To

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

Date: 21-08-2026

NSE Symbol: SATECH

Subject: Submission of Notice of 14th Annual General Meeting and Annual Report for FY 2025-26

Dear Sir,

The 14th Annual General Meeting (AGM) of the members of S A Tech Software India Limited is scheduled to be conducted on Monday, 14th September 2026 at 10:00 am (IST) through VC/OAVM. In Compliance with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are submitting herewith the Annual Report of the Company along with the Notice of 14th AGM for the Financial Year 2025-26, sent/dispatched to the Shareholders through electronic mode.

The Annual Report containing the Notice is also uploaded to the Company's Website:

AGM Notice	https://www.satincorp.com/investors	Under tab 2025-26 >Shareholder Meeting
Annual Report for FY 2025-26	https://www.satincorp.com/investors	Under tab 2025-26> Annual Report

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

Cut-off date for determining the eligibility to vote by electronic means or during the AGM	8th day, September 2026, Tuesday
Day, Date and Time of commencement of remote e-voting	10th day September 2026 at 9:00 A.M (IST)
Day, Date and Time of end of remote e-voting	13th day of September 2026 at 05:00 P.M (IST)
Day, Date and Time of AGM	14th day of September 2026 10:00 am (IST)

This is for your information and record.

Thanks & Regards,

For, **S A Tech Software India Limited**

Arnika Choudhary
Digitally signed by Arnika Choudhary
Date: 2026.08.21 15:29:49 +05'30'

Arnika Choudhary

Company Secretary

A70217

To

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

Date: 21-08-2026

NSE Symbol: SATECH

Subject: Proof of Dispatch of Annual Report and Notice of AGM

Dear Sir,

We wish to inform that the Company has completed the dispatch of the Annual Report for the Financial Year 2025-26, together with the Notice convening the Annual General Meeting ("AGM"), to all the Shareholders (Members) of the Company whose names appeared in the Register of Members/Beneficial Owners Position (BENPOS) as on August 14, 2026.

The Company hereby confirms that on August 21, 2026, the Annual Report for FY 2025-26 and the Notice of AGM were sent electronically to those Shareholders whose e-mail addresses are registered with their Depository Participants ("DPs")/Registrar and Share Transfer Agent ("RTA"), in compliance with the applicable circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI").

Further, physical copies of letters containing weblink of Annual Report and AGM Notice have been dispatched to those Shareholders whose e-mail addresses are not registered or available with the Company, the Depository Participants, or the Registrar and Share Transfer Agent, in accordance with the applicable statutory and regulatory requirements.

This is for your information and record.

For, **S A Tech Software India Limited**

Arnika Choudhary
Digitally signed by Arnika Choudhary
Date: 2026.08.21 15:30:04 +05'30'

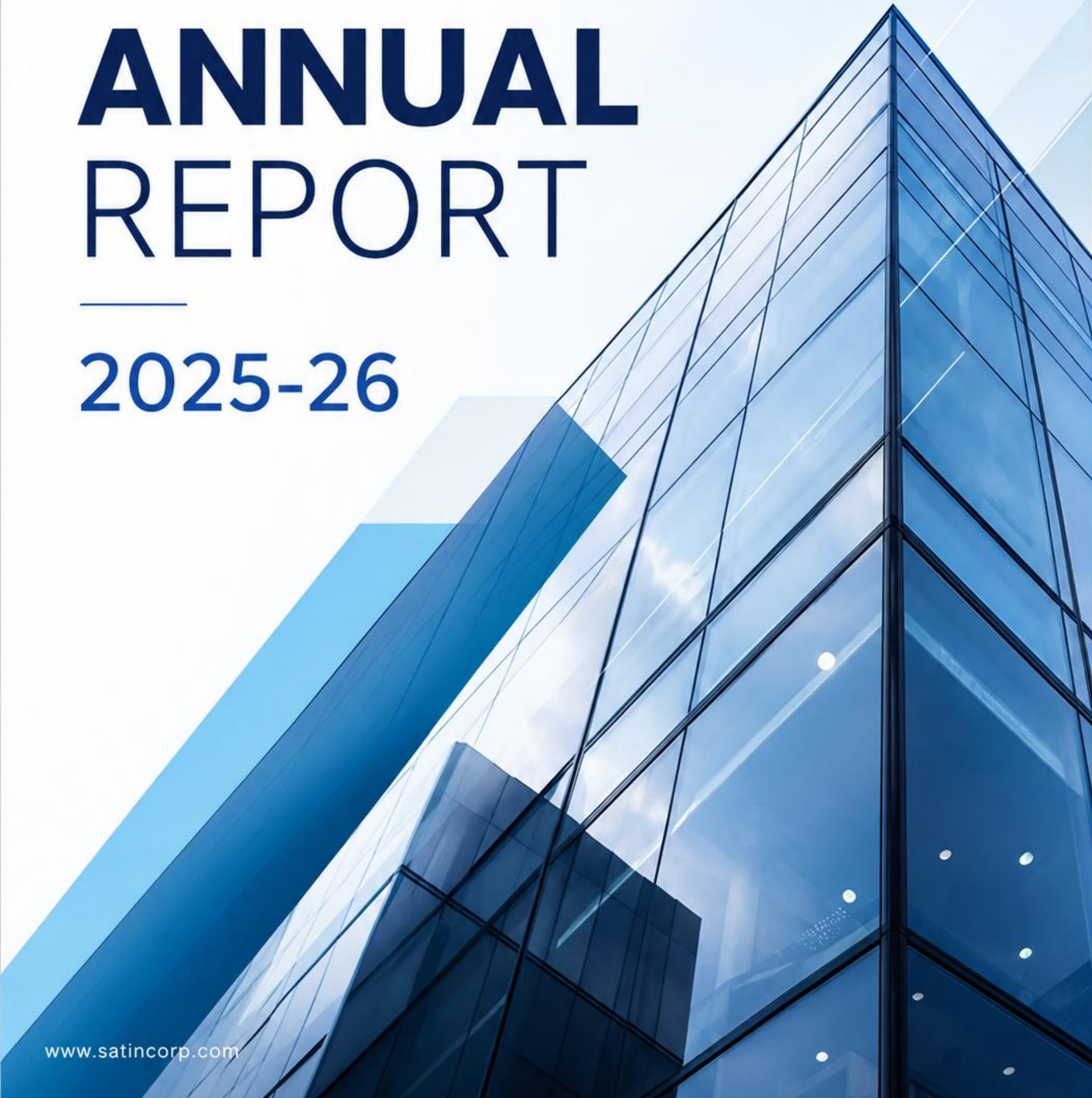
Arnika Choudhary
Company Secretary
A70217

S A TECH SOFTWARE INDIA LIMITED
CIN: L72900PN2012FLC145261|Reg Off: Poloroche Business Avenue, Office No. 101, 1st Floor, Airport Rd, Opp. Symbiosis Law School, Viman Nagar, Pune – 411014
|Contact: 9022909131 | email: info@satincorp.com | website: www.satincorp.com

INNOVATE. TRANSFORM. ELEVATE.

ANNUAL REPORT

2025-26



www.satincorp.com

Message from Promoter & Founder

Dear Shareholders,

FY 2025–26 was a year of disciplined execution and strategic progress for SA Tech Software India Limited. The global technology landscape continued to evolve rapidly, driven by accelerated adoption of artificial intelligence (AI), cloud technologies, enterprise applications, digital engineering, and the growing role of Global Capability Centers (GCCs) in enterprise transformation. Against this backdrop, we remained focused on strengthening our capabilities, deepening customer relationships, expanding our market presence, and building a business positioned for long-term, sustainable growth.

The year reflected the strength of our business fundamentals and the trust our customers continue to place in us. Through prudent execution, continued investments in our people and capabilities, and a disciplined approach to growth, we further strengthened SA Tech's position as a trusted technology partner serving enterprises across diverse industries and global markets.

Delivering Consistent Financial Performance

The Company delivered another year of healthy financial performance during FY 2025–26. Revenue from Operations increased to ₹11,215.53 lakhs, compared with ₹9,950.40 lakhs in the previous financial year, reflecting a growth of approximately 12.7%. Total Income increased to ₹11,320.40 lakhs from ₹10,035.30 lakhs in FY 2024–25.

Our revenue base remained well diversified across domestic and international markets. Domestic operations contributed ₹6,343.70 lakhs, while export revenue stood at ₹4,871.60 lakhs, reflecting the Company's continued ability to serve customers across geographies while maintaining a balanced business portfolio.

Strengthening Our Capabilities

Building a resilient and future-ready organization remained a key priority throughout the year. We continued to invest in leadership, delivery infrastructure, and organizational capabilities to support increasing customer demand and larger, more complex engagements.

The inauguration of our new Pune office marked an important milestone in expanding our delivery footprint and creating additional capacity for future growth. We also strengthened leadership across key business functions, enhancing expertise in customer success, enterprise technologies, business development, and delivery excellence. Together, these investments have strengthened our ability to scale efficiently while maintaining high standards of execution.

As enterprises accelerated AI-led transformation, we also expanded our capabilities across artificial intelligence, digital engineering, cloud technologies, and enterprise modernization, enabling customers to innovate faster, improve operational efficiency, and respond to evolving business needs.

Strengthening the Foundation for the Future

The year also marked continued progress in strengthening our strategic platform. SA Technologies and Mindpool received the No Objection Certificate for their proposed merger, representing an important milestone in building a stronger and more integrated organization.

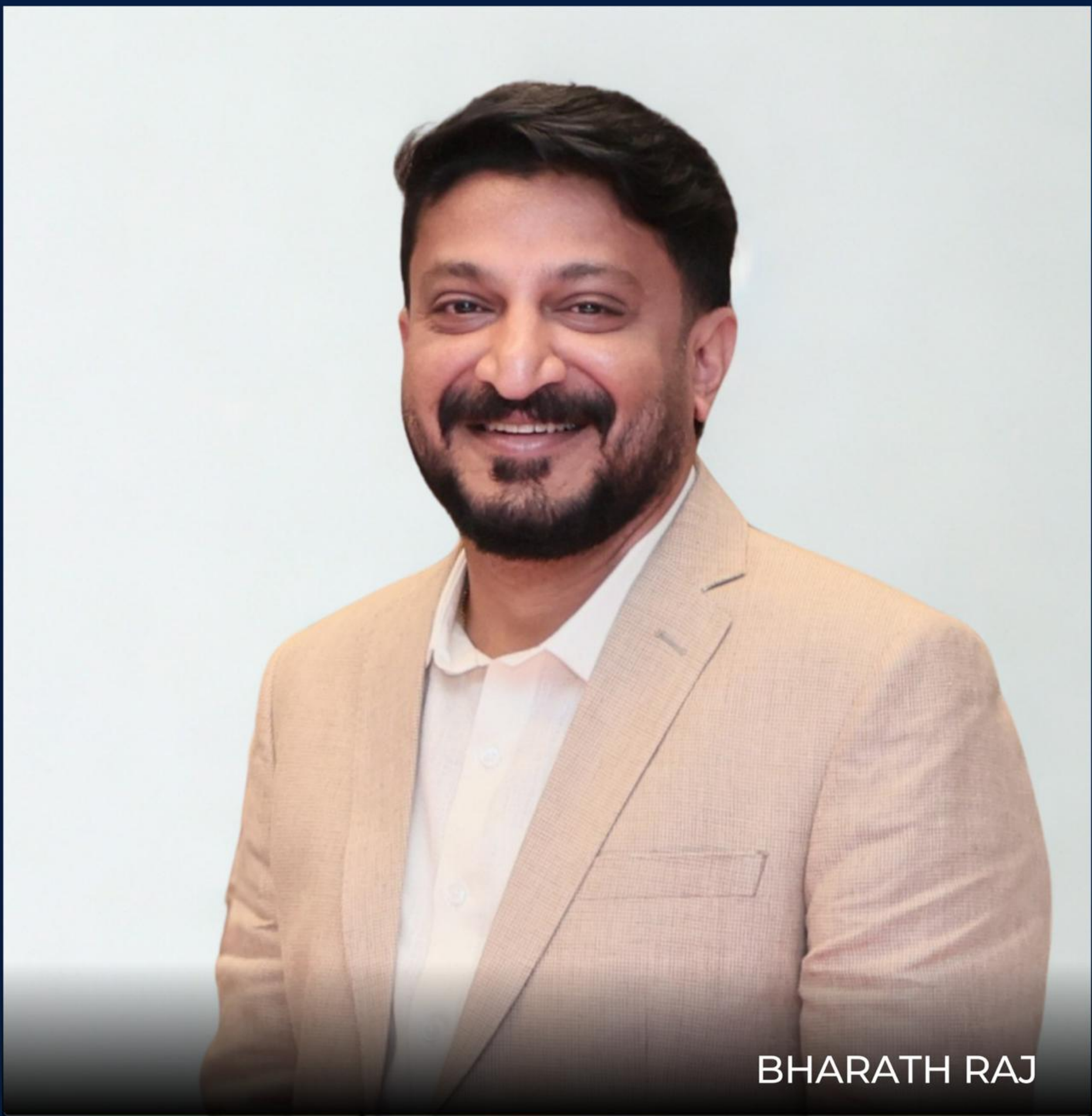
Collectively, the milestones achieved during FY 2025–26 reflect our long-term strategy of building scale, strengthening capabilities, enhancing customer value, and creating a resilient organization positioned for sustainable growth in the global technology services market.

As we reflect on the year, I extend my sincere appreciation to our employees for their unwavering commitment and professionalism, our customers for their continued trust, our partners for their collaboration, and our shareholders for their confidence and support. Together, we have continued to strengthen SA Tech Software India Limited and reinforce the foundation for long-term value creation.

Warm regards,
Manoj Joshi
Promoter & Founder

Note: Mr. Manoj Narottam Joshi served as the Chief Executive Officer (CEO) of the Company up to 12 June 2026. Subsequently, he was appointed to the Board of Directors of the Company with effect from 15 June 2026 and continues to serve as a director from that date.

From the CEO’s Desk



Dear Shareholders,

It is an honour to address you as the Chief Executive Officer of SA Tech Software India Limited at an exciting point in the Company's journey. Over the past two decades, SA Tech has established itself as a trusted technology consulting and engineering partner, delivering innovative solutions to enterprises across industries and geographies. As I assume this responsibility, I do so with deep respect for the strong foundation that has been built and with great optimism for the opportunities that lie ahead.

The technology industry is undergoing one of its most significant transformations in recent decades. Artificial intelligence is redefining how businesses innovate and operate, cloud technologies continue to accelerate enterprise modernization, and engineering-led digital transformation is becoming central to long-term competitiveness. At the same time, Global Capability Centers (GCCs) have evolved beyond traditional offshore delivery centres into strategic hubs for innovation, product engineering, research, and AI-led transformation. These shifts are fundamentally changing how global enterprises build technology capabilities and create long-term value.

We believe this evolution presents a significant opportunity for SA Tech. Our vision is to position the Company among the most respected global technology consulting and engineering organizations by combining exceptional talent, customer-centricity, operational excellence, and AI-driven innovation. As organizations increasingly look for strategic partners capable of delivering consulting, engineering, and execution under one integrated model, SA Tech is well positioned to support enterprises throughout their transformation journey.

A key pillar of our growth strategy will be our Global Capability Center (GCC) Services business. India has become one of the world's most important destinations for innovation, engineering, and digital capability development, and enterprises are increasingly establishing GCCs to accelerate product development, AI adoption, and business transformation. We see tremendous opportunity to partner with global organizations through our end-to-end GCC capabilities spanning consulting, talent acquisition, engineering, infrastructure, operations management, and Build-Operate-Transfer (BOT) models. Our objective is not simply to help companies establish GCCs, but to enable them to build innovation-led organizations that create long-term strategic value.

Complementing this is our broader technology consulting and engineering portfolio. Across AI Consulting, Product Engineering, Technology Consulting & Digital Engineering, and Managed Services, we are building integrated capabilities that allow customers to engage with a single trusted partner throughout their technology transformation journey.

By combining strategic consulting with engineering excellence and long-term operational support, we aim to create deeper customer relationships while delivering measurable business outcomes.

Artificial Intelligence will remain at the heart of this transformation. While many organizations are still exploring AI, the next phase will be defined by practical enterprise adoption that delivers measurable value. Through HonestAI, we are strengthening our ability to build domain-specific AI Agents and intelligent automation solutions tailored to enterprise workflows, helping customers improve productivity, accelerate innovation, and unlock new opportunities. Alongside this, the launch of CRMTeam further strengthens our enterprise CRM and digital transformation capabilities, enabling organizations to modernize customer engagement, leverage cloud technologies, and build more connected, data-driven businesses. Together, these initiatives reflect our commitment to investing in differentiated capabilities that address the evolving priorities of our customers.

Our people and leadership capabilities will continue to be fundamental to the Company's long-term success. We believe sustainable growth is built on empowered teams, strong leadership, and a culture that encourages innovation, accountability, and continuous learning. We will continue investing in leadership development, strengthening technical capabilities, and creating an environment where collaboration and high performance go hand in hand. Our people remain our greatest strength, and their expertise will continue to define the quality of solutions we deliver to our customers.

As we begin this new chapter, our priorities remain clear: to deepen customer relationships, strengthen our global presence, expand our technology capabilities, and build an organization recognized for innovation, engineering excellence, and customer success. By remaining focused on disciplined execution and long-term value creation, we are confident that SA Tech will continue to strengthen its position as a trusted technology partner for enterprises worldwide.

I extend my sincere appreciation to our customers for their continued trust, our employees for their dedication and commitment, our partners for their collaboration, and our shareholders for their continued confidence in SA Tech Software India Limited. Together, we will continue building a stronger, more agile, and future-ready organization that delivers lasting value for all stakeholders.

Warm Regards,
Bharath Raj
Chief Executive Officer

Note: Mr. Bharath has been appointed as the Chief Executive Officer (CEO) of the Company with effect from 16 June 2026.

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About SA Technologies

Founded in 2012, SA Tech empowers global enterprises to set up and scale high-impact operations in India. The company specializes in building and managing Global Capability Centers (GCCs), delivering AI-driven transformation, and accelerating product engineering for some of the world's most innovative organizations.
With deep expertise in talent acquisition, technology enablement, and strategic advisory, SA Tech helps enterprises unlock cost efficiency, access world-class talent, and foster continuous innovation. Its tailored solutions enhance efficiency, reduce costs, and maximize ROI by enabling GCC establishment, modernizing IT infrastructure, and supporting AI-powered growth.

Through its innovation-driven subsidiaries and business units, SAT Leasing (IT infrastructure leasing), CRMTeam.ai (AI-powered Salesforce consulting and implementation), and HonestAI (custom AI agents), SA Tech extends its ability to solve complex challenges, streamline operations, and create future-ready enterprises.
SA Tech is committed to enabling transformation that is sustainable, scalable, and measurable.

Our Business Approach

SA Tech partners with global enterprises to accelerate business transformation through AI-led technology solutions, strategic advisory, and operational excellence. Our approach combines Global Capability Center (GCC) enablement, managed services, AI consulting, cloud and product engineering to help organizations innovate faster, optimize operations, and achieve sustainable growth. Backed by specialized business units and a customer-first mindset, we deliver measurable outcomes that create long-term value for our clients and stakeholders.

RESULT-ORIENTED EXECUTION

Delivering measurable business outcomes through AI-driven innovation, engineering excellence, and agile delivery.

CUSTOMER-CENTRIC APPROACH

Designing scalable, tailored solutions that align with client goals and drive long-term business value.

AI-LED INNOVATION

Accelerating enterprise transformation through HonestAI, CRMTeam.ai, and SAT Leasing, enabling intelligent automation, Salesforce excellence, and modern IT infrastructure.

TRUSTED GLOBAL TRANSFORMATION PARTNER

Helping enterprises establish and scale Global Capability Centers, modernize technology landscapes, and accelerate digital transformation worldwide.

Life at SA Technologies

CONSTITUTION OF BOARD AND COMMITTEES

(Details as on 31st March 2026)

Manoj Joshi
CEO

Silicon Valley based entrepreneur & founder of SA Technologies. Manoj brings 25+ years of leadership in global operations, digital strategy, and GCC transformation. A CA, he is focused on transforming how technology serves public & private sectors with scalable, high-impact solutions.

Bhavin Goda
CFO

Bhavin manages all financial operations across global markets and specializes in investment optimization for GCC. He ensures financial resilience and compliance for every Global Capability Center engagement.

Priyanka Manojkumar Joshi
Director

Priyanka Joshi is the founder of SA Technologies and Opalforce Inc., with extensive experience in technology, staffing, and business management. She has been instrumental in driving innovation and delivering quality solutions that strengthen organizational growth.

Shyam Behari Sharma
Director

Shyam brings over 40 years of experience in Operations and Finance. An engineering graduate, he has held senior leadership roles driving operational excellence and now leads strategic initiatives to strengthen SA Tech's industry position.

Kaustubh N. Karwe
Independent Director

Kaustubh brings extensive experience in IT projects, HR, facility administration, staffing, and training & development. A Certified Independent Director and Master Trainer in AML–KYC, he has held leadership roles across the IT sector and contributes actively to the Board and its committees.

Mayur C. Chokshi
Independent Director

Mayur Chokshi is a seasoned CA with over 40 years of experience in corporate advisory financial reporting internal controls and governance Founder of Mayur Chokshi and Co he has advised clients across diverse sectors. He serves as Independent Director on boards of listed and unlisted companies.

Arnika Choudhary
Company Secretary

Arnika, Company secretary and compliance officer, oversees statutory compliances, corporate governance, regulatory filings, and board advisory, while also supporting legal documentation and strengthening the company's compliance framework.

