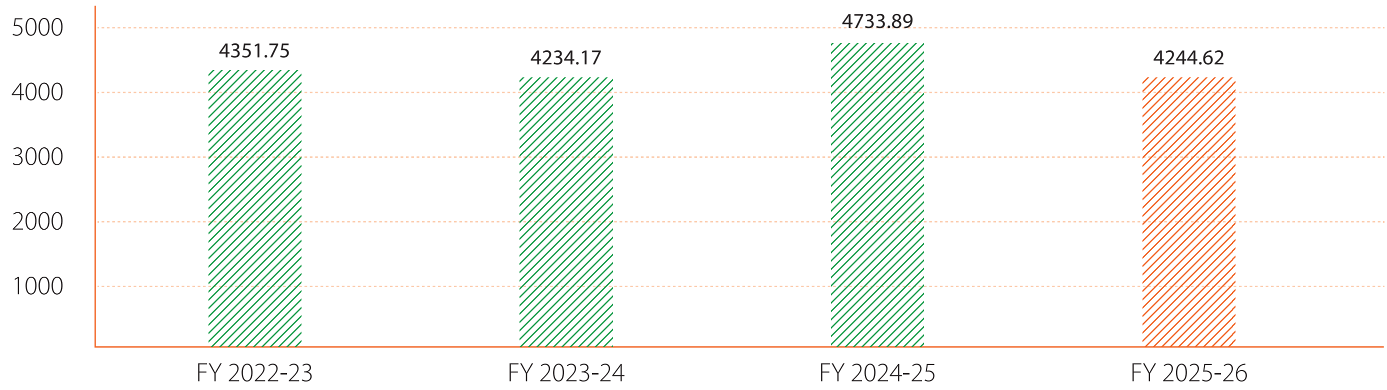
Delivering Strong Financials

Key Performance Indicators

1. Revenue from Operations ▼ 10.34%

(₹ in Lakhs)

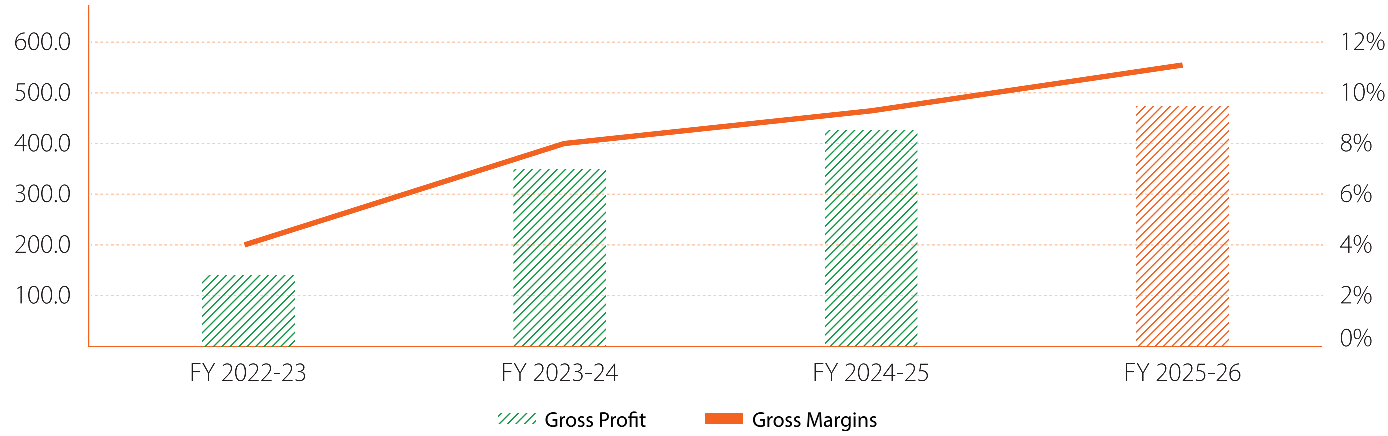
Particulars	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26
Revenue from Operations	4351.75	4234.17	4733.89	4244.62



2. Gross Profit and Margins ▲ 13.67%

(₹ in Lakhs)

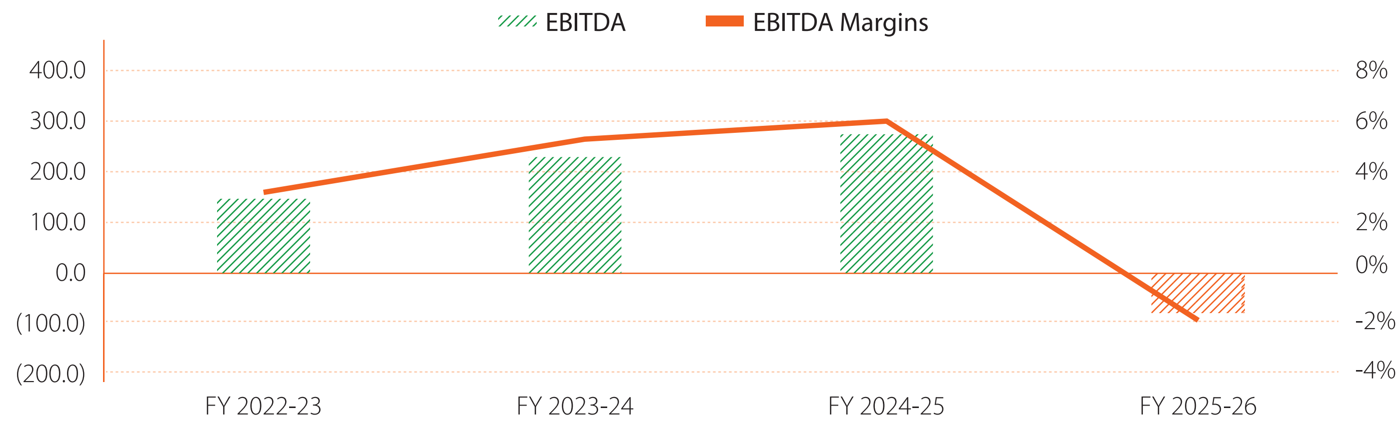
Particulars	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26
Gross Profit	153.37	348.42	420.80	478.32
Gross Margins	4%	8%	9%	11%



3. EBITDA and EBITDA Margins

(₹ in Lakhs)

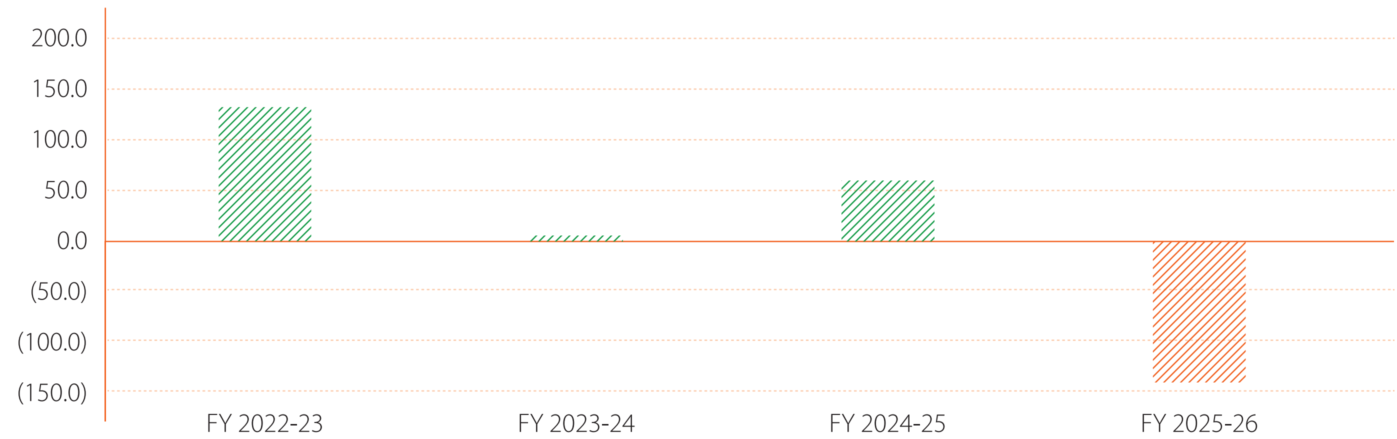
Particulars	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26
EBITDA	149.56	224.43	272.83	(79.04)
EBITDA Margins	3%	5%	6%	-2%



4. Profit Before Tax ▼ 336%

(₹ in Lakhs)

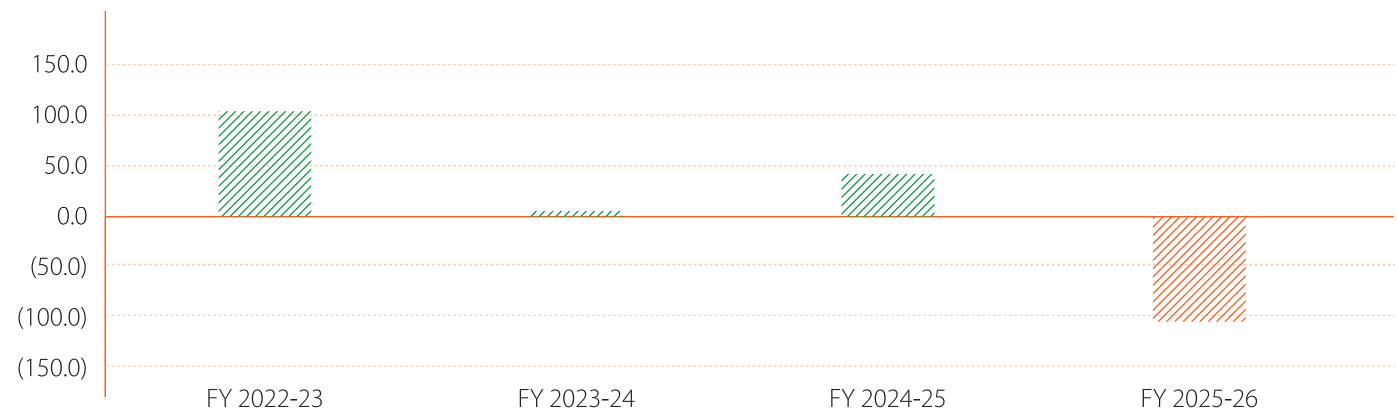
Particulars	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26
Profit Before Tax	137.63	7.32	60.71	(143.25)



5. Profit After Tax ▼ 378%

(₹ in Lakhs)

Particulars	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26
Profit After Tax	104.61	4.54	38.99	(108.31)



MANAGEMENT DISCUSSION AND ANALYSIS

Industry Overview

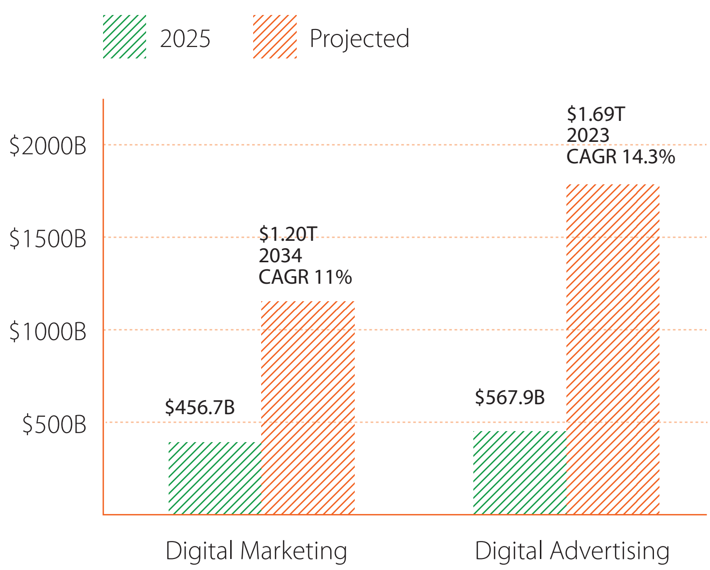
A rapidly expanding industry at the intersection of technology, data, and consumer behaviour

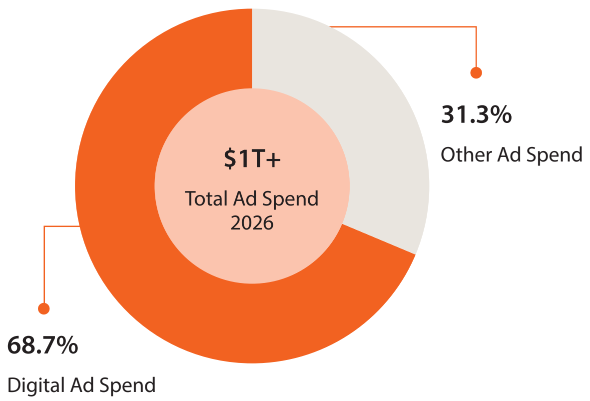
The global digital marketing and advertising industry has entered one of its most consequential phases of growth, driven not just by rising internet penetration and mobile adoption but by a fundamental reimagining of how brands reach, engage, and retain audiences in an AI-first world.

Global Market Dynamics

The global digital marketing market was valued at USD 456.7 billion in 2025 and is projected to reach USD 1.2 trillion by 2034, growing at a CAGR of approximately 11% through the forecast period. Parallel estimates for the broader digital advertising segment are even higher. The global digital advertising market was valued at USD 567.9 billion in 2025 and is projected to grow to USD 1.69 trillion by 2033 at a CAGR of 14.3%.

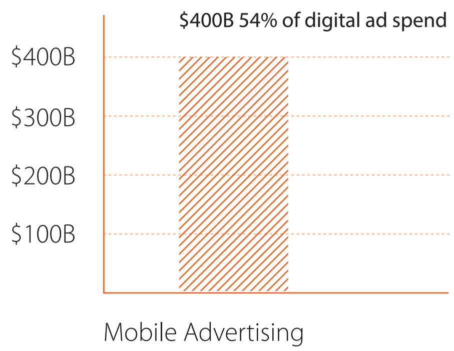
Market Size Growth





2026 Global Ad Spend

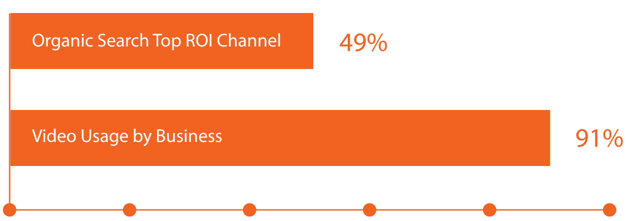
Global ad spend is set to surpass USD 1 trillion for the first time in 2026, with digital representing 68.7% of total investment. Retail media is the fastest-growing channel, while mobile advertising continues to gain share.



Mobile Advertising in 2026

Mobile advertising is projected to reach USD 400 billion globally in 2026, representing 54% of total digital advertising spend.

Channel Performance Indicators



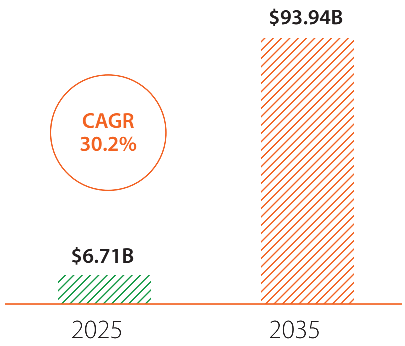
Email Marketing ROI : 36returnedforevery **1 Invested**

Video remains a dominant force. Over 91% of businesses are using video for their marketing campaigns in 2026. Email marketing continues to generate the strongest measured returns - delivering USD 36 for every USD 1 invested, while organic search remains the top ROI-driving channel for 49% of marketing professionals.

The Indian Digital Marketing Landscape

India's digital marketing ecosystem stands out as one of the most dynamic in the world. The Indian digital marketing market was valued at USD 6.71 billion in 2025 and is expected to grow at a CAGR of 30.2% through 2035, reaching USD 93.94 billion. India ranks as the second-largest online market globally, supported by approximately 900 million internet users.

Indian digital marketing market set for explosive growth

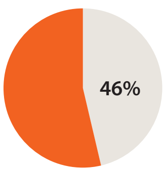


900M Internet Users

India is 2nd largest online market globally

The structural tailwinds are considerable. Digital advertising is expected to account for approximately 46% of total advertising spend in India, growing at a projected CAGR of 12–14%. Between 45–55% of corporate firms in India now prefer digital as their primary advertising medium. Meanwhile, India's digital payments infrastructure continues to expand at pace.

Digital Advertising



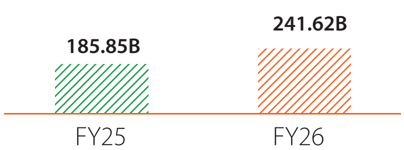
of total advertising spend expected to be digital

12-14%
Projected CAGR

45-55%
Of corporate firms prefer digital as their primary advertising medium

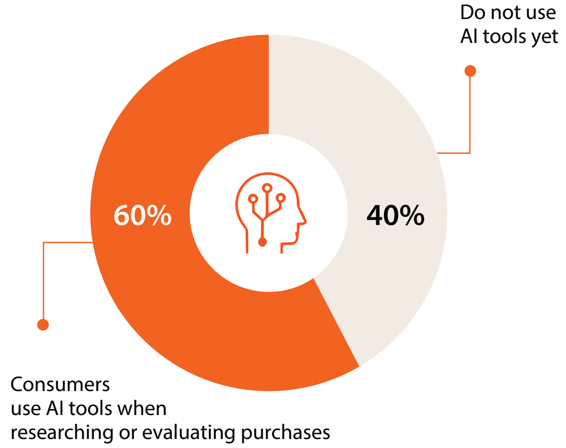
UPI transaction volumes rose from 185.85 billion in FY25 to 241.62 billion in FY26, reflecting deep and accelerating digital adoption in everyday consumer behaviour.

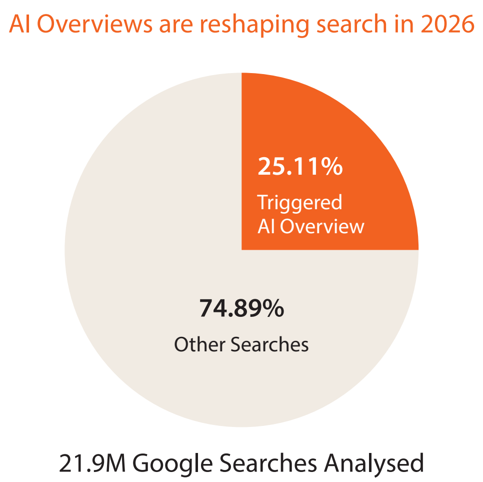
UPI transsaction volume



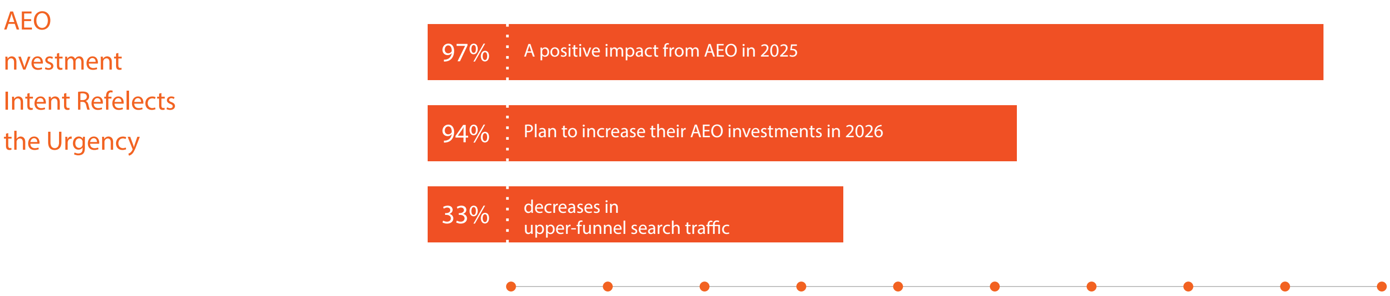
Technology and Innovation: The AI Shift

Artificial intelligence is no longer a supporting element of digital marketing; it is reshaping its foundations. In 2026, AEO (Answer Engine Optimisation) and GEO (Generative Engine Optimisation) have moved from emerging ideas to essential operational disciplines, as AI-driven discovery becomes the new front door to brand information. Research shows that nearly 60% of consumers now use AI tools when researching or evaluating purchases.





The pace of change in search behaviour illustrates the urgency. Analysis of 21.9 million Google searches found that 25.11% triggered an AI Overview, nearly double the rate observed in March 2025. Google's AI Overviews now appear in approximately 25% of all searches, and ChatGPT drives more than 87% of AI referral traffic to websites. The implication is direct: brands that are not optimised for AI-generated answers risk losing discoverability in a search environment that increasingly synthesises rather than lists.



Investment intent reflects this urgency. 97% of digital marketing leaders reported a positive impact from AEO in 2025, and 94% plan to increase their AEO investments in 2026. More than a third of brand and agency professionals have already reported decreases in upper-funnel search traffic as a result of AI-generated search results.

The Regulatory Landscape

Data governance is emerging as a critical operational consideration for digital marketers in India. The Digital Personal Data Protection (DPDP) Rules were notified in November 2025, placing 2026 squarely in the execution phase for Indian businesses. The DPDP Act is expected to accelerate the shift towards first-party data, consent-led marketing, and privacy-safe measurement, pushing brands to invest in durable data foundations and predictive models. Agencies that can guide clients through compliant, first-party data strategies will hold a meaningful advantage as this framework matures.

Sector-Specific Growth Drivers

Real estate, financial services, healthcare, and e-commerce continue to be the most active verticals in digital marketing investment. Performance marketing, local SEO, and regional language content are driving growth in Tier II and Tier III markets. B2B marketing is increasingly shaped by account-based strategies, intent data, and video-led thought leadership. Across verticals, the shift from awareness-based to outcome-based marketing, where clients demand measurable ROI and transparent attribution, continues to define how agencies are evaluated and retained.

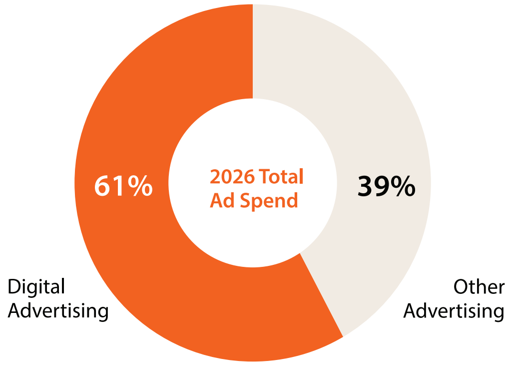
ODigMa's Position Within This Landscape

ODigMa Consultancy Solutions Limited is well-placed to benefit from the industry's direction. With 16+ years of experience, a multi-city presence, and a service portfolio that spans both established and emerging disciplines, including SEO, AEO, and GEO, we are equipped to serve clients navigating a rapidly changing discovery environment. Our cross-vertical expertise, spanning real estate, senior living, retail, hospitality, and technology, aligns with the sectors driving India's digital marketing growth. Our commitment to data-driven, outcome-oriented campaigns positions us to meet the expectations of an increasingly performance-focused client base.

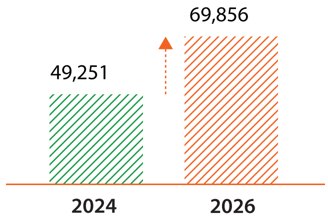
As the industry evolves, ODigMa remains focused on staying ahead of the curve, investing in capability, deepening client partnerships, and delivering results that are meaningful, measurable, and lasting.

Future Outlook and Growth Prospects

The trajectory of digital marketing - both globally and in India - points firmly upward, and the next phase of growth will be defined less by volume than by intelligence, precision, and adaptability.



India's advertising expenditure is projected to reach ₹1,476 billion (approximately USD 15.9 billion) by 2026, driven by linguistic diversity, explosive growth in Tier II and Tier III cities, and continued smartphone adoption. Digital advertising, already the primary growth engine, surged 21.1% in 2024 to ₹49,251 crore and is forecast to reach ₹69,856 crore by 2026 - representing 61% of total advertising spend.

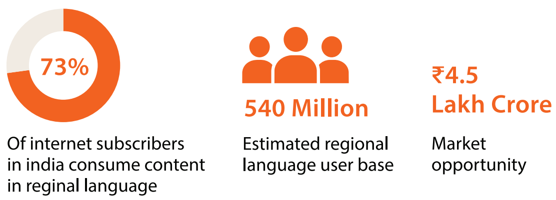


Digital Advertising Spend (₹ Crore)

The shift toward AI-first discovery will be among the most consequential transitions the industry faces. Search is moving from keywords to GEO and LLM-led answers, AI agents are beginning to run entire marketing workflows, and the DPDP Act is forcing brands to rethink targeting and measurement from the ground up. Agencies that can navigate this new environment, helping clients remain visible in AI-generated answers while building compliant, first-party data strategies, will carry a significant structural advantage.

Vernacular and regional content represents one of the most substantial untapped opportunities in the Indian market. Over 73% of internet subscribers in India now consume content in regional languages, with an estimated regional language user base of 540 million, representing a ₹4.5 lakh crore market opportunity. Brands seeking meaningful engagement beyond metros will increasingly depend on agencies with the capability to develop localised, culturally relevant content at scale.

Vernacular & Regional Content Opportunity



Influncer & Creator Marketing Opportunity

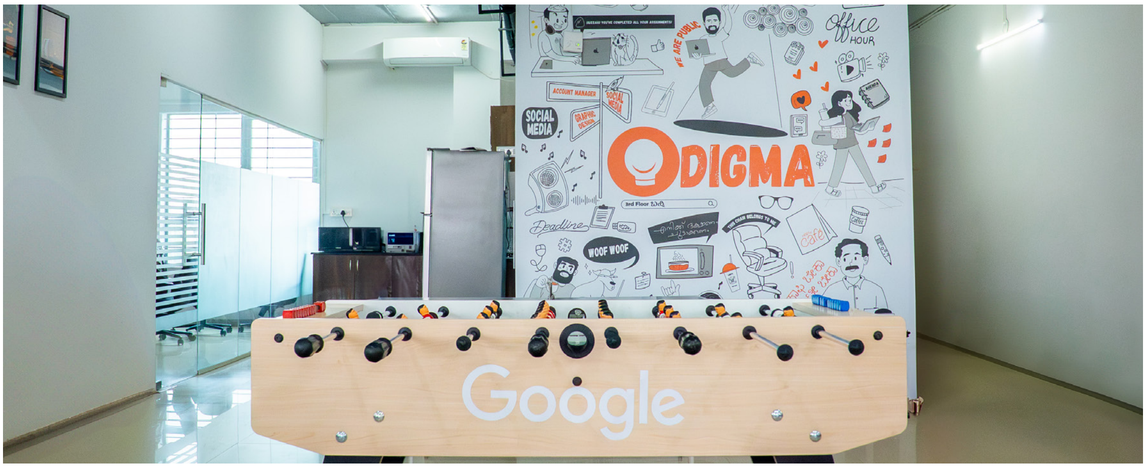
Influencer and creator marketing continues to mature as a performance channel. India's creator ecosystem is expanding rapidly, with influencer marketing projected to grow at approximately 25% annually through 2025–26. The influencer marketing industry is set to reach approximately USD 400 million in India in 2026. Increasingly, creators are being deployed not just for reach but for regional language scalability and authentic community engagement, functions that integrate directly with broader content and SEO strategies.

Quick Commerce

Quick commerce is emerging as a standalone discovery and performance channel. What began as a logistics play with groceries and essentials is expanding rapidly, with brands setting up dedicated quick commerce teams to manage pricing, inventory, and media across platforms like Blinkit, Zepto, and Swiggy Instamart. For FMCG, D2C, and retail clients, this channel is closing the gap between brand exposure and purchase in ways that traditional performance marketing cannot replicate. Quick commerce is emerging as a standalone discovery and performance channel. What began as a logistics play with groceries and essentials is expanding rapidly, with brands setting up dedicated quick commerce teams to manage pricing, inventory, and media across platforms like Blinkit, Zepto, and Swiggy Instamart. For FMCG, D2C, and retail clients, this channel is closing the gap between brand exposure and purchase in ways that traditional performance marketing cannot replicate.

Purpose-driven and sustainability-led marketing is gaining measurable traction, particularly among younger consumers. India's under-35 consumers are increasingly measuring a brand's worth not just by the quality of its communications, but by the transparency of its practices, with ESG data, factory transparency, and visible sustainability initiatives becoming key differentiators. Agencies that can help clients build and communicate authentic brand purpose will find growing demand across categories.

Looking ahead, the agencies best positioned to grow are those that combine technological fluency with strategic depth that can manage AI-powered campaigns and first-party data infrastructure while still producing content and creative work that earns trust. As India's digital marketing market continues on its steep growth trajectory, the opportunities for specialist agencies with strong vertical knowledge and multi-channel capability are considerable. ODigMa's breadth of expertise, cross-industry experience, and commitment to measurable outcomes place us well to grow alongside, and ahead of, this expanding market.


ODIGMA
SOCIAL MEDIA
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Google


Google


ODIGMA

Risk Factors - Mitigation & Opportunities

Risk Factors

Like all businesses operating at the intersection of technology and services, ODigMa is subject to industry-level and operational risks that warrant clear acknowledgement.

Rapid Technological Disruption

The pace at which AI is reshaping search, content, and campaign management means that service methodologies can become outdated quickly. The emergence of AI-generated search results and answer engines has introduced new discoverability risks for clients, placing pressure on agencies to master disciplines like AEO and GEO alongside traditional SEO.

Rising Media Costs and Talent Pressure

CPMs on Meta and Google have risen significantly across most categories, squeezing margins for brands relying on paid-only strategies. Simultaneously, retaining skilled professionals in data analytics, AI-driven content, and performance marketing remains an ongoing operational challenge in a competitive hiring environment.

Client Concentration Risk

Dependence on a limited number of high-value clients or specific verticals can expose agencies to revenue volatility when sectors experience cyclical downturns or when key clients shift their marketing budgets.