Audit Committee

Name of the Director	Status in Committee	Nature of Directorship
Mr. Mayur Chandrakant Chokshi	Chairperson	Non-Executive- Independent Director
Mr. Shyam Behari Sharma	Member	Non-Executive Director
Mr. Kaustubh Narayan Karwe	Member	Non-Executive- Independent Director

Nomination Remuneration Committee

Name of the Director	Status in Committee	Nature of Directorship
Mr. Kaustubh Narayan Karwe Sharma	Chairperson	Non-Executive Independent Director
Mr. Mayur Chandrakant Chokshi	Member	Non-Executive- Independent Director
Mr. Shyam Behari	Member	Non-Executive Director

Stakeholder Relationship Committee

Name of the Director	Status in Committee	Nature of Directorship
Mr. Kaustubh Narayan Karwe	Chairperson	Non-Executive- Independent Director
Mr. Mayur Chandrakant Chokshi	Member	Non-Executive- Independent Director
Mr Shyam Behari Sharma	Member	Non-Executive Director

IMPORTANT STAKEHOLDER & CORPORATE DETAILS

Statutory Auditor	M/s. Katariya & Munot, Chartered Accountants Pune (MH)
Secretarial Auditor	M/s. Shalin J & Associates Company Secretaries Bhopal (MP)
Internal Auditor	Mrs. Vasudha Kanade, Pune
Bankers	Federal Bank Limited RBL Bank Limited
Registrar & Share Transfer Agents	BIGSHARE SERVICES PRIVATE LIMITED S6-2, 6th Floor, Pinnacle business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai – 400093 Contact: + 91-22-6263 8200 www.bigshareonline.com email: investor@bigshareonline.com
Listed On	NSE EMERGE PLATFORM (National Stock Exchange of India Ltd.)
Investor Relations	Email: info@equibridgex.com
Website	www.satincorp.com
CIN	L72900PN2012FLC145261
Registered Office	Poloroche Business Avenue, Office No. 101, 1st Floor, Airport Rd, Opp. Symbiosis Law School, Viman Nagar, Pune – 411014
Contact Details	Tel: +91-9022909131 email: cs@satincorp.com

NOTICE OF THE FOURTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourteenth (14th) Annual General Meeting ('AGM') of S A TECH SOFTWARE INDIA LIMITED ('SA TECH') will be held on Monday, 14th day of September 2026 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") at 10:00 a.m. (IST) to transact the following business:

ORDINARY BUSINESS:

1. **TO CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

To receive, consider & adopt the Audited Standalone Financial Statements of the Company for Financial Year ended March 31st, 2026 including the Balance Sheet, Statement of Profit & Loss Account and Cash Flow Statement together with the Reports of the Board of Directors and Auditors thereon.

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

"**RESOLVED THAT** the Audited Standalone Financial Statements of the Company including Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended March 31st, 2026, along with the Directors' Report and the Auditor's Report thereon be and are hereby received, considered, approved and adopted."

2. **TO CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

To receive, consider & adopt the Audited Consolidated Financial Statements of the Company for Financial Year ended March 31st, 2026, including the Balance Sheet, Statement of Profit & Loss Account and Cash Flow Statement together with the Reports of the Board of Directors and Auditors thereon.

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

"**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company including Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended March 31st, 2026, along with the Directors' Report and the Auditor's Report thereon be and are hereby received, considered, approved and adopted."

3. **TO RE-APPOINT MRS. PRIYANKA JOSHI (DIN: 09302795), WHO RETIRES BY ROTATION PURSUANT TO SECTION 152(6) AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013 read with the rules made thereunder and the other applicable provisions of law, including any statutory modification(s) or reenactment thereof, for the time being in force ("Act"), the consent be and is hereby accorded to re-appoint Mrs Priyanka Joshi (DIN: 09302795), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment."

SPECIAL BUSINESS:

4. **REGULARIZATION OF THE APPOINTMENT OF MR. RITESH RAMAVATAR SHARMA (DIN: 02676486) AS THE NON-EXECUTIVE DIRECTOR OF THE COMPANY:**

To consider, and if thought fit, pass the following resolution as an **ORDINARY RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) and as per the provisions of the Article of Association of the Company, Mr. Ritesh Ramavatar Sharma (DIN: 02676486), who was appointed as an Additional Director of the company, with effect from 15th June 2026 by the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a non-executive director of the company, who will be liable to retire by rotation therein with the consent of members.

RESOLVED FURTHER THAT any Director or KMP of the company, be and is hereby authorized to sign and file requisite E-form DIR-12 with the Registrar of Companies, and do all other deeds, things, and acts that are necessary to give effect to the above resolution."

5. **REGULARIZATION OF THE APPOINTMENT OF MR. MANOJ NAROTTAM JOSHI (DIN 09351328) AS THE NON-EXECUTIVE DIRECTOR OF THE COMPANY:**

To consider, and if thought fit, pass the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) and as per the provisions of the Article of Association of the Company, Mr. Manoj Narottam Joshi (DIN 09351328) who was appointed as an Additional Director of the company, with effect from 15th June 2026 by the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a non-executive director of the company, who will be liable to retire by rotation therein with the consent of members.

RESOLVED FURTHER THAT any Director or KMP of the company, be and is hereby authorized to sign and file requisite E-form DIR-12 with the Registrar of Companies, and do all other deeds, things, and acts that are necessary to give effect to the above resolution.”

6. REGULARIZATION OF THE APPOINTMENT OF MR. SUNIL PUNAMCHAND JAIN (DIN 08313434) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR CONSECUTIVE PERIOD OF 2 YEARS:

To consider, and if thought fit, pass the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) and as per the provisions of the Article of Association of the Company, Mr. Sunil Punam Chand Jain (DIN 08313434), who was appointed as an Additional Director of the company, with effect from 16th June 2026 by the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 2 (two) consecutive years commencing from 16 June 2026.

RESOLVED FURTHER THAT any Director or KMP of the company, be and is hereby authorized to sign and file requisite E-form DIR-12 with the Registrar of Companies, and do all other deeds, things, and acts that are necessary to give effect to the above resolution.”

7. TO APPROVE APPOINTMENT AND REMUNERATION OF MR. BHARATH RAJ AS CHIEF EXECUTIVE OFFICER CUM MANAGER AND RELATED TERMS OF APPOINTMENT WITH EFFECT FROM 16TH JUNE 2026

To consider, and if thought fit, pass the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at its meeting held on 15th June 2026, and subject to such other approvals, consents and permissions as may be required, and in accordance with the Nomination and Remuneration Policy of the Company, the approval of the Members of the Company be and is hereby accorded for the remuneration and terms of appointment of Mr. Bharath Raj as Chief Executive Officer cum Manager of the Company, on the following terms and conditions**:**

CTC Components	Amount (per annum)	Description
Fixed Component	2,65,00,008	Basic Salary & DA Housing Rent Allowance Special Allowances and Provident Fund
Variable component	1,25,00,000	Performance Incentive as approved by the Board and Nomination and Remuneration Committee
Perquisites	3,60,000	Driver Allowance
Total (Cost to Company)	**3,93,60,008 (Three crores Ninety-Three Lakhs Sixty Thousand Eight Rupees)**	

Annual Fixed Remuneration: Rs. 2,65,00,008 (Rupees Two Crore Sixty-Five Lakh and Eight Only) per annum.

Performance Incentive: Up to Rs. 1,25,00,000 (Rupees One Crore Twenty-Five Lakh Only) per annum, payable based on the achievement of performance metrics as may be determined by the Nomination and Remuneration Committee and/or the Board from time to time.

Driver Allowance: Up to Rs. 3,60,000 (Rupees Three Lakh Sixty Thousand Only) per annum.

Employee Stock Options (ESOPs): 400,000 equity shares, to vest at the rate of 25% each year over a period of four years, subject to the formulation, adoption and approval of the proposed ESOP Scheme by the Board of Directors and the Members of the Company, which is currently not in effect.

Leave Encashment: As per the Company’s Policy.

Gratuity: As per the provisions of the Payment of Gratuity Act, 1972.

He shall also be entitled to such employee benefits, perquisites and other terms and conditions as are applicable under the policies of the Company and as may be specified as per employee policy of company

RESOLVED FURTHER THAT since the Proposed remuneration exceeds the limits prescribed under Section 197 read with Schedule V of the Act, consent of the Shareholders by way of Special Resolution is hereby sought and till the remuneration is approved. The remuneration paid, prior to obtaining shareholders' approval shall be subject to ratification and applicable provisions of the Companies Act, 2013

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, the dynamic remuneration as detailed above shall be paid to him as minimum remuneration, subject to the limits and approvals prescribed under Part II of Schedule V of the act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including filing necessary forms and returns with the Registrar of Companies and other statutory authorities as may be required."

By and on behalf of Board of Directors of

S A Tech Software India Limited

Sd-

Arnika Choudhary

Company Secretary (A70217)

Date: 20-08-2026

Place: Pune

NOTES

1. **A statement under Section 102 of the Companies Act, 2013 ("the Act") and/or as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") concerning the business under Item Nos. 4-7 of the Notice is annexed hereto.**

2. Pursuant to General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (**"MCA Circulars"**), physical attendance of the Members to the Annual General Meeting (**"AGM"**) venue is not required and that the general meeting shall be held through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM and thus the attendance slip is not attached to this notice.

3. Details required under the provisions of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**) and Regulation 36 of SEBI Listing Regulations including brief profile of Director seeking appointment/re-appointment, is annexed hereto.

4. Generally, members entitled to attend and vote at the meeting is entitled to appoint a proxy instead of himself/herself and the proxy need not be a member of the company. Since this AGM is being held through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence attendance slip and Proxy Form is not annexed hereto.

5. Mr. Shalin Jain, Practicing Company Secretary of M/s. Shalin J & Associates has been appointed as the Scrutinizer for the e-voting process in a fair and transparent manner.

6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF / NRI etc.) are required to send a scanned copy of its Board or governing body resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to cs@satincorp.com

7. In case of joint holders attending the meeting, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

8. Members and authorized representatives are requested to provide duly completed and signed documents, mentioning therein details of their DP ID and Client ID / Folio No.

9. The Members can join the AGM through the VC/OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the AGM, by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first- come first-served basis. The limit of 1000 members will not include large Shareholders (Shareholders holding 2% or more of the shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson 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.

10. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report for the FY 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for the FY 2025-26 will also be available on the Company's website, websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at and on the website of Bigshare (agency for providing the remote e-voting and e-voting facility).In respect of members whose email address are not linked physical communication shall be sent in accordance with the applicable regulatory requirements, wherever required.

11. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, shall be available electronically for inspection by the Members during the AGM

13. The AGM is being held by VC/ OAVM in compliance with MCA Circulars. Since AGM will be held through VC/OAVM route map of the venue of AGM is not annexed herewith and the venue of AGM shall be deemed to be the Registered Office of the Company. Recorded transcript shall also be made available on the website of the Company. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), the Company has provided to the members with a

facility to exercise their voting right at the Annual General Meeting ("AGM") by electronic means and the business may be transacted through such voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("remote e-voting") will be provided by Big share. The facility of voting through e-voting / insta poll will also be available at AGM and members attending AGM who have already cast their vote by remote e-voting period may attend AGM but shall not be entitled to cast their vote again.

14. The remote e-voting period begins on Thursday, September 10, 2026 at 09:00 Hours (IST) and ends on Sunday, September 13, 2026 at 17:00 Hours (IST). The remote e-voting module shall be disabled by Big share for voting thereafter. Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date), i.e., Tuesday, September 8, 2026., may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, Tuesday i.e. September 8, 2026.

15. Voting by Electronic Means

    a. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI Listing Regulations and Secretarial Standard on General Meetings ("**SS-2**"), the Company has provided to the members with a facility to exercise their voting right at the Annual General Meeting (**"AGM"**) by electronic means and the business may be transacted through such voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM (**"remote e-voting"**) will be provided by NSDL. The facility of voting through e-voting / insta poll will also be available at AGM and members attending AGM who have already cast their vote by remote e-voting period may attend AGM but shall not be entitled to cast their vote again.

    b. The remote e-voting period begins on Thursday, September 10, 2026 at 09:00 Hours (IST) and ends on Sunday, September 13, 2026 at 17:00 Hours (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date), i.e., Tuesday, September 8, 2026., may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e. September 8, 2026.

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

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

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

Pursuant to Item 7: Additional information required to be given as per the provisions contained in Schedule V of the Companies Act, 2013 are given hereunder:

I. General Information

1. Nature of industry: IT & Staffing
2. Date of commencement of commercial operations: 01-11-2012
3. In case of new companies, the expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
4. Financial performance based on given indicators:

Particulars	FY 2025-26 (Amount in Lacs)	FY 2024-25 (Amount in Lacs)
Revenue	11215.30	9950.42
Other Income	105.10	84.91
Expenses	11004.42	9085.49
Net Profit/Loss	216.74	743.75

5. Foreign investments or collaborations, if any: NA

II. Other Information

Reasons for loss or inadequate profits: During the year under review, the Company recorded revenue of INR 11,215.30 Lakhs as compared to INR 9,950.42 Lakhs in the previous financial year, representing a growth of 12.71%. The increase in revenue was primarily driven by higher business volumes and continued demand for the Company's services. However, despite the growth in turnover, The decline in profitability was primarily attributable to increased employee costs, expansion-related expenditure, investments in growth initiatives and other operational expenses. The Company reported a Net Profit of INR 216.74 Lakhs during FY 2025-26 as against INR 743.75 Lakhs in FY 2024-25. Consequently, while the operational performance remained satisfactory, the profits earned during the year are not adequate for payment of managerial remuneration to the Directors/KMP's within the limits prescribed under the Companies Act, 2013, without the approval of the members. Accordingly, the approval of the shareholders is being sought for payment of such remuneration.

Steps taken or proposed to be taken for improvement: Your Company continues to strengthen its position as a trusted GCC partner and IT consulting services provider by focusing on high-growth areas such as Artificial Intelligence (AI), Data Analytics, Cloud Technologies, Digital Transformation. The Company is actively expanding its customer base across domestic and international markets while deepening engagements with existing clients through value-added technology services.

To improve profitability and operational efficiency, the Company has undertaken various strategic initiatives including optimization of resource utilization, enhancement of delivery frameworks, automation of internal business processes, strengthening offshore delivery capabilities, and prudent cost management measures. The Company is also focused on improving employee productivity through continuous skill development and adoption of emerging technologies. These initiatives are expected to enhance operational efficiencies, improve margins, strengthen customer relationships, and support sustainable long-term growth.

Expected increase in productivity and profits in measurable terms: The Company's continued investments in advanced technologies, enhancement of delivery capabilities, and development of specialized technical talent are anticipated to drive higher project volumes, improved customer retention, and increased revenue generation in the coming years.

On the operational front, the Company is focused on improving resource utilization, optimizing delivery processes, leveraging automation tools, and strengthening its offshore delivery model. These initiatives are expected to enhance employee productivity, improve operational efficiency, reduce delivery costs, and support margin expansion.

Accordingly, the Board is confident that the combined impact of business growth, technology-driven innovation, operational excellence, and prudent cost management will contribute to improved financial performance, enhanced profitability, and sustainable long-term value creation for the shareholders of S A Tech Software India Limited.

E-VOTING PROCESS

Big share i-Vote E-Voting System

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

i. The voting period begins on Thursday, September 10, 2026, at 09:00 Hours (IST) and ends on Sunday, September 13, 2026, at 17:00 Hours (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, September 8, 2026, may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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

Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.
    - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.

- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

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

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

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

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
  (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

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

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

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

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.
  NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.
  (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

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

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

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
  - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".
    Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)
  - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.

- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding e-voting:

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

4. **Procedure for joining the AGM/EGM through VC/ OAVM:**

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on **"VOTE NOW"** "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

ANNEXURE A

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

Item No. 4: REGULARIZATION OF THE APPOINTMENT OF MR. RITESH RAMAVATAR SHARMA (DIN: 02676486) AS THE NON-EXECUTIVE DIRECTOR OF THE COMPANY

Mr. Ritesh Ramavatar Sharma has associated with S A Tech for more than 15 years demonstrated strong leadership and domain expertise. Currently, Mr. Ritesh oversees India operations and specializes in talent strategy and delivery excellence. He has led the development of Offshore Development Centres and played a pivotal role in establishing BOT-aligned workforce models across industries. In view of his extensive experience, deep understanding of the Company's operations, and proven leadership capabilities, the Management is of the opinion that his induction on the Board would add significant value. His strategic insights and operational expertise are expected to contribute meaningfully towards achieving the Company's long-term vision and driving sustained growth.

Mr. Ritesh Sharma is currently the Managing Director of Mindpool Technologies Limited, which is proposed to be merged with SA Tech pursuant to the Scheme of Merger. Upon the Scheme becoming effective, Mr. Sharma's remuneration, if any, from SA Tech would be governed by the provisions of Section 197 and other applicable provisions of the Companies Act, 2013. Accordingly, the requisite corporate approvals and statutory compliances shall be undertaken at the relevant time in accordance with applicable law.

Brief profile: Mr. Ritesh Sharma, one of the Promoters of SA Tech Software India Limited, brings nearly two decades of experience in the IT Consulting and Staffing industry. He has extensive expertise in business development, client relationship management, talent solutions, and strategic growth initiatives.

Mr. Sharma holds a bachelor's degree in commerce and has completed certifications in Executive Leadership and Leadership Foundations from LinkedIn Learning. His professional experience and leadership capabilities have contributed significantly to the Company's growth and operational development.

Considering his industry expertise, leadership experience, and deep understanding of the Company's business and operations, the Board believes that Mr. Sharma's continued association will be valuable in supporting the Company's growth objectives and enhancing stakeholder value

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Ritesh Ramavatar Sharma will be appointed by the members at the ensuing Annual General Meeting of the company.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8.

None of the Directors/ Key Managerial Personnel/ their relatives are either directly or indirectly, financially or otherwise concerned or interested in any manner (except in the manner stated hereunder) in the resolution set out in Item 4 of the Notice of 14th AGM.

The Board recommends the Ordinary Resolution for the Item 4 set out in the Notice of 14th AGM.

Item No. 5: REGULARIZATION OF THE APPOINTMENT OF MR. MANOJ NAROTTAM JOSHI (DIN 09351328) AS THE NON-EXECUTIVE DIRECTOR OF THE COMPANY:

Brief profile: Mr. Manoj Joshi is a seasoned professional with over 20 years of experience in the IT Consulting and Technology industry. He holds a Bachelor of Commerce degree from Rajasthan University and is a qualified Chartered Accountant, bringing significant expertise in finance, accounting, taxation, technology solutions, and business management.

Mr. Joshi has held leadership positions across various organizations, including roles in ERP implementation and technology solutions management. In 2002, he founded S A Technologies Inc., demonstrating his entrepreneurial vision and commitment to building technology-driven businesses.

With his extensive industry experience, leadership capabilities, and strategic insights, Mr. Joshi has played a significant role in driving business growth and innovation. The Board believes that his continued association will contribute positively to the Company's growth objectives and long-term value creation.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Manoj Narottam Joshi (Din 09351328) will be appointed by the members at the ensuing Annual General Meeting of the company.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8.

None of the Directors/ Key Managerial Personnel/ their relatives are either directly or indirectly, financially or otherwise concerned or interested in any manner (except in the manner stated hereunder) in the resolution set out in Item 5 of the Notice of 14th AGM.

The Board recommends the Ordinary Resolution for the Item 5 set out in the Notice of 14th AGM.

Item No. 6: REGULARIZATION OF THE APPOINTMENT OF MR. SUNIL PUNAMCHAND JAIN (DIN 08313434) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR CONSECUTIVE PERIOD OF 2 YEARS:

Mr. Sunil PunamChand Jain has been associated with SA Group and has been serving as an Independent Director on the Board of Mindpool Technologies for over five years. With his extensive experience, knowledge, and strategic insight, his continued presence on the Board as an Independent Director will further strengthen governance practices and contribute valuable expertise to the Company's decision-making process.

Brief Profile: Mr. Sunil Jain holds a Bachelor's degree in Tool Engineering and subsequently completed Post Graduation Diploma in Operations.

He has a 25+ years of industry experience in New Product Development for the Automotive Industry. His expertise is in Plastic Product development and Program Management of large Automotive Interiors Development

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Sunil Punamchand Jain will be appointed by the members at the ensuing Annual General Meeting of the company.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8.

None of the Directors/ Key Managerial Personnel/ their relatives are either directly or indirectly, financially or otherwise concerned or interested in any manner (except in the manner stated hereunder) in the resolution set out in Item 6 of the Notice of 14th AGM.

The Board recommends the Ordinary Resolution for the Item 6 set out in the Notice of 14th AGM.

Item No. 7: APPROVAL FOR APPOINTMENT AND REMUNERATION OF MR. BHARATH RAJ AS CHIEF EXECUTIVE OFFICER CUM MANAGER AND RELATED TERMS OF APPOINTMENT WITH EFFECT FROM 16TH JUNE 2026

The Board of Directors of the Company in their meeting held on 15th June 2026 have approved appointment of Mr. Bharath Raj as Chief Executive Officer cum Manager of Company and also approved his remuneration on the recommendation of the Nomination and Remuneration Committee, subject to the approval of the Shareholders of the Company in their ensuing Annual General Meeting by way of a Special Resolution. The said remuneration of Mr. Bharath Raj is set out in the Resolution at item no. 7 of the Notice. The said remuneration and other terms and conditions as set out in the said Resolution may be treated as a written memorandum setting out the terms of remuneration of Mr. Bharath Raj under relevant provision of the Act. On the basis of his profile his appointment is considered by Nomination and Remuneration Committee.

Brief profile is mentioned below for reference of Shareholders:

He is a Dynamic leader with a proven track record at Inspera AS, Blackhawk Network India and Intuit India, specializing in driving engineering excellence and innovation. He is skilled in cloud technologies with a knack for strategic and people leadership. While heading the new GCCs in the last two jobs, apart from high-quality business outcomes, achieved the "Great Place to Work" certification and maintained an 80% employee engagement score, showcasing exceptional stakeholder management and leadership abilities.

Mr. Bharath is a Global professional with strong foundation in international business leadership. Known for driving impactful strategies and fostering cohesive teams. Reliable and adaptable, with focus on achieving results and navigating complex global landscapes. Key skills include strategic planning and cross-functional team leadership.