Mitigation

Capability-Led Resilience

Our ongoing investment in AEO, GEO, and AI-assisted workflows ensures our service offering evolves in step with the technological landscape, reducing the risk of capability gaps at critical moments.

Diversified Portfolio and Integrated Strategy

Our presence across real estate, healthcare, F&B, e-commerce, manufacturing, education, and finance provides natural insulation against sector-specific slowdowns. Our multi-channel approach, combining SEO, paid media, content, and emerging discovery channels, further reduces over-reliance on any single platform or client relationship.

Opportunities

AI-First Discovery

As generative search platforms become primary entry points for brand discovery, demand for AEO and GEO expertise will grow sharply. ODigMa's early investment in these disciplines positions us to meet this demand ahead of the market.

Vernacular and Regional Expansion

With over 73% of India's internet users consuming content in regional languages, Tier II and Tier III markets represent a substantial growth opportunity for agencies capable of delivering localised content at scale.

Outcome-Based Partnerships and Emerging Channels

The shift toward performance-linked pricing, combined with the rapid expansion of quick commerce and D2C ecosystems, creates new opportunities for agencies with proven ROI-driven capabilities. As younger consumers increasingly reward brand transparency, purpose-driven marketing strategies represent a further area of growing demand.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

We have well-documented policies and procedures, which cover all financial and operational functions, thereby ensuring an adequate system of internal controls in place. These aid in providing a reasonable assurance regarding maintenance of proper accounting controls to ensure that financial reporting is reliable, operations are monitored, assets are protected from unauthorised use or losses and regulations are well complied with. As always, our processes and controls are in alignment with the best global practices.

Some significant features of the internal control systems are:

- The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control systems, their compliance with operating systems, accounting procedures and policies of Odigma Consultancy Solutions Limited. Based on the report of the Internal Auditor, process owners undertake corrective action in their respective areas, and thereby strengthen the controls. Significant Audit observations and corrective actions thereon are presented before the Board.
- As per the listing requirements, documentation of major business processes and testing thereof are conducted, which includes financial closing, computer controls and entity-level controls, as part of our compliance programmes. We are very strict with our security policy and update our IT systems on a periodic basis.
- As part of the established practices for all operating and service functions, detailed business plans, investment strategies, year on- year reviews, annual financial and operating plans and monthly monitoring are part of the established practices for all operating and service functions.
- An independent, well-established and multidisciplinary internal audit team operates in line with the best practices of governance. It reviews and reports to the management and the Audit Committee on compliance with internal controls and the efficiency and effectiveness of operations as well as the key process risks.
- The company has adopted policies and procedures for ensuring the orderly and efficient conduct of the 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 disclosures.
- The existing Internal Control Systems and their adequacy are frequently reviewed and improved upon to meet the changing business environment. The Statutory Auditors as well as the Internal Auditors periodically review the Internal Control Systems, Policies and Procedures for their adequacy, effectiveness and continuous operation in addressing risk management and mitigation strategies.

HUMAN RESOURCES

Odigma consultancy solutions Limited strongly emphasises its human capital, recognising that its people are the driving force behind its success. As of March 31, 2026, the company employs 128 individuals. The company's HR strategy focuses on several key areas, including employee well-being and engagement, talent acquisition and retention, and employee development and training. Our vision is to lead HR in digital marketing by fostering innovation and growth, while our mission is to provide tailored HR solutions, build a diverse and empowered workforce, prioritize employee well-being, and drive success through effective talent management. Key targets include efficient recruitment, comprehensive training, promoting diversity, and ensuring employee well-being.

Financial Performance

Analysis of Revenue

1. Revenue from Operations

(₹ in Lakhs)

	FY 2025-26	FY 2024-25	Change
Operating Revenue	4,244.62	4,733.89	-10.34%

During FY 2025-26, the Company's revenue from operations decreased by 10.34% to Rs. 4,244.62 lakhs from Rs. 4,733.89 lakhs in the previous year. The decline was primarily attributable to lower spending by certain key clients, increased competitive pressures in the digital marketing industry, and a reduction in the volume of campaign-based assignments during the year.

2. Other Income

(₹ in Lakhs)

	FY 2025-26	FY 2024-25	Change
Other Income	143.42	17.13	737.24%

Other income increased significantly from INR 17.13 lakhs in FY 2024-25 to INR 143.42 lakhs in FY 2025-26, primarily driven by higher interest income earned during the year.

Analysis of Expenses

3. Cost of Services

(₹ in Lakhs)

	FY 2025-26	FY 2024-25	Change
Cost of Services	2,755.25	3,502.27	-21.33%

During FY 2025-26, contracting expenses decreased to INR 2,755.25 lakhs from INR 3,502.27 lakhs in FY 2024-25. Consequently, contracting expenses as a percentage of revenue declined from 73.98% to 64.91%, leading to an improvement in the Company's gross margin.

The improvement was driven by the Company's continued focus on optimizing its resource mix through the recruitment of fresh talent and the development of in-house capabilities. By strengthening internal resources and reducing dependence on external contractors, the Company aims to enhance operational efficiency and improve profitability on a sustainable basis.

4. Employee Benefit Expenses

(₹ in Lakhs)

	FY 2025-26	FY 2024-25	Change
Employee Benefit Expenses	1,011.05	810.82	24.69%

Employee benefit expenses primarily comprise salaries and wages, including the impact of annual increments and new recruitment, as well as statutory and terminal benefits such as gratuity and provident fund contributions. During FY 2025-26, employee benefit expenses increased to Rs. 1,011.05 lakhs from Rs. 810.82 lakhs in FY 2024-25, mainly due to workforce expansion, annual compensation revisions, and the associated increase in employee-related benefits.

5. Finance Costs

(₹ in Lakhs)

	FY 2025-26	FY 2024-25	Change
Finance Costs	-	-	0.00%

Finace cost during the FY-2025-26 and FY 2024-25 is Rs. Nil.

6. Depreciation and Amortization Expenses

(₹ in Lakhs)

	FY 2025-26	FY 2024-25	Change
Depreciation and Amortization Expenses	64.21	212.12	-69.73%

Depreciation and amortisation expense decreased by 69.73% to Rs. 64.21 lakhs in FY 2025-26, compared to Rs. 212.12 lakhs in FY 2024-25. The reduction was primarily attributable to the lower depreciable asset base and the completion of the useful life of certain assets during the year.

7. Other Expenses

(₹ in Lakhs)

	FY 2025-26	FY 2024-25	Change
Other Expenses	682.02	165.10	313.10%

Other expenses increased from INR 165.10 lakhs in FY 2024-25 to INR 682.02 lakhs in FY 2025-26, primarily driven by a significant increase in advertisement and promotional expenditure incurred to strengthen the Company's market presence and support future revenue growth. The increase was also attributable to certain non-recurring charges recognised during the year, including provisions for doubtful debts and the write-off of certain balances.

8. Profit after tax

(₹ in Lakhs)

	FY 2025-26	FY 2024-25	Change
Profit after tax	(108.31)	38.99	-377.79%

The Company reported a loss after tax of Rs. 108.31 lakhs in FY 2025-26, as compared to a profit after tax of Rs. 38.99 lakhs in FY 2024-25. The decline in profitability was primarily attributable to the increase in the cost of services, employee benefit expenses, and other operating expenses incurred during the year.

Ratio	Numerator	Denominator	FY 2025-26	FY 2024-25
Trade receivables turnover ratio	Income from Operations	Average Trade Receivables	5.47	4.63
Trade payables turnover ratio	Contracting Expenses	Average Trade Payables	21.47	5.52
Current Ratio	Current Assets	Current Liabilities	4.89	5.64
Return on equity ratio	EBIT	Total Assets less Total Liabilities	-2.68%	1.03%
Net Profit Margin	Net Profit	Total Income	-2.47%	0.82%
EBITDA Margin	EBITDA	Operating Revenue	-1.86%	5.76%
Operating Profit Margin	EBIT	Operating Revenue	-3.37%	1.28%
Earnings Per Share	PAT	Weighted Average Number of Equity Shares	-0.35	0.12
ROCE	EBIT	Total Assets less Current Liabilities	-2.66%	1.02%

Refer note 32 for additional details on analytical ratios of the financial statements.

IMPORTANT NOTES FOR THE SHAREHOLDERS

Dear Shareholder,

Unclaimed Sale proceed of Fractional Shares:

Pursuant to the Composite Scheme of Arrangement amongst Infibeam Avenues Limited ("Infibeam"), Odigma Consultancy Solutions Limited ("Odigma") and Infibeam Projects Management Private Limited ("IPMPL") and their respective Shareholders and Creditors under Sections 230 to 232 and Section 66 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder ("Scheme"), the net sale proceeds arising out of the fractional share entitlements pursuant to the Scheme were distributed proportionately to the shareholders entitled to such fractional entitlements.

Members, who have not yet claimed their amount, are requested to make their claims without any delay to the Company's Registrar to an Issue and Share Transfer Agent, i.e. Alankit Assignments Limited. Pursuant to the provisions of IEPF Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2026 on the website of the Company www.odigma.ooo.

In case the net sales proceeds of Fractional Shares are not claimed by the due date, necessary steps will be initiated by the Company to transfer the outstanding net sales proceeds of Fractional Shares to IEPF in accordance with the IEPF Rules. Please note that no claim shall lie against the Company in respect of the net sales proceeds of Fractional Shares so transferred to IEPF.

Unclaimed Shares:

Members, who have not yet claimed their unclaimed shares, are requested to make their claims without any delay to the Company's Registrar to an Issue and Share Transfer Agent, i.e. Alankit Assignments Limited. Pursuant to the provisions of IEPF Rules, the Company has uploaded the details of Unclaimed Shares lying with the Company as on March 31, 2026 on the website of the Company www.odigma.ooo.

In case the unclaimed shares are not claimed by the due date, necessary steps will be initiated by the Company to transfer the unclaimed shares to IEPF, in accordance with the IEPF Rules. Please note that no claim shall lie against the Company in respect of the Unclaimed Shares so transferred to IEPF.

Registration of email id:

To support the "Green Initiative", Members are requested to contact their respective Depository Participant and register their email id for receiving all communication from the Company electronically.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **15TH ANNUAL GENERAL MEETING** of the members of **ODIGMA CONSULTANCY SOLUTIONS LIMITED** will be held on Thursday, September 10, 2026 at 11:00 A.M. IST through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2 - Appointment of Mr. Vishal Ajitbhai Mehta (DIN: 03093563), as a director, liable to retires by rotation:

To re-appoint Mr. Vishal Ajitbhai Mehta (DIN: 03093563), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

SPECIAL BUSINESS:

Item No. 3 - Approval of Material Related Party Transactions with AvenuesAI Limited:

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, if any of the Listing Regulations, Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as applicable and any amendments thereto, other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/ or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) for entering into and/or carrying out and/or continuing with existing contracts/ arrangements/transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent additional transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), the details and terms and conditions of which are provided in the explanatory statement annexed to this notice, with **AvenuesAI Limited ("AvenuesAI")**, consisting of Common director and holds along with his relatives, more than 2% of the total paid-up share capital, a related party of the Company, for an aggregate value up to Rs. 1,200 Lakhs (Rupees Twelve Hundred Lakhs only) plus applicable taxes, during the period from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and as may be mutually agreed between the Company and AvenuesAI, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and at an arm's length basis.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, to enter into the above-mentioned contract/transaction/arrangement and to execute, deliver and perform all such transaction documents, contracts, deeds, undertakings and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities to suitably inform and apply to all the concerned authorities, including in respect of the requirements of the Central and/or State Government(s) and/or local authorities; and to take all necessary steps in the matter as it may deem necessary, desirable or expedient, to give effect to the above resolution and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers or authorities herein conferred by this resolution to any Committee of Directors and/or Director(s) and/or official(s) of the Company or any other Officer(s)/Authorised Representative(s) or any other person(s) so authorised by it, or to engage any advisor, consultant, agent or intermediary as deemed necessary by the Board in accordance with applicable laws and to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

Registered Office:

28th Floor, GIFT Two Building,
Block No. 56, Road-5C, Zone-5,
GIFT CITY, Gandhinagar – 382 050,
Gujarat, India
Date: August 04, 2026

By the Order of the Board,
For, Odigma Consultancy Solutions Limited

Prachi Jain
Company Secretary

NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the Special Businesses mentioned in the above Notice is annexed herewith.
2. A statement providing additional details of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting of the Company are given in this Notice as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("ICSI").
3. In compliance with the circulars issued by the Ministry of Corporate Affairs ("MCA"), vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 date September 25, 2023, 09/2024 dated September 19, 2024, 03/2025 dated September 22, 2025 and other relevant circulars ("MCA Circulars") read with the earlier circulars of Securities and Exchange Board of India and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 October 03, 2024 ("SEBI Circulars"), which does not require physical presence of the Members at common venue. In view of this, the 15th Annual General Meeting ("AGM") is being conducted through Video Conference ("VC")/Other Audio Visual Means ("OAVM"). The registered office of the Company shall be deemed to be the venue for the AGM.
4. Pursuant to the provisions of the Companies Act, 2013 ("Act"), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of their respective Board Resolution or Governing Body Resolution/Authorization Letter/power of attorney etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csdoshiac@gmail.com and to the Company by e-mail at ir@odigma.ooo.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
8. In line with the aforesaid Circulars, the Notice of the AGM along with Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Further, as per Regulation 36(1)(b) of the Listing Regulations, as amended, a letter containing the web-link, including the exact path, where complete details of the Annual Report are available, is being sent to all the shareholders who have not registered their Email IDs with the Company / RTA / Depositories. Member may note that Notice and the Annual Report 2025-26 has been uploaded on the website of the Company at www.odigma.ooo. The Notice and Annual Report 2025-26 can also be accessed from the websites of the Stock Exchanges i.e. the BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the e-voting website of National Securities Depository Limited ("NSDL") (agency for providing the e-Voting facility) i.e. www.evoting.nsdl.com.

   The Company has also published an advertisement in the newspapers containing the details about the AGM i.e. the conduct of the AGM through VC/OAVM, date and time of the AGM, availability of notice of the AGM along with Annual Report 2025-26 at the Company's website and manner of registering the email IDs, of those Members who have not registered the same with the Company/ Company's Registrar to an Issue and Share Transfer Agent ("RTA") i.e. Alankit Assignments Limited.
9. Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
10. Shareholders seeking any information with regard to financial statements or any matter to be placed at the AGM are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.

11. To prevent fraudulent transactions, Members holding shares in demat form are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
12. To support the "Green Initiative", A Members holding shares in the demat form are requested to contact their respective Depository Participant and register their email id and bank account for receiving all communication including Annual Report 2025-26, Notices, Circulars, etc. from the Company electronically.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form.
14. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
15. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts.
16. SEBI introduced Online Dispute Resolution Mechanism ("ODR Mechanism") through various circulars including its updated Master Circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023 i.e. "Master Circular for Online Dispute Resolution". The said Master Circular and the process note are available on the website of the Company at www.odigma.ooo. As per the said circulars, investors shall first take up their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the investor may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal at https://scores.sebi.gov.in/, in accordance with the process laid out therein. After exhausting all available options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal at https://smartodr.in/login. Alternatively, the investor/client can initiate dispute resolution through the ODR Portal if the grievance lodged with the Company was not satisfactorily resolved in accordance with and subject to the relevant SEBI circulars. It must be noted that the dispute resolution through the ODR portal can be initiated only if such complaint / dispute is not pending before any arbitral process, court, tribunal or consumer forum or if the same is non-arbitrable under Indian Law. There shall be no fees for registration of a complaint/ dispute on the ODR portal, and the fees for conciliation or arbitration process including applicable GST, stamp duty etc. shall be borne by the Investor /Company/other market participant as the case may be.
17. 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 under Section 189 of the Act, the certificate from Secretarial Auditor of the Company certifying that the Employee Stock Option Scheme of the Company has been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and all other documents referred to in the Notice will be available for inspection in electronic mode during the AGM.
18. The Members can join the AGM through the VC/ OAVM mode 30 minutes before 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 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
19. Members desiring to claim unclaimed shares and net proceeds of Fractional Shares are requested to correspond with RTA as mentioned above or to the Company at its Registered Office. Members are requested to note that, shares and the net proceeds of Fractional Shares if not claimed for a consecutive period of 7 years from the date of its allotment, such shares shall be liable to be transferred to the demat account of the IEPF Authority and the net proceeds of Fractional Shares shall be transferred to the Investor Education and Protection Fund ("IEPF"), in accordance with Section 124 of the Act, read with applicable IEPF rules. In view of this, Members/ Claimants are requested to claim their unclaimed shares and net proceeds of fractional shares from the Company, within the stipulated timeline.
    Members may please note that in the event of transfer of such shares and the unclaimed net proceeds of Fractional

Shares to IEPF, members are entitled to claim the same from IEPF authorities by submitting online application in the prescribed Form, IEPF-5 available on the website www.mca.gov.in and sending original documents enumerated in Form IEPF-5 duly signed to the Company along with Form IEPF- 5 for verification of claim.

20. Members holding shares in Demat mode, whose email ids are not registered can get their E-mail ID registered by contacting their respective Depository Participant for obtaining AGM Notice/Annual Report of the Company.

21. General Information:

i. Shareholders/Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

ii. Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

iii. Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

iv. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker in advance at least 7 days before the AGM by sending a request from a registered email address mentioning their name, DP ID and Client ID / Folio Number, PAN, mobile number at ir@odigma.ooo. Those Shareholders 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 speakers depending on the availability of time for the AGM.

v. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

vi. Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panelist via active chat-board during the meeting.

22. VOTING THROUGH ELECTRONIC MEANS:

A. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to e-Voting Facility provided by Listed Entities, and any other applicable provisions as amended, the Company is pleased to offer the facility of voting through electronic means and the businesses set out in the Notice above may be transacted through such electronic voting. The facility of casting the votes by the Members through remote e-voting prior to the AGM, as well as through e-voting during the AGM, is provided by National Securities Depository Limited ("NSDL").

B. The remote e-voting period commences at 09:00 a.m. on Sunday, September 06, 2026 and ends at 05:00 p.m. on Wednesday, September 09, 2026. During this period members of the Company, holding shares in dematerialized form, as on the cut-off date i.e. Thursday, September 03, 2026, may cast their vote by remote e-voting. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commences at 09:00 a.m. on Sunday, September 06, 2026 and ends at 05:00 p.m. on Wednesday, September 09, 2026 or e-Voting during the AGM. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

C. The Members, who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

D. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participant in the AGM through VC but shall not be entitled to cast their vote again.

E. A person who has acquired the Shares and had become a member of the Company after the dispatch of the Notice of the AGM and prior to the cut-off date i.e. Thursday, September 03, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during the AGM by following the procedure mentioned in this part.

F. The results of the electronic voting shall be disclosed to the Stock Exchanges along with the Scrutinizer's Report and shall be placed on the website of the Company.

G. The voting rights of shareholders shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on the cut-off date, being Thursday, September 03, 2026.

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

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

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

Step 1: Access to NSDL e-Voting system

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

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 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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.

Type of shareholders	Login Method
	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
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 e-Voting 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 can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL)	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**************

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

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

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

   c) **How to retrieve your 'initial password'?**

      i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your 'User ID' and your 'initial password'.

      ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) 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.
   c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csdoshiac@gmail.com with a copy marked to ir@odigma.ooo. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to NSDL Official, Ms. Pallavi Mhatre at evoting@nsdl.com

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

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ir@odigma.ooo. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
2. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

OTHER INSTRUCTIONS:

1. M/s. SPANJ & Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting system on the date of the AGM in a fair and transparent manner.
2. The Scrutinizer shall, after the conclusion of voting at the AGM, unblock and count the votes cast (through remote e-Voting and during the AGM) and will submit consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or Company Secretary or a person authorized by the Chairman in writing, who shall countersign the same.

3. Based on the report received from the Scrutinizer, the Company will submit within Two working days of the conclusion of the Meeting to the stock exchanges i.e. the BSE Limited and the National Stock Exchange of India Limited, details of the voting results as required under Regulation 44(3) of the Listing Regulations and that shall also be placed on the Company's website www.odigma.ooo and on the website of NSDL https://www.evoting.nsdl.com/.
4. Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM.

ANNEXURE TO THE NOTICE

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

Item No. 3 - Approval of Material Related Party Transactions with AvenuesAI Limited

Pursuant to Regulation 23 of the Listing Regulations, any transaction with a related party shall be considered material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/ or through its subsidiary(ies), exceed(s) the below threshold, as applicable to the listed entity:

Consolidated Turnover of Listed Entity Threshold	Threshold
Up to Rs. 20,000 Crore	10% of the annual consolidated turnover of the listed entity
More than Rs. 20,000 Crore to upto Rs. 40,000 Crore	Rs. 2,000 Crore + 5% of the annual consolidated turnover of the listed entity above Rs. 20,000 Crore
More than Rs. 40,000 Crore	Rs. 3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity above Rs. 40,000 Crore or Rs. 5,000 Crores, whichever is lower.

The members are informed that, in terms of Regulation 23(4) of the Listing Regulations, prior approval of members by means of an ordinary resolution is required for all material related party transactions and subsequent material modifications, as defined by the audit committee, even if such transactions are in the ordinary course of business of the Company and at an arm's length basis.

Further, Regulation 2(1)(zb) of the Listing Regulations has provided the definition of related party and Regulation 2(1)(zc) of the Listing Regulations has enhanced the definition of Related Party Transaction which now includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as approved earlier by the Members. Accordingly, as per the Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Management has provided the Audit Committee with relevant details of the proposed RPTs, as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and revised Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"). The Audit Committee has reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transactions shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Policy of the Company.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and as per revised RPT Industry Standards are set forth below:

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td colspan="3">A. Details of the related party and transactions with the related party</td></tr>
<tr><td colspan="3">A(1). Basic details of the related party</td></tr>
<tr><td>1</td><td>Name of the related party</td><td>AvenuesAI Limited (“AvenuesAI”)</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td>End-to-end, omni-channel B2B digital payment solutions, powers secure and scalable transaction capabilities for enterprises, merchants, and institutions across sectors.</td></tr>
<tr><td colspan="3">A(2). Relationship and ownership of the related party</td></tr>
<tr><td>4</td><td>Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern and the following:
Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.
Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).
Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).
Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td><td>The Company and AvenuesAI have Common director who holds along with his relatives, more than 2% of its paid-up share capital, hence is a related party of the Company.

AvenuesAI does not hold any shares in the Company nor does the Company hold any shares in AvenuesAI.</td></tr>
<tr><td colspan="3">A(3). Details of previous transactions with the related party</td></tr>
<tr><td>5</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td><table><tr><th>Sr. No.</th><th>Nature of Transactions</th><th>FY 2025-26 (Rs. in lakhs)</th></tr><tr><td>1</td><td>Services Taken</td><td>775.93</td></tr><tr><td>2</td><td>Services Given</td><td>349.72</td></tr></table></td></tr>
<tr><td>6</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>The details of transactions entered by the company with AvenuesAI Limited during Q1 FY27 are as under:<table><tr><th>Sr. No.</th><th>Nature of Transactions</th><th>FY 2026-27 (Rs. in lakhs)</th></tr><tr><td>1</td><td>Services Given</td><td>66.74</td></tr><tr><td>2</td><td>Services Taken</td><td>52.67</td></tr></table></td></tr>
<tr><td>7</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>Not Applicable</td></tr>
</table>

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td colspan="3">A(4). Amount of the proposed transaction(s)</td></tr>
<tr><td>8</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Upto Rs. 1,200 Lakhs</td></tr>
<tr><td>9</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>10</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>28.27 %</td></tr>
<tr><td>11</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Not Applicable</td></tr>
<tr><td>12</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>0.15 %</td></tr>
<tr><td>13</td><td>Financial performance of the related party for the immediately preceding financial year:</td><td><table><tr><th>Particulars</th><th>FY 2025-26
(Rs. in Million)</th></tr><tr><td>Turnover</td><td>75,846.80</td></tr><tr><td>Profit After Tax</td><td>1,534.70</td></tr><tr><td>Net worth</td><td>23,569.82</td></tr></table></td></tr>
<tr><td colspan="3">A(5). Basic details of the proposed transaction</td></tr>
<tr><td>14</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Service to be Given</td></tr>
<tr><td>15</td><td>Details of each type of the proposed transaction</td><td>Online advertisement services Income for promotion and brand visibility through digital platforms. These include costs for online campaigns, sponsored content, and performance-based advertising.</td></tr>
<tr><td>16</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>The shareholders' approval will be valid for a period commencing from the conclusion of the 15th AGM of the Company till the conclusion of the 16th AGM of the Company to be held in the year 2027.</td></tr>
<tr><td>17</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>18</td><td>Value of the proposed transaction during a financial year.
If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td><table><tr><th>Financial Year</th><th>Amount
(Rs. in lakhs)</th></tr><tr><td>2026-27</td><td>600</td></tr><tr><td>2027-28
(upto the conclusion of the 16th AGM)</td><td>600</td></tr><tr><td>Total</td><td>1,200</td></tr></table></td></tr>
</table>

Sr. No.	Particulars of the information	Information provided by the management
19	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Odigma Consultancy Solutions Limited is in the business of providing Digital Advertisement and other associated services to many of its client. AvenuesAI owns and offers services relating to its advertisement framework to many of its clients including Odigma since more than 3-4 years. To ensure the consistent business from the existing customers of Odigma and to leverages niche skills, capabilities and resources which AvenuesAI has and also with a business motive of retaining the customers, sustain them and grow the business of Odigma, this business arrangement is evident. Further, all the transactions are in the ordinary course of business and on arm's length basis and are intended to retain the Company's business interests.
20	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Ajit Champaklal Mehta and Ms. Jayshreeben Ajitbhai Mehta, Promoters of the Company are also the Promoters of AvenuesAI (Related Party). Further, Mr. Vishal Ajitbhai Mehta, Promoter and Chairman of the Company is also the Promoter, Chairman and Managing Director of AvenuesAI (Related Party). Mr. Vishal Ajitbhai Mehta holds 8.58% of Equity Shares, Mr. Ajit Champaklal Mehta holds 3.45% of Equity Shares and Ms. Jayshreeben Ajitbhai Mehta holds 3.45% of Equity Shares aggregating to 15.48% of shares in AvenuesAI. Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/shareholding in the Company and AvenuesAI.
21	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
B. Details for specific transactions		
B(1). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
22	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No formal bidding or tendering process was undertaken for the selection of the party. The party was shortlisted and selected based on an evaluation of predefined technical parameters, including capability, expertise, product/service specifications, quality standards, and suitability for the required scope of work. The selection was made after assessing these technical criteria and determining that the party met the organization's requirements.
23	Basis of determination of price.	The price was determined after evaluating prevailing market prices for similar goods/services and considering the technical capabilities, quality standards, and scope of work offered by the selected party. The final price was agreed through commercial negotiations and was considered to be at arm's length.
24	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	NA

Sr. No.	Particulars of the information	Information provided by the management
C	Disclose the fact that the Audit Committee has reviewed the certificates provided by the Managing Director and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificates issued by the Managing Director and CFO of the Company, as required under the RPT Industry Standards.
D	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The material RPT has been approved by the Audit Committee, and the Board recommend the proposed transaction(s) to the shareholders for approval.
E	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable
F	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable
G	Any other information that may be relevant.	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act, 2013.

The proposed related party transactions are purely for the purpose of furthering the main business activities ensuring that it would be in the best interest of the Company and towards achieving synergies and economies of scale and strengthen sustainability.

The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

As per the Listing Regulations, all related parties of the Company as defined thereunder, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Mr. Vishal Ajitbhai Mehta and his relatives are deemed to be concerned or interested in these resolutions. None of the other Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 3 of the accompanying Notice.

Based on the approval of the Audit Committee, the Board recommends the Ordinary Resolution set forth in Item No. 3 of the Notice, for approval by the Members.