For the reason that with the proposed remuneration of Mr. Bharath Raj as Chief Executive Officer cum Manager of the Company, proposed remuneration of is likely to exceed threshold of the net profits of the Company, the matter requires approval of the Shareholders of the Company by way of Special Resolution. It is further provided in Schedule V to the Act that the Special Resolution passed for payment of remuneration to a managerial person at the general meeting of the company should be for a period not exceeding three years.

Further, as per the provisions of Section 197 of the Companies Act, 2013 read with Section II of Part II of Schedule V, in case of absence or inadequacy of profits, the remuneration to be paid in excess of the limits specified in Section II of Part II of Schedule V has to be approved by the Members by way of a Special Resolution. Though the Company has been a consistent performer for the last almost two financial years, however, the profit margins may remain inadequate particularly for the purpose of paying Managerial Remuneration due to some factors. Accordingly, if the Company's profits are inadequate due to the aforesaid tough external environment, the approval of the Members by way of a Special Resolution is required for payment of an overall remuneration exceeding the limits specified.

Therefore, in order to suitably remunerate Mr. Bharath Raj, Chief Executive Officer, keeping in view his entitlement and existing remuneration, as also the competitive market practices, if the Company's profits become inadequate, the approval of the Members is sought for payment of remuneration to him as set out in the Resolution at item no. 7 of the Notice.

The principal terms and conditions relating to the remuneration of Mr. Bharath Raj are set out in the resolution itself. Mr. Bharath Raj shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors of the Company from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or joint ventures and/or subsidiaries.

The relationship between remuneration and performance: The proposed remuneration as set out in item no. 7 of the Notice is fully justified. Mr. Bharath Raj has proven track record. He has good leadership skills, tact and has helped in the development of dealer network, branch network, infrastructure and channel management for promoting the business of the Company during his tenure with the Company. Further, the proposed remuneration has been evaluated by the Board, Nomination and Remuneration Committee of the Board and Audit Committee of the Board.

On the date of this report, Mr. Bharath Raj holds Nil Equity Shares in the Company and does not hold any Stock Options.

The Board recommends the Special Resolution for the Item 7 set out in the Notice of 14th AGM.

ANNEXURE-B

Information pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India

For Item No. 3 of the Notice – Re-appointment of Mrs. Priyanka Joshi as a Director

Sr. No.	Particulars	Details
1	Name of the Director and DIN	Priyanka Manojkumar Joshi and DIN: 09302795
2	Designation	Director
3	Date of Birth	07/01/1971
4	Qualification	Bachelor of Commerce
5	Date of Original Appointment	01/11/2021
6	Date of Appointment as Whole-time Director	NA
7	No. of Board Meetings attended during the Year	11
8	Experience and Expertise	Priyanka Joshi, a distinguished business leader, her visionary leadership and commerce background shaped her companies' success. With 20+ years in technology, staffing, and business, she adeptly navigates industry challenges, under her, the company thrives, showcasing her commitment to quality solutions and contributions to the business world.
9	Relationship between Directors, Manager and other Key Managerial Personnel	Wife of Mr. Manoj Kumar Joshi She is not related to any other Director or KMP of the Company
10	Directorship in other Companies	0
11	No. of Equity Shares held in the company	0
12	Terms and conditions of re-appointment & Remuneration sought for	The terms and condition shall remain the same
13	Details of remuneration last drawn	0
14	Chairmanship/Membership of Committees in the Board of other Companies	NA
15	Nature, material terms, monetary value and particulars of the contract or arrangement	NA

For Item No. 4 of the Notice – Regularization of Mr. Ritesh Ramavtar Sharma as a Director

Sr. No.	Particulars	Details
1	Name of the Director and DIN	Ritesh Ramavtar Sharma and DIN: 02676486
2	Designation	Additional Director
3	Date of Birth	20/05/1977
4	Qualification	Bachelor of Commerce
5	Date of Original Appointment	15/06/2026
6	Date of Appointment as Whole- time Director	NA
7	No. of Board Meetings attended during the Year	NA
8	Experience and Expertise	Mr. Ritesh Sharma is the Promoter and Managing Director of the Mindpool Technologies Ltd. He is one of the most important pillars of the company since its inception. His knowledge, experience, leadership and guidance plays a vital role in Company's growth as a leading IT Staffing, Consulting, Development and Digital Marketing firm. He oversees the Business Operations and is involved in Strategy Consulting, Business plans, Sales Strategy Development, IT Solutions, and Service delivery across India & North America. Alongwith a Bachelor's degree in commerce, Mr. Sharma has been Certified in Executive Leadership & Leadership Foundations from LinkedIn. Having an experience of around two decades in the IT Consulting and Staffing industry, his sheer grit and passion has been able to propel the Company in a forward direction.
9	Relationship between Directors, Manager and other Key Managerial Personnel	Mr. Ritesh Ramavtar Sharma is not related to any Director of the Company.
10	Directorship in other Companies	1
11	No. of Equity Shares held in the company	42021
12	Terms and conditions of reappointment & Remuneration sought for	The terms and condition shall remain the same
13	Details of remuneration last drawn	0
14	Chairmanship/Membership of Committees in the Board of other Companies	Managing Director of Mindpool Technologies Limited. Member of Audit Committee and Stakeholder Relationship Committee of Mindpool Technologies Limited
15	Nature, material terms, monetary value and particulars of the contract or arrangement	NA

For Item No. 5 of the Notice – Regularization of Mr. Manoj Narottam Joshi as a Director

Sr. No.	Particulars	Details
1	Name of the Director and DIN	Mr. Manoj Narottam Joshi and DIN: 09351328
2	Designation	Additional Director
3	Date of Birth	07/02/1970
4	Qualification	Chartered Accountant
5	Date of Original Appointment	15/06/2026
6	Date of Appointment as Whole- time Director	NA
7	No. of Board Meetings attended during the Year	NA
8	Experience and Expertise	Mr. Manoj Joshi is a visionary leader having extensive experience, leadership qualities. He is a professional with over 20 years of experience in the IT Consulting and Technology industry. He possesses a degree in Bachelor of Commerce (BCOM) from Rajasthan University and is also a Chartered Accountant (CA) having a strong background in finance, accounting, and taxation, highly valuable in various professional settings, including technology and business management. This entrepreneurial endeavour demonstrates his ability to take risks and his ambition to make a significant impact on the technology and staffing sectors.
9	Relationship between Directors, Manager and other Key Managerial Personnel	Husband of Ms. Priyanka Joshi Director of the Company.
10	Directorship in other Companies	0
11	No. of Equity Shares held in the company	0
12	Terms and conditions of reappointment & Remuneration sought for	The terms and condition shall remain the same
13	Details of remuneration last drawn	0
14	Chairmanship/Membership of Committees in the Board of other Companies	NA
15	Nature, material terms, monetary value and particulars of the contract or arrangement	NA

For Item No. 6 of the Notice – Regularization of Mr. Sunil Punamchand Jain as a Independent Director

Sr. No.	Particulars	Details
1	Name of the Director and DIN	Mr. Sunil Punamchand Jain (DIN: 08313434)
2	Designation	Additional Independent Director
3	Date of Birth	05/08/1974
4	Qualification	Bachelor's Degree in Tool Engineering and Post Graduation Diploma in Operations.
5	Date of Original Appointment	16/06/2026
6	Date of Appointment as Whole- time Director	NA
7	No. of Board Meetings attended during the Year	0
8	Experience and Expertise	Sunil Jain holds a bachelor's degree in Tool Engineering and subsequently completed Post Graduation Diploma in Operations. He has a 24+ years of industry experience in New Product Development for the Automotive Industry. His expertise is in Plastic Product development and Program Management of large Automotive Interiors Development
9	Relationship between Directors, Manager and other Key Managerial Personnel	Mr. Sunil Punamchand Jain is not related to any Director of the Company.
10	Directorship in other Companies	1
11	No. of Equity Shares held in the company	0
12	Terms and conditions of reappointment & Remuneration sought for	The terms and condition shall remain the same
13	Details of remuneration last drawn	0
14	Chairmanship/Membership of Committees in the Board of other Companies	Chairman of Audit Committee of Mindpool Technologies Limited Member of Stakeholder Relationship Committee of Mindpool Technologies Limited
15	Nature, material terms, monetary value and particulars of the contract or arrangement	NA

For Item No. 7 of the Notice – Approval for appointment and remuneration of Mr. Bharath raj as Chief Executive Officer cum Manager and related terms of appointment with effect from 16th June 2026

Sr. No.	Particulars	Details
1	Name of the Director and DIN	Mr. Bharath Raj (DIN: 09565869)
2	Designation	Chief Executive Officer and Manager
3	Date of Birth	09/02/1983
4	Qualification	Bachelor of Engineering
5	Date of Original Appointment	16/06/2026
6	Date of Appointment as Whole- time Director	NA
7	No. of Board Meetings attended during the Year	0
8	Experience and Expertise	He has held leadership positions with reputed organizations such as Inspera AS, Blackhawk Network India, and Intuit India, where he successfully established and led Global Capability Centres (GCCs), delivering high-quality business outcomes and operational excellence. He possesses strong expertise in cloud technologies, strategic planning, stakeholder management, and people leadership. Under his leadership, organizations achieved the prestigious Great Place to Work certification and consistently maintained high employee engagement levels, reflecting his ability to build high-performing and motivated teams.
9	Relationship between Directors, Manager and other Key Managerial Personnel	Mr. Bharath Raj is not related to any Director of the Company.
10	Directorship in other Companies	0
11	No. of Equity Shares held in the company	0
12	Terms and conditions of reappointment & Remuneration sought for	The terms and condition shall remain the same as sought in resolution
13	Details of remuneration last drawn	0
14	Chairmanship/Membership of Committees in the Board of other Companies	0
15	Nature, material terms, monetary value and particulars of the contract or arrangement	NA

DIRECTORS' REPORT

To,
The Members
S A TECH SOFTWARE INDIA LIMITED

"Your directors present the 14th Annual Report of the Company together with the Audited Financial Statements for the financial year ended 31st March 2026, the Directors' Report (including the annexures thereto) and the Independent Auditors' Report thereon."

1. FINANCIAL HIGHLIGHTS:

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

Amount (In "Lacs" except EPS)

	Standalone Performance		**Consolidated Performance**
Particulars	**31st March, 2026**	**31st March, 2025**	**31st March, 2026**
Income from Operations (Including other Income)	11320.40	10035.3	11333.52
Depreciation	167.14	160.44	173.20
Finance Costs	216.24	168.5	217.24
Total Expenses	10621.04	8756.55	10633.44
Provision for Tax	99.25	208.66	98.89
Profit after Tax	**216.74**	**743.75**	**210.74**
Balance carried to Balance Sheet	-	-	-
Earnings per share	1.66	6.33	1.61

2. DIVIDEND:

The Directors of your Company are of the view that, as the Company is in a growth phase and requires additional capital to strengthen its operations and enhance the quality of services, it would be prudent not to recommend any dividend for the financial year under review. The Board has decided to retain the profits for expansion and long-term growth of the Company.

3. RESERVES:

The profit component after tax is retained in Profit and Loss Account and carried forward to the Balance Sheet for the financial year 2025-26.

4. PERFORMANCE OF THE COMPANY

This was the year of Innovation, Sustainability, and Transformation for the Company. Company managed to overcome the challenging environment and achieved revenue growth of approximately 12.8% during FY 2025-26 despite a challenging business environment. With a clear focus on delivering quality services, the Company successfully expanded its client base while maintaining long-standing relationships built on trust and reliability.

The Directors have established an efficient and forward-looking management system that has contributed to the overall development of the Company, its employees, and other stakeholders. With consistent efforts and strategic initiatives, the Board has been able to drive sustainable growth and ensure the Company remains competitive.

Significantly, the Company has expanded its operations in the GCC region, positioning itself as a trusted partner in a rapidly growing market. The Board remains committed to implementing strategies that align with the Company's long-term vision, ensuring continued progress and achievement of its objectives.

5. STATEMENT OF AFFAIRS

Discussion on the state of affairs of the Company has been covered as part of the Management Discussion and Analysis Report (MDAR). MDAR for the year under review, as stipulated under Regulation 34 of Listing Regulations, is presented in a separate section forming part of this Annual Report as **Annexure IV**

6. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

During the year under review, the Company continued to operate in the areas of IT staffing and consulting, payroll processing, recruitment services, and Global Capability Centre (GCC) solutions. As part of its long-term growth strategy, the Company further strengthened its focus on the GCC segment, with particular emphasis on opportunities in AI Consulting and Product Engineering. These initiatives are aimed at expanding the Company's capabilities and enhancing its presence in domestic as well as international markets. There has been no material change in the nature of the Company's business during the year under review.

7. EVENT BASED DISCLOSURES

During the year under review, the Company has gone through few events as mentioned below:

The Company changed its registered office from its existing premises to Poloroche Business Avenue, Office No. 101, 1st Floor, Airport Road, Opp. Symbiosis Law School, Viman Nagar, Pune - 411014, effective 19 December 2025.

The Company also initiated a corporate restructuring process by filing a Scheme of Amalgamation with Mindpool Technologies Limited before the Stock Exchange on 29 December 2025. The Stock Exchange issued an Observation Letter dated 6 April 2026, conveying its no-objection to the proposed Scheme in accordance with applicable SEBI and Stock Exchange requirements.

8. PUBLIC DEPOSITS

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

9. SHARE CAPITAL

The Paid-up Share Capital of the Company as on March 31, 2026, stands at ₹ 13,05,72,810 /-. As on March 31, 2026, none of the Directors of the Company holds instrument convertible into equity shares of the Company. During the year under review, the Company has not issued any shares with or without differential voting rights or issued sweat equity shares.

10. DETAILS OF THE SUBSIDIARIES/ASSOCIATES/JOINT VENTURES:

As on 31st March 2026 your Company has wholly owned subsidiaries named S A Tech Leasing India Private Limited and S A Tech Software INC

S No	Particulars	S A Tech Leasing India Private Limited
1	Corporate Information:	Incorporation date: 28/06/2025 Country: India Registered office (as on date of report): Office No. 101, 1st Floor, Poloroche Business Avenue Airport Rd, Opp. Symbiosis Law School, Viman Nagar, Pune – 411014
2	Current Nature of business	Leasing and rental of equipment, machinery, vehicles, and other movable and immovable assets.
3	Capital Structure	10,000 shares of Rs.10 each (paid up)
4	Effective date of acquiring shares or date of remittance	15/07/2025
5	Shareholding as on 31st March 2026	The Company holds 9,999 equity shares of ₹10 each in the subsidiary, and the remaining 1 equity share of ₹10 is held by Ms. Priyanka Joshi as nominee of the Company. Therefore, the subsidiary remains a wholly owned subsidiary of the Company.
6	Revenue details	The revenue for the financial year ended 31st March 2026 is 1.745 million, this being first year of business. This constitutes 0.16% of gross consolidated revenue of your Company.

S No	Particulars	S A Tech Software INC
1	Corporate Information:	Incorporation date: 28/06/2025 Country: Delaware, USA Registered Office: Legalinc Corporate Services Inc.131 Continental Drive, Suite 305 Newark, DE 19713 County of New Castle, Delaware, USA.
2	Current Nature of business	IT consulting
3	Capital Structure	1500 shares of $ 0.01/- each
4	Effective date of acquiring shares or date of remittance	The wholly owned subsidiary is yet to commence business operations, and no capital has been infused by the Company into the subsidiary as on the date of this Report.
5	Shareholding as on 31st March 2026	Wholly Owned Subsidiary 1500 Shares of $ 0.01/- each equivalent to 100% of paid-up capital
6	Revenue Details	NIL

The details regarding the financial statements of the said subsidiaries have been furnished and attached to this Report as **Annexure I in Form AOC-1.**

During the year under review, S A Tech Leasing India Private Limited and S A Tech Software INC became wholly owned subsidiaries of the Company. No company ceased to be a subsidiary, joint venture or associate company of the Company during the year.

Further, as on March 31, 2026, your Company continues to operate as a subsidiary of S A Technologies Inc., USA, which serves as its holding company. Being part of the S, A Technologies group provides the Company with a strong strategic and financial foundation, enabling access to global resources, advanced technological expertise, and a well-established network of clients across various geographies.

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

Pursuant to Section 134(3)(l) of the Companies Act, 2013, the Company wishes to disclose that the Board of Directors was reconstituted at the Board Meeting held on 15th June 2026. During the period under review, the following changes took place in the composition of the Board and Key Managerial Personnel (KMP):

- Mr. Ritesh Ramavtar Sharma - Director Appointment with effect from 15th June 2026
- Mr. Manoj Narottam Joshi – Director Appointment with effect from 15th June 2026 Resignation from position of CEO with effect from 12th June 2026
- Mr. Sunil Punamchand Jain – Independent Director Appointment with effect from 16th June 2026
- Mr. Bharath Raj – CEO Appointment with effect from 16th June 2026
- Mr. Shyam Behari Sharma- Director Cessation with effect from 10th June 2026

The following changes occurred subsequent to the approval/signing of the financial statements and prior to the date of the Annual Report

Further, the Company filed an application before the Hon'ble National Company Law Tribunal (NCLT) on 7th August 2026 for approval of a Scheme of Arrangement.

Except for the aforesaid changes and developments, no other material changes or commitments affecting the financial position of the Company have occurred between the end of the financial year, i.e., 31st March 2026, and the date of this Report.

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of the Company comprises an optimum combination of executive and non-executive directors, including Independent Directors. During the year under review, there has been change in the composition of the Board.

None of the Directors of the Company are disqualified for being appointed as Directors, as specified in Section 164(2) of the Companies Act, 2013 and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Following are the particulars of appointments and resignations of the Directors of your Company during the Financial Year 2025 - 2026:

Appointment and Resignation of Directors:

The following are details of appointments and resignation of Directors during the financial year:

Name	Designation	Appointment or Resignation	Effective Date
Sarika Sharma	Independent Director	Resignation	03-09-2025
Mayur Chandrakant Chokshi	Independent Director	Appointment	01-10-2025
Aditya Sitaram Joshi	Director	Resignation	31-10-2025

1. NUMBER OF MEETINGS OF THE BOARD:

9 (Nine) meetings of the Board of Directors of the Company were held during the financial year 2025-26 on following dates:

19-May-2025 | 05-June-2025 | 25-June-2025 |16-July-2025 | 31-July-2025 | 04-September-2025 | 13-November-2025 | 19-December-2025 | 31-March-2026

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

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

Sr. No.	Name of Director	No. of Board meeting	
		Eligible to Attend	Attended
1.	Priyanka Manojkumar Joshi	9	6
2.	Shyam Behari Sharma	9	9
3.	Kaustubh Karwe	9	9
4.	Sarika Sharma	5	2
5	Aditya Joshi	8	2
6.	Mayur Chandrakant Chokshi	3	3

2. GENERAL MEETINGS:

During the year under review, your Company had conducted its 13th Annual General Meeting on 30th September 2025 in physical mode as per the guidelines issued by the Ministry of Corporate Affairs and Securities Exchange Board of India, respectively.

3. COMMITTEES OF BOARD OF DIRECTORS

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

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

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

Audit Committee:

Composition	Category	Designation
Mr. Mayur Chandrakant Chokshi	Independent Director	Chairman
Ms. Kaustubh Narayan Karwe	Independent Director	Member
Mr. Shyam Sharma	Director	Member

Number of Meetings: Nine (9) meetings of the Audit Committee were conducted during FY 2025-26 on the following dates:

19-May-2025 | 05-June-2025 | 25-June-2025 |16-July-2025 | 30-July-2025 | 04-September-2025 | 13-November-2025 | 19-December-2025 | 30-March-2026

Nomination and Remuneration Committee

Composition	Category	Designation
Mr. Kaustubh Narayan Karwe	Independent Director	Chairman
Mr. Shyam Behari Sharma	Director	Member
Mr. Mayur Chandrakant Chokshi	Independent Director	Member

Number of Meetings: Two (2) meetings of the Nomination & Remuneration Committee were held during FY 2025-26 on the following dates: 04-September-2025 | 30-March-2026

Stakeholders Relationship Committee

Composition	Category	Designation
Mr. Kaustubh Narayan Karwe	Independent Director	Chairman
Mr. Shyam Behari Sharma	Director	Member
Mr. Mayur Chandrakant Chokshi	Independent Director	Member

Number of Meetings: One (1) meeting of the Stakeholder Relationship Committee conducted during the FY 2025-26 on the following date: 30-March-2026

13. STATEMENT ON DECLARATION GIVEN BY THE INDEPENDENT DIRECTORS:

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

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

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

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

14. CORPORATE GOVERNANCE

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

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

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

15. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

16. MANAGERIAL REMUNERATION

Disclosures of the ratio of the remuneration of each director to the median employee's remuneration and other details, required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, along with the Remuneration paid to the Directors including the Managing Director and Key Managerial Personnel of the Company are given in Clause 17 forming part of the Directors Report.

17. PARTICULARS OF EMPLOYEE REMUNERATION

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

i. The percentage increase in remuneration of each Director and Chief Financial Officer during the Financial Year 2025-26, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as follows:

Name of Director / KMP	Remuneration during F.Y. 2025-26	Remuneration during F.Y. 2024-25	% Increase/ (decrease) in F.Y. 2024-25	Ratio of the remuneration to the median remuneration of the employees
Manoj Narottam Joshi CEO(KMP)	12,00,000	12,00,000	-	-
Bhavin Dinesh Goda - CFO (KMP)	24,00,000	24,00,000	-	-
Arnika Choudhary Company Secretary & Compliance Officer (KMP)	9,66,000	9,24,000	4.55%	0.04: 1
Total Remuneration	**45,66,000**	**45,24,000**		

Median remuneration for the financial year was Rs. 90,000 per month/- (Rupees Ninety Thousand Only) as on financial year ending 31st March 2026.

i. There were 547 permanent employees on the rolls of the Company during the as on financial year ending 31st March 2026.
ii. Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:
iii. Change in the total remuneration of Directors and Key Managerial Personnel during the year under report in comparison to last year is specified in the table above.
iv. The turnover of the Company has increased by 12.71%.
v. The Particulars of the employees who are covered by the Provisions contained in Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:
   a. Employed throughout the year -- Nil
   b. Employed for part of the year -- Nil
vi. It is affirmed that remuneration paid during the financial year 2025-26 is as per the Remuneration Policy of the Company.

18. RISK MANAGEMENT POLICY

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

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

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

As required pursuant to the provisions of Companies Act 2013, the relevant information pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo are given below:

CONSERVATION OF ENERGY:

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

TECHNOLOGY ABSORPTION:

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

FOREIGN EXCHANGE EARNINGS & OUTGO:

During the year under review, the Company has the following Foreign Exchange Earnings & Outgo:

(Rs in "Lacs")

S. No.	Particulars	As on 31st March, 2026	As on 31st March, 2025
1.	**Foreign Exchange Earnings**	4,871.63	4,612.5
2.	**Foreign Exchange Outgo**	21	3.5

20. CORPORATE SOCIAL RESPONSIBILITY:

The Company has been undertaking Corporate Social Responsibility (CSR) initiatives on a voluntary basis for several years. These activities are carried out in accordance with the provisions of Section 135 read with Schedule VII of the Companies Act, 2013, and the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time.

During the previous financial year, the Company's net profit exceeded ₹5 crore, thereby making the CSR provisions applicable. Accordingly, the Company spent approximately ₹12,39,701 towards eligible CSR activities during the year.

As the Company's CSR expenditure does not exceed ₹50 lakh, the constitution of a separate CSR Committee is not required under the applicable provisions of the Act. Consequently, the responsibilities of the CSR Committee were discharged by the Board of Directors.

The CSR Policy of the Company is available on its website and can be accessed at: https://www.satincorp.com/investors

21. AUDITORS

A. **Statutory Auditors:**

The members have appointed M/s Katariya and Munot, Chartered Accountants, (Firm Registration No. 128438W) in their 10th Annual General Meeting held on September 30th, 2022 for a period of five (5) consecutive years i.e. till the conclusion of the 15th Annual General Meeting of the Company to be held in F.Y. 2026-27 and conduct audit for the F.Y. 2026-27.

B. **Secretarial Auditors:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Shalin J & Associates, Bhopal(Membership No 66257, CP No. 24703) in their Board Meeting held on March 31st, 2026, to undertake the Secretarial Audit of the Company for the year under review. The Secretarial Audit Report in form MR-3 is provided as **"Annexure-V".**

22. EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY:

i. **The auditor in his report**:

The observations made by the Statutory Auditors in their report for the Financial Year ended 31st March 2026 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

The Statutory Auditors' Report does not contain any qualification, reservation or adverse remark during the period under review.

However, the audit report has the contained emphasis of matter

In both Standalone and Consolidated Report

a) The Company had initiated arbitration proceedings against Bihar Rural Livelihood Promotion Society and others in relation to contractual claims. The arbitration order has been received in favour of the Company. Based on the award and expert legal opinion, an amount of ₹370.45 Lakhs has been recognised as "Billing in Progress" in the financial statements. Further claims towards interest and other consequential amounts aggregating to ₹773.71 Lakhs, as per contractual terms, are contingent upon the final outcome of proceedings before the Hon'ble Patna High Court and accordingly have not been recognised in the financial statements.

   Management's Reply: *The Arbitrator has awarded the degree in favour of company; however, the opponent has challenged the same with the Bihar High Court and Company is still waiting for final decision*

b) The Company has not regularised export trade receivables amounting to ₹586.26 Lakhs outstanding for more than six months under the provisions of the Foreign Exchange Management Act, 1999. The impact, if any, arising from such non-regularisation has not been assessed by the Company. Our opinion is not modified in respect of the above matters.

   Management's Reply: *The Company is seeking expert advice regarding the outstanding export receivables in compliance with FEMA regulations and is concurrently taking appropriate steps to recover the dues. The Company has initiated the process of realizing the outstanding export receivables and continues to actively pursue recovery efforts*

ii. The company secretary in practice in his Secretarial Audit Report:

The Secretarial Auditors' Report does not contain any qualification, reservation or adverse remark during the period under review.

23. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB - SECTION (12) OF SECTION 143:

The Auditors have not reported any offence involving fraud committed against the Company by the officers or employees of the Company under sub section (12) of section 143, to the Audit Committee or the Board.

24. SECRETARIAL STANDARDS:

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

25. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section134 (5) of the Companies Act, 2013, the Directors confirm that:

(i) In the preparation of the annual accounts for the year ending 31st March 2026 the applicable accounting standards had been followed along with proper explanation relating to material departures;

(ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 31st March 2026 and of the profits of the company for that period;

(iii) the directors had taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(iv) the directors had prepared the annual accounts for the period ending 31st March 2026 on a going concern basis.

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

(vi) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

26. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in the future.

27. ANNUAL RETURN:

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

28. COST RECORDS APPLICABILITY

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

29. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE BY THE COMPANY:

Particulars of loans, guarantees and investments covered under Section 186 of the Act, form part of notes to the financial statements under Note 18 named short term loans and advances.

30. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts or arrangements entered into by and between the Company and its Related Parties are on an arm's length basis and in the ordinary course of business. All Related Party Transactions were placed before the Audit Committee for its review and approval. Pursuant to Section 134 of the Act, read with Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of transactions with related parties are provided in Form No. AOC-2 which is annexed as **"Annexure II"** to this report.

Related Party disclosures as per AS 18 have been provided in Note 31 to the financial statements. The Related Party Transaction Policy has been displayed on the Company's website at: https://www.satincorp.com/investors

31. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERNECE TO THE FINANCIAL STATEMENTS:

The Company has appointed an Internal Auditor in its Board Meeting to review and strengthen its internal financial control systems. Based on the reports of the Internal Auditor, the Board is of the opinion that the Company's internal financial controls with reference to the financial statements are adequate and operating effectively, and that the Company has duly complied with the provisions of Section 138 of the Companies Act, 2013 regarding the mandatory appointment of an Internal Auditor.

32. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your Company has always believed in providing a safe and harassment-free workplace for every individual working in premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

Pursuant to Harassment Act, the Company has setup Internal Complaints Committee ("ICC") to redress complaints received regarding sexual harassment. It has set forth the guidelines on the redressal and enquiry process that is to be followed by complainants and the ICC, whilst dealing with issues related to sexual harassment at the workplace towards any women employees. All women employees (permanent, temporary, contractual and trainees) are covered. All employees are treated with dignity with a view to maintain a work environment free of sexual harassment whether physical, verbal or psychological.

As required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the following is a summary of sexual harassment complaints during the financial year 2025-26:

S. No.	Particulars	Remarks
1.	Number of sexual harassment complaints received in a year.	-
2.	Number of complaints disposed off during the year.	-
3.	Number of cases pending for more than 90 days.	-
4.	Number of awareness programs or workshops against sexual harassment conducted during the year.	-
5.	Nature of action taken by the employer or district officer with respect to the cases.	-

33. DISCLOSURE ON ESTABLISHMENT OF VIGIL MECHANISM:

The Company's Whistleblower Policy encourages Directors and employees to bring to the Company's attention, instances of unethical behavior, actual or suspected incidents of fraud or violation of the Code of Conduct that could adversely impact the Company's operations, business performance and / or reputation.

The Policy provides that the Company investigates such incidents, when reported, in an impartial manner and takes appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld. It is the Company's Policy to ensure that no employee is victimized or harassed for bringing such incidents to the attention of the Company. The practice of the Whistleblower Policy is overseen by the Audit Committee of the Board and no employee has been denied access to the Committee.

34. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCY OF A DIRECTOR:

The Nomination & Remuneration Policy adopted by the Board on the recommendation of NRC enumerates the criteria for assessment and appointment / re-appointment of Directors, Senior Management personnel on the basis of their qualifications, knowledge, skill, independence, professional and functional expertise. The NRC Policy is enclosed as **ANNEXURE – III**

35. STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS HAS BEEN MADE

The annual evaluation process of the Board of Directors, individual Directors and Committees was conducted in accordance with the provision of the Act and the Listing Regulations. The Board evaluated its performance after seeking inputs from all the Directors on the basis of criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. The performance of the Committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. The performance review of Non-Independent Directors, the Chairperson and the Board was conducted by the Independent Directors. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India. The Chairman of the Nomination and Remuneration Committee had one-on-one meetings with the Independent Directors to obtain the Directors' inputs on the effectiveness of the Board/Committee processes. The Board and the NRC reviewed the performance of Individual Directors on the basis of criteria such as the contribution of the individual Director to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

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

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

37. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR

During the Financial Year 2025-26 neither any application was made nor was any proceeding pending under the Insolvency and Bankruptcy Code, 2016.

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

There was no instance of one-time settlement with any Bank or Financial Institution during the year under review.

39. COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT 1961

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

40. ACKNOWLEDGEMENTS:

The Board wishes to place on record its thanks for the assistance and support extended by all Government Authorities, State Bank of India, shareholders, consultants, customers, suppliers and consultants all other stakeholders of the Company.

Your directors express their appreciation for the dedicated and sincere services rendered by all the SA Tech family members.

For & on Behalf of Board of Directors
S A Tech Software India Ltd

Sd-	***Sd-***
Manoj Joshi	**Priyanka Joshi**
Director	**Director**
DIN: 09351328	**DIN: 09302795**

Date: 20-08-2026
Place: Pune

ANNEXURE- I

FORM AOC-1

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

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

Part "A": Subsidiaries

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

S No.	Particulars	Amount
1.	Name of the subsidiary	S A Tech Leasing India Private Limited
2.	The date since when subsidiary was acquired	15/07/2025
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	1st April 2025 to 31st March 2026
4.	Reporting currency and Exchange Rate as on the last date of relevant Financial Year in case of foreign subsidiaries.	NA
5.	Share Capital	1,00,000
6.	Reserves and Surplus	(5,99,893)
7.	Total Assets	45,35,504
8.	Total Liabilities	45,35,504
9.	Investments	4,00,000
10.	Turnover	17,44,805
11.	Profit before taxation	(6,35,508)
12.	Provision for taxation	0
13.	Profit after taxation	(5,99,893)
14.	Proposed Dividend	0
15.	Extent of shareholding (in percentage)	100%

Notes:

1. Names of subsidiaries which are yet to commence operations: S A Tech Software INC
2. Names of subsidiaries which have been liquidated or sold during the year. Nil

ANNEXURE- II

FORM NO. AOC.2

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

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

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

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

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

Sr. No. 1	Particulars	Details	Details	Details	Details
a)	Name(s) of the related party and nature of relationship	Mindpool Technologies Limited	Opalforce Software India Ltd	S A Technologies Inc.	S A Tech Leasing India Private Limited
b)	Nature of Relationship	Promoter Company	Promoter Group Company	Holding Company	Wholly Owned Subsidiary
b)	Nature of contracts/arrangements/transactions	Sales/ Purchases	Purchases/ Sales	Sales	Purchases/ Sales/Rendering of Services
c)	Duration of the contracts/arrangements/transactions	1 year	1 year	1 year	1 year
d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	Agreement	Agreement	Agreement	Agreement
e)	Date(s) of approval by the Board, if any:	15/05/2025	15/05/2025	15/05/2025	16/07/2025
f)	Amount incurred during the year:	Rs.7,18,78,300.44	Rs. 2,31,04,725	NIL	Rs. 50,92,489.50

Sr. No. 2	Particulars	Details	Details
a)	Name(s) of the related party and nature of relations	Bhavika Goda	Sheela Sharma
b)	Nature of Relationship	Relative of KMP	Relative of Director
b)	Nature of contracts/arrangements/transactions	Salary Paid for appointment to any office or place of profit	Salary Paid for appointment to any office or place of profit
c)	Duration of the contracts/arrangements/transactions	1 year	1 year
d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	Agreement	Agreement
e)	Date(s) of approval by the Board, if any:	15/05/2025	15/05/2025
f)	Amount incurred during the year:	Rs. 23,65,000	Rs. 4,80,000

FOR & ON BEHALF OF THE BOARD OF DIRECTORS
S A TECH SOFTWARE INDIA LTD

Sd-
Manoj Joshi
Director
DIN: 09351328

Sd-
Priyanka Joshi
Director
DIN: 09302795

Date: 20-08-2026
Place: Pune

ANNEXURE III

NOMINATION AND REMUNERATION POLICY

1. **INTRODUCTION**

Pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company has been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors in there meeting held on December 6th 2023.

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

2. **DEFINITIONS**

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

b) **"Company"** means "S A Tech Software India Limited (formerly known as S A Tech Software India Private Limited)"

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

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

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

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

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

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

3. **APPLICABILITY:**

The Policy is applicable to:

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

4. **CONSTITUTION OF COMMITTEE:**

The Board of Directors of the Company (the Board) constituted the committee known as "Nomination and Remuneration Committee" consisting of 3 directors out of which all the Directors are Non-Executive Directors and two third are independent directors. All the directors of the committee are non-executive directors. The committee shall meet at least once a year.

5. **OBJECTIVE**

The Key Objectives of the policy would be:

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

6. **GUIDING PRINCIPLES**

The Policy ensures that:

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

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

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

7. **TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE:**

1. To formulate a criteria for determining qualifications, positive attributes and independence of a Director.

2. Formulate criteria for evaluation of Independent Directors and the Board.

3. Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.

4. To carry out evaluation of every Director's performance.

5. To recommend to the Board the appointment and removal of Directors and Senior Management.

6. To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.

7. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks

8. To devise a policy on Board diversity.

9. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

10. Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.

11. Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors.

12. Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.

13. Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice.

14. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

15. To perform such other functions as may be necessary or appropriate for the performance of its duties.

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

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

The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
As per the applicable provisions of Companies Act 2013, Rules made thereunder, the Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

9. CRITERIA FOR APPOINTMENT OF KMP/SENIOR MANAGEMENT

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

1. To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities.

2. To practice and encourage professionalism and transparent working environment.

3. To build teams and carry the team members along for achieving the goals/objectives and corporate mission.

4. To adhere strictly to code of conduct.

5. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

6. The Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate(s).

10. REMOVAL

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

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

1. No director/KMP/ other employee is involved in deciding his or her own remuneration.

2. The trend prevalent in the similar industry, nature and size of business is kept in view and given due weight age to arrive at a competitive quantum of remuneration.

3. Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.

4. Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short- and long-term performance objectives appropriate to the Company's working and goals.

5. Provisions of law with regard making payment of remuneration, as may be applicable, are complied.

6. Whenever, there is any deviation from the Policy, the justification /reasons should also be indicated / disclosed adequately.

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

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

12. FOLLOWING CRITERIA ARE ALSO TO BE CONSIDERED

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

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

13. REVIEW

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

Annexure IV

MANAGEMENT DISCUSSION & ANALYSIS (MD&A) REPORT

The Management Discussion and Analysis (MD&A) provides an overview of SA Tech Software India Limited's business environment, industry dynamics, opportunities, risks, and strategic priorities during FY 2025–26. The year witnessed continued acceleration in digital transformation, enterprise AI adoption, and the expansion of Global Capability Centers (GCCs), creating new opportunities for technology-led organizations. SA Tech remains focused on delivering sustainable value through innovation, operational excellence, customer-centricity, talent development, and strong corporate governance.

Industry Structure & Developments

Global Capability Centres (GCCs) continue to redefine the global operating model for enterprises, evolving from traditional support functions into strategic centres driving innovation, product engineering, artificial intelligence (AI), digital transformation, and business resilience. Organizations are increasingly leveraging GCCs to accelerate technology adoption, strengthen engineering capabilities, and improve operational agility.

India has further reinforced its position as the world's preferred destination for GCCs, supported by a highly skilled workforce, a mature technology ecosystem, competitive operating environment, and strong digital infrastructure. The country now hosts nearly 2,000 GCCs employing over 2.1 million professionals, with continued investments from global enterprises across technology, healthcare, manufacturing, financial services, retail, and other high-growth sectors.

The GCC ecosystem is witnessing a significant shift toward high-value capabilities such as Generative AI, cloud modernization, cybersecurity, platform engineering, advanced analytics, and digital product development. Enterprises are increasingly establishing centers that own end-to-end business functions, research and development, innovation programs, and global engineering mandates, further strengthening India's position as a strategic innovation hub.

The industry observations in this section are based on publicly available market information, industry reports, and management's assessment of customer demand across technology services, Global Capability Centers, and digital transformation initiatives.

Key industry trends include:

- **Generative AI & Intelligent Automation:** Organizations are rapidly integrating Generative AI, AI-powered assistants, and intelligent automation to improve productivity, enhance customer experiences, and accelerate innovation.
- **Expansion of GCC Mandates:** GCCs are assuming greater ownership of product engineering, digital platforms, enterprise applications, cybersecurity, and AI-driven transformation initiatives.
- **Cybersecurity & Digital Trust:** Increasing regulatory requirements and evolving cyber threats continue to drive investments in cybersecurity, governance, data privacy, and resilient digital infrastructure.
- **Cloud & Platform Modernization:** Enterprises continue to accelerate cloud adoption, application modernization, and platform engineering to improve scalability and business agility.
- **Talent Transformation:** Growing demand for AI, cloud, cybersecurity, and digital engineering capabilities is encouraging organizations to invest significantly in workforce upskilling and continuous learning.
- **Growing Mid-Market Adoption:** The GCC model is increasingly being adopted by mid-sized enterprises seeking access to specialized talent, innovation, and cost-efficient global operations.

SA Tech's strategic focus on Global Capability Centers, AI-led transformation, digital engineering, product engineering, and managed services positions the Company to capitalize on these evolving opportunities. Its customer-centric delivery approach, robust governance framework, and deep technology expertise continue to strengthen its competitive position in a rapidly evolving market.

Opportunities and Threats

The continued evolution of the global technology landscape presents significant opportunities for the Company to expand its capabilities, strengthen customer relationships, and create long-term stakeholder value. At the same time, the Company remains mindful of industry challenges and continuously adapts its strategies to mitigate emerging risks.

Opportunities

1. **AI-Led Enterprise Transformation:** The increasing adoption of Artificial Intelligence (AI), Generative AI, and intelligent automation is driving enterprise demand for technology partners capable of delivering scalable, AI-enabled solutions. The Company continues to strengthen its AI-led service offerings to support clients in accelerating their digital transformation journeys.

2. **Global Capability Centers (GCCs):** As enterprises continue to establish and expand GCCs in India, demand remains robust for advisory, talent, engineering, and operational support services. The Company is well-positioned to support organizations across the GCC lifecycle through flexible engagement models.
3. **Product Engineering and Digital Engineering:** Growing investments in digital products, cloud-native platforms, software modernization, and engineering innovation continue to create opportunities for specialized technology service providers.
4. **Managed Services and Long-Term Engagements:** Increasing preference for outcome-based managed services presents opportunities to establish long-term client relationships while delivering operational excellence, business continuity, and measurable business value.
5. **Industry Diversification:** Continued technology adoption across healthcare, manufacturing, financial services, retail, and emerging digital sectors provides opportunities for revenue growth and portfolio diversification.
6. **Technology Talent Availability:** India's strong technology talent ecosystem continues to provide access to skilled professionals across AI, cloud computing, cybersecurity, data engineering, and enterprise technologies, enabling the Company to address evolving customer requirements.

Threats

1. **Intense Industry Competition:** The technology services industry remains highly competitive, with global IT service providers, consulting firms, GCC operators, and niche technology players competing for clients, projects, and skilled talent.
2. **Rapid Technological Changes:** The accelerated pace of technological advancements, particularly in AI and automation, requires continuous investment in upskilling, innovation, and service transformation. Failure to adapt quickly may impact competitiveness.
3. **Cybersecurity and Data Privacy Risks:** Increasing cyber threats, evolving data protection regulations, and heightened customer expectations regarding information security could lead to operational, financial, and reputational risks if not effectively managed.
4. **Talent Acquisition and Retention:** The demand for highly skilled professionals in emerging technologies remains strong. Challenges in attracting, retaining, and developing specialized talent may impact delivery capabilities and project execution.
5. **Macroeconomic and Geopolitical Uncertainty:** Economic slowdowns, inflationary pressures, geopolitical developments, changes in trade policies, and global business uncertainties may influence client spending patterns and technology investments.
6. **Client Concentration and Budget Rationalization:** Delays in customer decision-making, reductions in discretionary technology spending, or changes in client priorities may impact revenue growth and project pipelines.
7. **Regulatory and Compliance Requirements:** Evolving domestic and international regulatory frameworks, including data privacy, labor, tax, and technology-related regulations, may increase compliance obligations and operational costs.

By leveraging emerging opportunities while proactively addressing these challenges, the Company continues to strengthen its foundation for sustainable growth, operational resilience, and long-term value creation for stakeholders.

SEGMENT–WISE OR PRODUCT-WISE PERFORMANCE

The Company's operations are organized into two principal business segments, namely IT Consulting and GCC Services. During FY 2025-26, IT Consulting contributed 57.55% of total revenue, while GCC Services accounted for 36.46%. IT Consulting remained the primary revenue-generating segment, while GCC Services delivered strong segment contribution, reflecting operational efficiency and the growing importance of GCC-led engagements. The balanced revenue mix across business segments enabled the Company to maintain steady operational performance during the year.

Sr. No.	Segment	Revenue (₹ Lakhs)	Revenue %	Segment Contribution / Profit (₹ Lakhs)*	Contribution %
1	Domestic IT Consulting	5,672.38	50.58%	1,037.39	31.88%
2	Export IT Consulting	782.12	6.97%	Included in IT Consulting	-
	Total IT Consulting	**6,454.50**	**57.55%**	**1,037.39**	**31.88%**
3	Global Capability Center (GCC)	4,089.51	36.46%	2,094.44	64.34%
4	Other / Common Revenue	671.29	5.99%	671.29	20.64%
	Total Revenue	**11,215.30**	**100.00%**	**3,803.12**	**116.86%**
5	Common Corporate Expenses	-	-	(4,374.35)	(134.44%)
	Net Profit Before Tax	-	-	**315.99**	**100.00%**

OUTLOOK

The long-term outlook for the technology services industry and the Global Capability Center ecosystem remains positive, supported by continued enterprise investments in digital transformation, Artificial Intelligence, cloud technologies, cybersecurity, and engineering innovation.