Registered Office:

28th Floor, GIFT Two Building,
Block No. 56, Road-5C, Zone-5,
GIFT CITY, Gandhinagar – 382 050,
Gujarat, India
Date: August 04, 2026

By the Order of the Board,
For, Odigma Consultancy Solutions Limited

Prachi Jain
Company Secretary

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT:

[Pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

Particulars	Profile of the Director
Name of the Director(s)	Mr. Vishal Ajitbhai Mehta
DIN	03093563
Date of Birth	March 01, 1974
Age	52 Years
Nationality	Indian
Date of appointment on the Board	February 25, 2014
Qualifications	Degree in Engineering (Operation Research and Industrial Engineering) from Cornell University, USA and Graduate degree in Management from the Massachusetts Institute of Technology, Sloan School of Management, USA.
Experience & Expertise in specific functional areas	Mr. Vishal Ajitbhai Mehta is the Chairman and Non-Executive Director of the Company. He holds a degree in Operations Research from Cornell University and has completed management studies at the MIT Sloan School of Management. Mr. Mehta is the Chairman and Managing Director of AvenuesAI Limited, one of India's leading fintech and digital technology companies, which owns and operates the renowned CCAvenue brand. He is also the Chairman and Managing Director of Rediff.com, a pioneering Indian internet brand. With more than 23 years of experience in the information technology and digital technology sectors, Mr. Mehta has extensive expertise in corporate development, finance, global network optimisation, fintech, digital payments and emerging technologies, including artificial intelligence. In recognition of his contribution to the growth of Digital India, he was conferred the **B.H. Jajoo AMA Outstanding IT Entrepreneur of the Year Award in 2017.** Mr. Mehta also serves as a Technical Advisor to the **Indian AI Research Organisation (IAIRO),** an institution focused on advancing India's sovereign artificial intelligence capabilities.
Terms and conditions of ~~Appointment~~/reappointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Remuneration proposed to be paid	Nil
Remuneration last drawn (including sitting fees, if any)	Nil
Number of Meeting of the Board attended during the Financial Year 2025-26	06 (Six)

<table>
<tr><th>Particulars</th><th colspan="3">Profile of the Director</th></tr>
<tr><td>Names of other Companies in which the Director holds Directorship as on 31.03.2026</td><td colspan="3">• AvenuesAI Limited
• Rediff.com India Limited
• Infinium Communication Private Limited
• Infibeam Digital Entertainment Private Limited
• Infibeam Projects Management Private Limited
• Uvik Technologies Private Limited
• IA Fintech IFSC Private Limited
• Nueromind Technologies Private Limited</td></tr>
<tr><td>Names of other listed Companies from which the Director has resigned in past three years.</td><td colspan="3">Nil</td></tr>
<tr><td rowspan="9">Names of Committees of other Companies in which the Director holds Chairmanship/ Membership as on 31.03.2026</td><th>Name of the Company</th><th>Committee</th><th>Chairman / Member</th></tr>
<tr><td rowspan="3">AvenuesAI Limited</td><td>Audit Committee</td><td>Member</td></tr>
<tr><td>Corporate Social Responsibility Committee</td><td>Chairman</td></tr>
<tr><td>Risk Management Committee</td><td>Chairman</td></tr>
<tr><td rowspan="5">Rediff.com India Limited</td><td>Audit Committee</td><td>Member</td></tr>
<tr><td>Nomination and Remuneration Committee</td><td>Member</td></tr>
<tr><td>Stakeholders' Relationship Committee</td><td>Member</td></tr>
<tr><td>Corporate Social Responsibility Committee</td><td>Chairman</td></tr>
<tr><td>Risk Management Committee</td><td>Chairman</td></tr>
<tr><td>Shareholding in the Company as on 31.03.2026</td><td colspan="3">26,94,804 (Equity Shares)</td></tr>
<tr><td>In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</td><td colspan="3">N.A.</td></tr>
<tr><td>Relationships between Directors, Key Managerial Personnel and Managers of the Company</td><td colspan="3">N.A.</td></tr>
<tr><td>Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018- 19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018</td><td colspan="3">Mr. Vishal Ajitbhai Mehta is not debarred from holding the office of director pursuant to any SEBI order or any other authority.</td></tr>
</table>

BOARD'S REPORT

Dear Members,

Your Directors are pleased to present the 15th Annual Report on the business and operations of your Company i.e. Odigma Consultancy Solutions Limited ("the Company" or "ODIGMA"), along with the Audited Financial Statements for the Financial Year ended March 31, 2026.

1. Financial Results

The Financial performance of your Company for the year ended March 31, 2026 is summarised in the table below:

(₹ in Lakhs)

Particulars	Financial Year 2025-26	Financial Year 2024-25
Revenue from Operations	4,244.62	4,733.89
Other Income	143.42	17.13
Total Income	**4,388.04**	**4,751.02**
Total Expenditure other than Finance Cost, Depreciation and Tax	4,448.32	4,478.19
Operating Profit / (Loss) before Finance Cost, Depreciation and Tax	**(60.28)**	**272.83**
Less: Finance Cost	0	0
Less: Depreciation and amortization expenses	64.21	212.12
Profit / (Loss) before Tax and Exceptional item	**(124.49)**	**60.71**
Add: Exceptional Items	(18.76)	0
Profit / (Loss) before Tax	**(143.25)**	**60.71**
Less: Tax	(34.94)	21.72
Profit / (Loss) for the period	**(108.31)**	**38.99**
Other comprehensive income/(Expenses) [net of tax]		
Items that will not be reclassified to Profit or (Loss), net of tax	(519.87)	(838.80)
Total comprehensive income/(Expenses) for the year	**(628.18)**	**(799.81)**
Add: Balance brought forward from previous year	(593.82)	206.01
Profit available for appropriation	**(1,222.00)**	**(593.82)**
Transfer to General Reserve	0	0
Excess Losses pertaining to minority	0	0
Transition impact on account of adoption of Ind AS 116 "Leases"	0	0
Balance carried over to Balance Sheet	**(1,222.00)**	**(593.82)**

2. Overview of Company's Financial Performance

Your Company's vision is to be a trusted leader in the digital marketing and domain services space - enabling businesses to build, grow, and sustain their online presence with confidence. We aspire to combine creativity, data-driven insights, and cutting-edge technology to deliver measurable value to our clients. Guided by integrity, customer focus, and operational excellence, we seek to create a strong impact in India's evolving digital economy.

During FY 2025-26, the Company's revenue from operations decreased by 10.34% to Rs. 4,244.62 lakhs from Rs. 4,733.89 lakhs in the previous year. The decline was primarily attributable to lower spending by certain key clients, increased competitive pressures in the digital marketing industry, and a reduction in the volume of campaign-based assignments during the year.

During FY 2025–26, contracting expenses decreased to Rs. 2,755.25 lakhs from Rs. 3,502.27 lakhs in FY 2024–25. Consequently, contracting expenses as a percentage of revenue declined from 73.98% to 64.91%, resulting in an improvement in the Company's gross margin.

The reduction was primarily attributable to the Company's continued focus on optimizing its resource mix through the recruitment of fresh talent and the development of in-house capabilities. By strengthening internal resources and reducing dependence on external contractors, the Company has taken steps to enhance operational efficiency and improve profitability over the long term.

Employee benefit expenses, which primarily comprise salaries and wages, annual increments, new recruitment, and statutory and terminal benefits such as provident fund and gratuity, increased to Rs. 1,011.05 lakhs in FY 2025–26 from Rs. 810.82 lakhs in FY 2024–25. The increase was mainly driven by workforce expansion, annual compensation revisions, and the associated increase in employee-related benefits.

While the reduction in contracting expenses contributed to an improvement in gross margins, the increase in employee benefit expenses reflects the Company's strategic investment in building internal capabilities. As these resources continue to scale, the resulting increase in fixed employee costs, together with other operating expenses, impacted operating profitability during the year, leading to a loss from operations. The Company expects that the benefits of this transition, including reduced reliance on external contractors and improved operational efficiencies, will support profitability over the medium to long term.

The Company reported a loss after tax of Rs. 108.31 lakhs in FY 2025-26, as compared to a profit after tax of Rs. 38.99 lakhs in FY 2024-25. The decline in profitability was primarily attributable to the increase in the cost of services, employee benefit expenses, and other operating expenses incurred during the year.

3. Transfer to Reserves

The Company has not transferred any amount to the general reserves during the Financial Year 2025-26.

4. Dividend

In order to conserve resources for business expansion, your Directors have not recommended any dividend for the Financial Year 2025-26.

5. Change in The Nature of Business

The Company continued its operations as a digital marketing agency and domain registry service provider, with no change in the nature of its business during the financial year ended March 31, 2026.

6. Change in the Registered Office

During the year under review, the Company shifted its registered office from "27th Floor, GIFT Two Building, Block No. 56, Road 5C, Zone 5, GIFT City, Gandhinagar-382050, Gujarat, India" to "28th Floor, GIFT Two Building, Block No. 56, Road 5C, Zone 5, GIFT City, Gandhinagar-382050, Gujarat, India" with effect from January 30, 2026 within the local limits of Gandhinagar and within the territorial jurisdiction of Registrar of Companies, Ahmedabad to facilitate the smooth conduct and administration of the Company's business operations.

7. Material Changes and Commitments affecting the financial position between the end of the Financial Year and the date of the Report

There were no material changes and commitments affecting the financial position of your Company between the end of the Financial Year and date of this report.

8. Subsidiaries, Joint Ventures and Associate Companies

During the year under review, the Company has incorporated a Wholly Owned Subsidiary namely Odigma FZE LLC in Sharjah, United Arab Emirates on August 13, 2025. The said Company is yet to commence its business operations.

Accordingly, separate Audited Financial Statements of the subsidiary were not available on the website of the Company as on March 31, 2026 and the Company has not prepared Consolidated Financial Statements for the Financial Year ended March 31, 2026, in accordance with the applicable provisions of the Companies Act, 2013 and the applicable accounting standards.

A separate statement containing the salient features of the financial performance of the subsidiary for the Financial Year 2025-26 in the prescribed form AOC – 1 is annexed to the Board's Report as **Annexure - A** and forms a part of this report.

The Policy for determining material subsidiaries is available on the Company's website i.e. www.odigma.ooo.

9. Change in Share Capital

During the year under review, there were no changes in the Authorized, Issued Subscribed & Paid-up Share Capital of your Company.

The Authorized Share Capital of your Company is Rs. 7,50,00,000/- (Rupees Seven Crore Fifty Lakhs Only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) Equity Shares of Re. 1.00/- (Rupee One Only) each.

The Issued, Subscribed & Paid-up Share Capital of your Company is Rs. 3,12,58,450/- (Rupees Three Crore Twelve Lakh Fifty-Eight Thousand Four Hundred Fifty Only) divided into 3,12,58,450 (Three Crore Twelve Lakh Fifty-Eight Thousand Four Hundred Fifty Only) Equity Shares of Re. 1.00/- (Rupee One Only) each.

10. Deposits

During the year, the Company has not accepted Deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 ("Act") read with Companies (Acceptance of Deposits) Rules, 2014 made under Chapter V of the Act and any other provision of the Act, read with rules made there under. As on March 31, 2026, there were no deposits lying unpaid or unclaimed.

11. Annual Return

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the Annual Return is available on the website of the Company at https://www.odigma.ooo/investor-relations/annual-return.php.

12. Directors & Key Managerial Personnel

The Composition of Board of Directors is in due compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, having an optimum combination of Executive and Non-Executive Directors. The Board of Directors of the Company comprised of 6 Directors as on March 31, 2026.

During the financial year, following were the changes in the Board of Directors and Key Managerial Personnel:

- Pursuant to the recommendations and approval of the Nomination and Remuneration Committee ("NRC"), the Audit Committee and the Board of Directors at their respective meetings held on January 30, 2026 and approval of the Members of the Company by way of special resolution through postal ballot on March 26, 2026, Mr. Mathew Jose (DIN: 08781735) was re-appointed as a Managing Director for further period of 3 years w.e.f. May 29, 2026.
- Ms. Guddi Bharatbhai Chauhan has stepped down as Chief Financial Officer and Key Managerial Personnel of the Company effective from the closure of the business hours on March 26, 2026.

- Further, the Board of Directors on the recommendation of Nomination and Remuneration Committee and Audit Committee approved the appointment of Ms. Saumya Milanbhai Yagnik as Chief Financial Officer and Key Managerial Personnel of the Company w.e.f March 27, 2026.

Pursuant to Section 149, 152 and other applicable provisions of the Act and the Articles of Association of the Company, Mr. Vishal Ajitbhai Mehta (DIN: 03093563), is liable to retire by rotation and being eligible offers himself for re-appointment. As the re-appointment of Director is appropriate and in the best interest of the Company, the Board recommends the re-appointment of the director for your approval.

Brief details of the Director proposed to be appointed/re-appointed as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is provided in the Notice of the AGM.

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

None of the Directors of the Company have resigned from the office of Director of the Company during the year under review.

Mr. Mathew Jose, Managing Director, Ms. Saumya Milanbhai Yagnik, Chief Financial Officer and Ms. Prachi Vijay Jain, Company Secretary and Compliance Officer are the Key Managerial Personnel of your Company in accordance with the provisions of Sections 2(51), 203 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).

13. Declaration by Independent Directors

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under Section 149(6) of the Act and under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). They have registered their names in the Independent Directors data-bank. They have also affirmed compliance to the Conduct for Independent Directors as prescribed in Schedule IV of the Act. In the opinion of the Board, the Independent Directors of the Company fulfil the conditions specified under the Act and Listing Regulations and are independent of the management.

14. Directors' Responsibility Statement

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

1. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
2. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit/loss of the Company for that period;
3. they have 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;
4. they have prepared the annual accounts on a going concern basis;
5. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
6. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

15. Familiarization Programme

The details of the Familiarization programme undertaken during the year have been provided in the Corporate Governance Report which forms part of this Annual Report.

The policy on Familiarization programme for Independent Directors as approved by the Board is uploaded on the Company's Website at https://www.odigma.ooo/investor-relations/code-of-conduct-policies.php.

16. Board Meetings held during the Year

The Board met 06 (Six) times during the Financial Year 2025-26. The meeting details are provided in the Corporate Governance Report that forms part of this Annual Report. The maximum interval between any two meetings did not exceed 120 days as prescribed in the Companies Act, 2013 and Listing Regulations.

17. Particulars of Loans, Guarantees or Investments

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 as on March 31, 2026, are given in the Notes to the Financial Statements, which forms a part of this Annual Report.

18. Particulars of Related Parties Transactions

All transactions entered with Related Parties as defined under Section 2(76) of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") during the Financial Year under review were on an arm's length basis and were in the ordinary course of business. Prior omnibus approval was obtained on a yearly basis for the transactions which were of a foreseeable and repetitive nature and the same were further executed on arm's length basis and in the ordinary course of business. Further, a statement containing details of all Transactions executed with Related Parties was placed before the Audit Committee and Board of Directors on a quarterly basis for their review and monitoring. All the transactions entered with related parties were in compliance with the applicable provisions of the Act read with the relevant rules made thereunder and the Listing Regulations.

During the year under review, all contracts/ arrangements/transactions entered into by the Company with related parties were in the ordinary course of business and on arm's length basis and contracts/arrangements/transactions which were material, were entered into with related parties in accordance with the policy of the Company on Materiality of Related Party Transactions.

Details of contracts/arrangements/transactions with related party which are required to be reported in Form AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 are provided in **Annexure - B** to this report. Members may refer to Note no. 22 of the Standalone Financial Statements which set out Related Party Transactions.

The Policy on Related Party Transactions as approved by the Board is uploaded on the Company's Website at https://www.odigma.ooo/investor-relations/code-of-conduct-policies.php.

19. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The disclosures to be made under Section 134(3)(m) of the Act read with rule 8(3) of the Companies (Accounts) Rules, 2014 by the Company are as under:

i. Conservation of Energy

Steps taken or Impact on Conservation of Energy:

The Company strives and makes conscious efforts to reduce its energy consumption through business operations of the Company which are not energy intensive. Some of the measures undertaken are listed below:

1. Usage of LED lights at office spaces that are more energy efficient.
2. Regular monitoring of temperature inside the office premises and controlling the Air Conditioning system.

3. Analysing energy flows and balances to identify energy waste and inefficiencies.
4. PACs are deployed in shifts and groups to improve efficiency and life of equipment's.
5. Rationalisation of usage of electricity.
6. Planned preventive maintenance.

ii. Technology Absorption

The Company by itself operates into the dynamic information technology space. The Company has adequate members in Technology development functions and keep updating the changes in technology.

IT team constantly monitor and optimise usage of proprietary software within company. They optimise cost by replacing proprietary software by open source wherever possible.

iii. Foreign Exchange earnings and outgo

During the year under review, details of foreign exchange earnings and outgo are as given below:

(₹ in Lakhs)

Particulars	Financial Year 2025-26	Financial Year 2024-25
Earning in Foreign Currencies	1,445.18	2,345.10
Expenditure in Foreign Currencies	78.12	70.47

20. Nomination & Remuneration Policy of the Company

The Company has formulated and adopted the Nomination and Remuneration Policy in accordance with the provisions of Act read with the Rules issued thereunder and the Listing Regulations.

This Policy is available on the website of the Company i.e. https://www.odigma.ooo/investor-relations/code-of-conduct-policies.php.

We affirm that the remuneration paid to the Directors is as per the terms laid out in the Remuneration Policy of the Company.

21. Board Evaluation

Pursuant to applicable provisions of the Act and the Listing Regulations, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and individual Directors, including Independent Directors.

The annual performance evaluation of the Board, the Chairman, Committees and each Director has been carried out for the Financial Year 2025-26 in accordance with the framework. The summary of the evaluation reports was presented to the Board. The Directors had given positive feedback on the overall functioning of the Committees and the Board. The suggestions made by the Directors in the evaluation process have been suitably incorporated in the processes. The details of evaluation process of the Board, its Committees and individual Directors, including Independent Directors have been provided under the Corporate Governance Report which forms part of this Report.

22. Management Discussion and Analysis

Management's Discussion and Analysis Report for the year under review, as stipulated under the Listing Regulations, is presented in a separate section, forming part of the Annual Report.

23. Corporate Governance Report

In compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance along with a certificate from the Practicing Company Secretaries on its compliance forms part of this Report as **Annexure - C.**

24. Committees of the Board

Details of various committees constituted by the Board of Directors as per the provision of the Listing Regulations and the Companies Act, 2013 are given in the Corporate Governance Report which forms part of this report.

25. Particulars of Employees

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure - D** which forms part of this report.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, will be provided upon request. In terms of Section 136 of the Companies Act, 2013, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered Office of the Company during business hours on working days of the Company. If any member is interested in obtaining a copy thereof, such Member may write to the Company at ir@odigma.ooo in this regard.

26. Details of Employee Stock Option Plans

The Company's Employee Stock Option Plan, namely the Odigma Employee Stock Option Plan 2024-25 ("ESOP 2024-25" or "the Scheme") is administered under the instructions and supervision of the Nomination and Remuneration Committee ("NRC").

The Scheme is implemented in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI SBEBSE Regulations') with a view to bring about employee participation in the growth and prospects of the Company and to encourage a long term and committed involvement of the Employees in the management and future of the Company. The applicable disclosures as stipulated under SEBI SBEBSE Regulations with regard to Employees Stock Option Plan of the Company are available on the website of the Company at www.odigma.ooo.

During the year ended March 31, 2026, there has been no material change in the Company's existing plan and the plan is in compliance with SEBI SBEBSE Regulations.

The Company has received a certificate from the Secretarial Auditors of the Company that the Scheme is implemented in accordance with the SEBI SBEBSE Regulations. A copy of the certificate would be available at the AGM for inspection by Members.

27. Human Resource

Our employees are our key strength, which has led us to achieve the results and various milestones in our organization's journey. The Company believes that attracting, developing and retaining talent is crucial to organizational success. The Company has several initiatives and programs to ensure employees experience a holistic and fulfilling career with IT sector.

We remain focused on building trust through a culture of openness, conversations and opportunities to speak up. We grew stronger as a team by supporting each other wholeheartedly throughout the F.Y. 2025-26. Employees, their talent and capabilities are our greatest asset and our competitive advantage. In a highly competitive environment, our formidable talent pool becomes our key differentiator.

With a focus on digitalization, we are also implementing several robust HR practices and processes to enhance employee experience, engagement and enablement to deliver exemplary results.

28. Enhancing Shareholders' Value

Your Company is committed to creating and returning value to shareholders. Accordingly, your Company is dedicated to achieving high levels of operating performance, cost competitiveness, enhancing the productive asset and resource base and striving for excellence in all areas of operations.

Your Company strongly believes that its success in the marketplace and good reputation are among the primary determinants of shareholder value. Its close relationship with customers and a deep understanding of their challenges and expectations drive the development of new products and services. Anticipating customer requirements early and being able to address them effectively requires a strong commercial backbone. Your Company continues to develop this strength by institutionalizing sound commercial processes and building world-class commercial capabilities across its marketing and sales teams. Your Company uses an innovative approach in the development of its services, as well as execution of growth opportunities.

Your Company is also committed to creating value for all its stakeholders by ensuring that its corporate actions positively impact the economic, societal and environmental dimensions of the triple bottom line.

29. Auditors and Auditor's Report

1. Statutory Auditors:

The Statutory Auditors of your Company namely, M/s. G.S. Mathur & Co., Chartered Accountant (Firm Registration No. - 008744N) were appointed at the 12th AGM of the Members of the Company held on July 25, 2023, for a period of five (5) years to hold office till the conclusion of the 17th AGM.

Your Company has received written consent(s) and certificate(s) of eligibility in accordance with Sections 139, 141 and other applicable provisions of the Act, and Rules issued thereunder (including any statutory modification (s) or re-enactment(s) for the time being in force), from M/s. G.S. Mathur & Co, Chartered Accountant (Firm Registration No. – 008744N).

Statutory Auditors' Report

During the period under review, no incident of frauds was reported by the Statutory Auditors pursuant to Section 143 (12) of the Act. The Auditors' Report is enclosed with the financial statements forming a part of this Annual Report.

2. Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Act, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Jitendra Leeya, Practicing Company Secretary, (Peer Reviewed Certificate Number: 2089/2022) was appointed as the Secretarial Auditor of the Company for a period of 5 (five) consecutive years, from the conclusion of the 14th Annual General Meeting (AGM) until the conclusion of the 19th AGM of the Company to be held in the year 2030.

Mr. Jitendra Leeya, Practicing Company Secretary, has confirmed that he is not disqualified to be appointed as a Secretarial Auditor and is eligible to hold office as Secretarial Auditor of the Company.

Secretarial Audit Report

Your Company has obtained Secretarial Audit Report as required under Section 204(1) of the Act from Mr. Jitendra Leeya, Practicing Company Secretary. The said Report is attached with this Report as **Annexure – E.**

There are no remarks / qualification in the Secretarial Audit Report, hence no explanation has been offered.

30. Corporate Social Responsibility (CSR)

Pursuant to Section 135 of the Companies Act, 2013, and the Companies (Corporate Social Responsibility) Rules, 2014, the Company is not required to comply with the CSR provisions as its net worth, turnover, and net profit for the financial year 2025-26 did not exceed the prescribed thresholds.

31. Vigil Mechanism

The Company has established a robust Vigil Mechanism and adopted a Whistle Blower Policy in accordance with provisions of the Act and Listing Regulations, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who has availed the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The policy of vigil mechanism ("Whistle Blower Policy") is available on the Company's website at https://www.odigma.ooo/investor-relations/code-of-conduct-policies.php.

32. Internal Financial Controls

Internal Financial Controls forms an integrated part of the risk management process, addressing financial and financial reporting risks. Assurance on the effectiveness of internal financial controls is obtained through management reviews, control self-assessment, continuous monitoring by functional experts as well as testing of the internal financial control systems by the auditors during the course of their audits. The internal financial controls have been documented, digitized and embedded in the business processes. We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively and are operating as intended. Detailed information on the same has been included under the Management Discussion & Analysis report forming part of this Annual Report.

33. Risk Management Policy

The Company has in place a Risk Management Policy commensurate with the size and nature of its operations. The Policy provides for identification, assessment, monitoring and mitigation of various risks associated with the business and operations of the Company.

The Board of Directors periodically reviews the key risks identified by the Company, if any and the measures undertaken for mitigation thereof. Based on the assessment carried out, the Board is of the opinion that there are no risks which, in its opinion, may threaten the existence of the Company.

34. Disclosure Under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place a Policy on Prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees are covered under the policy. The Company is committed to provide a safe and conducive work environment to all its employees and associates.

The Policy for prevention of Sexual Harassment is available on the Company's website at https://www.odigma.ooo/investor-relations/code-of-conduct-policies.php.

The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at workplace. The details relating to the number of complaints received and disposed of during the Financial Year 2025-26 are as under:

Number of complaints filed during the financial year	0
Number of complaints disposed of during the financial year	NA
Number of complaints pending as on end of the financial year	NA

35. Code of Conduct

The Board of Directors has laid down a Code of Conduct applicable to the Board of Directors and Senior Management. All the Board Members and Senior Management personnel have affirmed compliance with the code of conduct. The Code of Conduct of Board of Directors is also available on the Company's website https://www.odigma.ooo/investor-relations/code-of-conduct-policies.php.

36. Listing

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") having nation-wide trading terminals. Annual Listing Fee for the Financial Year 2026-27 has been paid to NSE and BSE.

37. Significant/Material Orders Passed by The Regulators

There are no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

38. Transfer to Investor Education and Protection Fund

During the year under review, there are no amounts that are due to be transferred to Investor Education and Protection Fund by the Company. Further, in accordance with the applicable provisions of the Companies Act, 2013, the unclaimed amount of net sales proceeds of fractional shares aggregating to Rs. 76,230.58 shall be due for transfer to the Investor Education and Protection Fund (IEPF) on March 25, 2032, if it remains unclaimed by the entitled shareholders.

39. Other Disclosures

- The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2);
- The Managing Director of the Company has not received any remuneration or commission from any of Company's subsidiary;
- The Audit Committee comprises of Mr. Jigar Pradipchandra Shah (Chairman), Ms. Anal Ruchir Desai, Mr. Jigar Rameshbhai Shah and Mr. Mathew Jose (Members). During the year under review, all the recommendations made by the Audit Committee were accepted by the Board;
- The Company has not issued Equity Shares with differential rights as to dividend voting or otherwise;
- The Company has not issued any Sweat Equity Shares to its directors or employees.
- Interested Directors were recused from the discussion of the agenda items, in which they were interested, of the Board or Committee meetings held during the year.
- No application against the Company has been filed or is pending under the Insolvency and Bankruptcy Code, 2016, hence, the requirement to disclose the details is not applicable.
- There was no instance where your Company required the Valuation for one-time settlement or while taking the loan from the Bank or Financial institutions.
- The Company has complied with the provisions pertaining to Maternity Benefits Act, 1961 during the FY 2025-26.
- The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 are not applicable to the business activities carried out by the Company.

40. Acknowledgements

Your Directors place on record their appreciation for the contributions made by all employees towards the success of your Company more particularly ensuring business.

The Board places on record its appreciation for the continued co-operation and support extended to the Company by customers, vendors, regulators, banks, financial institutions, rating agencies, stock exchanges, depositories, auditors, legal advisors, consultants and business associates with whose help, cooperation and hard work the Company is able to achieve the results.

The Board deeply acknowledges the trust and confidence placed by the customers of the Company and all its shareholders.

For and on behalf of Board of Directors

Vishal Mehta
Chairman
DIN: 03093563

Place: Gandhinagar
Date: August 04, 2026

Annexure - A

FORM NO. AOC -1

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

Statement containing salient features of the financial statement of subsidiaries, associate companies and joint ventures:

Part - A: Subsidiaries

Sr. No.	Particulars	Details
1.	Name (s) of Subsidiary	Odigma FZE LLC
2.	The date since when subsidiary was ~~acquired~~ Incorporated	August 13, 2025
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	-
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	1 AED = 25.8225 INR
5.	Share capital	AED 1,00,000
6.	Reserves and surplus	-
7.	Total assets	-
8.	Total Liabilities	-
9.	Investments	-
10.	Turnover	-
11.	Profit before taxation	-
12.	Provision for taxation	-
13.	Profit after taxation	-
14.	Proposed Dividend	-
15.	Extent of shareholding (in percentage)	100%

Notes:

1. **Names of subsidiaries which are yet to commence operations:** Odigma FZE LLC
2. **Names of subsidiaries which have been liquidated or sold during the year:** None

Part - B: Associates and Joint Ventures – N.A.

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures: N.A.

Sr. No.	Particulars	Details
	Name of Associate Company	NIL
1.	Latest Audited Balance sheet Date	
2.	Shares of Associates or Joint ventures held by the Company on the year end	
	No. of Shares	
	Amount of Investment in Associates or Joint ventures	
	Extent of Holdings (In Percentage)	
3.	Description of how there is significant influence	
4.	Reason why the associates/Joint ventures is not Consolidated	
5.	Net worth attributed to Shareholding as per latest audited balance sheet	
6.	Profit or (Loss) for the year	
	i. Considered in Consolidated	
	ii. Not Considered in Consolidated	

Notes:

1. **Names of associates or joint ventures which are yet to commence operations. –** N.A.
2. **Names of associates or joint ventures which have been liquidated or sold during the year. –** N.A

For and on behalf of Board of Directors

Place: Gandhinagar
Date : May 07, 2026

Vishal Mehta
Chairman
DIN: 03093563

Mathew Jose
Managing Director
DIN: 08781735

Saumya Yagnik
Chief Financial Officer

Prachi Jain
Company Secretary

Annexure - B

FORM NO. AOC -2

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

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

1. Details of contracts or arrangements or transactions not at Arm's length basis: **Not Applicable**
2. Details of contracts or arrangements or transactions at Arm's length basis.

Sr. No.	Particulars	Details
a.	Name (s) of the related party & nature of relationship	AvenuesAI Limited ("AvenuesAI") Common Director and holds along with his relatives, more than 2% of its paid-up share capital
b.	Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or any other registration number	L64203GJ2010PLC061366
c.	Nature of contracts/arrangements/ transaction	Service Taken
d.	Duration of the contracts/ arrangements/ transaction	FY 2025-26
e.	Salient terms of the contracts or arrangements or transaction	The RPTs entered during the year were in the ordinary course of business and on an arm's length basis.
f.	Amount (Rs. In lakhs)	775.93
g.	Date of approval by the Board	August 01, 2025 and January 30, 2026
h.	Amount paid as advances, if any	NIL

Place: Gandhinagar
Date : August 04, 2026

For and on behalf of Board of Directors

Vishal Mehta
Chairman
DIN: 03093563

Annexure - C

REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2026, in terms of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and the report contains the details of Corporate Governance systems and processes at Odigma Consultancy Solutions Limited.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Odigma Consultancy Solutions Limited's ("Odigma" or "the Company") philosophy on Corporate Governance encompasses adherence to the highest levels of transparency, accountability and fairness, in all areas of its operations and in all interactions with all its stakeholders which reflects our value system encompassing our culture and policies. The Company believes that Corporate Governance is an integral part of the philosophy of the Company in its pursuit of excellence, growth and value creation. The Company recognizes that good governance is a continuing exercise and reiterates its commitment to pursue highest standards of Corporate Governance in the overall interest of all its stakeholders. The Company firmly believes, Corporate Governance is not just a destination, but a journey to constantly improve sustainable value creation. The Company's philosophy on Corporate Governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. Strong corporate governance founded on values is the bedrock of the sustained performance at the Company and fuels the Company's vision to achieve the respect of stakeholders. The Company is conscious of the fact that the success of a corporation is a reflection of the professionalism, conduct and ethical values of its management and employees. In addition to compliance with regulatory requirements, the Company endeavours to ensure that highest standards of ethical and responsible conduct are met throughout the organisation.

The Company maintains the highest standards of Corporate Governance. It is Company's constant endeavour to adopt the best Corporate Governance practices and norms, interalia including the following:

- Securities related filings with Stock Exchanges are circulated/ placed before the Company's Board of Directors.
- The Company has following Board Committees: Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee.
- The Company also undergoes Secretarial Audit conducted by an Independent Practicing Company Secretary. The Secretarial Audit Report is placed before the Board and forms part of the Annual Report.
- Observance and adherence of all applicable Laws including Secretarial Standards-1 & 2 issued by the Institute of Company Secretaries of India.

The Company's governance framework is based on the following principles:

- Follow the spirit of the law and not just the letter of the law, Corporate Governance standards should go beyond the law;
- Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- Availability of information to the Members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- Timely disclosure of material operational and financial information to the stakeholders;
- Systems and processes in place for internal control;
- Proper business conduct by the Board, Senior Management and Employees;
- Embracing a trusteeship model in which the management is the trustee of the Shareholders' capital;
- Making a clear distinction between personal convenience and corporate resources.

The Company has adopted a Code of Conduct for its employees including the Directors and the Key Managerial Personnel(s) ("KMPs") and Senior Management. In addition, the Company has adopted a Code of Conduct for Independent Directors which suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013 ("the Act"). The Company's Corporate Governance philosophy has been further strengthened through the Code of Conduct for Prevention of Insider Trading and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

SHAREHOLDERS

The Act and the Listing Regulations prescribe the governance mechanism by shareholders in terms of passing of ordinary and special resolutions, voting rights, participation in the corporate actions such as bonus issue, buyback of shares, declaration of dividend, etc. Your Company follows a robust process to ensure that the shareholders of the Company are well informed of Board decisions both on financial and non-financial matters and adequate notice with a detailed explanation is sent to the shareholders well in advance to obtain necessary approvals.

BOARD OF DIRECTORS

The Board of Directors provides leadership and guidance in managing the Company, bringing in strategic vision and direction to oversee the achievement of its corporate objectives. Your Company actively seeks to adopt best practices for an effective functioning of the Board. The Board, along with its Committees, provides leadership and guidance to the management and directs and supervises the performance of the Company, thereby, enhancing stakeholders' value.

a) Composition and category of Directors

The Company has a well-diversified Board and has an appropriate mix of Executive, Non-Executive and Independent Directors, to maintain its independence and separate its functions of governance and management. The Non-Executive Directors including Independent Directors on the Board are well qualified, experienced, competent and highly renowned persons from the fields of finance & taxation, economics, law, governance etc. They take active part at the Board and Committee Meetings by providing their valuable guidance and expert advice to the Board and the Management on various aspects of business, policy direction, governance, compliance etc. and play a critical role in resolving strategic issues, which enhances the transparency and adds value in the decision making process of the Board of Directors. The Company has also devised a policy on board diversity.

As per requirement of the Listing Regulations, the Board Structure of the Company maintains an optimum combination of Executive, Non-Executive Directors with at least one Woman (Independent) Director and not less than fifty percent of the Board of Directors comprising of Non-Executive Directors. As on March 31, 2026, our Board comprised six members, consisting of one Non-Executive and Non-Independent Chairman, One Managing Director, One Non-Executive Director and Three Independent Directors including One Woman Independent Director. The Board periodically evaluates the need for change in its size and composition.

The present strength of the Board reflects a judicious mix of professionalism, competence and sound knowledge which enables the Board to provide effective leadership to the Company.

b) Directors' Directorships/Committee memberships

In accordance with Regulation 26 of the Listing Regulations, none of the Directors are members in more than 10 committees or acts as a Chairperson of not more than 5 committees across all listed entities in which he/she is a Director. For this purpose, committees of private limited companies, foreign companies and companies registered under Section 8 of the Companies Act, 2013 are excluded. The Audit Committee and Stakeholders' Relationship Committee are only considered in computation of limits. Further, all Directors have informed about their Directorships, Committee Memberships/Chairmanships, including any changes in their positions during the year. Relevant details of the Board of Directors as on March 31, 2026 are given below:

Name of Directors*	Category	Board Meeting(s) Details		No. of Directorship in other Public Company**	No. of Committee positions held in other Companies		Attendance at the last AGM held on 22-09-2025 Yes / No	Directorship in other listed entity (Category of Directorship)
		Entitled to Attend	Attended@		Chairman	Member#		
Mr. Vishal Ajitbhai Mehta DIN: 03093563	Promoter, Chairman and Non-Executive Director	06	06	07	00	03	Yes	**AvenuesAI Limited** (Chairman & Managing Director)
Mr. Mathew Jose DIN: 08781735	Managing Director	06	06	00	00	00	Yes	-
Mr. Laljibhai Lakhamanbhai Vora DIN: 00535626	Non-Executive Director	06	06	04	00	00	Yes	-
Mr. Jigar Pradipchandra Shah DIN: 08174430	Non-Executive Independent Director	06	06	01	01	02	Yes	**DRC Systems India Limited** (Non-Executive, Independent Director)
Ms. Anal Ruchir Desai DIN: 02636329	Non-Executive Woman Independent Director	06	06	04	02	05	Yes	1. **Gujarat Craft Industries Limited** (Non-Executive, Independent Director) 2. **Super Baker (India) Limited** (Non-Executive, Independent Director) 3. **Technichem Organics Limited** (Non-Executive, Independent Director)
Mr. Jigar Rameshbhai Shah DIN: 03609585	Non-Executive Independent Director	06	06	00	00	00	Yes	-

Note:

The committees considered for the purpose are Audit Committee and Stakeholders' Relationship Committee, excluding that of Odigma Consultancy Solutions Limited.

** Profile of the Directors is available on the website of the Company at https://www.odigma.ooo/board-of-directors.php.*

***The Directorship held by the Directors, as mentioned above excludes alternate directorships, directorships in foreign companies, Companies under Section 8 of the Companies Act, 2013 and Private Limited Companies, which were not the subsidiaries of Public Limited Companies.*

@Meetings attended by Video Conferencing, if any is also included in the attendance.

#Membership includes Chairmanship position.

Director's Inter-se Relationship:

None of the Directors of the Company are related inter-se.

c) Number of Board Meetings

The Company adheres to the provisions of the Act read with the Rules issued thereunder, Secretarial Standards and Listing Regulations with respect to convening and holding the meetings of the Board of Directors and its Committees.

The Company follows a methodized process of collective decision-making by the Board and its Committees. The meeting dates are usually finalized in consultation with all Directors, in order to ensure presence of all Board Members / Committee Members in the meetings. Board Meetings are governed by structured agenda. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. The Company Secretary, in consultation with the Senior Management, prepares the detailed agenda for the meetings. Agenda papers and Notes on Agenda are circulated to the Directors, in advance, in the defined agenda format. All material information is circulated along with agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, the same is tabled before the meeting with specific reference to this effect in the agenda. The Chairman of the Meeting(s) decides inclusion of any matter in the agenda, for discussion in the Meeting of the Board/Committees. The Meetings of the Board and Committees are generally held at the Registered Office of the Company at Gandhinagar, during office hours. The Company also complies with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) in respect of Meetings of Board and Shareholders. To address specific urgent business needs, meetings are sometimes also called at a shorter notice by complying with the applicable statutory provisions.

Detailed presentations are made at the Board/Committee meetings covering finance, major business segments and operations of the Company, global business environment, key business areas of the Company including business opportunities, business strategy and the risk management practices, before taking on record the quarterly / half yearly / annual financial results of the Company.

The important decisions taken at the Board/Committee meetings are communicated to departments concerned, promptly. Action taken report on the decisions taken at the meeting(s) is placed at the immediately succeeding meeting of the Board / Committee, for noting by the Board/Committee.

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company.

During the Financial Year 2025-26, 06 (Six) meetings of the Board of Directors were held and the maximum time gap between two meetings did not exceed one hundred and twenty days. The notice and detailed agenda along with the relevant notes and other material information are sent in advance to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. The Board periodically reviews the compliance reports of all laws applicable to the Company.

The dates of the Board meetings are as under:

Date(s) on which meeting(s) were held		
May 29, 2025	August 01, 2025	November 11, 2025
January 30, 2026	February 20, 2026	March 26, 2026

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of the Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the Meetings.

The Company Secretary attends the Board Meetings and advises the Board on Compliances with applicable laws and governance processes.

During the year, the Board of Directors accepted all recommendations of the Committees of the Board, which were statutory in nature and required to be recommended by the Committee and approved by the Board of Directors. Hence, the Company is in compliance of condition of Schedule V of the Listing Regulations.

d) Disclosures Regarding Appointment/Re-Appointment of Directors

Mr. Vishal Ajitbhai Mehta (DIN: 03093563), Chairman & Non-Executive Director, is retiring at the ensuing Annual General Meeting, and being eligible, has offered himself for re-appointment.

The said continuation of the Directorship is subject to the approval of the Shareholders in this AGM.

Brief profile and other relevant details of the Director proposed to be re-appointed are given in the Notice of the AGM.

e) The shareholding of the Directors of your Company as on March 31, 2026

Sr. No.	Name of Directors	Nature of Directorship	No. of shares held	Percentage to the paid up share capital
1.	Mr. Vishal Ajitbhai Mehta	Chairman and Non-Executive Director / Promoter	26,94,804	8.62
2.	Mr. Mathew Jose	Managing Director	2,334	0.01
3.	Mr. Laljibhai Lakhamanbhai Vora	Non- Executive Director	2	0.00
4.	Mr. Jigar Pradipchandra Shah	Non-Executive Independent Director	Nil	0.00
5.	Ms. Anal Ruchir Desai	Non-Executive Independent Director	Nil	0.00
6.	Mr. Jigar Rameshbhai Shah	Non-Executive Independent Director	Nil	0.00

The Company has not issued any convertible instruments to any Directors of the Company during the Financial Year 2025-26.

Further, the Company has granted Stock Options to Director(s) of the Company during the Financial Year 2025-26 under its Employee Stock Option Scheme, details of which are provided in this Report.

f) Independent Directors

The Company has on its Board, a group of eminent Independent Directors who have brought in an independent judgement to the Board's deliberations including issues of strategy, risk management and overall governance. They have played a pivotal role in safeguarding the interests of all stakeholders.

The Board, inter-alia, considers criteria as prescribed under the Companies Act, 2013 and the Listing Regulations viz. positive attributes, area of expertise, number of directorships and memberships held in various committees of other companies by such persons in accordance with the Company's Policy.

The Independent Directors have submitted declaration(s) that they meet the criteria of Independence laid down under the Companies Act, 2013 and the Listing Regulations. The Board of Directors, based on the declaration(s) received from the Independent Directors, have verified the veracity of such disclosures and confirmed that the Independent Directors fulfil the conditions of independence specified in the Listing Regulations and are independent of the management of the Company. The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013.

As per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as an Independent Director in more than seven listed companies. Further, the Managing Director of the Company does not serve as an Independent Director in any listed entity.

Policy of Code of Conduct and Term & Conditions of Appointment of Independent Director is placed on your Company's website at https://www.odigma.ooo/investor-relations/code-of-conduct-policies.php.

g) Independent Directors' Meeting

Schedule IV of the Act and the Rules thereunder mandate that the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of Non-Independent Directors and Members of the Management. During the year under review, the Independent Directors met on January 30, 2026, without the attendance of Non-Independent Directors and Members of the management, inter alia, to discuss on the following:

- To review the performance of the Non-Independent Directors and the Board as a whole;
- Review the performance of the Chairperson of your Company, taking into account views of Executive / Non- Executive Directors; and
- Assess the quality, quantity and timeliness of flow of information between your Company's management and the Board that was necessary for the Board to effectively and reasonably perform their duties.

h) Familiarisation Programme for Independent Directors

The Company conducts a Familiarization Programme for the Independent Directors to enable them to be familiarized with the Company, its management and its operations to gain clear understanding of their roles, rights and responsibilities for enabling their contribution to the Company. They are provided a platform to interact with multiple levels of management and are provided with all the documents required and/or sought by them to have a good understanding of Company's operations, businesses and the industry as a whole. They are updated on all business related issues and new initiatives. They are also informed of the important policies of the Company including the Code of Conduct for Directors and Senior Management Personnel and the Code of Conduct for Prevention of Insider Trading.

Further, on an ongoing basis, Independent Directors are regularly updated in the Board Meetings on various matters inter-alia covering the Company's businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters.

As a process when a new Independent Director is appointed, a familiarization programme is conducted by the senior management team to apprise the newly appointed Independent Director and whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

Brief details of the familiarization programme are uploaded on the website of your Company https://www.odigma.ooo/investor-relations/code-of-conduct-policies.php.

i) Evaluation of the Board Effectiveness

In terms of applicable provisions of the Act read with Rules framed thereunder and Part D of Schedule II of the Listing Regulations and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has put in place a process to formally evaluate the effectiveness of the Board, its Committees along with performance evaluation of each Director to be carried out on an annual basis. The Board evaluation framework has been designed in compliance with the requirements under the Act and the Listing Regulations. Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the Financial Year 2025-26.

Structured questionnaires were prepared to evaluate the performance of the Board as a whole, individual performance of each Director and self – assessment carried out by the Directors. The parameters of the performance evaluation process for Directors, inter alia, includes, effective participation in meetings of the Board, Contribution in strategy and other areas impacting company's performance, domain knowledge, attendance of Director(s), etc. In assessing the overall performance of the Board, the parameters included qualifications, experience and competency (in area of law, finance, accounting, economics, management, administration or another area relevant to the field in which the Company operates), bringing his/her experience and credibility to bear on the critical areas of performance of the organization, giving fair chance to other members to contribute, participates actively in the discussions and is consensus oriented. The questionnaires for assessing the performance of the Committees of the Board included aspects like understanding of the terms of reference by the Committee members, adequacy of the composition of the Committees, effectiveness of the discussions at the Committee meetings, information provided to the Committee to discharge its duties, performance of the Committee vis-à-vis its responsibilities, etc.

Regular evaluation of the Directors' creates more confidence in the integrity of the Company, the quality of the discussions at Board meetings, the credibility of the reports and information they receive, the level of interpersonal cohesion between Board members and the degree of Board knowledge which enable Board members, individually and collectively, to develop the key skills required to meet foreseeable requirements with timely preparation, agreed strategies and appropriate development goals.

The Board of Directors at its meeting held on February 20, 2026, has noted the overall feedback on the performance of the Directors and the Board as a whole and its Committees. The overall outcome of this exercise to evaluate effectiveness of the Board and its Committees was positive and members expressed their satisfaction.

j) Key Board qualifications, expertise and attributes

The Board of Directors of the Company comprises of qualified members, who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees. The Board has identified the following key skills, expertise, competencies and attributes of Directors, which enable it to function effectively:

Global Business	Understanding of global business dynamics, across various geographical markets, industry verticals and regulatory jurisdictions
General Management/Governance	Strategic thinking, decision making and protect interest of all stakeholders
Financial skills	Understanding the financial statements, financial controls, risk management, mergers and acquisition, etc.
Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Technology and Innovation	Experience or knowledge of emerging areas of technology such as digital, artificial intelligence, cyber security, data centre, data security etc.

The following is the list of core skills/competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available within the Board Members:

Name of Directors	Area of skills/expertise/competencies				
	Global Business	General Management/Governance	Financial Skills	Strategy and Planning	Technology and Innovation
Mr. Vishal Ajitbhai Mehta	✓	✓	✓	✓	✓
Mr. Mathew Jose	✓	✓	✓	✓	✓
Mr. Laljibhai Lakhamanbhai Vora	✓	✓	✓	✓	✓
Mr. Jigar Pradipchandra Shah	✓	✓	✓	✓	✓
Ms. Anal Ruchir Desai	✓	✓	✓	✓	✓
Mr. Jigar Rameshbhai Shah	✓	✓	✓	✓	✓

Note: *Each Director may possess varied combinations of skills/expertise within the described set of parameters, however it may not be necessary that all Directors possess all skills/ expertise listed therein.*

COMMITTEES OF THE BOARD

The Board has constituted various Committees with an optimum representation of its members and has assigned them specific terms of reference in accordance with the Act and the Listing Regulations. These Committees hold meetings at such a frequency as is deemed necessary by them to effectively undertake and deliver upon the responsibilities and tasks assigned to them. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. Your Company currently has 3 (Three) Statutory Committees of the Board viz., Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee.

1. AUDIT COMMITTEE :

The primary objective of Audit Committee is, to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in financial reporting process by the Management, internal auditors and independent auditors. The Audit Committee is responsible for selection, evaluation, and where appropriate, replacing the independent auditors in accordance with the law.

The composition of the Audit Committee is in alignment with provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations.

The Audit Committee of the Company comprises of 4 members out of which 3 members are Non-Executive Independent Directors. The members of the Audit Committee are financially literate and have experience in financial management.

The composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings attended during the Financial Year ended March 31, 2026 is detailed below:

Sr. No.	Name of Members	Category	Nature of Membership	Meeting(s) Details	
				Entitled to Attend	Attended*
1.	Mr. Jigar Pradipchandra Shah	Non –Executive Independent Director	Chairman	6	6
2.	Ms. Anal Ruchir Desai	Non –Executive Independent Director	Member	6	6
3.	Mr. Jigar Rameshbhai Shah	Non –Executive Independent Director	Member	6	6
4.	Mr. Mathew Jose	Managing Director	Member	6	6

**Meetings attended by Video Conferencing, if any is also included in the attendance.*

Ms. Prachi Vijay Jain, Company Secretary, acts as a Secretary to the Committee.

The Committee invites the Statutory Auditors, Internal Auditors and other related functional executives of the Company to attend the meeting when required.

During the Financial Year 2025-26, 06 (Six) meetings of the Audit Committee were held and the maximum time gap between two meetings did not exceed one hundred and twenty days.

The dates of the Audit Committee meetings are as under:

Date(s) on which meeting(s) were held		
May 29, 2025	August 01, 2025	November 11, 2025
January 30, 2026	February 20, 2026	March 26, 2026

The Chairman of the Audit Committee was present at the last AGM held on September 22, 2025 to answer the shareholders' queries.

The minutes of the Audit Committee Meetings are reviewed by the Board and taken note of.

The Audit Committee is empowered, pursuant to its terms of reference, powers and its role, inter alia, includes the following:

A) Scope and functions:

1. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
2. Recommending to the Board the appointment, re-appointment, remuneration and terms of appointment of the statutory and internal auditors of the Company;
3. Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
4. Approving payments to statutory auditors for any other services rendered by the statutory auditors;
5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
   a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013, as amended;
   b. Changes, if any, in accounting policies and practices and reasons for the same;
   c. Major accounting entries involving estimates based on the exercise of judgment by management;
   d. Significant adjustments made in the financial statements arising out of audit findings;
   e. Compliance with listing and other legal requirements relating to financial statements;
   f. Disclosure of any related party transactions; and
   g. Modified opinion(s) in the draft audit report.
6. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
7. Reviewing, with the Management, the financial statements of subsidiaries and in particular the investments made by each of them;
8. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds 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 or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed Issue by the Company;
9. Approval or any subsequent modifications of transactions of the Company with related parties;
10. Scrutinising inter-corporate loans and investments;
11. Valuation of undertakings or assets of the Company, wherever it is necessary;
12. Evaluation of internal financial controls and risk management systems;
13. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
14. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
15. Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

16. Discussing with internal auditors on any significant findings and follow up there on;
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
18. Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
20. Reviewing the functioning of the whistle blower mechanism;
21. Review and approve, policy formulated for determination of material subsidiaries;
22. Review and approve, policy on related party transactions and also dealing with related party transactions;
23. Approving the appointment of the Chief Financial Officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
24. Reviewing the utilization of loans and/ or advances from/investment by the Company in the subsidiary exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
25. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
26. To provide guidance to the Compliance Officer for setting forth policies and implementation of the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices;
27. To note and take on record the status reports detailing the dealings by Designated Persons in Securities of the Company, as submitted by the Compliance Officer;
28. To give suitable directions for initiating penal action against any person upon being informed by the Compliance Officer that such person has violated the Code of Conduct for Prevention of Insider Trading and/or Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
29. To review and recommend to the Board for approval – Business plan, Budget for the year and revised estimates; and
30. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board and/or specified/provided under the Act or Listing Regulations or by any other regulatory authority.

B) Power of Audit Committee:

The powers of the Audit Committee shall include the following:

1. To investigate any activity within its terms of reference;
2. To seek information from any employee;
3. To obtain outside legal or other professional advice; and
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

C) Reviewing Powers:

The Audit Committee shall mandatorily review the following information:

1. Management's discussion and analysis of financial condition and results of operations;
2. Management letters / letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses;
4. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the audit committee; and

5. Statement of deviations:

a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of the Listing Regulations; and

b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of the Listing Regulations.

2. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The composition of the Stakeholders' Relationship Committee is in compliance with the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations.

The Stakeholders' Relationship Committee ("SRC") comprises of 3 members, with a majority of Independent Directors.

The constitution of the Stakeholders Relationship Committee of the Board of Directors of your Company along with the details of the meetings attended by the members of the Committee during the Financial Year 2025-26 is detailed below:

Sr. No.	Name of Members	Category	Nature of Membership	Meeting(s) Details	
				Entitled to Attend	Attended*
1.	Mr. Vishal Ajitbhai Mehta	Non-Executive Director	Chairman	1	1
2.	Ms. Anal Ruchir Desai	Non –Executive Independent Director	Member	1	1
3.	Mr. Jigar Pradipchandra Shah	Non –Executive Independent Director	Member	1	1

**Meetings attended by Video Conferencing, if any is also included in the attendance.*

During the Financial Year 2025-26, 01 (One) meeting of the Stakeholders' Relationship Committee was held on following date:

Date(s) on which meeting(s) was held
May 29, 2025

The Chairman of the Stakeholders' Relationship Committee was present at the AGM held on September 22, 2025.

The Committee looks into the matters of Shareholders/ Investors grievances along with other matters listed below:

1. Resolving the grievances of the security holders of the listed entity 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.;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar to an Issue and Share Transfer Agent;
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed net proceeds of Fractional Shares and ensuring timely receipt of annual reports/statutory notices by the shareholders of the Company;
5. Recommend measures for overall improvement of the quality of investor services;
6. Carry out any other function as is referred by the Board from time to time and/or enforced by any statutory notification / amendment or modification as may be applicable.

The minutes of the SRC Meetings are reviewed by the Board and taken note of.

Ms. Prachi Vijay Jain, Company Secretary is the Compliance Officer for complying with requirements of Securities Laws.

Investor Grievance Redressal:

Details pertaining to the number of complaints received and responded and the status thereof during the Financial Year 2025-26 are given below:

Opening as on April 01, 2025	Received during the year	Resolved during the year	Closing as on March 31, 2026
Nil	Nil	Nil	Nil

The Secretarial Department of the Company and the Registrar to an Issue and Share Transfer Agent, Alankit Assignments Limited attend all the grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Company endeavours to implement suggestions as and when received from the Investors.

3. NOMINATION AND REMUNERATION COMMITTEE:

The role of the Nomination and Remuneration Committee is governed by its Policy and its composition is in compliance with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations.

The Nomination and Remuneration Committee of the Company comprises of 3 Directors consisting of 2 Non-Executive Independent Directors and 1 Non-Executive Non-Independent Director.

The composition of the Nomination and Remuneration Committee of the Board of Directors of the Company along with the details of the meetings attended by the members of the Committee during the Financial Year 2025-26 is detailed below:

Sr. No.	Name of Members	Category	Nature of Membership	Meeting(s) Details	
				Entitled to Attend	Attended*
1.	Mr. Jigar Pradipchandra Shah	Non-Executive Independent Director	Chairman	4	4
2.	Ms. Anal Ruchir Desai	Non-Executive Independent Director	Member	4	4
3.	Mr. Vishal Ajitbhai Mehta	Non-Executive Director	Member	4	4

**Meetings attended by Video Conferencing, if any is also included in the attendance.*

During the Financial Year 2025-26, 04 (Four) meeting of the Nomination and Remuneration Committee were held on following dates:

Date(s) on which meeting(s) were held	
August 01, 2025	November 17, 2025
January 30, 2026	March 26, 2026

Ms. Prachi Vijay Jain, Company Secretary, acts as a Secretary to the Committee.

The Chairman of the Nomination and Remuneration Committee was present at the AGM held on September 22, 2025.

The minutes of the NRC Meetings are reviewed by the Board and taken note of.

The roles and responsibilities of the Committee covers the area as specified in the Listing Regulations, Act and other applicable laws, if any, besides other role and powers entrusted upon it by the Board of Directors from time to time. The roles and responsibilities of the Committee include the following:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Evaluating the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required, for every appointment of an independent director;
3. Formulating the criteria for evaluation of the performance of the Independent Directors and the Board;
4. Recommend to the Board the appointment or re-appointment of Director;
5. Recommend to the Board the appointment of Key Managerial Personnel;
6. Devising a policy on Board diversity;
7. Specify methodology for effective evaluation of performance of Board/Committees/Directors either by Board, Nomination and Remuneration Committee or an Independent external agency and to review implementation of evaluation system;
8. Carry out the evaluation of every Director's performance and formulate criteria for evaluation of Independent Directors, Board/Committees of Board and review the term of appointment of Independent Directors on the basis of the report of performance evaluation of Independent Directors;
9. Identifying persons who qualify to become Directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every Director's performance;
10. Determining 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;
11. Analysing, monitoring and reviewing various human resource and compensation matters;
12. Determining the Company's policy on specific remuneration packages for Executive Directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
13. Recommending to the Board all remuneration, in whatever form, payable to Senior Management;
14. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
15. Performing such functions as are required to be performed by the compensation committee under the ESOP and other Regulations;
16. Suggesting to Board/ shareholder's changes in the Employee Stock Option Plan (ESOP);
17. Deciding the terms and conditions of ESOP;
18. Identifying familiarization and training programs for the Board to ensure that Non-Executive Directors are provided adequate information regarding the operations of the business, the industry and their duties and legal responsibilities;
19. Performing such other activities as may be delegated by the Board of Directors and/or specified/provided under the Act or Listing Regulations or by any other regulatory authority; and
20. Any other terms of reference as per the provisions of the Act and Listing Regulations (including any other amendments thereto).

Nomination and Remuneration Policy:

The Company has formulated a Nomination and Remuneration Policy which indicates criteria for making payment to Non-Executive Directors. As per the said Policy, the remuneration/ commission paid to Non-Executive Directors shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The Non-Executive/Independent Directors may receive remuneration by way of sitting fees for attending meetings of Board or Committees thereof, provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013 per meeting of the Board or Committees.

The Nomination and Remuneration Policy of the Company has been uploaded on the Company's website and can be accessed at: https://www.odigma.ooo/investor-relations/code-of-conduct-policies.php.

Performance Evaluation:

Upon recommendation of Nomination and Remuneration Committee, the Board of Directors has laid down the process, format, attributes and criteria for performance evaluation of the Board of the Company, its Committees and the individual Board members, including Independent Directors. On the basis of performance evaluation of Independent Directors, it is determined whether to extend or continue their term of appointment, whenever their respective term expires.

The Independent Directors at their separate meeting reviewed the performance of the Non-Independent Directors and the Board as a whole, Chairperson of the Company, and also took into consideration the views of the Executive Directors and Non-Executive Directors, the quality, quantity and timeliness of flow of information between the Company management and the Board.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

The performance evaluation process for the financial year 2025-26 has been completed.

Details of Remuneration:

(i) Remuneration to Executive Directors:

The Board in consultation with the Nomination and Remuneration Committee decides the remuneration structure for Executive Directors etc. On the recommendation of the Nomination and Remuneration Committee, the Remuneration payable is approved by the Board of Directors and by the members in the General Meeting in terms of provisions applicable from time to time.

The details of remuneration including commission to all Executive Directors for the Financial Year 2025-26 are as follows and the same is within the ceiling prescribed under the applicable provisions of the Companies Act, 2013.

(₹ in Lakhs)

Name and designation	Service Contracts	Notice Period	Salary	Commission	Pension	Perquisites and other allowances	Severance Fee	Performance linked incentives	Performance	Stock options (No. of Options)
Mr. Mathew Jose (Managing Director)	Appointed w.e.f. May 29, 2023 till May 28, 2026 and re-appointed w.e.f. May 29, 2026 till May 28, 2029	As per the rules of the Company	70.00	0	0	0	Nil	Nil	Nil	1,30,000*

**During the Financial Year 2025-26 Stock Options were granted in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Odigma Employee Stock Option Plan 2024-25.*

(ii) Remuneration to Non-Executive Directors:

Sitting fees has been paid to Non-Executive Directors for the Financial Year 2025-26 and the same is within the ceiling prescribed under the applicable provisions of the Companies Act, 2013.

There are no pecuniary relationship or transaction between the Non-Executive Independent Directors and the Company except for payment of sitting fees for attending meetings of the Board/Committees thereof. The Company has not granted any stock option to its Non-Executive Directors during the Financial Year 2025-26.

The Company has also taken a Directors' & Officers' Liability Insurance Policy.

Details of remuneration paid to Directors for the Financial Year 2025-26 is as under:

(₹ in Lakhs)

Name of Directors	Designation	Sitting fees	Salary & Perquisites	Commission	Total
Mr. Vishal Ajitbhai Mehta	Chairman and Non-Executive Director	0.00	0.00	0.00	**0.00**
Mr. Mathew Jose	Managing Director	0.00	70.00	0.00	**70.00**
Mr. Laljibhai Vora	Non- Executive Director	0.90	0.00	0.00	**0.90**
Mr. Jigar Pradipchandra Shah	Non- Executive Independent Director	2.00	0.00	0.00	**2.00**
Ms. Anal Ruchir Desai	Non- Executive Independent Director	2.00	0.00	0.00	**2.00**
Mr. Jigar Rameshbhai Shah	Non- Executive Independent Director	1.50	0.00	0.00	**1.50**
Total		**6.40**	**70.00**	**0.00**	**76.40**

The Executive Directors are not being paid sitting fees for attending meetings of the Board of Directors and its committees.