Looking ahead, SA Tech will continue to focus on:

- Strengthening its Global Capability Center capabilities and strategic advisory services.
- Expanding AI-led solutions, digital engineering, and product engineering offerings.
- Growing long-term managed services engagements across key industries.

- Investing in talent development, technology capabilities, and operational excellence.
- Enhancing customer relationships through innovation, quality, and scalable delivery models.

With its strong technology expertise, customer-centric approach, experienced leadership, and commitment to innovation, the Company remains well-positioned to capitalize on emerging market opportunities while delivering sustainable growth and long-term value for all stakeholders.

RISK MANAGEMENT & CONCERNS

The Company maintains a comprehensive Risk Management Framework designed to identify, assess, monitor, and mitigate strategic, operational, financial, technological, regulatory, and reputational risks.

Key business risks and the corresponding mitigation measures are summarized below:

1. Increasing competition within the technology services and GCC ecosystem may lead to pricing pressure, margin compression, and increased efforts to retain customers and skilled talent.

Mitigation Measures:

- Focus on delivering high-value, differentiated service offerings and specialized technology solutions.
- Strengthening client relationships through consistent service quality and customer satisfaction.
- Diversify revenue streams across industries, geographies, and service lines.
- Enhance operational efficiency through process optimization and technology-led automation.
- Continuously invest in innovation and capability development in emerging technologies.

2. Talent acquisition and retention in specialized technology domains, which may increase talent acquisition costs

Mitigation Measures:

- Implement competitive compensation and performance-linked incentive programs.
- Invest in employee learning, upskilling, reskilling, and leadership development initiatives.
- Create a positive work environment with clear career progression opportunities.
- Strengthen employee engagement and retention programs to reduce attrition.
- Build a talent pipeline through partnerships with educational institutions and strategic recruitment initiatives.

3. Capital-intensive nature of the business resulting in pressure on working capital requirements, which may hamper business growth if adequate funding is not available

Mitigation Measures:

- Maintain disciplined working capital management through effective monitoring of receivables and payables.
- Improve cash flow planning and forecasting processes.
- Strengthen relationships with banks, financial institutions, and other funding partners to ensure timely access to capital.
- Optimize resource utilization and control operating costs to improve liquidity.
- Explore alternative sources of funding and capital infusion opportunities to support future growth plans.

These measures are regularly reviewed by the management to ensure that the Company remains resilient and well positioned to address evolving business risks and opportunities.

INTERNAL CONTROL SYSTEMS & ADEQUACY

The Company has established an effective internal control framework that supports sound governance, operational efficiency, financial reporting integrity, and regulatory compliance.

Key elements of the framework include:

- Clearly defined policies, processes, and delegated authority structures.
- Risk-based internal audit mechanisms and periodic management reviews.
- Strong information security controls and compliance-driven operating practices.
- Continuous monitoring of operational and financial controls.
- Ongoing improvements in governance and compliance processes to support business growth.

The Company's internal control systems are regularly reviewed to ensure their adequacy and effectiveness in line with the evolving business environment.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.

- During FY 2025-26, the Company reported revenue from operations of ₹11,215.30 lakhs as against ₹9,950.42 lakhs in the previous year, registering a growth of approximately 12.71%. The Company recorded a Net Profit of ₹216.74 lakhs during the year compared to Rs. 743.75 lakhs in FY 2024-25. The reduction in net profit margins is the result of increase expenditure towards sales and marketing, the company intends to continue to investing in sales and marketing for long term sustainability and growth. As a result of above the company has recorded increase of revenue of 12.71%.
- The IT Consulting segment remained the largest contributor to revenue, accounting for 57.55% of total operating revenue, while the GCC segment contributed 36.46%, reflecting a diversified revenue mix and balanced business portfolio.
- The Company has received an observation letter conveying no objection from the Stock Exchange in connection with the proposed merger with Mindpool Technologies Limited, marking an important milestone in the ongoing merger process.
- The Company's subsidiary, SAT Leasing (India), completed its initial year of operations and made encouraging progress in client acquisition and establishing its presence in the operational leasing market.
- During the year, the Company continued to strengthen its GCC capabilities by expanding delivery operations in India, enabling enhanced scalability, operational efficiency, and technology-led service delivery for global customers.
- These developments collectively underscore the Company's focus on operational excellence, business expansion, and long-term value creation for all stakeholders.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

People continue to be the Company’s greatest strength and a key driver of sustainable growth and long-term success. The Company remains committed to fostering an inclusive, collaborative, and performance-oriented workplace that encourages innovation, continuous learning, and professional development.

During the year, the Company's employee strength increased from 401 employees as at March 31, 2025, to 547 employees as at March 31, 2026 reflecting business growth, expansion of service delivery capabilities, and strengthening of operational capacity.

The Company continued to invest in capability development through structured technical training programs, leadership development initiatives, and continuous learning opportunities focused on emerging technologies such as Artificial Intelligence (AI), cloud computing, cybersecurity, data analytics, and digital engineering. These initiatives are aimed at enhancing employee competencies and preparing the workforce to meet evolving client and industry requirements.

Employee engagement remained a key area of focus throughout the year. Various initiatives were undertaken to promote collaboration, employee well-being, recognition, diversity, inclusion, and a positive workplace culture. The Company also continued to strengthen its performance management and talent development practices to support employee growth and organizational effectiveness.

Industrial relations remained cordial and harmonious throughout the year. There were no significant industrial disputes affecting business operations, and the Company continues to maintain constructive relationships with its employees while fostering an environment of trust, innovation, accountability, and high performance.

The Company believes that its people-centric approach, combined with continuous investment in talent development and employee engagement, will continue to support operational excellence and sustainable business growth.

DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFORE

The Company's operations are organized into two principal business segments, namely IT Consulting and GCC Services. During FY 2025-26, IT Consulting contributed 57.55% of total revenue, while GCC Services accounted for 36.46%. The GCC segment delivered the highest segment contribution, demonstrating strong operational efficiency, while IT Consulting continued to be the primary revenue-generating segment. The balanced revenue mix across business segments enabled the Company to maintain steady operational performance during the year

Financial Ratios	31-Mar-26	31-Mar-25	% Change	Reason for change
(a) Current Ratio	2.00	3.15	-36.7	Significant increase in Current Liabilities during the year
(b) Debt-Equity Ratio	0.66	0.28	132.86	Additional borrowings availed during the year.
(c) Debt Service Coverage Ratio	0.95	0.21	363.84	Decrease in Profitability of the company
(d) Return on Equity Ratio	0.05	0.29	-81.8	Decrease in Profitability of the company
(e) Inventory turnover ratio	Nil	Nil	Nil	Nil
(f) Trade Receivables turnover ratio	4.80	5.20	-7.67	-
(g) Trade payables turnover ratio	14.25	18.49	-23.62	-
(h) Net capital turnover ratio	3.85	2.94	30.86	Increase in Sales of the company
(i) Net profit ratio	0.02	0.07	-74.15	Lower profitability during the year
(j) Return on Capital employed	0.10	0.27	-63.55	Decrease in operating profit (PBIT)
(k) Return on investment.	0.10	0.06	68.23	Increase in Investment during the year

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

Financial Ratios	31-Mar-26	31-Mar-25	% Change	Reason for change
Return on Net Worth	0.08	0.24	-0.68	Return on Net Worth declined significantly during FY 2025-26 primarily due to lower profitability

ESG – ENVIRONMENT, SOCIAL & GOVERNANCE

SA Tech remains committed to responsible and sustainable business practices by integrating environmental, social, and governance (ESG) principles into its operations.

Environment: The Company continues to encourage responsible resource utilization through energy-efficient operations, digital-first business practices, responsible waste management, and initiatives aimed at reducing its environmental footprint.

Social: The Company remains committed to creating positive social impact through employee development, diversity and inclusion, community engagement, skill development initiatives, and responsible corporate citizenship.

Governance: Strong corporate governance, ethical business conduct, regulatory compliance, transparency, and effective Board oversight continue to form the foundation of the Company's governance framework.

The Company believes that sustainable business practices are integral to long-term value creation and stakeholder confidence.

DISCLOSURE OF ACCOUNTING TREATMENT

The financial statements have been prepared in accordance with the applicable Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013, and other applicable statutory requirements.

Cautionary Statement *Statements made in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations, or predictions may constitute "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied due to various risks and uncertainties, including changes in economic conditions, government policies, market dynamics, technological developments, and other factors beyond the Company's control. The Company undertakes no obligation to publicly update any forward-looking statements to reflect subsequent events or circumstances.*

Annexure- V

Secretarial Audit Report for the Financial year ended March 31, 2026

Form No. MR-3

[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,
S A Tech Software India Limited
Office No. 101, 1st Floor, Poloroche Business Avenue,
Opp. Symbiosis Law School, Viman Nagar,
Airport Pune 411032 MH IN

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by S A Tech Software India Limited ("the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Auditor's responsibility

Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards require that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period from April 01, 2024 to March 31, 2025 ("the audit period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanisms in place to the extent and in the manner reporting made hereinafter :

(i) The Companies Act, 2013 ("the Act") and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment **(External Commercial Borrowings are not applicable to the Company during the Audit Period)**;

(v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("the SEBI Act"): -

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the audit period)**
e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not applicable to the Company during the audit period**)
f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the audit period)** and
h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018. **(Not applicable to the Company during the audit period)**

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

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

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder ("Listing Regulations").

Based on a test-check examination of the company's compliance system, documents, and records, as well as management representations, we report substantial compliance with all applicable laws. Throughout the audit period, the company consistently adhered to all provisions of relevant Acts, Rules, Regulations, Guidelines, and Standards. The statutory framework applicable to the Company, as identified by management and reviewed during the audit, comprises:

Laws Specific to the IT and Software Industry:

1. The Information Technology Act, 2000

Labour and Employment Legislation:

1. The Shops and Commercial Establishments Act of the respective applicable States.
2. The Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
3. The Employee's Provident Fund and Miscellaneous Provision Act, 1952.
4. The Employee's State Insurance Act, 1948.
5. The Maternity Benefit Act, 1961.
6. The Payment of Bonus Act, 1965.
7. The Payment of Gratuity Act, 1972.
8. The Payment of Wages Act, 1936, along with other allied labour laws as confirmed.
9. The Maharashtra Labour Welfare Fund Act, 1953.

Other Relevant Legislation:

1. The Micro, Small and Medium Enterprises Development Act, 2006.
2. The Prevention of Money Laundering Act, 2002.
3. Applicable Intellectual Property Laws

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

We have not examined compliance with applicable Laws, Financial Laws, Like Direct and Indirect Tax Laws, since the same has been subject to review by statutory Financial Audit and other designed professionals.

We further report that

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

Adequate notice was given to all directors to schedule Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

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.

For Shalin J. and Associates,
Company Secretaries
Sd/-
Shalin Jain
(Proprietor)
M. No.: 66257, C.P. No.: 24703
Peer Review No. 8210/2026
UDIN: A066257H001088575

Date: 12-08-2026
Place: Bhopal

Annexure A

To,
The Members,
S A Tech Software India Limited
Office No. 101, 1st Floor, Poloroche Business Avenue,
Opp. Symbiosis Law School, Viman Nagar,
Airport Pune,411032 MH IN

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that accurate facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations 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. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance of the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For Shalin J. and Associates,
Company Secretaries

Sd/-
Shalin Jain
(Proprietor)
M. No.: 66257, C.P. No.: 24703
Peer Review No. 8210/2026
UDIN: A066257H001088575

Date: 12-08-2026
Place: Bhopal

INDEPENDENT AUDITOR'S REPORT

To,
The Members Of
S A Tech Software India Limited
(Formerly known as S A Tech Software India Private Limited)

Report on the Audit of the Standalone Financial Statements

Opinion
We have audited the accompanying Standalone Financial Statements of S A Tech Software India Limited *(Formerly known as S A Tech Software India Private Limited)* ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2026, and the Standalone Statement of Profit and Loss, and the Standalone Statement of Cash Flows for the year ended on that date, and a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and gives true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounts) Rules, 2014 as amended ("Accounting Standards") and other accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at March 31, 2026, its profit (financial performance) and its cash flows for the year ended on that date.

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

Emphasis of Matter
We draw attention to Note No. 36 to the accompanying standalone financial statements regarding the following matters:

a)

aa) The arbitration order in regard to contractual claims, amount aggregating to ₹370.45Lakhs accounted as "Billing in Progress" during earlier years, from Bihar Rural Livelihood Promotion Society has been received in favour of the Company. Accordingly, no further adjustments are required in Financial statements.

b)

bb) The Company has received opinion from Authorised Dealer Bank that being service export receivables provisions of FEMA are not applicable in respect of export trade receivables outstanding to ₹586.26 Lakhs for more than six months.

Our opinion is not modified in respect of the above matters.

Key Audit Matters
Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current year. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sr.No.	Key Audit Matter	Auditor's Response
1	Revenue recognition The Company's contracts with customers include contracts with multiple services. The Company derives revenues from IT services comprising software development and related services, and Global Capability Centres provided to its clients. The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligations to determine the deliverables and the ability of the customer to benefit independently from such deliverables involves significant judgement. In certain integrated services arrangements, contracts with customers include subcontractor services or third party vendor equipment or software. In doing so, the Company first evaluates whether it obtains control of the specified service before it is transferred to the customer. Fixed price maintenance revenue is recognized ratably either on (1) a straight line basis when services are performed through an indefinite number of repetitive acts over a specified period or (2) using a percentage of completion method when the pattern of benefits from the services rendered to the customer and the Company's costs to fulfil the contract is not even through the period of contract because the services are generally discrete in nature and not repetitive. The use of method to recognize	Principal Audit Procedures Performed included the following: Our audit procedures related to the (1) identification of distinct performance obligations, (2) determination of whether the Company is acting as a principal or agent and (3) whether fixed price maintenance revenue is recognized on a straight-line basis or using the percentage of completion method included the following, among others: • We tested the effectiveness of controls relating to the (a) identification of distinct performance obligations, (b) determination of whether fixed price maintenance revenue for certain contracts is recognized on a straight-line basis or using the percentage of completion method. • We selected a sample of contracts with customers and performed the following procedures: – Obtained and read contract documents for each selection, including master service agreements, and other documents that were part of the agreement. – Identified significant terms and deliverables in the

	the maintenance revenues requires judgment and is based on the promises in the contract and nature of the deliverables.	contract to assess management's conclusions regarding the (i) identification of distinct performance obligations (ii) whether the Company is acting as a principal or an agent and (iii) whether fixed price maintenance revenue is recognized on a straight-line basis or using the percentage of completion method.

Other Information

The Company's 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 Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact.

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

We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The accompanying Standalone Financial Statements have been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act, with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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 accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

ii. The Board of Directors are responsible for overseeing the Company's financial reporting process.

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

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

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

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

ii) Obtain an understanding of internal financial controls 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 system with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.

iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

v) Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current 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

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

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

ii) 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.

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

iv) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.

v) On the basis of the 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.

vi) With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Standalone Financial Statements.

vii) In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

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

i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements Refer to Note 36.

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

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

iv. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

v. The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

vi. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our attention that has caused us to believe that the representations under para (iv) and (v), contain any material misstatement.

vii. During the financial year subject to this report, the company has neither paid dividend nor declared dividend, the applicability of computation provided in Section 123 of the Act is not applicable during this financial year.

viii. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account, which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023 and has operated throughout the year for all relevant transactions recorded in these software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, where such functionality was enabled and logs were maintained. Additionally, except for the database-level changes as mentioned above, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For **Katariya & Munot**
Chartered Accountants
ICAI Firm Registration number: 128438W

Poonam Katariya
Partner
Membership No. 119638
UDIN: 26119638GADRQR3938
Place: Pune
Date:15th May 2026

Annexure "A" to the Independent Auditor's Report
Annexure referred in the Independent Auditor's Report on the Standalone Financial Statements of S A Tech Software India Limited for the year ended 31st March 2026.
(Referred to in paragraph under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the Members of S A Tech Software India Limited *(Formerly known as S A Tech Software India Private Limited)*

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
The Company has maintained proper records showing full particulars of intangible assets including intangible assets under development.
(b) The Company has a regular programme of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
(c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
(d) The Company has not revalued any of its Property, Plant and Equipment (including right of-use assets) and intangible assets or both during the year.
(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a)The Company is primarily engaged in business of IT Staffing, IT Services and information technology enabled services and reseller of Microsoft Licensing, the licences are procured on basis of requirements of the customers, and no stock of license is been done by the company, accordingly physical verification is done on regular intervals and the coverage and procedure of such verification substantiate to the nature of business and there are not reportable discrepancies of more than 10% during the year.
(b) The Company has been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, from banks or financial institutions on the basis of security of current assets and statements filed with bank produced before us for verification are in agreement with books of accounts of the company.

(iii) The Company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:

a. The Company has granted loans to companies during the year. The Company has not provided any guarantee or security to any entity during the year. The aggregate amount granted during the year and the balance outstanding as at the balance sheet date are as follows:

Particulars	Amount during the year (₹ in Lacs)	Balance outstanding as at year end (₹in Lacs)
Inter Corporate Deposits to Duddu Finlease Ltd	Nil	₹ 304.70
Loan to S A Tech Leasing India Private Limited (Wholly Owned Subsidiary)	₹ 46.00	₹ 46.00

b. The Company has made investment in its wholly owned subsidiary, S A Tech Leasing India Private Limited, amounting to ₹ 1 Lacs. In our opinion, the investments made and the terms and conditions of the grant of loans, investments made during the year are prima facie, not prejudicial to the Company's interest.
c. In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally been regular as per stipulation.
d. In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
e. No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
f. 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 during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

(iv) As per the information and explanations given to us and in our opinion the Company has complied with the provisions of Section 185 and Section 186 of the Companies Act, 2013.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public during the year in terms of directives issued by the Reserve Bank of India or the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, the provisions of paragraph 3(v) of the Order are not applicable to the Company.

(vi) The maintenance of cost records has not been specified by the Central Government under subsection (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under paragraph 3 (vi) of the Order is not applicable.

(vii) (a)The Company has generally been regular in depositing undisputed statutory dues, including goods and services tax, provident fund, employees' state insurance, income tax, cess and other material statutory dues applicable to it, to the appropriate authorities. As explained to us, the Company does not have any dues on account of sales tax, service tax, duty of customs, duty of excise and value added tax.

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

(b) The details of statutory dues referred to in sub- paragraph (a) above which have not been deposited with the concerned authorities as on March 31, 2026, on account of dispute are given below:

Name of Statute	Authority	Amount INR in Lacs
Income Tax Act, 1961	Commissioner of Income Tax (Appeals)	452.80

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix)

a. The Company has not defaulted on any loans, or other borrowings or in payment of interest thereon to any lender. Hence reporting under paragraph 3(ix)(a) of the Order is not applicable.
b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
c. The Company has taken term loan during the year and as per the information and explanation given to us and in our opinion term loans applied were utilised for the same purpose for which loans were obtained and reporting under paragraph 3(ix)(c) of the Order is not applicable.
d. According to the information and explanations provided to us and based on the overall examination of Standalone Financial Statements, and further considering the Asset Liability management mechanism of the Company, no funds raised on short-term basis have, prima facie, been used for long-term purposes by the Company.
e. On an overall examination of the Standalone Financial Statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
f. The Company has raised loans during the year, however no loan is raised on pledge of securities held in its subsidiaries companies and hence reporting on clause 3(ix)(f) of the Order is not applicable.

(x)

a. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under paragraph 3(x)(a) of the Order is not applicable.
b. 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 paragraph 3(x)(b) of the Order is not applicable.

(xi)

a. According to the information and explanations provided to us and based on the overall examination of Standalone Financial Statements, no fraud by the Company or no material fraud on the Company has been noticed or reported during the period, other than the instances of fraud noticed and reported by the management to the regulator.
b. To the best of our knowledge, report under sub-section (12) of section 143 of the Companies Act has not been filed by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year.
c. We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.

(xii) The Company is not a Nidhi Company and hence reporting under paragraph 3(xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with section 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements, etc., as required by the applicable accounting standards.

(xiv)

a. In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
b. We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

(xv) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi)

a. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under paragraph 3(xvi)(a), (b) and (c) of the Order is not applicable.
b. During the year, the Company has not conducted any non-banking financial activities or housing financial activities without a valid Certificate of Registration ('CoR') from the RBI as per the RBI Act, 1934.
c. The Company is not a Core Investment Company ('CIC') and hence reporting under paragraph 3(xvi) (c) of the Order is not applicable to the Company.
d. As per the information provided in course of our audit, the Group to which the Company belongs does not have any CIC.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

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

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanations given to us:

a. In respect of other than ongoing projects, there is no unspent amount that would be required to be transferred to a Fund specified in Schedule VII to the Act within a period of six months of the expiry of the financial year in compliance with second proviso to section 135(5) of the said Act. Accordingly reporting under paragraph 3(xx) of the Order is not applicable.
b. There are no unspent amounts with respect to ongoing projects that would be required to be transferred to a special account in compliance of provisions of Section 135(6) of the Act.

(xxi) The reporting under clause 3(xxi) is not applicable in respect of audit of Standalone Financial Statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Katariya & Munot**
Chartered Accountants
ICAI Firm Registration No: 128438W

Sd/-
Poonam Katariya
Partner
Membership No: 119638
UDIN: 26119638GADRQR3938
Place: Pune
Date:15th May 2026

Annexure "B" to the Independent Auditor's Report on the Standalone Financial Statements of S A Tech Software India Limited for the year ended 31st March 2026
(Referred to in paragraph under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the Members of S A Tech Software India Limited *(Formerly known as S A Tech Software India Private Limited)*
Report on the Internal Financial Controls with reference to Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Standalone Financial Statements of **S A Tech Software India Limited** *(Formerly known as S A Tech Software India Private Limited)* ("the Company") as of March 31, 2026 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to Standalone Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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("the Act")

Auditor's Responsibility
Our responsibility is to express an opinion on the company's internal financial controls with reference to Standalone Financial Statements 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 were established and maintained and if such controls operated effectively in all material respects.