SENIOR MANAGEMENT

A senior management team consists of core member of the management team, which are leading and managing a team of employees, providing guidance and support as needed. The Profile of the Senior Management is available on the website of the Company at https://odigma.ooo/.

During FY 2025-26, following were the changes in Senior Management:

Ms. Guddi Bharatbhai Chauhan has stepped down as Chief Financial Officer (KMP) of the Company effective from the closure of the business hours on March 26, 2026 and Ms. Saumya Milanbhai Yagnik was appointed as Chief Financial Officer (KMP) of the Company w.e.f March 27, 2026.

SUBSIDIARY COMPANIES

As on March 31, 2026, Your Company does not have a material subsidiary Company in terms of Regulation 16 of the Listing Regulations.

The Policy for determining "material" subsidiaries has been placed on the website of your Company i.e. https://www.odigma.ooo/investor-relations/code-of-conduct-policies.php.

GENERAL BODY MEETINGS

a. **Details of last three Annual General Meetings of the Company are given below:**

Financial Year	Date	Time	Venue	Whether any Special Resolution Passed
2022-23	July 25, 2023	12:00 Noon	Registered Office	No
2023-24	July 30, 2024	11:00 a.m.	Registered Office	Yes **Special Resolutions:** a. Appointment of Mr. Jigar Pradipchandra Shah (DIN: 08174430) as an Independent Director. b. Appointment of Ms. Anal Ruchir Desai (DIN: 02636329) as an Independent Director. c. Appointment of Mr. Jigar Rameshbhai Shah (DIN: 03609585) as an Independent Director. d. Approval of the Odigma Employee Stock Option Plan 2024-25 of the Company and grant of Employee Stock Options to the employees of the company thereunder. e. Approval of the Odigma Employee Stock Option Plan 2024-25 of the Company and grant of Employee Stock Options to the employees of the holding company and group company(ies) including subsidiaries and associates of the company under the scheme.
2024-25	September 22, 2025	11:00 a.m.	Meeting conducted through VC/ OAVM pursuant to the MCA and SEBI Circular(s)	Yes **Special Resolutions:** a. Ratification of the Odigma Employee Stock Option Plan 2024-25 ("ESOP 2024-25"). b. Ratification of the extension of the benefits under Odigma Employee Stock Option Plan 2024-25 ("ESOP 2024-25") to the employees of the holding, subsidiary, associate or group Companies of the Company.

b. Whether special resolutions were put through postal ballot last year, details of voting pattern:

Following special resolution was put through postal ballot during FY 2025-26:

Date of Postal Ballot Notice	Resolution(s) passed through Postal Ballot	Votes in favour /against the resolution (% of total number of valid votes)	Approval date	Date of Scrutiniser Report
February 20, 2026	Re-appointment of Mr. Mathew Jose (DIN: 08781735) as the Managing Director of the Company.	Votes in favour: 99.9618% Votes in against: 0.0382%	March 26, 2026	March 26, 2026

Procedure adopted for Postal Ballot

The Postal Ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the rules framed thereunder and MCA Circulars. Mr. Ashish Doshi, Practising Company Secretary (Membership No.: F3544), Partner, SPANJ & Associates, Company Secretaries acted as Scrutiniser for conducting the Postal Ballot in a fair and transparent manner. Voting results are available on the website of the Stock Exchanges and the Company.

c. Whether any special resolution is proposed to be conducted through postal ballot:

No Special Resolution is proposed to be passed through Postal Ballot as on the date of this Report.

MEANS OF COMMUNICATION

Effective communication of information is an essential component of Corporate Governance. It is a process of sharing information to all stakeholders which strengthens relations between management and stakeholders. The Company regularly interacts with shareholders through multiple channels of communications. We have established robust procedures to disseminate relevant information in a planned manner to our Shareholders, analysts, employees and the society at large. The details of the means of communication are given below:

1. Publication of quarterly results:

Quarterly, Half-yearly and Annual Financial Results of the Company are sent to the Stock Exchanges and published in the leading English and vernacular language newspapers (viz., Financial Express – National Daily all editions and Financial Express – Gujarati edition). Simultaneously, they are also displayed on the Company's website and can be accessed at www.odigma.ooo.

2. News Releases:

Official news releases, press releases along with results are displayed on the Company's website at www.odigma.ooo.

3. Website:

The Company's website www.odigma.ooo contains a separate dedicated section 'Investor Relations' where Shareholders' information is available.

4. Annual Report:

The Annual Report containing, inter alia, Audited Financial Statements, Board's Report, Auditors' Report and other important information is circulated to the Members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report. The Company's Annual Report is also available in a downloadable form on the Company's website i.e. www.odigma.ooo.

5. Stock Exchange(s):

The Company makes timely disclosures of necessary information to the BSE Limited and the National Stock Exchange of India Limited in terms of the Listing Regulations and other rules and regulations issued by the SEBI.

6. NEAPS (NSE Electronic Application Processing System) and BSE Corporate Compliance & the Listing Centre:

NEAPS is a web-based application designed by NSE for corporates. BSE Listing is a web-based application designed by BSE for corporates. All periodical compliance filings, inter alia Financial Results, Integrated Financials, Shareholding Pattern, Integrated Governance Report, Corporate Announcements and other such filings are in accordance with the Listing Regulations filed electronically on NEAPS/BSE Listing centre.

7. SEBI Complaints Redress System (SCORES 2.0) and Online Dispute Resolution System (SMART ODR):

The investor complaints are processed in a centralised web-based complaints redressal system. The salient features of this system are: centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

8. Exclusive email ID for investors:

The Company has designated the email id ir@odigma.ooo exclusively for investor servicing.

GENERAL SHAREHOLDER INFORMATION

i. Company Registration Details:

The Company is registered in the State of Gujarat, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L72900GJ2011PLC131548.

ii. Annual General Meeting:

Date	September 10, 2026
Day	Thursday
Time	11:00 a.m.
Place	Meeting is being conducted through VC/OAVM pursuant to the relevant MCA Circular(s) and SEBI Circular(s) and hence there is no requirement to have a venue for the AGM. For more details, please refer to the Notice of this AGM.

iii. Financial Calendar:

Financial Year	April 01 to March 31
Tentative Schedule for declaration of results during the Financial Year 2026-27	
First Quarter	On or before August 14, 2026
Second Quarter and Half yearly	On or before November 14, 2026
Third Quarter and Nine Months	On or before February 14, 2027
Fourth Quarter and Annual	On or before May 30, 2027

iv. Dividend Payment Date:

Not Applicable as the Board did not recommend any dividend for the Financial year.

v. Listing on Stock Exchanges:

Sr. No.	Name of Stock Exchange(s)	Stock Code (s)	ISIN for Depositories
1.	**BSE Limited (BSE)** Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001	544301	INE054301028
2.	**National Stock Exchange of India Limited (NSE)** Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	ODIGMA	

Your Company has paid the listing fees to BSE and NSE for the Financial Year 2026-27.

vi. In case the securities of the Company are suspended from trading, the reasons thereof:

The Securities of the Company are not suspended from trading on the stock exchanges where the Company is listed.

vii. Registrar to an Issue and Share Transfer Agent:

Registrar to an Issue and Share Transfer Agent (RTA) of the Company:	
Alankit Assignments Limited	
Address	205-208, Anarkali Complex, Jhandewalan Extension, New Delhi, Delhi -110055
Tel No.	+91 011- 42541234
E-mail	rta@alankit.com
Website	www.alankitassignments.com

viii. Distribution of Shareholding as on March 31, 2026:

Shareholding (No. of Shares)	No. of Share Holders		No. of Shares	
	Number	% of Total	Shares	% of Total
Upto – 500	2,90,772	99.05	47,06,516	15.06
501 – 1000	1,408	0.48	9,94,147	3.18
1001 - 2000	720	0.25	9,65,411	3.09
2001 – 3000	224	0.08	5,44,208	1.74
3001 - 4000	94	0.03	3,28,475	1.05
4001 - 5000	70	0.02	3,19,942	1.02
5001 -10000	115	0.04	7,73,416	2.47
10001 and above	145	0.05	2,26,26,335	72.39
Total	**2,93,548**	**100.00**	**3,12,58,450**	**100.00**

ix. Category of Shareholders as on March 31, 2026:

Category	No. of Shares held	% of Shareholding
Promoters & Promoter's group	85,80,050	27.45
Foreign Portfolio Investors	3,95,918	1.27
LLP	11,90,349	3.81
Bodies Corporate	18,19,698	5.82
Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	33	0.00
NRI	4,92,698	1.58
Individual	1,77,76,958	56.87
Directors and their relatives (excluding independent directors and nominee directors)	2,336	0.01
HUF	9,22,027	2.95
Trusts	61,210	0.19
Clearing Member	111	0.00
NBFCs registered with RBI	449	0.00
Unclaimed or Suspense or Escrow Account	16,613	0.05
Total	**3,12,58,450**	**100.00**

x. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity:

Your Company does not have any outstanding GDRs/ADRs/ Warrants/Convertible Instruments as on March 31, 2026.

xi. Employee Stock Options:

During the year under review, the company has not allotted any Equity Shares under Employee Stock Options Scheme(s).

Particulars with regard to Employees' Stock Options are put up on the Company's website i.e. www.odigma.ooo.

xii. Share Transfer System:

As at March 31, 2026, the shares of the Company are fully dematerialized.

xiii. Dematerialisation of Shares and Liquidity:

The Equity Shares of the Company are available in dematerialized form with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In accordance with regulatory requirements, the Company's Equity Shares are compulsorily traded in dematerialized form. As on March 31, 2026, the entire shareholding of the Company stands dematerialized.

xiv. Commodity price risk or foreign exchange risk and hedging activities:

The Company manages foreign exchange risk and hedges to the extent considered necessary as and when required. The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated January 30, 2026 and any other circular is not required to be given.

xv. Plant Locations:

Not Applicable

xvi. Address for Correspondence:

For any queries relating to the shares of your Company, correspondence may please be addressed to **Alankit Assignments Limited** at:

205-208, Anarkali Complex, Jhandewalan Extension, New Delhi -110055

Tel No.: +91 011-42541234

E-mail: rta@alankit.com, Website: www.alankitassignments.com

For the benefit of shareholders, documents will continue to be accepted at the Registered Office of the Company at:

Odigma Consultancy Solutions Limited

CIN: L72900GJ2011PLC131548

28th Floor, GIFT Two Building, Block No. 56,

Road – 5C, Zone - 5, GIFT CITY,

Gandhinagar- 382 050,

Gujarat, India

Tel No.: +91- 79 6777 2200

E-mail: ir@odigma.ooo; Website: www.odigma.ooo

Compliance Officer: Ms. Prachi Vijay Jain, Company Secretary

xvii. Credit Ratings:

The Company has not issued any debt instruments and does not have any fixed deposit programme or proposal involving mobilization of funds, the Company was not required to obtain credit ratings in respect of the same.

OTHER DISCLOSURES

i. Related Party Transactions:

Transactions entered into with related parties during F.Y. 2025-26 were in the ordinary course of business and at arms' length basis and were approved by the Audit Committee.

Also, the Related Party Transactions undertaken by the Company were in compliance with the provisions set out in the Companies Act, 2013 and Regulation 23 of the Listing Regulations.

The policy on related party transactions has been placed on the Company's website and can be accessed through the following link: https://www.odigma.ooo/investor-relations/code-of-conduct-policies.php.

ii. In the preparation of the financial statements, the Company has followed the accounting policies and practices as prescribed in the Accounting Standards.

iii. Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority on any matter related to capital markets, during the last three years: **NIL**

iv. Whistle Blower Policy:

The Company has adopted a Whistle Blower Policy and Prevention of Sexual Harassment Policy, has established the necessary vigil mechanism and procedures and it affirms that no personnel has been denied access to the Audit Committee. The said policies are also posted on the website of the Company at https://www.odigma.ooo/investor-relations/code-of-conduct-policies.php.

The Company has also adopted Policy on Determination of Materiality for Disclosures, Policy on Archival of Documents and Policy for Preservation of Documents. The said policies have been displayed on the website of the Company at https://www.odigma.ooo/investor-relations/code-of-conduct-policies.php

v. Adoption of Mandatory and Non-Mandatory Requirements:

The Company has complied with all mandatory requirements of the Listing Regulations. The Company has adopted following non-mandatory requirements of the Listing Regulations:

a. The Internal Auditor reports to the Audit Committee.

b. The auditors' reports on statutory financial statements of the Company are with an unmodified opinion.

c. The quarterly, half-yearly and annual financial results of the Company are published in the newspapers and also posted on the Company's website i.e. www.odigma.ooo. The financial results are also available on the websites of stock exchanges where the shares of the Company are listed i.e. www.bseindia.com and www.nseindia.com.

vi. Details of preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of the Listing Regulations:

Not Applicable

vii. Certificate from Practicing Company Secretary:

Mr. Ashish C. Doshi, Partner of SPANJ & Associates, Practicing Company Secretaries, has issued a certificate as required under Listing Regulations, confirming that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed in this section.

viii. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year:

Not Applicable

ix. Remuneration to Statutory Auditors:

As required under Regulation 34 read with Part C of the Schedule V of the Listing Regulations, the Total Fees paid by the Company, to the statutory auditor and all entities in the network firm/ entity of which the statutory auditor is a part are as under:

Type of Services	Amount (Rs. in Lakhs)
Statutory Audit Fee	0.75
Limited Review Fee	2.25
Total	**3.00**

x. Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Your Company has zero tolerance for sexual harassment at its workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. The policy is also available on the website of the Company at https://www.odigma.ooo/investor-relations/code-of-conduct-policies.php.

The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at workplace. The details relating to the number of complaints received and disposed of during the Financial Year 2025-26 are as under:

Number of complaints filed during the financial year	0
Number of complaints disposed of during the financial year	NA
Number of complaints pending as on end of the financial year	NA

xi. The Company has complied with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

xii. Code of Conduct for Prevention of Insider Trading:

The Board has adopted a code for the Prevention of Insider Trading in the securities of the Company. The Code inter alia requires pre-clearance from Designated Persons for dealing in the securities of the Company as per the criteria specified therein and prohibits the purchase or sale of securities of the Company by Designated Persons while in possession of Unpublished Price Sensitive Information in relation to the Company besides during the period when the trading window is closed. This code has been displayed on the Company's website at https://www.odigma.ooo/investor-relations/code-of-conduct-policies.php.

Further, Your Company is in compliance with regulation 3(5) & 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

xiii. Policy and procedure for inquiry in case of leak/suspected leak of Unpublished Price Sensitive Information:

The Company has formulated the 'Policy and procedure for inquiry in case of leak / suspected leak of Unpublished Price Sensitive Information' ('UPSI'). The Policy is formulated to maintain ethical standards in dealing with sensitive information of the Company by persons who have access to UPSI. The rationale of the Policy is to strengthen the internal control systems to ensure that the UPSI is not communicated to any person except in accordance with the Insider Trading Regulations. The Policy also provides an investigation procedure in case of leak/suspected leak of UPSI. The Policy is also available on the website of the Company at https://www.odigma.ooo/investor-relations/code-of-conduct-policies.php.

xiv. Code of Conduct:

The Company has laid down a Code of Conduct for the Members of Board of Directors and Senior Management Personnel. This code has been displayed on the Company's website at https://www.odigma.ooo/investor-relations/code-of-conduct-policies.php.

xv. Reconciliation of Share Capital Audit:

As required by the Securities and Exchange Board of India (SEBI), quarterly audit of the Company's share capital is being carried out by a Practicing Company Secretary to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (collectively Depositories), with the total issued and listed capital. The Certificate confirming the same is submitted to BSE and the NSE on a quarterly basis.

xvi. CEO/CFO Certification:

As required under Regulation 17of the Listing Regulations, the CEO/CFO certificate for the Financial Year 2025-26 signed by Mr. Mathew Jose, Managing Director and Ms. Saumya Yagnik, Chief Financial Officer was placed before the Board of Directors of the Company at its meeting held on May 07, 2026.

xvii. Annual Secretarial Compliance Report:

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 read with Regulation 24(A) of the Listing Regulations, directed listed entities to conduct Annual Secretarial Compliance Audit from a Practicing Company Secretary of all applicable SEBI Regulations and circulars/guidelines issued thereunder. The said Secretarial Compliance Report is in addition to the Secretarial Audit Report by Practicing Company Secretaries under Form MR – 3 and is required to be submitted to Stock Exchanges within 60 days of the end of the Financial Year.

The Company has submitted the Annual Secretarial Compliance Report to the Stock Exchanges.

xviii. Unclaimed Sale proceed of Fractional Shares:

Pursuant to the Composite Scheme of Arrangement amongst Infibeam Avenues Limited ("Infibeam"), Odigma Consultancy Solutions Limited ("Odigma") and Infibeam Projects Management Private Limited ("IPMPL") and their respective Shareholders and Creditors under Sections 230 to 232 and Section 66 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder ("Scheme"), the net sale proceeds arising out of the fractional share entitlements pursuant to the Scheme were distributed proportionately to the shareholders entitled to such fractional entitlements.

Further, as on the date of this report, the net sales proceeds aggregating to Rs. 76,230.58 in respect of certain fractional share entitlements remain unclaimed. In accordance with the applicable provisions of the Companies Act, 2013, the unclaimed amount shall become due for transfer to the Investor Education and Protection Fund (IEPF) on March 25, 2032, if it remains unclaimed by the entitled shareholders.

Members, who have not yet claimed their amount, are requested to make their claims without any delay to the Company's Registrar to an Issue and Share Transfer Agent, i.e. Alankit Assignments Limited. Pursuant to the provisions of IEPF Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2026 on the website of the Company www.odigma.ooo.

xix. Equity Shares in the Suspense Account:

In accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the Listing Regulations, details of Equity Shares in the suspense account are as follows:

Particulars	No. of Shareholders	No. of Equity Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on April, 2025	88	16,619
Shareholders who approached the Company for transfer of shares from suspense account during the year	01	06
Shareholders to whom shares were transferred from the suspense account during the year	01	06
Shareholders whose shares are transferred to the demat account of the IEPF Authority as per Section 124 of the Act	0	0
Number of Shares Transferred to Suspense Account during the year	0	0
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2026	87	16,613

The Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares. The rightful owner can still claim his/ her shares from the suspense account after complying with the procedure laid down in the statute regarding the same.

The Company has transferred the Equity Shares underlying in the Odigma Consultancy Solutions Limited – Unclaimed Securities Suspense Account ("Suspense Account"), to the Shareholders' demat account, as per the below mentioned details:

Sr. No.	Date of credit in the Shareholder's Account	No. of Equity Share transferred to Shareholder Account	No. of Equity Shares Underlying in the Suspense Account
1	September 24, 2025	06	16,613

xx. Disclosure by listed entity and its Subsidiaries of Loans and advances in the nature of loans to firms/Companies in which Directors are interested:

During the F.Y. 2025-26, the Company and its subsidiaries had not provided loan or/and advances in nature of loan to any of the Company(ies) in which the Directors are interested.

xxi. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:

During the F.Y 2025-26, the Company did not have any material subsidiary Company in terms of Listing Regulations.

xxii. Disclosure of certain types of agreements binding listed entities:

During the F.Y. 2025-26, there was no binding agreement entered into.

xxiii. Others:

A. Non-resident shareholders:

Non-resident shareholders are requested to immediately notify:

a. Change in their residential status on return to India for permanent settlement; and

b. Particulars of their Non Resident Rupee Account, whether repatriable or not, with a bank in India, if not furnished earlier.

B. Updation of shareholders details:

1. Any service request shall be entertained by RTA only upon registration of the PAN, Bank Account details and Nomination.
2. Shareholders holding shares in electronic form are requested to send their instructions directly to their DPs.

C. Email Id registration:

To support the green initiative, shareholders are requested to register their email address with their DPs or with the Company's RTA, as the case may be. Communications in relation to Company like Dividend credit intimations, Notice of AGM and Annual Report are regularly sent electronically to such shareholders who have registered their email addresses.

DECLARATION AFFIRMING COMPLIANCE OF CODE OF CONDUCT

As provided under Regulation 34(3) read with Part D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other provision, I hereby declare that all Board Members and Senior Management Personnel have affirmed the compliance with the provisions of the Code of Conduct for the year ended on March 31, 2026.

Mathew Jose
Managing Director
[DIN: 08781735]

Place: Gandhinagar
Date: August 04, 2026

COMPLIANCE CERTIFICATE

To,

Board of Directors

Odigma Consultancy Solutions Limited

Gandhinagar

We, Mathew Jose, Managing Director and Saumya Yagnik, Chief Financial Officer of Odigma Consultancy Solutions Limited certify that:

A. We have reviewed financial statements and the cash flow statement for the Financial Year ended on March 31, 2026 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. To the best of our knowledge and belief, no transactions entered into by the Company during the Financial Year 2025-26, 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 we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the 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 that:

   1. There has not been any significant change in internal control over financial reporting during the year;

   2. There has not been any significant change in accounting policies during the year; and

   We are not aware of any instances of significant fraud with involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Gandhinagar
Date: May 07, 2026

Mathew Jose
Managing Director
DIN: 08781735

Saumya Yagnik
Chief Financial Officer

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

ODIGMA CONSULTANCY SOLUTIONS LIMITED

CIN: L72900GJ2011PLC131548

Regd. Off: 28th Floor, GIFT Two Building,

Block No. 56, Road-5C, Zone-5,

Gift City, Gandhinagar - 382050

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **ODIGMA CONSULTANCY SOLUTIONS LIMITED** having CIN: L72900GJ2011PLC131548 and having registered office at 28th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, Gift City, Gandhinagar - 382050 (hereinafter referred to as 'the Company'), 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 Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal 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 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Vishal Ajitbhai Mehta	03093563	25/02/2014
2.	Mr. Mathew Jose	08781735	04/07/2020
3.	Mr. Laljibhai Lakhamanbhai Vora	00535626	29/05/2023
4.	Mr. Jigar Pradipchandra Shah	08174430	08/07/2024
5.	Ms. Anal Ruchir Desai	02636329	08/07/2024
6.	Mr. Jigar Rameshbhai Shah	03609585	08/07/2024

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 based on our verification. 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.

Date: 04th August, 2026
Place: : Ahmedabad

Sign: __________________________
ASHISH C DOSHI, PARTNER
SPANJ & ASSOCIATES
Company Secretaries
FCS No.: F3544
COP No.: 2356
P R Certificate No. : 6467/2025
UDIN : F003544H001010484

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of

ODIGMA CONSULTANCY SOLUTIONS LIMITED

CIN: L72900GJ2011PLC131548

Gandhinagar

We have examined the compliance of conditions of Corporate Governance by **ODIGMA CONSULTANCY SOLUTIONS LIMITED,** for the year ended **31st March, 2026**, as stipulated in Regulations 17-27, clauses (b) to (i) and (t) of Regulation 46 (2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), pursuant to the Listing Agreement of the Company with Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the 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 along with documents & submissions for regulatory compliances provided for our verification and representation made by the management, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 04th August, 2026
Place: : Ahmedabad

Sign: __________________________
ASHISH C DOSHI, PARTNER
SPANJ & ASSOCIATES
Company Secretaries
ACS/FCS No.: F3544
COP No.: 2356
P R Certi No. : 6467/2025
UDIN : F003544H001010462

Annexure - D

Details 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

Remuneration details of Directors and KMPs of the Company for the Financial Year 2025-26 is as follows:

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Status</th></tr>
<tr><td>I</td><td>Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year</td><td><table><tr><th colspan="3">Number of times</th></tr><tr><th>Name of Director</th><th>Designation</th><th>Ratio of the remuneration to the median remuneration</th></tr><tr><td>Mr. Mathew Jose</td><td>Managing Director</td><td>10.53 : 1</td></tr></table></td></tr>
<tr><td>II</td><td>Percentage increase in remuneration of each of the Director, the Chief Financial Officer, the Chief Executive Officer, the Company Secretary or the Manager, if any, in the financial year</td><td><table><tr><th>Category</th><th>% increase in remuneration in the Financial Year</th></tr><tr><td>Directors & Key Managerial Personnel</td><td>40.50%</td></tr></table></td></tr>
<tr><td>III</td><td>Percentage increase in the median remuneration of employees in the financial year</td><td>5.92%</td></tr>
<tr><td>IV</td><td>Number of permanent employees on the rolls of Company</td><td>128</td></tr>
<tr><td>V</td><td>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</td><td>The average increase in salaries of employees other than the managerial personnel in the last Financial Year was 16.70% and an average increase of 40.50% for managerial personnel.</td></tr>
<tr><td>VI</td><td>Affirmation that the remuneration is as per the Remuneration Policy of the Company</td><td>It is affirmed that the remuneration is as per the Remuneration Policy of the Company.</td></tr>
</table>

Note:

- The Non-Executive Directors are paid only sitting fees for attending the meetings of the Board and its Committees. The ratio of remuneration and percentage increase in remuneration of these Directors is therefore not considered for the above.

Annexure - E

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2026

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

To,

The Members

ODIGMA CONSULTANCY SOLUTIONS LIMITED

CIN: L72900GJ2011PLC131548

Regd. Off: 28th Floor, GIFT Two Building,

Block No. 56, Road-5C, Zone-5, GIFT CITY,

Gandhinagar– 382050 (Gujarat)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ODIGMA CONSULTANCY SOLUTIONS LIMITED** (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives, during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the Financial Year ended on March 31, 2026 has 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:

I have examined the books, papers, minute books, forms and returns filed and other records 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 the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

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

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;

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

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

  (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

(h) The Securities and Exchange Board of India (Buyback of Securities Regulations, 2018; and

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

However, it has been found that there were no instances requiring compliance with the provisions of the laws indicated at point (c), (e), (g) and (h) of para (v) mentioned hereinabove during the period under review.

I 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 the Stock Exchange(s) and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

(vi) I further report that having regard to the compliance management system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof made available to me, on test-check basis, the Company has compliance management system for the sector specific laws applicable specifically to the Company.

During the period under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards, mentioned hereinabove and there is adequate compliance management system for the purpose of other sector specific laws.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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. During the year under review, following changes occurred in the Board of Directors and KMPs of the Company:

- Ms. Guddi Bharatbhai Chauhan resigned from the post of Chief Financial Officer and Key Managerial Personnel of the Company effective from the closure of the business hours on March 26, 2026;
- Ms. Saumya Milanbhai Yagnik was appointed as a Chief Financial Officer and Key Managerial Personnel of the Company effective from March 27, 2026;
- Special Resolution was passed through Postal Ballot process on March 26, 2026 for Re-appointment of Mr. Mathew Jose (DIN: 08781735) as the Managing Director of the Company for a further period of 3 (three) years, with effect from May 29, 2026;

Adequate notices were given to all the directors to schedule the Board Meetings, 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.

Majority decisions were carried through while the dissenting members' views were captured and recorded as part of the minutes, wherever required.

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

I further report that during the audit period of the Company, there were following events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

- During the year under review, the Company has incorporated a wholly owned subsidiary company "Odigma FZE LLC" in Sharjah, U.A.E. on August 13, 2025;
- During the year under review, Special Resolution was passed at Annual General Meeting of the Company held on September 22, 2025 for ratification of Odigma Employee Stock Option Plan 2024-25 of the Company and Ratification of the extension of the benefits under Odigma Employee Stock Option Plan 2024-25 to the employees of the holding, subsidiary, associate or group Companies of the Company, after listing of its securities on both the Exchanges;
- During the year under review, Company has received an intimation regarding the transmission of shares held by the deceased members of the Promoter Group to their Legal Heir(s) and as per Disclosure under Regulations 30 and 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 submitted to the exchange as per details given below:

Date on which intimation received by the Company	Name of Deceased Member of Promoter Group	Transmission To	No. of Shares
02/09/2025	Late Mr. Subhashchandra R. Amin	Ms. Nirali Vishal Mehta (Member of Promoter Group)	7,930
02/09/2025	Late Ms. Achalaben S. Amin	Ms. Nirali Vishal Mehta (Member of Promoter Group)	7,930
26/11/2025	Late Mr. Subhashchandra R. Amin	Ms. Shetal Samirbhai Patel*	42,299
22/12/2025	Late Mr. Subhashchandra R. Amin	Mr. Vishal Subhashchandra Amin*	42,299

Note: *Classified as the person belonging to the Promoter Group after Transmission.*

In view of the above transmission and in terms of Regulation 31A(6)(a) of the Listing Regulations, Ms. Shetal Samirbhai Patel and Mr. Vishal Subhashchandra Amin have now been classified as the person belonging to the Promoter Group. Further, pursuant to Regulation 31A(6)(c), Late Mr. Subhashchandra R. Amin and Late Ms. Achalaben S. Amin ceased to be a part of the Promoter Group with effect from the aforesaid transmission.

- During the year under review, Registered Office of the Company was shifted from "27th Floor, GIFT Two Building, Block No. 56, Road 5C, Zone 5, GIFT City, Gandhinagar - 382050, Gujarat, India" to "28th Floor, GIFT Two Building, Block No. 56, Road 5C, Zone 5, GIFT City, Gandhinagar - 382050, Gujarat, India" within the local limits of city and within the territorial jurisdiction of Registrar of Companies, Ahmedabad with effect from January 30, 2026;

Place: Ahmedabad
Date: August 04, 2026

Jitendra Pravinbhai Leeya
Practicing Company Secretary
ACS/FCS No.:A31232
C P No.: 14503
P R No.: 2089/2022
UDIN: A031232H001010529

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

Annexure - A

To,
The Members
ODIGMA CONSULTANCY SOLUTIONS LIMITED
CIN: L72900GJ2011PLC131548
Regd. Off: 28th Floor, GIFT Two Building,
Block No. 56, Road-5C, Zone-5, GIFT CITY,
Gandhinagar– 382050 (Gujarat)

Sir/Ma'am,

Sub: Secretarial Audit Report for the Financial Year ended on March 31, 2026

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

(1) Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

(2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

(3) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

(4) Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

(5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test 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.

Place: Ahmedabad
Date: August 04, 2026

Jitendra Pravinbhai Leeya
Practicing Company Secretary
ACS/FCS No.:A31232
C P No.: 14503
P R No.: 2089/2022
UDIN: A031232H001010529

INDEPENDENT AUDITOR'S REPORT

To the Members of Odigma Consultancy Solutions Limited

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the Ind AS financial statements of **M/s Odigma Consultancy Solutions Limited ("the Company"),** which comprise the Ind AS Balance Sheet as at March 31, 2026, the Ind AS statement of Profit and Loss (including other comprehensive income), the Ind AS statement of Cash Flow, the Ind AS statement of changes in equity for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as " the Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian accounting standards prescribed under section 133 of the act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026 and its loss, total other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. For the current period, we have determined that there are no key audit matters to communicate in our report.

Other Information

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

Our opinion on the Ind AS 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 Ind AS 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 Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations. We have nothing to report in this regard.

Management's and the Board of Director's Responsibility for the Ind AS Financial Statements

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

In preparing the Ind AS 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 alternate 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 Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS 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 concluded in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS 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 Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is
- higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143 (3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Ind AS financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and the Board of Directors.
- Conclude on the appropriateness of Management and the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS 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 Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 (the Order) issued by the Central Government in terms of Section 143(11) of the Act, we give in **"Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order , to the extent applicable
2. 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 purpose of our audit;
    b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
    c. The Balance sheet, the statement of profit and loss (including other comprehensive Income), the statement of changes in equity and the statement of Cash Flow dealt with by this Report are in agreement with the books of account;
    d. in our opinion, the aforesaid Ind AS Financial Statements comply with the Ind AS specified under section 133 of the Act, read with relevant rule issued thereunder;
    e. On the basis of written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
    f. With respect to the adequacy of the internal financial controls with reference to Ind AS 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 adequacy and operating effectiveness of the Company's internal financial controls with reference to Financial Statements.
    g. With respect to the matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the act.
    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, in our opinion and to the best of our information and according to the explanations given to us:
        i. The Company does not have any pending litigations which would impact its financial position as at 31st March 2026
        ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
        iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in note 32(B)(4) to the Ind AS 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 to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in note 32(B)(4) to the Ind AS financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material mis-statement.

v. The Company has neither declared nor paid any dividend during the year.

vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

Date: 7th May, 2026

Place: Ahmedabad

For G.S. Mathur & Co.

Chartered Accountants

CA. Bhargav Vaghela

Partner

M. No: 124619

FRN: 008744N

UDIN : 26124619YVFAEW4205

Annexure - A

referred to in Para 1 of the Independent Auditors Report

With reference to the Paragraph 1 of 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditors' Report to the members of the Odigma Consultancy Solutions Limited on the IND AS financial statements for the year ended March 31, 2026, we report the following:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipments;

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

(b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, The Company has a regular programme of physical verification of its property, plant and equipments on annual basis. In our opinion, this periodicity of physical verification is reasonable having regards to the size of the company and nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there is no immovable properties (other than immovable properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company. Accordingly, clauses 3 (i) (c) of the order is not applicable to the Company.

(d) According to information and explanations given to us and on the basis of our examination of 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 information and explanations given to us and on the basis of our examination of records of the company, there are no proceedings initiated or pending against the company for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) (a) The company is Service Company; it does not hold any physical inventories. Accordingly, clauses 3 (ii) (a) of the order is not applicable to the Company.

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

(iii) According to information and explanations given to us and on the basis of our examination of records of the company, the company has made investment in equity shares of an unlisted companies and granted loans during the year under audit. The Company has not provided security, guarantee or granted advances in nature of loan, secured or unsecured to Companies, partnerships or any other parties during the year.

(a) (A) Based on the audit procedures carried out by us and as per the information and explanations given to us, the Company has not granted any loans or advances and guarantees or securities to subsidiaries, joint ventures and associates.

(B) Based on the audit procedures carried out by us and as per the information and explanations given to us, the Company has granted unsecured loans to parties other than subsidiaries, joint ventures and associates as below.

(₹ in Lakhs)

Particulars	Unsecured Loans
Aggregate amount provided during the year:	
Other	**1,250**
Balance Outstanding as at balance sheet date	
Others	1,250

(b) According to information and explanations given to us and on the basis of our examination of records of the company, in our opinion the investment made during the year is, 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, the Company has not given **any advances in the nature of loans** to any party during the year, accordingly Clause 3 (iii) (c) is not appliable to the company.

(d) According to information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loan given. Accordingly, clauses 3 (iii) (d) of the order is not applicable to the Company.

(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 instances of loans granted falling due during year, which has been extended or settled by fresh loans. Further, there are no instances of advance in the nature of loan granted falling due during the year, which have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties. Accordingly, clauses 3 (iii) (e) of the order is not applicable to the Company.

(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 not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment. Accordingly, clauses 3 (iii) (f) of the order is not applicable to the Company.

(iv) According to 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 Companies Act, 2013 in respect of loans, investments, guarantees, and security as applicable.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from public. Accordingly, clause 3 (v) of the Order is not applicable.

(vi) In respect of the activities of the Company, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. Accordingly, clause 3 (vi) of the Order is not applicable to the Company.

(vii) (a) The undisputed statutory dues including Goods and Services tax, provident fund, employees' state insurance, income-tax, goods and service tax, duty of customs, cess and other material statutory dues applicable to it have been regularly deposited by the Company with the appropriate authorities in all cases during the year.

(b) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no disputed statutory dues for Goods and Services Tax, provident fund, employee's state insurance, income tax, duty of customs, cess and other statutory dues applicable to it.

(viii) According to information and explanations given to us and on the basis of our examination of the records of the Company, the company has not surrendered or disclosed any transactions, previously unrecorded as income in books of account, in the assessment under the Income Tax Act, 1961 (43 of 1961) as income during the year.

(ix) (a) 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 defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender during the year.

(b) According to 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 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 information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that funds raised on short term basis have not been utilised for long term purposes.

(e) According to information and explanations given to us and on the basis of examination of the Ind AS financial statements of the Company, we report that the company does not hold any investment in any subsidiaries, associates or joint ventures (as defined in the Act) during the year ended on 31st March 2026. Accordingly, clause 3 (ix) (e) of the Order is not applicable to the Company.

(f) According to information and explanations given to us and on the basis of examination of the Ind AS financial statements of the Company, we report that The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.

(x) (a) In our opinion and according to the information and explanations given to us, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions of clause 3(x)(a) of the Order are not applicable.

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

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According to the information and explanation given to us, no whistle-blower complaints, received during the year by the company.

(xii) According to information and explanations given to us, the Company is not a Nidhi Company as prescribed under Section 406 of the Act. Accordingly, clause 3 (xii) of the order is not applicable to the Company.

(xiii) According to the information and explanations given to us, we are of the opinion that all transactions with related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements, as required by the Accounting Standards and the Companies Act, 2013.

(xiv) (a) Based on the 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 in determining the nature, timing and extent of our audit procedures.

(xv) According to the information and explanations given to us, we are of the opinion that the company has not entered into any non-cash transactions with directors or persons connected with him and accordingly, the provisions of clause 3(xv) of the Order is not applicable.

(xvi) According to the information and explanations given to us, we are of the opinion that the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and According to information and explanations given to us, company does not have any CIC. Accordingly, clause 3 (xvi) of the Order is not applicable to the Company.

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

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report of Clause 3 (xviii) of the order is not applicable to the company.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, 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 indicating that company is incapable 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) (a) According to information and explanations given to us and on the basis of our examination of company's records, we report that the provisions of Section 135 of the Companies Act, 2013 is not applicable to company. Accordingly, clause 3 (xx) (a) of the Order is not applicable to the Company.

(b) According to information and explanations given to us and on the basis of our examination of company's records, we report that the provisions of Section 135 of the Companies Act, 2013 is not applicable to company. Accordingly, clause 3 (xx) (b) of the Order is not applicable to the Company.

Date: 7th May, 2026

Place: Ahmedabad

For G.S. Mathur & Co.

Chartered Accountants

CA. Bhargav Vaghela

Partner

M. No: 124619

FRN: 008744N

UDIN : 26124619YVFAEW4205

Annexure - B

referred in para 2(f) of the Independent Auditors Report

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

Opinion

We have audited the internal financial controls over financial reporting of **M/s Odigma Consultancy Solutions Limited ("The Company")** as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 Companies Act, 2013.

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

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

Date: 7th May, 2026

Place: Ahmedabad

For G.S. Mathur & Co.

Chartered Accountants

CA. Bhargav Vaghela

Partner

M. No: 124619

FRN: 008744N

UDIN : 26124619YVFAEW4205

Balance Sheet

As at March 31, 2026

(₹ in Lakhs)

Particulars	Notes	As at March 31,2026	As at March 31, 2025
ASSETS			
I. Non-current assets			
Property, plant and equipment	2	40.89	36.23
Intangible assets	3	542.62	245.23
Intangible assets under development	3	0.63	0.63
Financial assets	4		
Investments		918.96	1,524.54
Deferred tax assets (net)	20	292.88	170.22
Income tax assets (net)	6	173.89	84.28
Total non-current assets		**1,969.87**	**2,061.13**
II. Current assets			
Financial assets	4		
(i) Trade receivables		686.98	864.79
(ii) Cash and cash equivalents		81.67	2,724.29
(iii) Loans		1,250.00	-
(iv) Others financial assets		1,726.74	810.03
Other current assets	5	552.69	321.36
Total current assets		**4,298.08**	**4,720.47**
Total assets		**6,267.95**	**6,781.60**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	7	312.58	312.58
Other equity	8	5,029.86	5,606.35
Total equity		**5,342.44**	**5,918.93**
LIABILITIES			
I. Non-current liabilities			
Provisions	10	47.01	25.02

Total non-current liabilities		**47.01**	**25.02**
II. Current liabilities			
Financial liabilities	9		
(i) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises		30.23	7.10
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		157.08	62.22
(ii) Other financial liabilities		281.47	398.73
Other current liabilities	11	396.35	362.13
Provisions	10	13.37	7.47
Total current liabilities		**878.50**	**837.65**
Total equity and liabilities		**6,267.95**	**6,781.60**
Summary of significant accounting policies	1		

The accompanying notes are an integral part of these financial statements.

As per our report of even date
For, G S Mathur & Co
Chartered Accountants
FRN Number: 008744N

CA Bhargav Vaghela
Partner
Membership No: 124619
Place: Ahmedabad
Date : May 07,2026

For and on behalf of the board of directors of
Odigma Consultancy Solutions Limited
CIN:L72900GJ2011PLC131548

Vishal Mehta
Chairman
DIN: 03093563
Place: Gandhinagar
Date : May 07,2026

Mathew Jose
Managing Director
DIN: 08781735
Place: Gandhinagar
Date : May 07,2026

Saumya Yagnik
Chief Financial Officer
Place: Gandhinagar
Date : May 07,2026

Prachi Jain
Company Secretary
Place: Gandhinagar
Date : May 07,2026

Statement of Profit and Loss

for the year ended March 31, 2026

(₹ in Lakhs)

Particulars	Notes	Year ended March 31,2026	Year ended March 31, 2025
Income			
Revenue from operations	12	4,244.62	4,733.89
Other income	13	143.42	17.13
Total income (I)		**4,388.04**	**4,751.02**
Expenses			
Cost of services		2,755.25	3,502.27
Employee benefit expenses	14	1,011.05	810.82
Finance costs		-	-
Depreciation and amortisation expenses	15	64.21	212.12
Other expenses	16	682.02	165.10
Total expenses (II)		**4,512.53**	**4,690.31**
Profit before exceptional item and tax (III) = (I-II)		**(124.49)**	**60.71**
Exceptional items (IV)	17	(18.76)	-
Profit before tax (V) = (III-IV)		**(143.25)**	**60.71**
Tax expense	20		
Current tax			
-for current year		-	40.61
-for previous year		1.12	6.44
Deferred tax		(36.06)	(25.33)
Total tax expenses (VI)		**(34.94)**	**21.72**
Profit for the year (VII) = (V-VI)		**(108.31)**	**38.99**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Re-measurement gains / (losses) on defined benefit plans		(0.90)	(1.12)

Net change in fair value of investments in equity instruments		(605.57)	(977.46)
Income tax on items that will not be reclassified to profit or loss		86.60	139.78
Total other comprehensive income for the year (VIII)		**(519.87)**	**(838.80)**
Total Comprehensive Income for the year comprising			
Profit and Other comprehensive Income			
for the year(IX) = (VII+VIII)		**(628.18)**	**(799.81)**
Earning per share [nominal value per share			
Re.1/- (March 31, 2025: Re.1/-)]			
Basic	23	(0.35)	0.12
Diluted	23	(0.34)	0.12
Summary of significant accounting policies	1		

The accompanying notes are an integral part of these financial statements.

As per our report of even date
For, G S Mathur & Co
Chartered Accountants
FRN Number: 008744N

CA Bhargav Vaghela
Partner
Membership No: 124619
Place: Ahmedabad
Date : May 07,2026

For and on behalf of the board of directors of
Odigma Consultancy Solutions Limited
CIN:L72900GJ2011PLC131548

Vishal Mehta
Chairman
DIN: 03093563
Place: Gandhinagar
Date : May 07,2026

Mathew Jose
Managing Director
DIN: 08781735
Place: Gandhinagar
Date : May 07,2026

Saumya Yagnik
Chief Financial Officer
Place: Gandhinagar
Date : May 07,2026

Prachi Jain
Company Secretary
Place: Gandhinagar
Date : May 07,2026

Statement of cash flows

for the year ended March 31, 2026

(₹ in Lakhs)

Particulars	Year ended March 31,2026		Year ended March 31,2025	
A. Cash Flow from operating activities:				
Profit before taxation		**(143.25)**		**60.71**
Adjustments to reconcile profit before tax to net cash flows:				
Depreciation and amortisation expense	64.21		212.12	
Employee stock option expense (net)	51.71		-	
Interest Income	(121.89)		(7.49)	
Liability no longer required	(0.07)		-	
Excess Provision written back	-		(0.33)	
Bad debts written off	3.35		32.81	
Balances written off	14.34		-	
Unrealised foreign exchange loss/(gain)	(1.35)		-	
Allowance for doubtful debts	65.89		-	
		76.19		**237.11**
Operating profit before working capital changes		**(67.06)**		**297.82**
Adjustment for :				
Increase/ (decrease) in trade payables	117.97		(1,129.40)	
(Increase)/ decrease in trade receivables	109.93		284.10	
(Increase)/ decrease in other current & non current assets	(752.69)		2,040.99	
Increase/ (decrease) in other current & non current liabilities and provisions	(55.96)		42.34	
Net changes in working capital		**(580.75)**		**1,238.03**
Cash generated from operations		**(647.81)**		**1,535.85**
Direct taxes paid (net of income tax refund)		(90.73)		(23.25)
Net Cash (used in) Operating Activities		**(738.54)**		**1,512.60**
B. Cash Flow from Investing Activities				
Payment for acquisition of property, plant and equipment and intangible asset	(366.27)		(9.40)	

(including intangible under development)				
Loans and advances (given) / received back (net)	(1,550.00)		932.05	
Interest received	12.19		4.04	
Proceeds / (payment) for investments (net)	-		(767.00)	
Net cash (used in) Investing Activities		**(1,904.08)**		**159.69**
C. Cash Flow from financing activities				
Listing expenses	-		(160.61)	
Net Cash (used in) Financing Activities		**-**		**(160.61)**
Net Increase / (Decrease) in cash & cash equivalents (A+B+C)		**(2,642.62)**		**1,511.68**
Cash & cash equivalent at the beginning of the year		2,724.29		1,212.61
Cash & cash equivalent at the end of the year		**81.67**		**2,724.29**

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Indian Accounting Standard (IND AS)-7 "Statement of Cash Flows" issued by the Institute of Chartered Accountant of India.

(₹ in Lakhs)

Particulars	**As at March 31,2026**	**As at March 31, 2025**
Cash and cash equivalents comprise of: (Note 4C)		
Balances with Banks		
Current accounts	81.61	2,724.21
Cash on Hand	0.06	0.08
Cash and cash equivalents	**81.67**	**2,724.29**

The accompanying notes are an integral part of these financial statements.

As per our report of even date
For, G S Mathur & Co
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Statement of changes in equity

for the year ended March 31, 2026

A. Equity share capital

(₹ in Lakhs)

Particulars	Amount Note 7
As at March 31, 2024	**312.58**
Changes in equity share capital due to prior period errors	-
Restated balance as at March 31, 2024	**312.58**
Changes in Equity Share capital during the year	-
As at March 31,2025	**312.58**
Changes in equity share capital due to prior period errors	-
Restated balance as at March 31, 2025	**312.58**
Changes in Equity Share capital during the year	-
As at March 31,2026	**312.58**

B. Other equity

(₹ in Lakhs)

Particulars	Reserves and Surplus				Other Comprehensive Income	Total equity
	Retained earnings	Securities premium	Employee stock option outstanding account	Capital reserve		
	Note 8	Note 8	Note 8	Note 8	Note 8	Note 8
As at March 31, 2024	**206.01**	**6,427.81**	**-**	**(67.03)**	**-**	**6,566.79**
Profit for the year	38.99	-	-	-	-	**38.99**
Net Change in fair value of Investments in equity instruments	-	-	-	-	(837.69)	**(837.69)**
Re-measurement gains / (losses) on defined benefit plans	(1.12)	-	-	-	-	**(1.12)**
Less: Listing expenses	-	(160.61)	-	-	-	**(160.61)**
As at March 31,2025	**243.88**	**6,267.20**	**-**	**(67.03)**	**(837.69)**	**5,606.35**
Profit for the year	**(108.31)**	-	-	-	-	**(108.31)**
Net Change in fair value of Investments in equity instruments	-	-	-	-	(518.98)	**(518.98)**
Employee compensation expense for the year	-	-	51.71	-	-	**51.71**
Re-measurement gains / (losses) on defined benefit plans	(0.90)	-	-	-	-	**(0.90)**
As at March 31,2026	**134.67**	**6,267.20**	**51.71**	**(67.03)**	**(1,356.67)**	**5,029.86**

The accompanying notes are an integral part of these financial statements.
As per our report of even date

As per our report of even date
For, G S Mathur & Co
Chartered Accountants
FRN Number: 008744N

CA Bhargav Vaghela
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For and on behalf of the board of directors of
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Notes

to the financial statements for the year ended March 31, 2026

1. Company Overview and Significant Accounting Policies

A. Corporate Information

Odigma Consultancy Solutions Limited ('the Company') was incorporated on February 28, 2011 under the Companies Act, 1956. The Company is primarily engaged in business of IT Enable Services, Digital Advertisement Services, and other ancillary and e-commerce related services including domain registry services.

The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Company's shares are listed on the BSE Limited and National Stock Exchange of India Limited in India. The registered office of the company is located at 27th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar, Taluka & District - Gandhinagar – 382 050 Gujarat, India.

The Board of Directors approved the standalone financial statements for the year ended March 31, 2026 and authorized for issue on May 07, 2026.

B. Statement of compliance

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules 2015 as amended from time to time.

C. Basis of preparation of Standalone financial statements

These standalone financial statements have been prepared on historical cost basis except for certain financial instruments ,defined benefit plans and share based payment which are measured at fair value or amortised cost at the end of each reporting period. 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. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months. These standalone financial statements are prepared on going concern basis.

The statement of cash flows has been prepared under indirect method, whereby profit or loss 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 items of income or expense 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 and which are subject to an insignificant risk of changes in value to be cash equivalents.

The financial statements are presented in Indian Rupee ('INR') which is also the Company's functional currency and all values are rounded to the nearest lakhs, except when otherwise indicated.

D. Critical accounting estimates

The preparation of standalone financial statements in conformity with the recognition and measurement principles of Ind AS requires management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of standalone financial statements and the reported amounts of income and expenses 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.

The Company uses the following critical accounting judgements, estimates and assumptions in preparation of its standalone financial statements:

1. Revenue recognition

Revenue is recognized upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services.

The Company exercises judgement for identification of performance obligations, determination of transaction price, ascribing the transaction price to each distinct performance obligation and in determining whether the performance obligation is satisfied at a point in time or over a period of time. These judgements have been explained in detail under the revenue recognition note (Refer note 1.9).

Notes

to the financial statements for the year ended March 31, 2026

2. **Useful Lives of Property, plant and equipment**

Refer Note 1.4 for the estimated useful life of Property, plant and equipment. The carrying value of Property, plant and equipment has been disclosed in Note 2.

3. **Intangible asset including intangible asset under development**

Intangible development costs are capitalised as and when technical and commercial feasibility of the asset is demonstrated, future economic benefits are probable. Research and maintenance costs are expensed as incurred. Intangible assets are tested for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Refer Note 1.5 for the estimated useful life of Intangible assets. The carrying value of Intangible assets has been disclosed in Note 3.

4. **Investments**

Investment in subsidiaries and associates is carried at cost less impairment, if any in the standalone financial statements.

5. **Determination of exchangeability of currencies and estimation of exchange rates**

The Company exercises judgement in assessing whether a foreign currency is exchangeable into another currency at the reporting date. Where exchangeability is not available, management estimates the spot exchange rate using observable market information and other relevant economic indicators. Changes in assumptions used in determining the estimated exchange rate may materially affect the carrying values of foreign currency denominated assets, liabilities, income and expenses.

6. **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.

7. **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)

8. **Deferred Tax Assets**

Deferred tax assets are recognized for unused tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

9. **Provisions and contingent liabilities**

The Company estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are 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. Contingent assets are neither recognised nor disclosed in the standalone financial statements.

10. **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 (Refer note 1.13 and 1.14).

11. **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 judgement. The Company uses significant judgement in assessing the lease term

Notes

to the financial statements for the year ended March 31, 2026

(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.

E. Summary of Significant Accounting Policies

The following are the significant accounting policies applied by the company in preparing its financial statements:

1.1 Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized 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 the 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 Company classifies all other liabilities as non-current. The classification of liabilities is based on rights existing at the reporting date and is unaffected by management's expectations regarding settlement after the reporting period.

Where the Company's right to defer settlement is subject to compliance with specified covenants, such right exists only if the Company complies with those covenants on or before the reporting date, unless the terms of the arrangement provide otherwise.

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 realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

1.2 Foreign currencies

The company's financial statements are presented in INR, which is also the company's functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rate at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or statement of profit or loss are also recognized in OCI or profit or loss, respectively).

The Company assesses at each reporting date whether a foreign currency is exchangeable into another currency. A currency is considered exchangeable when the Company can obtain the other currency within a normal administrative period through a market or exchange

Notes

to the financial statements for the year ended March 31, 2026

mechanism that creates enforceable rights and obligations.

Where exchangeability between two currencies is lacking at the measurement date, the Company estimates the spot exchange rate that would have applied in an orderly exchange transaction between market participants under prevailing economic conditions and uses such estimated rate for translation purposes.

Exchange differences arising from the use of estimated exchange rates are recognised in profit or loss unless another Standard requires recognition elsewhere.

1.3 Fair value measurement

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability

Or

- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, as described below, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Significant accounting judgements, estimates and assumptions
- Quantitative disclosures of fair value measurement hierarchy
- Financial instruments (including those carried at amortized cost)

1.4 Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of Property, plant and equipment are required to be replaced at intervals, the Company recognizes such parts as individual assets with specific useful lives and depreciates them accordingly. All repair and maintenance costs are recognized in statement of profit and loss as incurred.

Capital work-in-progress comprises cost of fixed assets that are not yet installed and ready for their intended use at the balance sheet date.

Depreciation is calculated on a written down value basis over the estimated useful lives of the assets as follows:

Notes

to the financial statements for the year ended March 31, 2026

- Plant and equipment - 15 years
- Furniture & Fixtures - 10 years
- Computer, server & network - 3 to 6 years
- Vehicles – 8 Years
- Office Equipments – 5 Years

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognized.

1.5 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Cost include acquisition and other incidental cost directly attributable acquiring the intangible asset.

Research costs are expensed as incurred. Intangible development costs are capitalised as and when technical and commercial feasibility of the asset is demonstrated, future economic benefits are probable. The costs which can be capitalized include the salary and ESOP cost of employees that are directly attributable to development of the asset for its intended use.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic 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 period. 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.

Gains or losses arising from de-recognition 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 derecognized.

Amortisation

Intangible assets are amortised on a straight line method. Period of Amortisation of Intangibles is determined as follows:

- Computer Software – 10 Years

Intangible assets under development:

Expenditure incurred on acquisition /construction of intangible assets which are not ready for their intended use at balance sheet date are disclosed under Intangible assets under development. During the period of development, the asset is tested for impairment annually.

1.6 Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Initial direct costs incurred specifically for an operating lease are deferred and charged to the statement of profit and loss over the lease term.

1.7 Impairment of non-financial assets

Non-financial 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 generated unit (CGU) to which the asset belongs.

Notes

to the financial statements for the year ended March 31, 2026

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 amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

1.8 Borrowing cost

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

1.9 Revenue Recognition

Rendering of services

Revenue is recognized upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services.

Revenue from Services is recognized upfront at the point in time when the service is delivered to the customer. In cases where continuous services are rendered, these service is recognized Proportionaty over the period.

Registry Services revenues primarily arise from fixed fees charged to registrars for the initial registration or renewal of .ooo domain names. Revenues from the initial registration or renewal of domain names are deferred and recognized rateably over the registration term, generally one year and up to ten years. Fees for renewals and advance extensions to the existing term are deferred until the new incremental period commences. These fees are then recognized rateably over the renewal term.

Revenue is measured based on the consideration specified in a contract with the customer and excludes amounts collected on behalf of customers. The Company presents revenue net of discounts and collection charges. Revenue also excludes taxes collected from customers.

Revenue from related parties is recognized based on transaction price which is at arm's length.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled revenue (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Excess billing over revenue ("contract liability") is recognized when there is billing in excess of revenues.

In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

The Company disaggregates revenue from contracts with customers by offering.

The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date as per contract.

Interest income

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

Notes

to the financial statements for the year ended March 31, 2026

1.10 Financial instruments – initial recognition and subsequent measurement

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. Financial assets are classified based on the Company's business model for managing the assets and the contractual cash flow characteristics of the financial asset. In assessing whether contractual cash flows represent solely payments of principal and interest, the Company considers all contractual terms, including contingent events, sustainability-linked features and other contractual mechanisms that may modify the timing or amount of cash flows.

A) Financial assets

(i) Initial recognition and measurement.

All financial assets, except investment in subsidiaries, associates and joint ventures, are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial assets.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in five categories:

- Debt instruments at amortized cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)
- Equity instruments measured at fair value through statement of profit and loss (FVTPL)

- **Debt instruments at amortized cost:**

A debt instrument is measured at amortized cost if both the following conditions are met:

- the asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized 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 amortization is included in other income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss. This category generally applies to trade and other receivables.

- **Debt instruments at fair value through other comprehensive income (FVTOCI)**

A debt instrument is measured at fair value through other comprehensive income if both of the following criteria are met:

- the objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- the asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, interest income, impairment losses & reversals and foreign exchange gain or loss are recognized in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

- **Debt instruments at fair value through profit or loss (FVTPL)**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or fair value through other comprehensive income criteria, as at fair value through profit or loss. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

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to the financial statements for the year ended March 31, 2026

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of profit and loss.

- **Equity instruments:**

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss statement, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

- **Investment in subsidiaries and associates:**

Investment in subsidiaries and associates is carried at cost in the standalone financial statements.

(iii) Derecognition of financial assets

A financial asset (or. where applicable. a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- 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.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

(iv) Impairment of financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, 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. 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 recognized is recognized as an impairment gain or loss in profit or loss.

(v) Financial Risk Management and Financial Instrument Disclosures

The Company provides qualitative and quantitative disclosures that enable users of the financial statements to understand the significance of financial instruments for its financial position and performance, including information regarding instruments with contractual features that may affect future cash flows or classification assessments.

B) Financial Liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate.

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to the financial statements for the year ended March 31, 2026

All financial liabilities are recognized 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.

(ii) Subsequent measurement of financial liabilities

The measurement of financial liabilities depends on their classification, as described below:

- **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or 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 recognized in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit and loss. The Company has not designated any financial liability as at fair value through profit and loss.

- **Loans and Borrowings**

After initial recognition, interest-bearing borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized 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 amortization is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings.

(iii) Derecognition of financial liabilities

A financial liability is derecognized 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 recognized in the statement of profit and loss.

C) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

1.11 Cash and cash equivalent

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

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

1.12 Taxes

Tax expense comprises of current income tax and deferred tax.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognized outside Statement of profit and loss is recognized outside Statement of profit and loss (either in other comprehensive income or equity). Current tax items are recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect

Notes

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to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside Statement of profit and loss is recognized outside Statement of profit and loss. Deferred tax items are recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity.

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

1.13 Retirement and other employee benefits

a. Short Term Employee Benefits

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees is recognized during the year.

b. Post-Employment Benefits

(i) Defined benefit plan

Gratuity benefit scheme is a defined benefit plan. The present value of the obligation under such defined benefit plans is determined based on the actuarial valuation using the Projected Unit Credit Method as at the date of the Balance sheet reduced by the fair value of any plan assets. The discount rate used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not

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reclassified to Statement of Profit and Loss in subsequent periods.

Past service costs are recognized in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognizes related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognizes the following changes in the net defined benefit obligation as an expense in the Statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

The Company has not invested in any fund for meeting liability.