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

Meaning of Internal Financial Controls with reference to Standalone Financial Statements
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 Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Standalone Financial Statements includes those policies and procedures that

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

(b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(c) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial Statements.

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

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

For Katariya & Munot
Chartered Accountants
FRN: 128438W
Sd/-
Poonam Katariya
Partner
Membership number: 119638
Place: Pune
Date: 15th May 2026

FINANCIAL STATEMENTS

S A Tech Software India Limited
(Formerly Known as S A Tech Software India Private Limited)
CIN: L72900PN2012FLC145261
Standalone Balance Sheet as on 31st March 2026

Sr. No	Particulars	Notes	31-Mar-26 ₹ in Lacs	*31-Mar-25 ₹ in Lacs*
I.	**EQUITY AND LIABILITIES**			
1	**Shareholder's Funds**			
	(a) Share Capital	3	1305.73	*1305.73*
	(b) Reserves and Surplus	4	2875.27	*2658.53*
	(c) Money received against share warrants		-	-
2	**Share application money pending allotment**		-	-
			4181.00	***3964.26***
3	**Non-Current Liabilities**			
	(a) Long-term borrowings	5	1100.67	*102.02*
	(b) Deferred tax liabilities (Net)		-	-
	(c) Other Long term liabilities	6	25.20	-
	(d) Long-term provisions	7	152.34	*114.78*
			1278.21	***216.81***
4	**Current Liabilities**			
	(a) Short-term borrowings	8	1657.41	*1021.03*
	(b) Trade payables			
	(A) Total outstanding dues of MSME; and	9	13.72	*1.61*
	(B) Total outstanding dues of creditors other than MSME.	9	348.50	*262.52*
	(c) Other current liabilities	10	899.88	*281.86*
	(d) Short-term provisions	11	4.18	*2.99*
			2923.69	***1570.02***
	Total of Equity & Liabilities		**8382.90**	***5751.08***
II.	**Assets**			
1	**Non-current assets**			
	(a) Property, Plant and Equipment and Intangible Assets			
	(i) Property, Plant and Equipment	12	2079.09	383.96
	(ii) Capital work-in-progress		-	-
	(iii) Intangible assets		-	-
	(b) Non-Current Investments	13	305.70	*275.00*
	(c) Deferred tax assets (Net)	14	37.20	*50.89*
	(d) Long Term Loans & Advances		-	-
	(e) Other Non-Current Assets	15	124.54	*89.65*
			2546.53	***799.50***
2	**Current assets**			
	(a) Current investments		-	-
	(b) Inventories		-	-
	(c) Trade receivables	16	2420.00	*2248.45*
	(d) Cash and Cash Equivalants	17	423.91	*236.66*
	(e) Short-term loans and advances	18	694.76	*315.25*
	(f) Other current assets	19	2297.69	*2151.22*
			5836.36	***4951.59***
	Total of Assets		**8382.90**	***5751.08***

The Schedules referred to above and the notes form an integral part of the Balance Sheet

In terms of our report attached
For M/s Katariya & Munot
Chartered Accountants

For and on behalf of the Board of Directors

Sd-
Poonam Katariya
Partner
M.No.119638
Firm Registration No. 128438W

Sd-
Shyam Sharma
Director
DIN: 09434393

Sd-
Priyanka Joshi
Director
DIN: 09302795

Sd-
Manoj Joshi
CEO

Date: 15th May 2026
Place: Pune

Sd-
Arnika Choudhary
Company Secretary

Sd-
Bhavin Goda
CFO

S A Tech Software India Limited
(Formerly Known as S A Tech Software India Private Limited)
CIN: L72900PN2012FLC145261
Standalone Profit & Loss Statement for the year ended 31st March 2026

Sr. No	Particulars	Notes	31-Mar-26 ₹ in Lacs	31-Mar-25 ₹ in Lacs
1	**Income:**			
	Revenue from Operations	20	11215.30	9950.42
	Other Income	21	105.10	84.91
	(A) Total Income		**11320.40**	**10035.33**
2	**Expenses:**			
	Cost of Material Consumed		-	-
	(Increase)/Decrease in Stock of Finished Goods/WIP		-	-
	Employee Benefit Expense	22	7845.94	6362.91
	Financial costs	23	216.24	168.50
	Depreciation and amortization expense	24	167.14	160.44
	Other expenses	25	2775.09	2393.63
	(B) Total Expenses		**11004.42**	**9085.49**
3	**Profit before extraordinary , exceptional items and tax (A-B)**		**315.99**	**949.84**
4	Extraordinary items	26	-	11.76
5	Exceptional items	27	-	(14.32)
6	**Profit before tax (3-4-5)**		**315.99**	**952.40**
7	Tax expense:			
	(i) Current tax		85.56	225.91
	(ii) Deferred tax		13.69	(17.25)
8	**Profit/(Loss) for the period (6-7)**		**216.74**	**743.75**
9	**Earning per equity share:**			
	(1) Basic	32	1.66	6.33
	(2) Diluted	32	1.66	6.33

The Schedules referred to above and the notes form an integral part of the Profit & Loss

In terms of our report attached
For M/s Katariya & Munot
Chartered Accountants

For and on behalf of the Board of Directors

Sd-
Poonam Katariya
Partner
M.No.119638
Firm Registration No. 128438W

Sd-
Shyam Sharma
Director
DIN: 09434393

Sd-
Priyanka Joshi
Director
DIN: 09302795

Sd-
Manoj Joshi
CEO

Date: 15th May 2026
Place: Pune

Sd-
Arnika Choudhary
Company Secretary

Sd-
Bhavin Goda
CFO

S A Tech Software India Limited
(Formerly Known as S A Tech Software India Private Limited)
CIN: L72900PN2012FLC145261
Standalone Cash Flow Statement for the period ended 31st March 2026

Sr. No.	Particulars	31-Mar-26 ₹ in Lacs	*31-Mar-25 ₹ in Lacs*
A.	**Cash flow from operating activities**		
	Net profit / (loss) for the Period	**216.74**	***743.75***
	Adjusted for		
	Depreciation, amortisation and impairment	167.14	*160.44*
	(Profit)/Loss on Sale of Asset	-	*(14.32)*
	Tax Expense for the year	99.25	*208.65*
	Operating profit before working capital changes	**483.13**	***1098.52***
	Changes in		
	(Increase)/decrease in Trade Receivables	(171.55)	*(672.85)*
	(Increase)/decrease in Loans and advances	(379.51)	*(29.42)*
	(Increase)/decrease in Current Assets	(146.47)	*(1229.08)*
	Increase/(decrease) in Current liabilities & provisions	1353.67	*177.45*
	Increase/(decrease) in Long-term borrowings and Long term provisions	62.76	*19.59*
	Increase/(decrease) in Long term Loans & Advances & provisions	(34.89)	*(426.19)*
	Cash generated from operations	1167.13	*(1061.97)*
	Less: Income Tax Paid (Net of Refunds)	(85.56)	*(225.91)*
	NET CASH FROM OPERATING ACTIVITIES	**1081.57**	**(1287.88)**
B.	**Cash flow from investing activities**		
	Decrease/(Increase) Property, Plant and Equipments	(1862.27)	*(158.66)*
	Decrease/(Increase) Investments	(30.70)	*209.36*
	Profit on Sale Proceed		*14.32*
	NET CASH USED IN INVESTING ACTIVITIES	**(1892.97)**	***65.03***
C.	**Cash flow from financing activities**		
	Proceeds from Loans (Secured & Unsecured)	998.64	*(734.31)*
	Issue of shares at premium	-	*1911.00*
	Share application Money	-	*390.00*
	IPO Cost	-	*(202.53)*
	NET CASH FROM FINANCING ACTIVITIES	**998.64**	***1364.16***
	Net increase/(decrease) in cash and cash equivalents (A+B+C)	**187.24**	***141.30***
	Opening Balance of Cash or Cash equivalent	**236.66**	***95.36***
	Cash and cash equivalents at the end of the period (Refer Notes 15)	**423.91**	***236.66***

The Schedules referred to above and the notes form an integral part of the Cash Flow Statement

In terms of our report attached
For M/s Katariya & Munot
Chartered Accountants

For and on behalf of the Board of Directors

Sd-
Poonam Katariya
Partner
M.No.119638
Firm Registration No. 128438W
Date: 15th May 2026
Place: Pune

Sd-	**Sd-**	**Sd-**
Shyam Sharma	**Priyanka Joshi**	**Manoj Joshi**
Director	**Director**	**CEO**
DIN: 09434393	**DIN: 09302795**	
Sd-		**Sd-**
Arnika Choudhary		**Bhavin Goda**
Company Secretary		**CFO**

Notes to the Standalone Financial Statements

1 **General Information :**
S A Tech Software India Limited is engaged in business of IT Staffing, IT Services and information technology enabled services. The Company has its development centre at Pune, Banglore, Patna.

2 **Summary of Significant Accounting Policies :**

2.1 **Basis of preparation of Standalone financial statements –**
These Standalone Financial Statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (‘Accounting Standards (AS)’) to comply with the Accounting Standards specified under Section 133 of the Act read with the Companies (Accounts) Rules, 2014 as amended (”Accounting Standards”) and other accounting principles generally accepted in India, and the relevant provisions of the Companies Act, 2013. Further the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also considered wherever applicable. The Company maintain its accounts on accrual basis following the historical cost convention.
The preparation of Standalone Financial Statements in conformity with Accounting Standards requires management of the Company to make estimates and assumptions that affect the income and expense reported for the period and assets and liabilities reported as of the date of the Standalone financial statements. Examples of such estimates include the useful lives of the fixed assets, provision for doubtful debts, future obligations in respect of retirement benefit plans, etc. Actual results could vary from these estimates.
Presentation of Standalone Financial Statements:
The balance sheet and the statement of profit and loss are prepared and presented in the format prescribed in the schedule III to the Companies Act, 2013.
The cash flow statement has been prepared and presented as per the requirements of Accounting Standard (AS) 3 “Cash Flow Statements”. The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss,as prescribed in the Schedule III to the Act, are presented byway of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards.

2.2 **Property, Plant and Equipment**
Assets are stated at cost of acquisition (net of Cenvat and GST Credit availed) less accumulated depreciation and impairment loss if any,
Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.
Gains and Losses arising from disposal of the fixed assets which are carried at cost are recognised in the Statement of Profit & Loss.
Individual assets valuing for less than Rs.5,000/- are entirely depreciated in the year of acquisition.

2.3 **Intangible Assets**
Intangible Assets like computer software are stated at cost less accumulated depreciation, amortization and impairment.

2.4 **Depreciation -**
Depreciation on Fixed Assets is provided on Written Down Value Basis over the useful life of assets estimated by Management. Individual low cost assets acquired for less than Rs.5,000/- are entirely depreciated in the year of acquisition. Intangible assets are amortized over their respective individual estimated lives on Written Down Value Basis, commencing from the date the asset is available to the Company for its use.

2.5 **Revenue Recognition -**
Revenue from software development, IT staffing and support services comprises of income from time and material and fixed price contracts. Revenue with respect to time and material contracts is recognized as and when related services are performed. Revenue from fixed price contract is recognized in accordance with the percentage of completion method. Revenue is recognised 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. 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.

2.6 **Foreign Currency Transactions -**
Recording:-
Transactions in foreign currency are recorded at original rates of exchanges in force at the time when the transactions are effected.
Realization / Payment:-
Exchange differences arising on realization / payment of foreign exchange during the year are accounted in the relevant year as income or expense.

2.7 **Leases -**
Where the Company is the Lessee: Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss Account on a straight-line basis over the lease term.

2.8 **Related Party Transactions -**
Related parties under the Accounting Standard 18 issued by Ministry of Corporate Affairs have been identified on the basis of representations made by key managerial personnel and Information available with the Company.

2.9 **Earnings per share -**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividedns and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period for all periods presented is adjusted for events, such as bonus shares, other than conversion of potential eauity shares, that have changed the number of equity shares outstanding, without corresponding change in the resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.10 **Provisions, Contingent Liabilities and Contingent Assets -**

Provisions are recognized when the Company has a present obligation arising from past events, it is probable that an outflow of economic resources will be required to settle the obligation, and a reliable estimate can be made of the amount. Provisions are measured at the best estimate of the expenditure required to settle the obligation at the reporting date. Contingent liabilities are disclosed when there is a possible obligation or a present obligation for which the likelihood of outflow of resources is not probable or the amount cannot be reliably estimated. Contingent liabilities are not recognized in the financial statements.

Contingent assets are not recognized in the financial statements. However, they are disclosed when the inflow of economic benefits is probable.

2.11 **Cash and Cash Equivalents -**

In the cash flow statement, cash and cash equivalents includes cash in hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less.

2.12 **Taxes on Income -**

Income-tax comprises of current tax and deferred tax (reflecting the tax effects of timing differences between accounting income and taxable income for the period). Deferred tax assets are recognised only to the extent there is reasonable certainty that they will be realised in future; however, where there is unabsorbed depreciation and carry forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written-up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

2.13 **Employee Benefits**

Employee Benefits such as Salaries, allowances, non monetary benefits are debited to Profit and Loss account.

Provident fund: The eligible employees of the Company are entitled to receive the benefits of Provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently at 12% of the basic salary) which are charged to the Statement of Profit and Loss on accrual basis. The provident fund contributions are paid to the Regional Provident Fund Commissioner by the Company.

Gratuity Provision: The Gratuity Benefits are classified as Post Retirement Benefits as per AS 15(Revised 2005) and the accounting policy is outlined as follows:

Actuarial gains and losses arise due to difference in the actual experience and the assumed parameters and also due to changes in the assumptions used for valuation.The Company recognizes these actuarial gains and losses immediately in the statement of profit and loss as income or expense.

When the benefits of the plan are changed, or when a plan is curtailed or settlement occurs, the portion of the changed benefit related to past service by employees, or the gain or loss on curtailment or settlement, is recognized immediately in the profit or loss account when the plan amendment or when a curtailment or settlement occurs.

2.14 **Cash flow statement**

Cash flow statement is prepared segregating the cash flows from operating, investing and financing activities. Cash flow from operating activities is reported using indirect method.

Under the indirect method, the net profit is adjusted for the effects of:

i. transactions of a non-cash nature

ii. any deferrals or accruals of past or future operating cash receipts or payments and

iii. items of income or expense associated with investing or financing cash flows.

Cash and cash equivalents (including bank balances) are reflected as such in the cash flow statement.

2.15 IPO Issue Expenses: Expenses incurred during the Initial Public Offer, issue of Bonus Shares are amortised over 5 years. Other issue expenses are charged to the securities premium account.

2.16 **Amalgamation -**

Amalgamation in the nature of purchase are accounted for using the Purchase Method in accordance with Accounting Standard (AS) 14 – Accounting for Amalgamations. Under this method, the assets and liabilities of the transferor company are recorded at their respective values as approved under the scheme of amalgamation.

S A Tech Software India Limited

(Formerly Known as S A Tech Software India Private Limited)

CIN: L72900PN2012FLC145261

Notes to the Standalone financial statements

3	Share Capital	31-Mar-26 ₹ in Lacs	31-Mar-25 ₹ in Lacs
	Authorised Share Capital		
	1,50,00,000 Equity Shares of Rs. 10 each	1500.00	*1500.00*
	(Previous Year- 1,40,00,000 Equity Shares of Rs. 10 each)		
	Issued		
	1,30,57,281 Equity Shares of Rs. 10 each fully paid	1305.73	*1305.73*
	(Previous Year - 1,30,57,281 Equity Shares of Rs. 10 each fully paid)		
	Subscribed & Paid up Share Capital		
	1,30,57,281 Equity Shares of Rs. 10 each fully paid	1305.73	*1305.73*
	(Previous Year - 1,30,57,281 Equity Shares of Rs. 10 each fully paid)		
	Total	**1305.73**	***1305.73***

3a	Reconciliation of Number of Shares	31-Mar-26		31-Mar-25	
	Equity Shares	No. of Shares	Amount ₹ in Lacs	No. of Shares	*Amount ₹ in Lacs*
	Balance at the beginning of the year	130.57	1305.73	91.57	*91,572.81*
	Add: Initial Public Offer Issue of Shares	-	-	39.00	*39,000.00*
	Balance at the end of the year	**130.57**	**1305.73**	**130.57**	***13,05,72,810***

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

Note:-

1) As per Board meeting held on 13th October 2023, Rights granted for 14,333 equity share of Rs.10/- each at premium of Rs.390/- (i.e.issued price 400/-) per share in the ratio of 1:30 to the existing members of company in the the proportion of their shareholding as on record date. Out of 14,333 rights 6250 rights are exercised by members and 6250 equity shares of Rs.10/- each are alloted at premium of Rs.390/- per share and having equal rights with existing shares of the company via board resolution passed on 23rd of October 2024 .

2) As per EGM held on 7th December 2023, Company has approved and alloted Bonus shares for 87,21,220 equity shares of Rs.10/- each in the ratio of 20:1 (i.e. 20 fully paid Equity shares issued for 1 fully paid equity share held). Such equity shares have same rights of voting as the existing equity shares and to be treated as equally pari passue with existing equity shares of the company.

3) The company has issued 39,00,000 equity shares of Rs. 10 each against the Initial Public Offer on 2nd August 2024 at Rs. 59 per equity share of Rs. 10 each.

3b	Details of shares held by shareholders holding more than 5% of the aggregate shares in company	31-Mar-26 ₹ in Lacs	31-Mar-25 ₹ in Lacs
	Equity Shares		
	SA Technologies Inc. (USA)	716.85	*716.85*
	(71,68,476 Equity Shares of Rs. 10 each fully paid)		
	Mindpool Technologies Limited	176.72	*176.72*
	(17,67,150 Equity Shares of Rs. 10 each fully paid)		

3c	Details of shares held by promoters at the end of the year	% of total Shares	% Change During Year	31-Mar-26 ₹ in Lacs	31-Mar-25 ₹ in Lacs
	Name				
	SA Technologies Inc. (USA)	54.90%	-	716.85	*716.85*
	Mindpool Technologies Limited	13.53%	-	176.72	*176.72*

4	Reserves and Surplus	31-Mar-26 ₹ in Lacs	31-Mar-25 ₹ in Lacs
	Securities Premium Account		
	Balance at the beginning of the year	1708.47	-
	Add: Additions During Year	-	*1911.00*
	Less: Utilised for IPO Expenses	-	*202.53*
	Balance at the end of the year	***1708.47***	**1708.47**
	Profit & Loss Account		
	Balance at the beginning of the year	950.06	*206.32*
	Add: Surplus for the period	216.74	*743.75*
	Balance at the end of the year	**1166.80**	***950.06***
	Total	**2875.27**	***2658.53***

Issue Expenses amounting to INR 202.53 Lacs incurred in relation to IPO for fresh issue of shares to general public have been charged off against Securirties Premium account in accordance with the provisions of Section 52 of Companies Act, 2013.

End Use	31-Mar-25 ₹ in Lacs
Listing Fees-NSE	0.50
Underwriting Fees	115.05
Other	86.98
Total	**202.53**

5	Long Term Borrowings	31-Mar-26 ₹ in Lacs	31-Mar-25 ₹ in Lacs
	Secured Loans		
	Federal Car Loan	86.00	*102.02*
	(Exclusive Charge on Vehicle, Co-borrowed by Mr.Bhavin Goda, Repayble in equated monthly installment of Rs. 2.22 Lacs, Last Installment is due Jun-31)		
	RBL Bank Loan A/c-Furniture 1	83.30	-
	(Exclusive Charge on Furniture, Repayble in equated monthly installment of USD. 974.66, Last Installment is due on 31st July 2035. The loan is secured by personal guarantees of Bhavin Dinesh Goda & Ritesh Ramavtar Sharma.)		
	RBL Bank Loan A/c-Furniture 2	126.46	-
	(Exclusive Charge on Furniture, Repayble in equated monthly installment of USD. 1,445.09, Last Installment is due on 31st August 2035. The loan is secured by personal guarantees of Bhavin Dinesh Goda and Ritesh Ramavtar Sharma.)		
	RBL Bank Loan A/c-Office	804.90	-
	(Exclusive Charge on Office, Repayble in equated monthly installment of USD. 10,016.03, Last Installment is due on 30th June 2035. The loan is secured by personal guarantees of Bhavin Dinesh Goda and Ritesh Ramavtar Sharma.)		
	Total	**1100.67**	***102.02***

6 **Other Long Term Liabilities**

	31-Mar-26 ₹ in Lacs	*31-Mar-25 ₹ in Lacs*
Rent Deposit Payable	25.20	-
Total	**25,20,000.00**	**-**

7 **Long Term Provisions**

	31-Mar-26 ₹ in Lacs	*31-Mar-25 ₹ in Lacs*
Provision for Gratuity	152.34	*114.78*
Total	**152.34**	***114.78***

8 **Short Term Borrowings**

	31-Mar-26 ₹ in Lacs	*31-Mar-25 ₹ in Lacs*
Secured Loans		
Federal Bank Bill Discounting Loan	0.00	*720.40*
(The above loan is against exclusive Charge on Book Debts, Fixed Deposit and D-6030, Solitaire Business Hub, Viman Nagar Pune)		
Federal Bank Cash Credit	-	*231.10*
(The above loan is against exclusive Charge on Book Debts, Fixed Deposit and D-6030, Solitaire Business Hub, Viman Nagar Pune)		
RBL Bank Cash Credit	503.75	-
(The above loan is secured by exclusive charge over the Company's book debts, fixed deposits and immovable property being Office No. 101, Polo Roche Business Avenue, Viman Nagar, Pune.)		
RBL Bank Bill Discounting Loan	953.73	-
(The above loan is secured by exclusive charge over the Company's book debts, fixed deposits and immovable property being Office No. 101, Polo Roche Business Avenue, Viman Nagar, Pune.)		
Unsecured Loans		
Loan From GetVantage	32.75	*43.12*
Current Maturities of Non Current Borrowings	-	
(**For all disclosures for loans refer Note 5)		
Federal Bank Office Loan	0.00	*0.00*
Federal Car Loan	25.93	*26.40*
RBL Bank Loan A/c-Furniture 1	11.07	-
RBL Bank Loan A/c-Furniture 2	16.41	-
RBL Bank Loan A/c-Office	113.77	-
Total	**1657.41**	***1021.03***

9 **Trade Payables**

	31-Mar-26 ₹ in Lacs	*31-Mar-25 ₹ in Lacs*
a. Payable to Micro Enterprises and Small Enterprises	13.72	*1.61*
b. Payable to Non Micro Enterprises and Small Enterprises	348.50	*262.52*
Total	**362.22**	***264.13***

9a **Trade Payables Ageing Schedule**

Particulars	**Outstanding for following periods from due date of payment**				
	Less than 1 year	1-2 years	2-3 years	Above 3 Years	Total
As at 31st March, 2026					
i) MSME	13.72	-	-	-	13.72
ii) Others	328.69	1.29	0.02	0.01	330.00
iii) Disputed Dues - MSME	- -	-	-		-
iv) Disputed Dues - Others	-	-	18.50	-	18.50
Total	342.40	1.29	18.52	0.01	362.22

Note- Amount payable Rs.18,49,992/- is outstanding to Aptech Ltd is payable after the judicial outcome of the Arbitration Proceedings filed by the company such terms as per order by Hon'ble Arbitral tribunal (aggregate amount of Settlement is Rs.75 Lakhs)

9b ***Trade Payables Ageing Schedule***

Particulars	***Outstanding for following periods from due date of payment***				
	Less than 1 year	*1-2 years*	*2-3 years*	*Above 3 Years*	*Total*
As at 31st March, 2025					
i) MSME	*0.39*	*1.22*	-	-	*1.61*
ii) Others	*237.02*	*4.74*	*1.96*	*0.30*	*244.02*
iii) Disputed Dues - MSME	-	-	-	-	-
iv) Disputed Dues - Others	-	*18.50*	-	-	*18.50*
Total	*237.41*	*24.46*	*1.96*	*0.30*	*264.13*

Note- Amount payable Rs.18,49,992/- is outstanding to Aptech Ltd is payable after the judicial outcome of the Arbitration Proceedings filed by the company such terms as per order by Hon'ble Arbitral tribunal (aggregate amount of Settlement is Rs.75 Lakhs)

10	**Other Current Liabilities**	**31-Mar-26**	***31-Mar-25***
		₹ in Lacs	*₹ in Lacs*
	TDS Payable	73.82	*73.85*
	Profession Tax Payable	1.07	*0.02*
	MSME Interest Payable	3.07	*2.30*
	GST Payble	24.45	*10.83*
	ESIC Payable	0.08	*0.04*
	Provident Fund Payable	21.43	*15.68*
	Provision for Salary	692.66	*97.36*
	Poloroche Corpus Fund Payable	11.00	-
	HDFC Bank Credit Card	43.70	*43.95*
	Provision for Audit Fees	6.75	*4.95*
	Provision for Interest	21.66	*31.09*
	Provision for Expenses	0.20	*1.80*
	Total	**899.88**	***281.86***

11	**Short Term Provisions**	**31-Mar-26**	***31-Mar-25***
		₹ in Lacs	*₹ in Lacs*
	Provision for Gratuity	4.18	*2.99*
	Total	**4.18**	***2.99***

13	**Non Current Investments**	**31-Mar-26**	***31-Mar-25***
		₹ in Lacs	*₹ in Lacs*
	Investment In Subsidiary (Equity)		
	-Quoted	-	-
	-Unquoted	1.00	-
	Investment in WOS: S A Tech Leasing India Private Limited-10,000 Equity Shares of 10 each fully paid up		
	Fixed Deposit with NBFC	304.70	*275.00*
	Total	**305.70**	***275.00***

14	**Deferred Tax Asset**	**31-Mar-26**	***31-Mar-25***
		₹ in Lacs	*₹ in Lacs*
	Depreciation	(2.19)	*21.25*
	Other Timing Difference	39.40	*29.64*
	Total	**37.20**	***50.89***

15	**Other Non Current Assets**	**31-Mar-26**	***31-Mar-25***
		₹ in Lacs	*₹ in Lacs*
	Rent Deposit	124.54	*89.65*
	Total	**124.54**	***89.65***

16	**Trade Receivables**	**31-Mar-26**	***31-Mar-25***
		₹ in Lacs	*₹ in Lacs*
	Sundry Debtors - Export	911.34	*1414.50*
	Sundry Debtors - Domestic	1508.66	*833.95*
	Total	**2420.00**	***2248.45***

16a	**Trade Receivable Ageing Schedule**	**Outstanding for following periods from due date of payment**				
	Particulars	Less than 6 months	6 months to 1 year	1-3 Years	Above 3 Years	*Total*
	As at 31st March,2026					
	i) Undisputed Trade receivables – considered good	17,63,31,148	8.65	462.50	185.54	2420.00
	ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
	iii)Undisputed Trade Receivables- credit impaired	-	-	-	-	-
	iv) Disputed Trade Receivables - considered good	-	-	-	-	-
	v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-
	vi) Disputed Trade Receivables- credit impaired	-	-	-	-	-
	Total	1763.31	8.65	462.50	185.54	2420.00
	Trade Receivables of Related Parties Aging out above	***1.89***	**-**	***454.41***	***111.07***	***567.37***

16b	**Trade Receivable Ageing Schedule**	**Outstanding for following periods from due date of payment**				
	Particulars	Less than 6 months	6 months to 1 year	1-3 Years	Above 3 Years	*Total*
	As at 31st March,2025					
	i) Undisputed Trade receivables – considered good	*1548.82*	*151.40*	*546.77*	*1.46*	*2248.45*
	ii) Undisputed Trade Receivables – which have significant increase in credit risk		-	-	-	-
	iii)Undisputed Trade Receivables- credit impaired					
	iv) Disputed Trade Receivables - considered good		-	-	-	-
	v) Disputed Trade Receivables - which have significant increase in credit risk		-	-	-	-
	vi) Disputed Trade Receivables- credit impaired					
	Total	*1548.82*	*151.40*	*546.77*	*1.46*	*2248.45*
	Trade Receivables of Related Parties Aging out above	-	***454.41***	***111.07***	-	***565.48***

17 **Cash and Cash Equivalents**

	31-Mar-26 ₹ in Lacs	31-Mar-25 ₹ in Lacs
Cash in hand	-	-
Bank Balances- In Current Accounts, Deposits & Other Accounts	-	
- With Scheduled Bank	361.45	34.20
Fixed Deposits		
- With Scheduled Bank	62.45	202.46
Sub Total	**423.91**	**236.66**
Total	**423.91**	**236.66**

18 **Short Term Loans and Advances**

	31-Mar-26 ₹ in Lacs	31-Mar-25 ₹ in Lacs
Advances to Employees	32.41	37.61
Prepaid Expenses	32.91	35.85
Other Advances	58.52	57.95
Income Tax Refund Receivable	269.49	161.84
TDS Receivable	255.44	22.00
Loan to Wholly Owned Subsidiary	46.00	-
Total	**694.76**	**315.25**

During the year, the Company has granted loan(s) to its wholly owned subsidiary in the ordinary course of business for a period of 1 year carrying interest at the rate of 9% per annum.

19 **Other Current Assets**

		31-Mar-26 ₹ in Lacs	31-Mar-25 ₹ in Lacs
EMD Deposit		5.37	2.21
Flat at Mumbai Receivable		-	350.00
Interest Receivable		1.16	15.46
Billing in Progress (Unbilled revenue)	Refer Note 19a	2291.16	1783.56
Total		**2297.69**	**2151.22**

19a **Billing In Progress (Unbilled Revenue)**

	31-Mar-26 ₹ in Lacs	31-Mar-25 ₹ in Lacs
Opening Balance	1783.56	913.14
Billed During the Year	785.76	663.36
Unbilled & Addition During Year	1293.36	1533.78
Total	**2291.16**	**1783.56**

19b **Billing In Progress (Unbilled Revenue) Ageing Schedule**

Particulars	Less than 6 months	6 months to 1 year	1-3 Years	Above 3 Years	Total
As at 31st March,2026					
Billing In Progress (Unbilled Revenue)	1290.92	750.23	250.00	-	**2291.16**
Total	**1290.92**	**750.23**	**250.00**	-	**2291.16**
Out of above with Related Party-Holding Company	-	**700.23**	-	-	**700.23**
Billing In Progress with Unrelated Parties	**1290.92**	**50.00**	**250.00**	-	**1590.92**

Particulars	*Less than 6 months*	*6 months to 1 year*	*1-3 Years*	*Above 3 Years*	*Total*
As at 31st March,2025					
Billing In Progress (Unbilled Revenue)	*1533.56*	*250.00*	-	-	***1783.56***
Total	***1533.56***	***250.00***	-	-	***1783.56***
Out of above with Related Party-Holding Compan	***700.23***				***700.23***
Billing In Progress with Unrelated Parties	***833.33***	***250.00***			***1083.33***

20 **Revenue From Operations**

	31-Mar-26 ₹ in Lacs	31-Mar-25 ₹ in Lacs
Sale of Services		
Services - Export	4871.63	4612.50
Services - Domestic	6343.67	5337.92
Total	**11215.30**	**9950.42**

21 **Other Income**

	31-Mar-26 ₹ in Lacs	31-Mar-25 ₹ in Lacs
Interest Income	39.83	27.36
Other Income	-	11.88
Rental Income	65.27	44.06
MSME Interest Received	-	1.61
Total	**105.10**	**84.91**

22 **Employee Benefits Expenses**

	31-Mar-26 ₹ in Lacs	31-Mar-25 ₹ in Lacs
Salaries & Incentives	7556.39	6016.74
Intern Stipend Expenses	2.01	0.78
Labour Welfare Expenses	0.30	0.16
Recruitment Expenses	76.37	168.03
Employers Contribution to Provident Fund	115.74	95.77
Gratuity	38.74	32.09
Staff Welfare Expenses	55.72	48.99
ESIC Employer Contribution	0.65	0.33
Total	**7845.94**	**6362.91**

23 **Financial Costs**

	31-Mar-26 ₹ in Lacs	*31-Mar-25* *₹ in Lacs*
Interest on Bank Loan/Overdraft	210.34	*147.00*
Bank Charges And Commissions	5.13	*20.90*
MSME Interest Expenses	0.77	*0.60*
Total	**216.24**	***168.50***

24 **Depreciation & Amortization Expense**

	31-Mar-26 ₹ in Lacs	*31-Mar-25* *₹ in Lacs*
Depreciation on Tangible Assets	167.14	*160.25*
Amortisation of Intangible Assets	-	*0.19*
Total	**167.14**	***160.44***

25 **Other Expenses**

	31-Mar-26 ₹ in Lacs	*31-Mar-25* *₹ in Lacs*
Advertisement Expenses	43.08	*17.89*
Audit Fees	7.50	*6.92*
Bad Debt	0.47	-
Brokerage/Commission Expenses	-	*1.44*
Car Rent Expense	7.14	*2.27*
Computer Software and Internet Expenses	67.42	*35.78*
Courier Expenses	1.00	*3.80*
CSR & Donation	12.40	*5.27*
Dues and Subscriptions	25.95	*4.80*
Electricity Expenses	8.48	*5.88*
Foreign Exchange Currency Loss	(41.95)	*39.79*
Hotel and Food Expenses	10.08	*21.91*
Insurance Expenses	38.61	*22.08*
Interest and Penalty for GST	1.01	*2.25*
Interest and Penalty for TDS	0.62	*7.44*
Legal & Professional Fees	346.74	*593.91*
Office Expenses	9.44	*49.42*
Office Maintainance	22.45	*1.26*
Printing and Stationery	6.12	*4.83*
Rate and Tax Paid	(0.40)	*0.64*
Rent	192.93	*171.79*
Rent Charges of Laptop	136.88	*4.11*
Subcontracting Manpower Expenses	1649.38	*1323.13*
Telephone Expenses	0.88	*2.21*
Travelling Expenses	228.87	*64.82*
Total	**2775.09**	***2393.63***

26 **Prior Period Expenses**

	31-Mar-26 ₹ in Lacs	*31-Mar-25* *₹ in Lacs*
Prior Period Interest on TDS	-	*11.76*
Total	**-**	***11.76***

27 **Exceptional Item**

	31-Mar-26 ₹ in Lacs	*31-Mar-25* *₹ in Lacs*
Profit on sale of Assets	-	*(14.32)*
Total	**-**	***(14.32)***

28 **Earnings & Expenditure in Foreign Currency**

	31-Mar-26 ₹ in Lacs	*31-Mar-25* *₹ in Lacs*
Revenue from Exports	4871.63	*4612.50*
Expenditure in Foreign Currency	21.00	*3.58*

29 **Remuneration to Auditors**

	31-Mar-26 ₹ in Lacs	*31-Mar-25* *₹ in Lacs*
Audit Fees including Tax Audit Fees	7.50	*5.50*

30 **Related Party Disclosures**

30a Names of the related parties and Nature of relationship

i **Holding Company**	S A Technologies Inc. (USA)
ii **Director/Key Management Personnel**	Mr. Bhavin Goda-Chief Financial Officer
	Mr. Manoj Joshi-Chief Executive Officer
	Mr. Shyam Bihari Sharma (Appointed as Additional Director w.e.f. 1st October 2024)
	Mrs. Priyanka Joshi (Appointed as Director w.e.f 1st November 2021)
	Mrs. Sarika Sharma (Appointed as Director w.e.f. 1st October 2023 and Cessation Date 3rd September 2025)
	Mr. Kaustubh Karwe (Appointed as Independent Director w.e.f. 9th November 2023)
	Mr. Aditya Joshi (Appointed as Director w.e.f. 5th June 2025 and Cessation Date 31st October 2025)
	Mr. Mayur Chokshi (Appointed as Independent Director w.e.f. 10th September 2025)
	Mrs. Arnika Choudhary (Appointed as Company Secretary w.e.f. 9th November 2023)
iii **Relatives of Directors/Key Management Personnel**	Mrs. Bhavika Goda-Spouse of CFO
	Mrs. Sheela Sharma-Spouse of Director

iv **Associate Company**	Opalforce Software India Limited	
	Opalforce Inc (USA)	
	Mindpool Technologies Limited	
v **Wholly Owned Subsidiary Company**	S A Tech Leasing India Private Limited	
	S A Tech Software INC, USA	

30b **Remuneration**	31-Mar-26	*31-Mar-25*
	₹ in Lacs	*₹ in Lacs*
Key Management Personnel and Relatives		
i) **Salaries & Incentive**		
Mr. Manoj Joshi-CEO	11.77	*11.77*
Mr. Bhavin Goda-CFO	23.65	*23.65*
Mrs. Bhavika Goda-Spouse of CFO	23.65	*23.65*
Mrs. Sheela Sharma-Spouse of Director	4.80	*4.80*
Mrs. Poonam Sharma-Director of Associate Company	-	*12.75*
ii) **Sale of Assets**		
Mr. Bhavin Goda	-	*2.80*

30c **Transactions/Balances**	31-Mar-26	*31-Mar-25*
	₹ in Lacs	*₹ in Lacs*
i) **Holding Company**		
S A Technologies Inc.		
- Sales Services Export	-	*150.06*
- Trade Receivables	565.68	*586.45*
- Work In Progress (Billing in Progress)	700.23	*700.23*
ii) **Associate Company**		
Mindpool Technologies Limited		
- Interest Paid	-	*9.71*
- Sales	19.88	*10.03*
- Services Received	698.91	*212.81*
- Trade Receivables	0.39	*-*
- Trade Payable	-	*77.74*
Opalforce Software India Limited		
-Sale of Assets	-	*19.99*
-Services Received	231.05	*1019.32*
-Trade Payables	-	*29.46*
iii) **Wholly Owned Subsidiary Company**		
S A Tech Leasing India Private Limited		
- Loan Given	46.00	-
- Interest Receivable	1.16	-
- Sales	1.50	-
- Trade Receivables	1.50	-
- Purchase	2.26	-
- Trade Payable	-	-

During Financial Year 2024-25, the company has not obtained permission from equity shareholders in relation to the approval required under section 188 of Companies Act, 2013 on

31 **Earnings Per Share**	**31-Mar-26**	***31-Mar-25***
	₹ in Lacs	*₹ in Lacs*
Net profit as per Statement of Profit and Loss attributable to Equity Shareholders	216.74	*743.75*
Total number of equity shares	1,30,57,281	*1,30,57,281*
Weighted average number of equity shares	1,30,57,281	*1,17,57,281*
Basic and diluted earnings per share in ₹	1.66	*6.33*

32 **Leases Disclosure as per AS 19**	**31-Mar-26**	***31-Mar-25***
	₹ in Lacs	*₹ in Lacs*
Lease payments for the year	356.79	*171.79*
Lease payments for the Lock In Period of 1 year	273.51	*194.41*
Lease payments for the Lock In Period of 1-5 years	98.60	*550.44*
Sub-Lease payments received for the year	44.12	*19.56*

33 **Defined Benefit Plan**

The defined plan comprises of gratuity. The company provides for its liability towards gratuity as per acturial valuation. The present value of accrued gratuity is provided in the books of accounts. The liability of Gratuity is not funded by the company.

33a Reconciliation of Present Value of Defined Benefit Obligation (DBO)	31-Mar-26 ₹ in Lacs	31-Mar-25 ₹ in Lacs
Opening defined benefit obligation	117.77	95.41
Transfer in/(out) obligation	-	-
Current service Cost	75.30	65.51
Past Service Cost	-	-
Interest Cost	7.94	6.78
Acturial (gain)/ loss	(44.50)	(40.20)
Loss/ (gain) on curtailments	-	-
Liabilities extinguished on settlements	-	-
Liabilities assumed in an amalgamation in the nature of purchase	-	-
Exchange differences on foreign plans	-	-
Benefits paid	-	(9.73)
Closing defined benefit obligation	**156.52**	**117.77**

33b Reconciliation of Plan Assets	31-Mar-26	31-Mar-25
Particulars	₹ in Lacs	₹ in Lacs
Opening value of Plan Assets	-	-
Transfer in/(out) of plan assets	-	-
Expenses deducted from the fund	-	-
Expected return	-	-
Acturial gain/(loss)	-	-
Assets distributed on settlements	-	-
Contribution by employer	-	-
Assets acquired in an amalgamation in the nature of purchase	-	-
Exchange differences on foreign plans	-	-
Benefits paid	-	-
Closing value of plan assets	-	-

33c Reconciliation of Net Defined Benefit Liability	31-Mar-26 ₹ in Lacs	31-Mar-25 ₹ in Lacs
Net Opening provision in books of accounts	117.77	95.41
Transfer in/(out) obligation	-	-
Transfer in/(out) of plan assets	-	-
Employee benefit Expenses	38.74	32.09
Total	**156.52**	**127.50**
Benefit paid by the company	-	(9.73)
Contributions to plan assets	-	-
Closing provision in books of accounts	**156.52**	**117.77**

33d Experience Adjustment	31-Mar-26	31-Mar-25
Particulars	₹ in Lacs	₹ in Lacs
Defined Benefit Obligation	156.52	117.77
Plan Assest	-	-
Surplus/(Deficit)	**(156.52)**	**(117.77)**
Experience adjustment on plan liabilities & assets	(33.49)	(45.66)
Acturial loss/(gain) due to changes in financial assumptions & demographic assumptions	(11.01)	5.46
Net acturial loss/ (gain) for the year	**(44.50)**	**(40.20)**

33e Principle of Acturial Assumptions	31-Mar-26	31-Mar-25
Particulars	₹ in Lacs	₹ in Lacs
Discount rate	7.40% p.a	6.83% p.a
Expected return on Plan Assets	Not Applicable	Not Applicable
Salary Growth Rate	8.00% p.a.	8.00% p.a.
Withdrawal Rates (at younger ages reducing to 2.00% p.a. older ages)	10.00% p.a.	10.00% p.a.

34 Remuneration of Directors and Key Managerial Personnel under Section 197 of Companies Act, 2013

Particulars of Remuneration	31-Mar-26 ₹ in Lacs	31-Mar-25 ₹ in Lacs
1 Gross Salary	-	-
(a) Salary as per provisions of Section 17(1) of the Income-tax Act, 1961	-	-
(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-
(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-
2 Commission as % of profit	-	-
3 Others, Allowances	-	-
Total (A)		-

35 Segment Reporting

In accordance with the requirements of Accounting Standard 17 "Segment Reporting", the Company is mainly engaged in the business of "IT Consulting, Global Capability Center services" and all other activities of the company revolve around the main business and as such, there are no separate reportable segments that require reporting under Accounting Standard 17 – Segment Reporting.

Particulars	IT Consulting	Global Capability Centre	Total
		31-Mar-26 ₹ in Lacs	
SEGMENT REVENUE			
Domestic Revenue	567,237,896	-	*567,237,896*
Export Revenue	78,212,430	408,950,504	*487,162,934*
Other/Common	67,129,409	-	*67,129,409*
Total (A)	**712,579,735**	**408,950,504**	***1,121,530,239***
Segment Expenses (B)	463,498,678	199,507,364	*663,006,042*
SEGMENT RESULT (C=A-B)	**249,081,057**	**209,443,140**	***458,524,197***
Other /Common Expenses (D)	-	-	*437,435,494*
Operating income (E=C-D)	-	-	*21,088,704*
Other income (F)	-	-	*10,510,136*
Profit Before Tax (E+F)	**-**	-	***31,598,840***

Particulars	*IT Consulting*	Global Capability Centre	*Total*
		31-Mar-25 *₹ in Lacs*	
SEGMENT REVENUE			
Domestic Revenue	442,401,430	-	*442,401,430*
Export Revenue	14,455,169	450,921,572	*465,376,741*
Other/Common	87,263,823	-	*87,263,823*
Total (A)	**544,120,422**	**450,921,572**	***995,041,994***
Segment Expenses (B)	324,340,286	198,577,098	*522,917,384*
SEGMENT RESULT (C=A-B)	**219,780,136**	**252,344,474**	***472,124,610***
Other /Common unallocable Expenses (D)	-	-	*385,631,573*
Operating income (E=C-D)	-	-	*86,493,037*
Other income (F)	-	-	*8,490,652*
Profit Before Tax (E+F)	**-**	-	***94,983,689***

Note: The assets and liabilities of the Group are used interchangeably amongst segments. Allocation of such assets and liabilities is not practicable and any forced allocation would not result in any meaningful segregation. Hence, assets and liabilities have not been identified to any of the reportable segments.