1.14 Share-based payments

Employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions with employees is measured at the fair value of the equity instruments granted on the grant date in accordance with SEBI regulation and Ind As 102: Share based payment. The fair value is determined using an appropriate option pricing model, taking into account the terms and conditions upon which the instruments are granted.

The cost is recognized as an employee benefits expense in the Statement of Profit and Loss over the vesting period, with a corresponding increase in "Stock Option Outstanding reserve" under equity.

The fair value of equity-settled share-based payment awards is recognised as an employee benefits expense over the vesting period during which the applicable service and/or performance conditions are satisfied, with a corresponding credit to Share-Based Payment (SBP) Reserve within equity.

At each reporting date up to the vesting date, the cumulative expense recognised reflects the extent to which the vesting period has elapsed and the Company's best estimate of the number of equity instruments expected to ultimately vest. The charge or credit recognised in the Statement of Profit and Loss for a reporting period represents the movement in the cumulative expense recognised between the beginning and the end of that period and is included within employee benefits expense.

No expense is recognised in respect of awards that do not ultimately vest due to the failure to satisfy non-market performance conditions and/or service conditions.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

1.15 Earnings per share

Basic EPS amounts are calculated by dividing the profit or loss for the year attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit or loss attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

1.16 Segment reporting

Based on "Management Approach" as defined in Ind AS 108 -Operating Segments, the Chief Operating Decision Maker evaluates the Company's performance and allocates the resources based on an analysis of various performance indicators by business segments. Unallocable items includes general corporate income and expense items which are not allocated to any business segment.

Segment policies:

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the

Notes

to the financial statements for the year ended March 31, 2026

Company as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

1.17 Dividend distribution

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the Companies Act, 2013, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

1.18 Provisions

Provisions are recognized 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, the reimbursement is recognized 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 or loss net of any reimbursement.

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 recognized as a finance cost.

Contingencies

Provision in respect of contingencies relating to claims, litigation, assessment, fines, penalties etc. are recognized when it is probable that a liability has been incurred and the amount can be estimated reliably.

Contingent liabilities and contingent assets:

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognized nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

1.19 Recent 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.

In May 2025, MCA notified amendments to Ind AS 21 – The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

In August 2025, MCA notified the following amendments to:

1. Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 1, 2025 – The amendment relates to classification of liabilities as current or noncurrent and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and noncurrent liabilities.
2. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures, applicable w.e.f. April 1, 2025 – The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that it has no impact in its financial statements.
3. The Company has evaluated the amendments to Ind AS 109 relating to classification and measurement of financial instruments and concluded that the amendments do not have a material impact on the financial statements, except for enhanced assessment and disclosure requirements

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where applicable.

4. MCA has notified Ind AS 118, Presentation and Disclosure in Financial Statements, effective for annual reporting periods beginning on or after 1 April 2027. The standard introduces new presentation requirements for the Statement of Profit and Loss, including defined categories of income and expenses, mandatory subtotals and disclosures relating to management-defined performance measures. The Company is currently evaluating the impact of adoption of the standard on its financial statement presentation and disclosures.

5. MCA has notified Ind AS 119, Subsidiaries without Public Accountability: Disclosures, effective for annual reporting periods beginning on or after 1 April 2027. The standard permits eligible subsidiaries to apply reduced disclosure requirements while continuing to apply recognition and measurement requirements of other applicable Ind ASs. The Company is evaluating whether the provisions of the standard will be applicable and beneficial upon its effective date.

6. Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax and disclose that they have applied the relief. This relief is immediate and applies retrospectively.

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to the financial statements for the year ended March 31, 2026

Note 2 : Property, plant and equipment

(₹ in Lakhs)

Particulars	Plant & machinery	Furniture & fixture	Vehicles	Office equipment	Computer, server & network	Total
Cost						
As at March 31, 2024	**0.61**	**22.03**	**39.00**	**7.71**	**52.08**	**121.43**
Additions	-	0.66	-	6.12	1.99	**8.77**
Deductions	-	-	-	-	-	**-**
As at March 31,2025	**0.61**	**22.69**	**39.00**	**13.83**	**54.07**	**130.19**
Additions	-	0.36	-	0.68	19.85	**20.89**
Deductions	-	-	-	-	-	**-**
As at March 31,2026	**0.61**	**23.05**	**39.00**	**14.51**	**73.92**	**151.08**
Depreciation						
As at March 31, 2024	**0.34**	**11.65**	**14.32**	**4.89**	**41.98**	**73.17**
Depreciation for the year	0.06	3.38	7.71	3.61	6.03	**20.79**
As at March 31,2025	**0.40**	**15.03**	**22.03**	**8.50**	**48.01**	**93.96**
Depreciation for the year	0.07	2.02	5.30	2.42	6.41	**16.22**
As at March 31,2026	**0.46**	**17.05**	**27.33**	**10.93**	**54.42**	**110.18**
Net Block						
As at March 31,2026	**0.14**	**6.00**	**11.67**	**3.58**	**19.50**	**40.89**
As at March 31,2025	**0.21**	**7.66**	**16.98**	**5.33**	**6.05**	**36.23**

Notes

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Note 3 : Other Intangible assets

(₹ in Lakhs)

Particulars	Compute Software	Intangible assets under development	Total
Cost			
As at March 31, 2024	**2,489.27**	**-**	**2,489.27**
Additions	-	0.63	**0.63**
Deductions / Capitalized	-	-	**-**
As at March 31,2025	**2,489.27**	**0.63**	**2,489.90**
Additions	345.39	-	**345.39**
Deductions / Capitalized	-	-	**-**
As at March 31,2026	**2,834.66**	**0.63**	**2,835.29**
Amortisation			
As at March 31, 2024	**2,052.71**	-	**2,052.71**
Amortisation for the year	191.33	-	**191.33**
As at March 31,2025	**2,244.04**	-	**2,244.04**
Amortisation for the year	47.99	-	**47.99**
As at March 31,2026	**2,292.03**	-	**2,292.03**
Net Block			
As at March 31,2026	**542.62**	**0.63**	**543.25**
As at March 31,2025	**245.23**	**0.63**	**245.86**

Intangible assets under development ageing

Ageing for intangible assets under development as on March 31, 2026:

(₹ in Lakhs)

Intangible assets under development	Amount in intangible assets under development for a period of				
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	0.63	-	-	**0.63**
Projects temporarily suspended	-	-	-	-	-

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Ageing for intangible assets under development as on March 31, 2025:

(₹ in Lakhs)

Intangible assets under development	Amount in intangible assets under development for a period of				
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	0.63	-	-	-	**0.63**
Projects temporarily suspended	-	-	-	-	-

Intangible assets under development as at March 31, 2026 and March 31, 2025 comprises expenditure for the trademark.

Note 4 : Financial assets

4 (A) Investments

(₹ in Lakhs)

Particulars	As at March 31,2026	As at March 31,2025
Non-current		
Investment stated at Fair Value through OCI In Equity Instruments (Unquoted)		
Investment in Upsquare Solutions Private Limited		
500 (March 31 ,2025 :500) equity shares of Rs. 10 each, fully paid up	1,735.00	1,735.00
Add/(Less): Fair value changes	(1,592.37)	(999.49)
	142.63	**735.51**
Investment in Initor Global Bot Books Private Limited		
504 (March 31, 2025: 504) equity shares of Rs. 10 each, fully paid	252.00	252.00
Add/(Less):Fair value Changes	8.92	5.63
	260.92	**257.63**
Investment in Unison Globus Aalliances Private Limited		
515 (March 31, 2025: 515) equity shares of Rs. 10 each, fully paid	515.00	515.00
Add/(Less):Fair value Changes	0.42	16.39
	515.42	**531.39**
Total Investments	**918.96**	**1,524.54**
Aggregate amount of unquoted investments	918.96	1,524.54
Aggregate amount of impairment in value of unquoted investments	-	-

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4 (B) Trade receivables

(₹ in Lakhs)

Particulars	As at March 31,2026	As at March 31,2025
Trade receivables		
Unsecured, considered good	686.98	864.79
Unsecured, considered doubtful	65.89	-
	752.87	864.79
Less : Allowance for expected credit losses	(65.89)	-
Total Trade receivables	**686.98**	**864.79**

(i)Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days
(ii) For amount dues and terms and conditions relating to related party transactions, refer note 22
(iii) For explanation on Company's credit risk management process, refer note 27
(iv) For trade receivables ageing schedule, refer note 31

4 (C) Cash and cash equivalents

(₹ in Lakhs)

Particulars	As at March 31,2026	As at March 31,2025
Balance with banks		
Current accounts	81.61	2,724.21
Cash on hand	0.06	0.08
Total cash and cash equivalents	**81.67**	**2,724.29**

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

(₹ in Lakhs)

Particulars	As at March 31,2026	As at March 31,2025
Balance with banks		
Current accounts	81.61	2,724.21
Cash on hand	0.06	0.08
	81.67	**2,724.29**

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4 (D) Loans

(₹ in Lakhs)

Particulars	As at March 31,2026	As at March 31,2025
Current		
Unsecured, considered good		
Loans to others*	1,250.00	-
Total Loans	**1,250.00**	**-**

* The above loan are unsecured, interest bearing and the same has been given for the purpose of furtherance of business.

4 (E) Other financial assets

(₹ in Lakhs)

Particulars	As at March 31,2026	As at March 31,2025
Current		
Unsecured, considered good		
Security deposits	17.11	13.35
Unbilled revenue	766.07	222.27
Advance to employees	-	1.00
Interest Receivables	109.70	-
Other assets	833.86	573.41
Total other financial assets	**1,726.74**	**810.03**

4 (F) Financial assets by category

(₹ in Lakhs)

Particulars	Cost	FVOCI	FVTPL	Amortised cost
As at March 31,2026				
Investments				
- Equity shares	-	918.96	-	-
Trade receivables	-	-	-	686.98
Cash & cash equivalents	-	-	-	81.67
Loans	-	-	-	1,250.00
Other financial assets	-	-	-	1,726.74
Total Financial assets	**-**	**918.96**	**-**	**3,745.39**

Notes

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(₹ in Lakhs)

Particulars	Cost	FVOCI	FVTPL	Amortised cost
As at March 31,2025				
Investments				
- Equity shares	-	1,524.54	-	-
Trade receivables	-	-	-	864.79
Cash & cash equivalents	-	-	-	2,724.29
Other financial assets	-	-	-	810.03
Total Financial assets	**-**	**1,524.54**	**-**	**4,399.11**

For Financial instruments risk management objectives and policies, refer Note 27

Fair value disclosures for financial assets and liabilities and fair value hierarchy disclosures for investment, refer Note 27

Note 5 : Other current assets

(₹ in Lakhs)

Particulars	As at March 31,2026	As at March 31,2025
Current		
Unsecured, considered good		
Advance to suppliers	3.57	2.80
Prepaid expenses	4.34	1.14
Balance with government authorities	497.46	270.56
Other current asset	47.32	46.86
Total Other current assets	**552.69**	**321.36**

Note 6 : Income tax assets (net)

(₹ in Lakhs)

Particulars	As at March 31,2026	As at March 31,2025
Non-current		
Tax paid in advance (net of provision)	173.89	84.28
Total Income tax assets (net)	**173.89**	**84.28**

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Note 7 : Equity share capital

Particulars	As at March 31,2026		As at March 31,2025	
	No. of shares	INR in Lakhs	No. of shares	INR in Lakhs
Authorised share capital				
Equity shares of Rs.1 each	7,50,00,000	750.00	7,50,00,000	750.00
Issued and subscribed share capital				
Equity shares of Rs.1 each	3,12,58,450	312.58	3,12,58,450	312.58
Subscribed and fully paid up				
Equity shares of Rs.1 each	3,12,58,450	312.58	3,12,58,450	312.58
Total	**3,12,58,450**	**312.58**	**3,12,58,450**	**312.58**

7.1. Terms / rights attached to the equity shares

The Company has equity shares having a par value of Rs 1/- per share. All equity shares rank equally with regard to dividend and share in the Company's residual assets in proportion of amount paid up. The equity shares are entitled to receive dividend as declared from time to time. Each holder of the equity shares is entitled to one vote per share.

On winding up of the Company, the holder of equity shares will be entitled to receive the residual assets of the Company remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

7.2. Reconciliation of shares outstanding at the beginning and at the end of the Reporting year

Particulars	As at March 31,2026		As at March 31,2025	
	No. of shares	INR in Lakhs	No. of shares	INR in Lakhs
At the beginning of the year	3,12,58,450	312.58	3,12,58,450	312.58
Add :				
Shares issued during the year	-	-	-	-
Outstanding at the end of the year	3,12,58,450	312.58	3,12,58,450	312.58

Notes

to the financial statements for the year ended March 31, 2026

7.3 Number of Shares held by each shareholder holding more than 5% Shares in the company

Name of the Shareholder	As at March 31,2026		As at March 31,2025	
	No. of shares	% of shareholding	No. of shares	% of shareholding
Vishal Ajitbhai Mehta	26,94,804	8.62%	26,94,804	8.62%
Vishwas Ambalal Patel	34,42,501	11.01%	34,42,501	11.01%
Infinium Motors Private Limited	23,94,691	7.66%	23,94,691	7.66%

Notes: As per records of the Company, including its register of shareholders / members and other declarations received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

7.4 Number of Shares held by Promoters at the end of the year

Name of the Promoter	As at March 31,2026		% Change during the year
	No. of shares	% of shareholding	
Promoter			
Vishal Ajitbhai Mehta	26,94,804	8.62%	-
Ajitbhai Champaklal Mehta	13,53,473	4.33%	-
Jayshreeben Ajitbhai Mehta	13,53,473	4.33%	-
Promoter Group			
Nirali Vishal Mehta	6,92,677	2.22%	2.34%
Late Subhashchandra Rambhai Amin	-	0.00%	-100.00%
Vishal Subhashchandra Amin	42,299	0.14%	100.00%
Late Achalaben S Amin	-	0.00%	-100.00%
Pallaviben Kumarpal Shah	1,047	0.00%	-
Shetal Samirbhai Patel	47,586	0.15%	100.00%
Infinium Motors Private Limited	23,94,691	7.66%	-

Name of the Promoter	As at March 31,2025		% Change during the year
	No. of shares	% of shareholding	
Promoter			
Vishal Ajitbhai Mehta	26,94,804	8.62%	-
Ajitbhai Champaklal Mehta	13,53,473	4.33%	-

Notes

to the financial statements for the year ended March 31, 2026

Jayshreeben Ajitbhai Mehta	13,53,473	4.33%	-
Promoter Group			
Nirali Vishal Mehta	6,76,817	2.17%	-
Subhashchandra Rambhai Amin	92,528	0.30%	-
Vishal Subhashchandra Amin	-	-	-
Achalaben S Amin	7,930	0.03%	-
Pallaviben Kumarpal Shah	1,047	0.00%	-
Infinium Motors Private Limited	23,94,691	7.66%	-

7.5. Shares reserved for issue under options

For information relating to Odigma conaultancy solutions limited Employee Stock Option Plan, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period please refer to note 24.

Note 8 : Other Equity

(₹ in Lakhs)

Particulars	As at March 31,2026	As at March 31,2025
Securities premium		
Opening balance	6,267.20	6,427.81
Add: On issue of shares	-	-
Less: Listing expenses	-	(160.61)
Balance at the end of the year	**6,267.20**	**6,267.20**
Capital reserve		
Opening balance	(67.03)	(67.03)
Balance at the end of the year	**(67.03)**	**(67.03)**
Retained earnings		
Opening balance	243.88	206.01
Add: profit/ (loss) for the year	(108.31)	38.99
Add / (Less): Remeasurement of defined employee benefit plans	(0.90)	(1.12)
Balance at the end of the year	**134.67**	**243.88**

Notes

to the financial statements for the year ended March 31, 2026

Employees Stock Options Outstanding		
Opening balance	-	-
Add : Employee compensation expense for the year	51.71	-
Balance at the end of the year	**51.71**	**-**
Other Comprehensive Income		
Opening balance	(837.69)	-
Change during the year (net)	(518.98)	(837.69)
Balance at the end of the year	**(1,356.67)**	**(837.69)**
Total Other equity	**5,029.88**	**5,606.35**

Securities premium

Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to "Securities Premium". The Company may issue fully paid-up bonus shares to its members out of the Securities Premium and the Company can use this reserve for buy-back of shares.

Retained earnings

Retained earnings comprises of prior and current year's undistributed earnings after tax.

Capital Reserve

The balance in Capital Reserve represents difference between consideration paid and net asset acquired under common control business combination transactions.

Employees Stock Options Outstanding

The share based option outstanding account is used to recognise the grant date fair value of options issued to employees under group's employee stock option schemes.

Note 9 : Financial liabilities

9 (A) Trade payable

(₹ in Lakhs)

Particulars	As at March 31,2026	As at March 31,2025
Current		
Trade payables		
(a) Outstanding dues of micro enterprises and small enterprises	30.23	7.10
(b) Outstanding dues of creditors other than micro enterprises and small enterprises	157.08	62.22
Total Trade Payable	**187.31**	**69.32**

Notes

to the financial statements for the year ended March 31, 2026

(i) Trade payables are non-interest bearing and are normally settled on 30-90 days terms.
(ii) For disclosure required under Section 22 of the Micro, Small and Medium Enterprise Development Act,2006, refer note 29
(iii) For explanation on Company's liability risk management process, refer note 27
(iv) For trade payables ageing schedule, refer note 31

9 (B) Other financial liabilities

(₹ in Lakhs)

Particulars	As at March 31,2026	As at March 31,2025
Current		
Employee benefits payable	69.60	61.78
Provision for expenses	192.77	320.50
Creditors for expenses	10.49	6.24
Other financial liabilities	8.61	10.21
Total Other financial liabilities	**281.47**	**398.73**

9 (C) Financial liabilities by category

(₹ in Lakhs)

Particulars	FVTPL	FVOCI	Amortised cost
As at March 31,2026			
Trade payable	-	-	187.31
Other financial liabilities	-	-	281.47
Total Financial liabilities	-	-	468.78

(₹ in Lakhs)

Particulars	FVTPL	FVOCI	Amortised cost
As at March 31,2025			
Trade payable	-	-	69.32
Other financial liabilities	-	-	398.73
Total Financial liabilities	-	-	468.05

For Financial instruments risk management objectives and policies, refer Note 27
Fair value disclosures for financial assets and liabilities, refer Note 27

Notes

to the financial statements for the year ended March 31, 2026

Note 10 : Provisions

(₹ in Lakhs)

Particulars	As at March 31,2026	As at March 31,2025
Non-current		
Provision for employee benefits (refer Note 21)		
Provision for gratuity	47.01	25.02
	47.01	**25.02**
Current		
Provision for employee benefits (refer Note 21)		
Provision for gratuity	13.37	7.47
	13.37	**7.47**
Total	**60.38**	**32.49**

Note 11 : Other current liabilities

(₹ in Lakhs)

Particulars	As at March 31,2026	As at March 31,2025
Current		
Advance from customers	11.36	0.59
Statutory dues payable	27.43	18.00
Excess billing over revenue	357.56	343.54
Total	**396.35**	**362.13**

Note 12 : Revenue from operations

(₹ in Lakhs)

Particulars	2025-26	2024-25
Sale of services	4,244.62	4,733.89
Total	**4,244.62**	**4,733.89**

Refer note 30 "Disclosure pursuant to Ind AS 115 "Revenue from contract with customers"

Notes

to the financial statements for the year ended March 31, 2026

Note 13 : Other income

(₹ in Lakhs)

Particulars	2025-26	2024-25
Net foreign exchange gain	16.54	6.75
No longer payable	0.07	-
Interest income others	121.89	7.49
Miscellaneous income	4.92	2.56
Excess Provision Written Back	-	0.33
Total	**143.42**	**17.13**

Note 14 : Employee benefits expense

(₹ in Lakhs)

Particulars	2025-26	2024-25
Salaries, wages and bonus^	923.42	780.56
Contribution to provident fund and other funds (refer note 21)	21.83	19.35
Share based payments to employees (Refer Note 24)**	51.71	-
Staff welfare expenses	14.09	10.91
Total	**1,011.05**	**810.82**
^Salaries,wages and bonus (net of capitalisation)		
Salaries,wages and bonus	**923.42**	**780.56**
less : Cost capitalised	-	-
Salaries,wages and bonus cost for the year	**923.42**	**780.56**
**** Employee stock option outstanding expenses**		
Share based payment expense	**51.71**	-
less : Cost capitalised	-	-
ESOP cost for the year	**51.71**	-

Note 15 : Depreciation and amortization expense

(₹ in Lakhs)

Particulars	2025-26	2024-25
Depreciation on tangible assets (refer note 2)	16.22	20.79
Amortization on intangible assets (refer note 3)	47.99	191.33
Total	**64.21**	**212.12**

Notes

to the financial statements for the year ended March 31, 2026

Note 16 : Other expenses

(₹ in Lakhs)

Particulars	2025-26	2024-25
Bank charges	0.85	0.75
Communication expenses	7.55	5.35
Legal and consultancy expenses	97.66	35.05
Office expenses	14.40	11.23
Payments to auditors	3.00	5.45
Rent	36.52	34.52
Rate and taxes	2.04	0.73
Insurance Expense	1.75	1.43
Advertisement and Sales promotion	410.74	13.24
Electricity expenses	5.03	5.00
Repair and maintainance expenses	2.40	1.97
Traveling expenses	8.16	17.57
Allowances for bad debts expenses	65.89	-
Balance Written off	14.34	-
Bad debt Written off	3.35	32.81
Subscription expenses	8.34	-
Total	**682.02**	**165.10**

Payment to auditors:

(₹ in Lakhs)

Particulars	2025-26	2024-25
As auditor:		
Audit fees	0.75	0.75
Limited review	2.25	2.25
Other consultancy	-	2.25
Certification charges	-	0.20
Total	**3.00**	**5.45**

Notes

to the financial statements for the year ended March 31, 2026

Note 17 : Exceptional Items

(₹ in Lakhs)

Particulars	2025-26	2024-25
Statutory Impact of New Labour Codes	(18.76)	-
Total	**(18.76)**	**-**

On November 21, 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 - consolidating 29 existing labour laws. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The Company has assessed and disclosed the incremental impact of these changes on the basis of acturial valuation report obtained and the best information available, consistent with the guidance provided by the Institute of Chartered Accountants of India. Considering the materiality and regulatory-driven, non-recurring nature of this impact, the Company has presented such incremental impact as "Statutory impact of new Labour Codes" under "Exceptional items" in the statement of profit and loss for the year ended March 31, 2026. The incremental impact consisting of gratuity of Rs.18.76 Lakhs primarily arises due to change in wage definition. The Company continues to monitor the finalisation of Central / State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such developments as needed.

Note 18:

(a) Contingent liabilities

(₹ in Lakhs)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Contingent liabilities not provided for		
a. Claims against Company not acknowledged as debts	-	-
b. Guarantees given by bank on behalf of the Company	-	-

(b) Capital commitment and other commitments

(₹ in Lakhs)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Capital commitments		
Estimated amount of contracts remaining to be executed	-	-
on capital account and not provided for (net of advance)		

Note 19 : Foreign exchange derivatives and exposures not hedged

A. Foreign Exchange Derivatives: The Company does not have any foreign exchange derivatives

B. Exposure Not Hedged :

(Amount in Lakhs)

Nature of exposure	Currency	Year ended March 31, 2026		Year ended March 31, 2025	
		Foreign Currency	Local Currency	Foreign Currency	Local Currency
Financial assets	USD	6.77	641.65	3.10	264.93
Financial liabilities	USD	0.16	15.39	0.16	13.84

Notes

to the financial statements for the year ended March 31, 2026

Note 20 : Income tax

The major component of income tax expense for the years ended March 31,2026 and March 31, 2025 are :

(₹ in Lakhs)

Particulars	2025-26	2024-25
Statement of Profit and Loss		
Current tax		
-for current year	-	40.61
-for previous year	1.12	6.44
Deferred tax		
Deferred tax (income)/expense during the year recognised in profit or loss	(36.06)	(25.33)
Deferred tax (income)/expense during the year recognised in OCI	(86.60)	(139.78)
Income tax expense reported in the statement of profit and loss	**(121.54)**	**(118.06)**

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate for the year ended March 31, 2026 and March 31, 2025.

A) Current tax

(₹ in Lakhs)

Particulars	2025-26	2024-25
Accounting profit before tax from continuing operations	(143.25)	60.71
Enacted tax rate	25.17%	25.17%
Computed expected tax expense (A)	(36.06)	15.28
Adjustment		
Non-deductable expenses (B)		
Tax Effect of non-deductable expenses	23.38	25.33
Tax Expense/(Income) of Earlier Year	1.12	6.44
Excess of tax depreciation over book depreciation	(29.28)	-
Tax benefit on carried forward tax losses	41.96	-
	1.12	**47.05**

Notes

to the financial statements for the year ended March 31, 2026

B) Deferred tax

The tax effects of significant temporary differences that resulted in deferred income tax assets and liabilities are as follows:

(₹ in Lakhs)

Nature of exposure	Balance Sheet		Statement of Profit and Loss	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
A) Unrealised gain on securities carried at fair value through other comprehensive income	226.37	139.78	(86.60)	(139.78)
B) Excess of amortisation on fixed assets under income-tax law over amortization provided in accounts	(7.01)	22.27	29.28	(23.38)
C) Provision for gratuity	14.97	8.18	(6.79)	(1.96)
D) Tax benefit on carried forward tax losses	41.97	-	(41.97)	-
E) Provision for bad debt expenses	16.58	-	(16.58)	-
Deferred tax expense/(income)			**(122.66)**	**(165.11)**
Net deferred tax assets/(liabilities)	**292.88**	**170.22**		

Reflected in the balance sheet as follows

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Reconciliation of deferred tax assets / (liabilities), net		
Opening balance as of April 1	170.22	5.11
Tax income/(expense) during the year recognised in profit or loss	36.06	25.33
Tax income/(expense) during the year recognised in OCI	86.60	139.78
Closing balance as at March 31	**292.88**	**170.22**

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

In assessing the realizability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Company will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

Notes

to the financial statements for the year ended March 31, 2026

Note 21 : Disclosure pursuant to employee benefits

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund and employee state insurance, which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contribution is charged to the Statement of profit and loss as they accrue. The amount recognised as an expense towards contribution to provident fund and other funds for the year are as follows:

(₹ in Lakhs)

Particulars	2025-26	2024-25
Provident Fund	21.73	19.27
ESIC	-	0.09
Labour Welfare fund	0.10	-
	21.83	**19.35**

The Company has following post employment benefits which are in the nature of defined benefit plans:

(a) Gratuity

The Company operates gratuity plan wherein every employee is entitled to the benefit as per scheme of the Company, for each completed year of service. The same is payable on retirement or termination whichever is earlier. The benefit vests only after five years of continuous service.

March 31, 2026 : Changes in defined benefit obligation and plan assets

(₹ in Lakhs)

Particulars	April 01, 2025	Gratuity cost charged to statement of profit and loss					Benefit paid	Remeasurement gains/(losses) in other comprehensive income					Contributions by employer	March 31, 2026
		Transfer in/(out) obligation	Service cost	Past Service Cost	Net interest expense	Sub-total included in statement of profit and loss		Return on plan assets (excluding amounts included in net interest expense)	Demographic	Actuarial changes arising from changes in financial assumptions	Experience adjustments	Sub-total included in OCI		
Gratuity														
Defined benefit obligation	32.49	-	8.59	18.76	1.96	29.31	(2.31)	-	-	(1.66)	2.55	0.90	-	60.38
Fair value of plan assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Benefit liability	32.49	-	8.59	18.76	1.96	29.31	(2.31)	-	-	(1.66)	2.55	0.90	-	60.38
Total benefit liability	**32.49**	**-**	**8.59**	**18.76**	**1.96**	**29.31**	**(2.31)**	**-**	-	(1.66)	**2.55**	**0.90**	-	**60.38**

March 31, 2025 : Changes in defined benefit obligation and plan assets

(₹ in Lakhs)

Particulars	April 01, 2024	Gratuity cost charged to statement of profit and loss					Benefit paid	Remeasurement gains/(losses) in other comprehensive income					Contributions by employer	March 31, 2025
		Transfer in/(out) obligation	Service cost	Past Service Cost	Net interest expense	Sub-total included in statement of profit and loss		Return on plan assets (excluding amounts included in net interest expense)	Demographic	Actuarial changes arising from changes in financial assumptions	Experience adjustments	Sub-total included in OCI		
Gratuity														
Defined benefit obligation	24.72	-	5.03	-	1.62	6.65	-	-	-	1.02	0.10	1.12	-	32.49
Fair value of plan assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Benefit liability	24.72	-	5.03	-	1.62	6.65	-	-	-	1.02	0.10	1.12	-	32.49
Total benefit liability	**24.72**	-	**5.03**	-	**1.62**	**6.65**	-	-	-	**1.02**	**0.10**	**1.12**	-	**32.49**

Notes

to the financial statements for the year ended March 31, 2026

The principal assumptions used in determining above defined benefit obligations for the Company's plans are shown below:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Discount rate	7.15%	6.60%
Future salary increase	8% p.a.	8% p.a.
Attrition rate	40% at younger ages reducing to 5% at older ages	40% at younger ages reducing to 5% at older ages
Mortality rate	Indian Assured Lives Mortality (2012-14) Table	Indian Assured Lives Mortality (2012-14) Table
Retirement age	58 years	58 years

A quantitative sensitivity analysis for significant assumption is as shown below:

Gratuity

(₹ in Lakhs)

Particulars	Sensitivity level	(increase) / decrease in defined benefit obligation (Impact)	
		Year ended March 31, 2026	Year ended March 31, 2025
Gratuity			
Discount rate	0.5% increase	58.93	31.63
	0.5% decrease	61.92	33.40
Salary increase	0.5% increase	61.14	33.07
	0.5% decrease	59.58	31.90
Withdrawal rates	0.5% increase	60.20	32.09
	0.5% decrease	60.52	32.91

The followings are the expected future benefit payments for the defined benefit plan :

(₹ in Lakhs)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Gratuity		
Within one year	13.37	7.47
After one year but not more than five years	32.39	16.12
Beyond 5 years	16.45	8.33

Notes

to the financial statements for the year ended March 31, 2026

Note 21 : Disclosure pursuant to employee benefits

Weighted average duration of defined plan obligation (based on discounted cash flows)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Gratuity	6.38 years	6.34 years

Risk exposure

A. Actuarial risk:

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience:

Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates:

If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity Benefits will be paid earlier than expected.

Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates:

If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity Benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

B. Investment risk

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability.

In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the intervaluation period.

C. Liquidity risk

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cashflows.

D. Market risk

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate.

The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa.

This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

Notes

to the financial statements for the year ended March 31, 2026

E. Legislative risk

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/ regulation.

The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees.

This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

Note 22 : Related party disclosures.

As per the Indian Accounting Standard on "Related party Disclosures" (IND AS 24), the related parties of the Company are as follows :

Name of Related Parties and Nature of Relationship:

Relationship	Name of company/person
Common Director and along with his relatives holds more than 2%	AvenuesAI Limited (Formerly known as Infibeam Avenues Limited) (w.e.f September 30,2025)
Entities having common director	Infibeam Digital Entertainment Private Limited
	Sterlotech Private Limited (Formerly known as Infibeam Logistics Pvt Limited) (upto October 15,2025)
	Avenues Infinite Private Limited
	Infibeam Projects Management Private Limited
	Rediff.com India Limited
	Nueromind Technolgoies Private Limited
Promotor Group	Infinium Motors Private Limited
Key management personnel	
Managing Director	Mathew Jose
Chief Financial Officer (CFO)	Guddi Chauhan (upto March 26,2026)
	Saumya Yagnik (w.e.f March 27,2026)
Company Secretary (CS)	Prachi Jain

Notes

to the financial statements for the year ended March 31, 2026

Related party transactions

(₹ in Lakhs)

Particulars	Year Ending	Entities having common director	Key management personnal(KMP) and relatives of KMP	Promotor Group	Total
Reimbursement of expenses receivables					
Infibeam Digital Entertainment Pvt. Ltd	31 March 2026	0.73			0.73
	31 March 2025	1.60			1.60
Sterlotech Private Limited	31 March 2026	0.23			0.23
	31 March 2025	2.70			2.70
Avenues Infinite Pvt Ltd	31 March 2026	-			-
	31 March 2025	0.74			0.74
Infibeam Projects Management Private Limited	31 March 2026	0.09			0.09
	31 March 2025	78.93			78.93
AvenuesAI Limited	31 March 2026	2.47			2.47
	31 March 2025	3.70			3.70
Rediff.com India Limited	31 March 2026	3.38			3.38
	31 March 2025	-			-
Nueromind Technolgoies Pvt Limited	31 March 2026	11.24			11.24
	31 March 2025	-			-
Reimbursement of expenses payable					
AvenuesAI Limited	31 March 2026	34.66			34.66
	31 March 2025	358.74			358.74
Rent expense					
Infibeam Projects Management Private Limited	31 March 2026	0.60			0.60
	31 March 2025	0.60			0.60
Business advance Taken					
AvenuesAI Limited	31 March 2026	1,054.84			1,054.84
	31 March 2025	9,423.73			9,423.73
Repayment of business advance taken					
AvenuesAI Limited	31 March 2026	1,054.84			1,054.84

Notes

to the financial statements for the year ended March 31, 2026

Related party transactions

(₹ in Lakhs)

Particulars	Year Ending	Entities having common director	Key management personnal(KMP) and relatives of KMP	Promotor Group	Total
	31 March 2025	9,423.73			9,423.73
Business advance Given					
Infibeam Projects Management Private Limited	31 March 2026	-			-
	31 March 2025	354.80			354.80
Repayment of business advance given					
Infibeam Projects Management Private Limited	31 March 2026	-			-
	31 March 2025	354.80			354.80
Receipt of Capital advance given					
Infibeam Projects Management Private Limited	31 March 2026	-			-
	31 March 2025	927.00			927.00
Services taken					
AvenuesAI Limited	31 March 2026	775.93			775.93
	31 March 2025	1,547.67			1,547.67
Rediff.com India Limited	31 March 2026	595.90			595.90
	31 March 2025	-			-
Services Given					
AvenuesAI Limited	31 March 2026	349.72			349.72
	31 March 2025	41.70			41.70
Rediff.com India Limited	31 March 2026	45.79			45.79
	31 March 2025	19.50			19.50
Infinium Motors Private Limited	31 March 2026			0.15	0.15
	31 March 2025			536.11	536.11
Transaction with key Management personnel					
Salaries to key managerial personnel					
Managing Director	31 March 2026		70.00		70.00
	31 March 2025		45.00		45.00

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to the financial statements for the year ended March 31, 2026

Related party transactions

(₹ in Lakhs)

Particulars	Year Ending	Entities having common director	Key management personnal(KMP) and relatives of KMP	Promotor Group	Total
Chief Financial Officer	31 March 2026		14.05		14.05
	31 March 2025		8.81		8.81
Company Secretary	31 March 2026		7.80		7.80
	31 March 2025		5.71		5.71
Salary Advance Given	31 March 2026		2.00		2.00
	31 March 2025		-		-
Salary Advance Given that are repaid	31 March 2026		2.00		2.00
	31 March 2025		-		-
Directors sitting fees expense					
Director sitting fees to non-executive and	31 March 2026		6.40		6.40
independent directors					
	31 March 2025		2.00		2.00
Closing balances					
Trade Receivables					
AvenuesAI Limited	31 March 2026	-			-
	31 March 2025	1.11			1.11
Infinium Motors Private Limited	31 March 2026			-	-
	31 March 2025			432.58	432.58
Trade Payables					
AvenuesAI Limited	31 March 2026	93.47			93.47
	31 March 2025	-			-
Rediff.com India Limited	31 March 2026	22.88			22.88
	31 March 2025	-			-
Provision for expenses					
AvenuesAI Limited	31 March 2026	-			-
	31 March 2025	199.00			199.00

Notes

to the financial statements for the year ended March 31, 2026

Related party transactions

(₹ in Lakhs)

Particulars	Year Ending	Entities having common director	Key management personnal(KMP) and relatives of KMP	Promotor Group	Total
Rediff.com India Limited	31 March 2026	98.50			98.50
	31 March 2025	-			-
Unbilled Revenue					
AvenuesAI Limited	31 March 2026	250.00			250.00
	31 March 2025	2.50			2.50
Reimbursements Receivables					
Infibeam Digital Entertainment Pvt. Ltd	31 March 2026	0.73			0.73
	31 March 2025	-			-
Nueromind Technolgoies Pvt Limited	31 March 2026	11.24			11.24
	31 March 2025	-			-
Sterlotech Private Limited	31 March 2026	0.23			0.23
	31 March 2025	-			-
Infibeam Projects Management Private Limited	31 March 2026	0.62			0.62
	31 March 2025	-			-

Terms and conditions of transactions with related parties

Transaction entered into with related party are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash.There have been no guarantees provided or received for any related party receivables or payables.

Commitments with related parties

The Company has not provided any commitment to the related party as at March 31, 2026 (March 31,2025 : Rs. Nil)

Notes

to the financial statements for the year ended March 31, 2026

Note 23 : Earning per share

(₹ in Lakhs)

Particulars	2025-26	2024-25
Earning per share (Basic and Diluted)		
Profit attributable to ordinary equity holders	(108.31)	38.99
Total no. of equity shares at the end of the year	3,12,58,450	3,12,58,450
Weighted average number of equity shares		
For basic EPS	3,12,58,450	3,12,58,450
For diluted EPS	3,14,90,919	3,12,58,450
Nominal value of equity shares	1.00	1.00
Basic earning per share	(0.35)	0.12
Diluted earning per share	(0.34)	0.12
Weighted average number of equity shares		
Weighted average number of equity shares for basic EPS	3,12,58,450	3,12,58,450
Effect of dilution:	2,32,469	-
Weighted average number of equity shares adjusted for the effect of dilution	3,14,90,919	3,12,58,450

Note 24 : Share based payments

The scheme has been adopted by the Board of Directors pursuant to resolution passed at its meeting held on July 08,2024 read with Special Resolution passed by shareholder of the company at the annual general meeting held on July 30, 2024. The plan entitles senior employees to purchase shares in the Company at the stipulated exercise price, subject to compliance with vesting conditions. All exercised options shall be settled in demat mode. As per the plan, holders of vested options are entitled to purchase one equity share for every option at an exercise price of Re 1 which is 93% to 98% below the market price at the date of grant.

Scheme	ESOP Scheme 2024-25
Date of grant	October 1 , 2025
Number of options granted	237800
Exercise price per option	1
Vesting requirements	Vesting period as defined by the board in the letters issuing the options to employees.
Exercise period	1 year to 4 years
Method of settlement	Demat mode

Notes

to the financial statements for the year ended March 31, 2026

The following table sets forth a summary of the activity of options:

Particulars	2025-26 ESOP scheme 2024-25	2024-25 ESOP scheme 2024-25
Options		
Outstanding at the beginning of the year	-	-
Granted during the year	2,37,800	-
Exercised during the year	-	-
lapse during the year	-	-
Outstanding at the end of the year	**2,37,800**	-
Exercisable at the end of the year	2,37,800	-

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 :

(₹ in Lakhs)

Particulars	2025-26 ESOP scheme 2024-25	2024-25 ESOP scheme 2024-25
Share based payments to employees	51.71	-
Total share based payment to employee	**51.71**	-

The fair value of the share based payment options granted on is determined using the black scholes model using the following inputs at the grant date which takes in to account the exercise price, the term of the option, the share price at the grant date, and the expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

Particulars	2025-26 ESOP scheme 2024-25	2024-25 ESOP scheme 2024-25
Option grant date	October 1,2025	-
Weighted average share price.	45.53	-
Exercise price	1	-
Expected volatility	94.22%	-
Expected life (years)	1.5	-
Dividend yield	Nil	-
Risk-free interest rate (%)	5.58%	-
Fair market value share	45.53	-
Weighted average remaining contractual life (Years)		

Notes

to the financial statements for the year ended March 31, 2026

Note 25 : Segment reporting

1. **Business segment:**

   Based on the "management approach" as defined in Ind AS 108 - Operating Segments and evaluation by the Chief Operating Decision Maker, primary reportable segments of the Company consists of: (1) Digital Marketing and (2) Global Top Level Domain Undertaking.

2. **Segment assets and liabilities:**

   Segment information is prepared in conformity with the accounting policies adopted for preparing and presenting the standalone financial statements of the Company as a whole. Segment assets include all operating assets used by a segment and principally consists of operating cash, trade receivables and fixed assets, net of allowances and provisions which are reported as direct offsets in the balance sheet. While most such assets can be directly attributed to individual segments, the carrying amount of certain assets used jointly by two segments is allocated to the segments on a reasonable basis. Segment liabilities include all operating liabilities and consist principally of trade payables and accrued liabilities. Segment assets and liabilities do not include those relating to income taxes.

3. **Segment expense:**

   Segment expense comprises the expense resulting from the operating activities of a segment that is directly attributable to the segment or that can be allocated on a reasonable basis to the segment and expense relating to transactions with other segments. Certain expenses are not specifically allocable to individual segments as the underlying services are used interchangeably. The Company therefore believes that it is not practicable to provide segment disclosures relating to such expenses, and accordingly such expenses are separately disclosed as 'unallocated' and directly charged against total income.

4. Certain assets and liabilities which are common to both the segments for which basis of allocation cannot be consistently identified are included under un-allocable assets and liabilities.

Primary Segment

(₹ in Lakhs)

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Segment Revenue (Revenue from operations)		
Total Revenue		
(a) Digital Marketing	3,924.86	4,175.06
(b) Global Top Level Domain Undertaking	319.76	558.85
	4,244.62	**4,733.89**
External Revenue		
(a) Digital Marketing	3,924.86	4,175.04
(b) Global Top Level Domain Undertaking	319.76	558.85
	4,244.62	**4,733.89**
Segment Result		
(a) Digital Marketing	(191.94)	(174.21)
(b) Global Top Level Domain	124.28	260.09

Notes

to the financial statements for the year ended March 31, 2026

Unallocated corporate expenses (net of unallocated income)	(75.59)	(25.17)
Operating Profit	**(143.25)**	**60.71**
Interest Expense	-	-
Interest Income	-	-
Profit before tax	**(143.25)**	**60.71**
Income Taxes	(34.94)	21.72
Profit After Tax	**(108.31)**	**38.99**
Other Information:		
Segment Assets		
(a) Digital Marketing	5,360.03	5,753.00
(b) Global Top Level Domain	777.69	720.40
(c) Unallocable corporate assets	468.36	308.20
Total Assets	**6,606.08**	**6,781.60**
Segment Liabilities		
(a) Digital Marketing	986.93	546.70
(b) Global Top Level Domain	213.68	280.68
(c) Unallocable corporate liabilities	63.03	35.29
Total Liabilities	**1,263.64**	**862.67**
Capital expenditure		
(a) Digital Marketing	20.89	8.68
(b) Global Top Level Domain	345.39	0.09
(c) Unallocated	-	0.63
Depreciation & amortization		
(a) Digital Marketing	46.90	51.46
(b) Global Top Level Domain	17.31	160.66
(c) Unallocated	-	-
Non cash expenses other than depreciation & amortization		
(a) Digital Marketing	130.12	32.81
(b) Global Top Level Domain	5.17	-
(c) Unallocated	-	-

Notes

to the financial statements for the year ended March 31, 2026

Geographical Information

Geographical segments for the Company are secondary segments. Segment revenue is analysed based on the location of customers regardless of where the services are provided from. The following provides an analysis of the Company's sales by Geographical Markets. For management purpose, the Company operates in three principal geographical areas of the world, in India, in UAE and other countries.

(₹ in Lakhs)

Particulars	Year Ending	India	UAE	Others	Total
Revenue from operations	31 March 2026	2,799.44	1,122.92	322.26	4,244.62
	31 March 2025	2,388.79	1,784.93	560.17	4,733.89
Carrying amount of segment non current assets*	31 March 2026	1,503.10	-	-	1,503.10
	31 March 2025	1,806.63	-	-	1,806.63

* The carrying amount of Non Current Assets which do not include Deferred Tax Asset, Income Tax Assets. Financial Assets analysed the geographical area in which the Assets are located.

Note 26 : Operating Lease

The Company has taken commercial premises under operating leases. The leases period is less than 1 year. These leasing arrangements are cancellable, and are renewable on a periodic basis by mutual consent on mutually accepted terms including escalation of lease rent. Total expense incurred under the cancellable operating lease agreement recognized as an expense in the Statement of Profit and Loss during the year is Rs 34.84 Lakhs (FY 2024-25 is Rs.32.84 Lakhs)

Note 27 : Financial instruments – Fair values and risk management

A. Accounting classification and fair values

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 1 to the Financial Statements.

Quantitative disclosures fair value measurement hierarchy for assets and liabilies:

As at 31 March, 2026

(₹ in Lakhs)

Particulars	Carrying amount				Fair value			
	Amortised Cost	Fair value through		Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
		Other comprehensive income	Profit and loss					
Financial assets								
Non Current Investment	-	918.96	-	918.96	-	918.96	-	918.96
	-	**918.96**	-	**918.96**	-	**918.96**	-	**918.96**
Financial liabilities	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-

Notes

to the financial statements for the year ended March 31, 2026

Note 27 : Financial instruments – Fair values and risk management (contd.)

A. Accounting classification and fair values

As at 31 March, 2025

(₹ in Lakhs)

Particulars	Carrying amount				Fair value			
	Amortised Cost	Fair value through		Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobserv-able inputs	Total
		Other comprehensive income	Profit and loss					
Financial assets								
Non Current Investment	-	1,524.54	-	1,524.54	-	1,524.54	-	1,524.54
	-	**1,524.54**	-	**1,524.54**	-	**1,524.54**	-	**1,524.54**
Financial liabilities	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-

The management assessed that cash and cash equivalents, other bank balances, loans, trade receivables, trade payables, other current financial assets and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Level 2 - Valuation technique and significant observable inputs for assets and liabilities

The fair values of the unquoted non current investment have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows and discount rate. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted investments.

B. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

Notes

to the financial statements for the year ended March 31, 2026

Note 27 : Financial instruments – Fair values and risk management (contd.)

Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by the Board of Directors. The activities of this department include the management of cash resources, borrowing strategies, and ensuring compliance with market risk limits and policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Board of Directors oversees and monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities.

The carrying amount of following financial assets represents the maximum credit exposure:

Cash and cash equiavalents

The company maintains its Cash and cash equivalents and Bank deposits with banks having good reputation, good past track record and high quality credit rating and also reviews their credit-worthiness on an on-going basis.

Trade receivables

Trade receivables of the company are typically unsecured. Credit risk is managed through credit approvals and periodic monitoring of the creditworthiness of customers to which company grants credit terms in the normal course of business. The company performs ongoing credit evaluations of its customers' financial condition and monitors the creditworthiness of its customers to which it grants credit terms in the normal course of business. The allowance for impairment of Trade receivables is created to the extent and as and when required, based upon the expected collectability of accounts receivables.

The maximum exposure to credit risk for trade receivables by geographic region was as follows:

(₹ in Lakhs)

Particulars	Carrying amount as at	
	31 March 2026	31 March 2025
Domestic	375.69	802.84
Other regions	311.29	61.95
Total	**686.98**	**864.79**

Notes

to the financial statements for the year ended March 31, 2026

Note 27 : Financial instruments – Fair values and risk management (contd.)

Impairment

The ageing of trade and other receivables that were not impaired was as follows.

(₹ in Lakhs)

Particulars	Carrying amount as at					
	31 March 2026			31 March 2025		
	Gross	Less: Provision	Net	Gross	Less: Provision	Net
Less than six months	670.94	-	670.94	795.05	-	795.05
More than six months	81.93	65.89	16.04	69.74	-	69.74
Total	**752.87**	**65.89**	**686.98**	**864.79**	-	**864.79**

The above receivables which are past due but not impaired are assessed on individual case to case basis and relate to a number of independent third party customers from whom there is no recent history of default. These financial assets were not impaired as there had not been a significant change in credit quality and the amounts were still considered recoverable based on the nature of the activity of the customer portfolio to which they belong and the type of customers. There are no other classes of financial assets that are past due but not impaired except for Trade receivables as at March 31,2026 and March 31, 2025.

ii. Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

(₹ in Lakhs)

Particulars	On demand	Total	Less than 1 year	1-2 years	2-5 years	more than 5 years
Year ended March 31, 2026						
Trade payables	-	187.31	185.54	1.77	-	-
Other financial liabilities	-	281.47	281.47	-	-	-
Total	-	**468.79**	**467.02**	**1.77**	-	-
Year ended March 31, 2025						
Trade payables	-	69.32	69.32	-	-	-
Other financial liabilities	-	398.73	398.73	-	-	-
Total	-	**468.05**	**468.05**	-	-	-

Notes

to the financial statements for the year ended March 31, 2026

iii. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Financial instruments affected by market risk include loans and borrowings, deposits.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company transacts business in local currency and in foreign currency, primarily in USD. The Company has foreign currency receivables and is, therefore, exposed to foreign exchange risk. The Company does not use any derivative instruments to hedge its risks associated with foreign currency fluctuations.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD rates to the functional currency of respective entity, with all other variables held constant. The Company's exposure to foreign currency changes for all other currencies is not material. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

Particulars	Change in USD rate	Effect on profit before tax
March 31,2026	+5%	31.30
	-5%	(31.30)
March 31,2025	+5%	12.56
	-5%	(12.56)

Note 28 : Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. 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 net debt, interest bearing loans and borrowings less cash and short-term deposits (including other bank balance).

(₹ in Lakhs)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Interest-bearing loans and borrowings	-	-
Less: cash and cash equivalent (including other bank balance) (Note 4)	(81.67)	(2,724.29)
Net debt	**(81.67)**	**(2,724.29)**
Equity share capital (Note 7)	312.58	312.58

Notes

to the financial statements for the year ended March 31, 2026

Other equity (Note 8)	5,029.86	5,606.35
Shareholders Equity	**5,342.44**	**5,918.93**
Gearing ratio	-	-

Note 29 : Dues to micro and small suppliers

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006' ('the MSMED Act') accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31,2026 has been made in the financial statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier as at the balance-sheet date.

(₹ in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Dues remaining unpaid to any supplier as at the end of accounting year;		
Principal	30.23	7.10
Interest on the above	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 (27 of 2006), along with the	-	-
amounts of the payment made supplier beyond the appointed day during each accounting year;	-	-
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 MSMED Act, 2006;	-	-
The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	-
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 MSMED Act, 2006.	-	-

Explanation.- The terms 'appointed day', 'buyer', 'enterprise', 'micro enterprise', 'small enterprise' and 'supplier', shall have the same meaning as assigned to them under clauses (b), (d), (e), (h), (m) and (n) respectively of section 2 of the Micro, Small and Medium Enterprises Development Act, 2006.".

On basis of information and records available with the Company, the above disclosures are made in respect of amount due to the micro and small enterprises, which have been registered with the relevant competent authorities. This has been relied upon by the auditors.

Notes

to the financial statements for the year ended March 31, 2026

Note 30 : Disclosure pursuant to Ind AS 115 "Revenue from contract with customers":

a). Disaggregation of revenue

The table below presents disaggregated revenue from contract with customers for the year ended March 31, 2026 and March 31,2025 by offerings.

i) Revenue by offerings

(₹ in Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Checkout web services	2,801.94	2,942.17
E-Commerce related web services	1,442.68	1,791.73
Total	**4,244.62**	**4,733.89**

Checkout web services

It comprises revenue from online digital marketing,consultancy in e-commerce solutions and to provide e- commerce technologies for promotion and marketing of all products and service using online digital technologies and interactive channels such as search engine optimization, social media optimization, affiliate marketing, banner advertising, etc.

E-Commerce related web services

These primarily include a comprehensive suite of E-Commerce related web services comprising of digital advertising and related services and domain registry.

ii. The Company believes that this disaggregation best depicts how the nature, amount, timing of its revenues and cash flows are affected by industry, market and other economic factors.

iii. Refer Note 24 for disaggregation of revenue by geographical segments.

b). Transaction price allocated to remaining performance obligation

The aggregate value of performance obligations that are completely or partially unsatisfied as of March 31, 2026 and March 31,2025 is Nil which is expected to be recognize as revenue within the next one year.

c). Changes in contract assets are as follows:

(₹ in Lakhs)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Balance at the beginning of the year	222.27	1,409.49
Revenue recognised during the year	766.07	222.27
Invoices raised during the year	(222.27)	(1,409.49)
Balance at the end of the year	**766.07**	**222.27**

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to the financial statements for the year ended March 31, 2026

d). Changes in unearned and deferred revenue are as follows:

(₹ in Lakhs)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Balance at the beginning of the year	343.54	127.76
Revenue recognised that was included in the excess billing over revenue at the beginning of the year	(343.54)	(127.76)
Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	357.56	343.54
Balance at the end of the year	**(357.56)**	**(343.54)**

Note 31 : Ageing schedule

A. Trade receivables ageing schedule

As at March 31, 2026

(₹ in Lakhs)

Particulars	Outstanding for the following periods from date of the invoice					
	< 6 Months	6 Months - 1 Year	1- 2 Years	2- 3 Years	More than 3 Years	Total
Undisputed trade receivables, considered good	670.94	12.96	0.09	2.99	-	686.98
Undisputed trade receivables, which have significant increase in credit risk	-	-	-	-	-	-
Undisputed trade Receivables, credit impaired	-	-	19.63	46.26	-	65.89
Disputed trade Receivables, considered good	-	-	-	-	-	-
Disputed trade Receivables, which have significant increase in credit risk	-	-	-	-	-	-
Disputed trade Receivables, credit impaired	-	-	-	-	-	-
	670.94	**12.96**	**19.72**	**49.25**	-	**752.87**
Less: Allowance for doubtful trade receivables						(65.89)
Total						**686.98**

Notes

to the financial statements for the year ended March 31, 2026

As at March 31, 2025

(₹ in Lakhs)

Particulars	Outstanding for the following periods from date of the invoice					
	< 6 Months	6 Months - 1 Year	1- 2 Years	2- 3 Years	More than 3 Years	Total
Undisputed trade receivables, considered good	795.05	18.54	45.16	6.05	-	864.79
Undisputed trade receivables, which have significant increase in credit risk	-	-	-	-	-	-
Undisputed trade Receivables, credit impaired	-	-	-	-	-	-
Disputed trade Receivables, considered good	-	-	-	-	-	-
Disputed trade Receivables, which have significant increase in credit risk	-	-	-	-	-	-
Disputed trade Receivables, credit impaired	-	-	-	-	-	-
	795.05	**18.54**	**45.16**	**6.05**	-	**864.79**
Less: Allowance for doubtful trade receivables						
Total						**864.79**

B. Trade payables ageing schedule

As at March 31, 2026

(₹ in Lakhs)

Particulars	Outstanding for the following periods from date of the invoice					
	< 6 Months	6 Months - 1 Year	1- 2 Years	2- 3 Years	More than 3 Years	Total
MSME	29.98	-	0.24	-	-	30.23
Others	155.16	0.40	1.53	-	-	157.08
Total	**185.14**	**0.40**	**1.77**	-	-	**187.31**

Notes

to the financial statements for the year ended March 31, 2026

As at March 31, 2025

(₹ in Lakhs)

Particulars	Outstanding for the following periods from date of the invoice					
	< 6 Months	6 Months - 1 Year	1- 2 Years	2- 3 Years	More than 3 Years	Total
MSME	7.10	-	-	-	-	7.10
Others	61.92	0.30	-	-	-	62.22
Total	**69.02**	**0.30**	-	-	-	**69.32**

Note 32 : Additional regulatory information

A: Analytical ratios

Ratios	Numerator	Denominator	As onMarch 31,2026	As on March 31,2025	% Variance	Reason for Variance
Current ratio	Current Assets	Current Liabilities	4.89	5.64	-13.18%	No Significant variance
Debt equity ratio	Borrowings	Total Equity	-	-	NA	NA
Debt service coverage ratio	EBITDA	Interest + Principal	-	-	NA	NA
Return on Equity ratio	EBIT	Total Assets less Total Liabilities	-2.68%	1.03%	-361.39%	Due to decrease in EBIT during the current year.
Net capital turnover ratio	Income from Operations	Average Working Capital (Current Assets less Current Liabilites)	1.16	1.12	3.73%	No Significant variance
Net profit ratio	Net Income	Total Income	-2.47%	0.82%	-400.76%	Decrease due to net loss during the current year
Trade receivables turnover ratio	Income from Operations	Average Trade Receivables	5.47	4.63	18.03%	No Significant variance
Trade payables turnover ratio	Contracting Expenses	Average Trade Payables	21.47	5.52	288.73%	Due to decrease in average trade payables.
Return on capital employed	EBIT	Total Assets less Current Liabilities	-2.66%	1.02%	-360.21%	Due to decrease in EBIT during the current year
Return on investment	Income generated from investments	Average Investments	-	-	NA	No Income generated from Investments during the year

Notes

to the financial statements for the year ended March 31, 2026

B: Others

1. There are no proceedings that have been initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended from time to time) (earlier Benami Transactions (Prohibition) Act, 1988) and the rules made thereunder
2. The Company has not been declared wilful defaulter by any bank or financial institution or other lender.
3. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, and there are no companies beyond the specified layers.
4. Utilisation of Borrowed funds and share premium;

   The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

   (i) 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

   (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

   The Company has not received any fund from any person(s) or entity(ies), including foreign entities ("Funding Party") with the understanding (whether recorded in writing or otherwise) that the company shall

   (i) 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

   (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
5. Undisclosed Income : The Company do not have any transaction 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). Further, there was no previously unrecorded income and no additional assets were required to be recorded in the books of account during the year.
6. Details of Crypto Currency or Virtual Currency : The Company has neither traded nor invested in Crypto currency or Virtual Currency during the financial year ended March 31, 2026. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.
7. **Title deeds of Immovable Property not held in name of the Company**

   The company does not hold any immovable property not held in the name of the company.
8. Details of Relationship with Struck off Companies

   As at March 31, 2026:

   The company does not have closing balances with struck off companies at at March 31,2026

   As at March 31, 2025:

   The company does not have closing balances with struck off companies at at March 31,2025
9. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
10. The Company has not revalued its Property, Plant and Equipment and Intangible assets during the current or previous year. The Company did not have any Investment Property during the current or previous year.

Notes

to the financial statements for the year ended March 31, 2026

As per our report of even date
For, G S Mathur & Co
Chartered Accountants
FRN Number: 008744N

CA Bhargav Vaghela
Partner
Membership No: 124619
Place: Ahmedabad
Date : May 07,2026

For and on behalf of the board of directors of
Odigma Consultancy Solutions Limited
CIN:L72900GJ2011PLC131548

Vishal Mehta
Chairman
DIN: 03093563
Place: Gandhinagar
Date : May 07,2026

Mathew Jose
Managing Director
DIN: 08781735
Place: Gandhinagar
Date : May 07,2026

Saumya Yagnik
Chief Financial Officer
Place: Gandhinagar
Date : May 07,2026

Prachi Jain
Company Secretary
Place: Gandhinagar
Date : May 07,2026

ANNUAL REPORT 2026

REGISTERED OFFICE

28th Floor, GIFT Two Building,
Block No. 56, Road 5C, Zone 5,
GIFT City, Gandhinagar – 382050,
Gujarat, India

CORPORATE OFFICE

No 211, 2nd & 3rd Floor,
Kasturi Nagar Service Road,
Outer Ring Road, Bengalur- 560043
Karnataka

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