36	**Contingent Liabilities, Contingent Assets & Capital Commitments**	**31-Mar-26** ₹ in Lacs	***31-Mar-25*** *₹ in Lacs*
	Letter of Credit and Bank Guarantee availed from resident Indian Banks Secured by specific Fixed Assets of the	-	-
	Tax related matters pending in appeal*	45,280,390.00	*45,280,390.00*

*includes demand from tax authorities for various matters. The Company / tax department has preferred appeals on these matters and the same are pending with various appellate authorities. Considering the facts of the matters, no provision is considered necessary by management.

The Company had initiated arbitration proceedings against Bihar Rural Livelihood Promotion Society and others in relation to contractual claims. The arbitration order has been received in favour of the Company. Based on the award and expert legal opinion, an amount of ₹370.45 Lakhs has been recognized as Billing in Progress in the financial statements. Further claims towards interest and other consequential amounts aggregating to ₹773.71 Lakhs, as per contractual terms, are contingent upon the final outcome proceedings before the Hon'ble Patna High Court and accordingly have not been recognized in the financial statements.

The Company has not regularised export trade receivables amounting to ₹586.26 Lakhs outstanding for more than 6 months under the Foreign Exchange Management Act, 1999. The impact of such non-regularisation has not been assessed by the Company.

37	**Financial Ratios**		**31-Mar-26**	**31-Mar-25**	**% Change**	***Reason for change***
	(a) Current Ratio	Current Asset/ Current Liability	2.00	3.15	-36.70%	*Significant increase in Current Liabilities during the year*
	(b) Debt-Equity Ratio	Debt/Equity	0.66	0.28	132.86%	*Additional borrowings availed during the year.*
	(c) Debt Service Coverage Ratio	PAT + Depreciation + Interest/ (Interest+Principal)	0.95	0.21	363.34%	*Decrease in Profitability of the company*
	(d) Return on Equity Ratio	PAT/Average Equity	0.05	0.29	-81.80%	*Decrease in Profitability of the company*

(e) Inventory turnover ratio	Goods Cost/ Average Inventory	Nil	Nil	Nil	*Nil*
(f) Trade Receivables turnover ratio	Sales/Average Receivable	4.80	5.20	-7.67%	*Not Applicable*
(g) Trade payables turnover ratio	Service Cost/ Average Payable	14.12	18.49	-23.62%	*Not Applicable*
(h) Net capital turnover ratio	Sales/Working Capital	3.85	2.94	30.86%	*Increase in Sales of the company*
(i) Net profit ratio	PBT/Sales	0.02	0.07	-74.15%	*Lower profitability during the year*
(j) Return on Capital employed	PBIT/(Total Assets-Current Liability)	0.10	0.27	-63.55%	*Decrease in operating profit (PBIT)*
(k) Return on investment.	Return on investment/ Avg Investment	0.10	0.06	68.23%	*Increase in Investment during the year*

38 **Micro, Small and Medium Enterprises Development Act, 2006 (the 'MSMED Act')**
As informed by the management, the Company has sought confirmations from vendors regarding their status under the Micro, Small and Medium Enterprises Development

39 The Company has initiated the process of obtaining balance confirmations in respect of trade receivables, trade payables and other balances. Confirmations have been received from certain parties only. In cases where confirmations are not available, the balances have been relied upon based on the books of accounts, supporting documents, subsequent reconciliations and management representations/certifications. In the opinion of the management, no material adjustments are required in respect of such balances.
Trade receivables are stated net of advances received from customers, wherever applicable, as per the records and reconciliation maintained by the management.

40 During the year, the Board of Directors approved in Board Meeting Dated 19th December, 2025 a draft Scheme of Arrangement under Sections 230 to 232 of the Companies Act, 2013, for merger of Mindpool Technologies Limited with the Company. The Scheme provides for issuance of equity shares by the Company to the shareholders of the transferor company.

Approval from the National Stock Exchange of India Limited (NSE) has been obtained, and the Scheme is subject to approval of NCLT, SEBI and other regulatory authorities. Pending such approvals, no accounting effect has been given in these financial statements.

41 **The following additional information is disclosed as per Schedule III to the Companies Act 2013:**
41a There is no proceeding initiated or pending against the company during the year for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules
41b The company is not declared wilful defaulter by any bank or financial Institution or any other lenders.
41c There is the scheme of arrangements has been approved during the year by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 other than disclosed
41d There is no transaction that has not been recorded in the books of accounts and surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act,
41e The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
41f The Company has obtained borrowings from banks or financial institutions on the basis of security of current assets and quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

41g The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or anyother sources or kind of funds) to any other person(s) or entity(ies),
(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;
41h The Company has not received any funds from any other person(s) or entity(ies), including foreign entities(Intermediaries) 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 to or on behalf of the Ultimate Beneficiaries;
41i There are no creation or satisfaction of charges as at March 31, 2026 pending with ROC beyond the statutory period.
41j The Company has utilised all the borrowings for the purpose for which they have been borrowed.

42 **Details of Corporate Social Responsibility (CSR) expenses**

As per Section 135 of the Act, a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profits for the immediately preceeding three financial years on CSR activity. A CSR committee has been formed by the Company as per the Act. The funds were primarily allocated to a corpus and utilized throughout the year on activities which are specified in Schedule VII of the Act.The areas of CSR activities that the Company have chosen to spend on education and medical health care.

		31-Mar-26 ₹ in Lacs	***31-Mar-25*** *₹ in Lacs*
(i) amount required to be spent by the company during the year		10.62	Not Applicable
(ii) amount of expenditure incurred,		11.52	Not Applicable
(iii) shortfall at the end of the year,		-	Not Applicable
(iv) total of previous years shortfall,		Not Applicable	Not Applicable
(v) reason for shortfall,		Not Applicable	Not Applicable
(vi) nature of CSR activities,	a. Education: School Uniform Distribution		Not Applicable
	b. Education: Construction of Road		Not Applicable
	c. Medical Purposes		
(vii) details of related party transactions		-	Not Applicable
(viii)where a provision is made with respect to a liability incurred by entering into a contractual obligation		-	Not Applicable

Note: CSR provisions under Section 135 of the Companies Act, 2013 were not applicable to the Company during the previous year, as the Company did not meet the prescribed profitability threshold in FY 2023-24.

43 **Previous Year Figures**

The Standalone Financial Statements for the year ended March 31, 2026 & year ended March 31, 2025 have been prepared in accordance with Schedule III under the Companies Act,2013. Accordingly, the previous year figures have been reclassified to conform to the current year's classification.

In terms of our report attached
For M/s Katariya & Munot
Chartered Accountants

Sd-
Poonam Katariya
Partner
M.No.119638
Firm Registration No. 128438W
Date: 15th May 2026
Place: Pune

For and on behalf of the Board of Directors

Sd- **Shyam Sharma** **Director** **DIN: 09434393**	**Sd-** **Priyanka Joshi** **Director** **DIN: 09302795**	**Sd-** **Manoj Joshi** **CEO**
Sd- **Arnika Choudhary** **Company Secretary**		**Sd-** **Bhavin Goda** **CFO**

S A Tech Software India Limited
(Formerly Known as S A Tech Software India Private Limited)
CIN: L72900PN2012FLC145261

Notes to the Standalone financial statements
₹ in Lacs
12) Property, Plant and Equipment and Intangible Assets

Particulars	Gross Block				Depreciation				Net Block	
	Upto 01-Apr-25	Additions during the year	Deletions during the year	As at 31-Mar-26	Upto 01-Apr-25	During the year	Deletion During the year	Total upto 31-Mar-26	As at 31-Mar-26	*As at 31-Mar-25*
A. Property Plant & Equipment										
Computers	328.14	15.90	-	344.03	286.33	30.36	-	316.69	27.34	*41.81*
Furniture & Fixtures	145.58	212.33	-	357.91	119.71	16.44	-	136.14	221.77	*25.87*
Plant & Machinery	50.63	-	-	50.63	42.24	1.71	-	43.95	6.68	*8.39*
Car	160.00	-	-	160.00	37.93	43.19	-	81.12	78.88	*122.07*
Office Purchase	217.38	1634.05	-	1851.43	31.58	75.44	-	107.01	1744.41	*185.80*
Total	901.73	1862.27	-	2764.00	517.77	167.14	-	684.91	2079.09	*383.96*
Previous Year	*783.61*	*177.77*	*54.10*	*907.27*	*397.87*	*160.44*	*34.99*	*523.32*	*383.96*	*385.74*

**All Movable and immovable Assets are hypothecated/mortgaged against Credit Facility provided by Federal & RBL Bank

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
S A Tech Software India Limited
(Formerly known as S A Tech Software India Private Limited)

Report on the Audit of the Consolidated Financial Statements
Opinion
We have audited the accompanying Consolidated Financial Statements of S A Tech Software India Limited *(Formerly known as S A Tech Software India Private Limited)* ("the Holding Company" or "the Holding" or "the Company") and its subsidiaries (the holding and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2026, and the Consolidated Statement of Profit and Loss, and Consolidated Statement of Cash Flows for the year ended on that date, and notes to the Consolidated Financial Statements, including a summary of material accounting policy information and other explanatory information ("the Consolidated Financial Statements").
In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounts) Rules, 2014 as amended ("Accounting Standards") and other accounting principles generally accepted in India, of the Consolidated State of Affairs of the Group, as at March 31, 2026, and its Consolidated Profit and its Consolidated Cash Flows for the year ended on that date.

Basis for opinion
We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act, and the rules 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 referred to in the "Other Matters" paragraph below is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

Emphasis of Matter
We draw attention to Note No.37 to the accompanying consolidated financial statements regarding the following matters:
a) The Holding Company had initiated arbitration proceedings against Bihar Rural Livelihood Promotion Society and others in relation to contractual claims. The arbitration order has been received in favor of the Holding Company. Based on the award and expert legal opinion, an amount of ₹370.45 Lakhs has been recognized as "Billing in Progress" in the financial statements. Further claims towards interest and other consequential amounts aggregating to ₹773.71 Lakhs, as per contractual terms, are contingent upon the final outcome proceedings before the Hon'ble Patna High Court and accordingly have not been recognized in the financial statements.
b) The Holding Company has not regularized export trade receivables amounting to ₹586.26 Lakhs outstanding for more than six months under the provisions of the Foreign Exchange Management Act, 1999. The impact, if any, arising from such non-regularisation has not been assessed by the holding Company.
Our opinion is not modified in respect of the above matters.

Key Audit Matters
Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current year. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sr.No	Key Audit Matter	Auditor's Response
1	**Revenue recognition** The Company's contracts with customers include contracts with multiple services. The Company derives revenues from IT services comprising software development and related services, and Global Capability Centres provided to its clients. The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligations to determine the deliverables and the ability of the customer to benefit independently from such deliverables involves significant judgement. In certain integrated services arrangements, contracts with customers include subcontractor services or third-party vendor equipment or software. In doing so, the Company first evaluates whether it obtains control of the specified service before it is transferred to the customer. Fixed price maintenance revenue is recognized ratably either on (1) a straight line basis when services are performed through an indefinite number of repetitive acts over a specified period or (2) using a percentage of completion method when the pattern of benefits from the services rendered to the customer and the Company's costs to fulfil the contract is not even through the period of contract because the services are generally discrete in	Principal Audit Procedures Performed included the following: Our audit procedures related to the (4) identification of distinct performance obligations, (5) determination of whether the Company is acting as a principal or agent and (6) whether fixed price maintenance revenue is recognized on a straight-line basis or using the percentage of completion method included the following, among others: • We tested the effectiveness of controls relating to the (a) identification of distinct performance obligations, (b) determination of whether fixed price maintenance revenue for certain contracts is recognized on a straight-line basis or using the percentage of completion method. • We selected a sample of contracts with customers and performed the following procedures: – Obtained and read contract documents for each selection, including master service agreements, and other documents that were part of the agreement. – Identified significant terms and deliverables in the contract to assess management's conclusions regarding the (i) identification of distinct performance obligations (ii) whether the Company is

	nature and not repetitive. The use of method to recognize the maintenance revenues require judgment and is based on the promises in the contract and nature of the deliverables.	acting as a principal or an agent and (iii) whether fixed price maintenance revenue is recognized on a straight-line basis or using the percentage of completion method.

Other Information

The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Holding company's annual report but does not include the Consolidated Financial Statements and our auditor's report thereon. Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact.

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

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements, that give a true and fair view of the consolidated financial position, consolidated financial performance, and consolidated cash flows of the Group is in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection of the appropriate accounting software for ensuring compliance with applicable laws and regulations including those related to retention of audit logs; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

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

The respective Board of Directors and the management of the companies included in the Group are responsible for overseeing the financial reporting process of the subsidiary.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

vii) Obtain an understanding of internal financial controls 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 system with reference to Consolidated Financial Statements in place and the operating effectiveness of such controls.

viii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.

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

x) Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

xi) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current 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.

Other Matters

We have audited the financial statements and other financial information in respect of wholly owned subsidiary, S A Tech Leasing India Private Limited, whose financial statements include Total Assets of Rs. 45.36 Lacs, Total Revenue from Operations of Rs. 17.45 Lacs and Net Loss of Rs. 6 Lacs for the year ended 31st March 2026. These financial statements and other financial information have been prepared and furnished to us by the Management and have been considered by us in preparation of the consolidated financial statements.

We have not audited the financial statements of one wholly owned subsidiary incorporated outside India, namely S A Tech Software Inc., whose financial statements reflect nil total assets and liabilities as at March 31, 2026, and nil revenue/cash flows for the year then ended. According to the information and explanations given to us by Management, the Company, the subsidiary has not commenced commercial operations during the year.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit on the Consolidated Financial Statements / financial information of the subsidiaries, we report to the extent applicable that:

viii) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.

ix) 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.

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

xi) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.

xii) On the basis of the 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.

xiii) With respect to the adequacy of the internal financial controls with reference to Consolidated 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 Consolidated Financial Statements.

xiv) In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

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

ix. The Consolidated Financial Statements disclose the impact of pending litigations as at March 31, 2026, on the consolidated financial position of the Group, – Refer Note 37 to the Consolidated Financial Statements.

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

xi. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and/or its subsidiary companies, incorporated in India during the year ended March 31, 2026.

xii. The respective managements of the Group companies, incorporated in India whose financial statements have been audited under the Act have represented to us to best of our knowledge and belief, that 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 Holding Company or any of such subsidiaries, to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries, ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

xiii. The respective managements of the Holding Company, its subsidiaries, which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and to best of our knowledge and belief, that no funds have been received by the Holding Company or any of such subsidiaries, from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries, shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

xiv. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our attention that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (iv) and (v) above contain any material misstatement.

xv. In our opinion and according to the information and explanations given to us, during the financial year subject to this report, the company has neither paid dividend nor declared dividend, the applicability of computation provided in Section 123 of the Act is not applicable during this financial year.

xvi. Based on our examination which included test checks and that performed by respective auditors of the subsidiaries, which are the companies incorporated in India whose financial statements have been audited under the Act, the Holding company and its subsidiary companies incorporated in India have used an accounting software for maintaining its books of accounts which has a feature of recording audit trail facility (edit log) and the same has operated throughout the year for all relevant transactions recorded in the software.

With respect to Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, there are no unfavourable remarks, qualification or adverse remarks given in the reports of the Holding Company. Reporting under the order is not applicable to the Subsidiary company.

For **Katariya & Munot**
Chartered Accountants
ICAI Firm Registration number: 128438W

Sd/-
Poonam Katariya
Partner
Membership No. 119638
UDIN: 26119638ZBRHJT7442
Place: Pune
Date: 15th May 2026

<u>**ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT**</u>

Annexure "A" to the Independent Auditor's Report on the Consolidated Financial Statements of S A Tech Software India Limited for the year ended 31st March 2026
(Referred to in paragraph 17 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the Members of S A Tech Software India Limited (Formerly known as S A Tech Software India Private Limited)

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

In conjunction with our audit of the Consolidated Financial Statements of **S A Tech Software India Limited** *(Formerly known as S A Tech Software India Private Limited)* (hereinafter referred to as the "Holding") as at and for the year ended 31st March, 2026, we have audited the internal financial controls with reference to Consolidated Financial Statements of the Holding and its subsidiary company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated Financial Statements of the Holding and its subsidiary company, which is the company incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Consolidated Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.
Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.
We believe that the audit evidence obtained by us in respect of Holding and subsidiary companies, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to Consolidated Financial Statements of the Holding and its subsidiary company, which are companies incorporated in India.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

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 Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Consolidated Financial Statements includes those policies and procedures that

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

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at March 31, 2026, based on the internal control with reference to

Consolidated Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Consolidated Financial Statements insofar as it relates to the subsidiary company, which is a company incorporated in India, is based on our audit.
Our opinion is not modified in respect of the above matter.

For Katariya & Munot
Chartered Accountants
FRN: 128438W

Sd/-
Poonam Katariya
Partner
Membership number: 119638
Place: Pune
Date: 15th May 2026

S A Tech Software India Limited

(Formerly Known as S A Tech Software India Private Limited)

CIN: L72900PN2012FLC145261

Consolidated Balance Sheet as on 31st March 2026

Sr. No	Particulars		Notes	31-Mar-26 ₹ in Lacs
I.	**EQUITY AND LIABILITIES**			
1	**Shareholder's Funds**			
	(a) Share Capital		3	1305.73
	(b) Reserves and Surplus		4	2869.27
	(c) Money received against share warrants			-
2	**Share application money pending allotment**			-
				4175.00
3	**Non-Current Liabilities**			
	(a) Long-term borrowings		5	1100.67
	(b) Deferred tax liabilities (Net)			-
	(c) Other Long term liabilities		6	25.20
	(d) Long-term provisions		7	152.34
				1278.21
4	**Current Liabilities**			
	(a) Short-term borrowings		8	1657.41
	(b) Trade payables			
	(A) Total outstanding dues of MSME; and		9	13.72
	(B) Total outstanding dues of creditors other than MSME.		9	348.50
	(c) Other current liabilities		10	900.29
	(d) Short-term provisions		11	4.18
				2924.10
	Total of Equity & Liabilities			**8377.31**
II.	**Assets**			
1	**Non-current assets**			
	(a) Property, Plant and Equipment and Intangible Assets			
	(i) Property, Plant and Equipment		12	2106.24
	(ii) Capital work-in-progress			-
	(iii) Intangible assets			-
	(b) Non-Current Investments		13	314.70
	(c) Deferred tax assets (Net)		14	37.56
	(d) Long Term Loans & Advances		15	-
	(e) Other Non-Current Assets		16	124.54
				2583.04
2	**Current assets**			
	(a) Current investments		17	4.00
	(b) Inventories			-
	(c) Trade receivables		18	2418.52
	(d) Cash and Cash Equivalants		19	425.64
	(e) Short-term loans and advances		20	649.14
	(f) Other current assets		21	2296.97
				5794.27
	Total of Assets			**8377.31**

The Schedules referred to above and the notes form an integral part of the Balance Sheet

In terms of our report attached
For M/s Katariya & Munot
Chartered Accountants

For and on behalf of the Board of Directors

Sd-
Poonam Katariya
Partner
M.No.119638
Firm Registration No. 128438W
Date: 15-05-2026
Place: Pune

Sd-
Shyam Sharma
Director
DIN: 09434393

Sd-
Priyanka Joshi
Director
DIN: 09302795

Sd-
Manoj Joshi
CEO

Sd-
Arnika Choudhary
Company Secretary

Sd-
Bhavin Goda
CFO

S A Tech Software India Limited

(Formerly Known as S A Tech Software India Private Limited)

CIN: L72900PN2012FLC145261

Consolidated Profit & Loss Statement for the year ended 31st March 2026

Sr. No	Particulars	Notes	31-Mar-26 ₹ in Lacs
1	**Income:**		
	Revenue from Operations	22	11230.49
	Other Income	23	103.02
	(A) Total Income		**11333.52**
2	**Expenses:**		
	Cost of Material Consumed		-
	(Increase)/Decrease in Stock of Finished Goods/WIP		-
	Employee Benefit Expense	24	7845.94
	Financial costs	25	217.24
	Depreciation and amortization expense	26	173.20
	Other expenses	27	2787.49
	(B) Total Expenses		**11023.88**
3	**Profit before extraordinary , exceptional items and tax (A-B)**		**309.63**
4	Extraordinary items	28	-
5	Exceptional items	29	-
6	**Profit before tax (3-4-5)**		**309.63**
7	Tax expense:		
	(i) Current tax		85.56
	(ii) Deferred tax		13.33
8	**Profit/(Loss) for the period (6-7)**		**210.74**
9	**Earning per equity share:**		
	(1) Basic	33	1.61
	(2) Diluted	33	1.61

The Schedules referred to above and the notes form an integral part of the Profit & Loss

In terms of our report attached
For M/s Katariya & Munot
Chartered Accountants

Sd-
Poonam Katariya
Partner
M.No.119638
Firm Registration No. 128438W
Date 15th May 2026

For and on behalf of the Board of Directors

Sd-	**Sd-**	**Sd-**
Shyam Sharma	**Priyanka Joshi**	**Manoj Joshi**
Director	**Director**	**CEO**
DIN: 09434393	**DIN: 09302795**	
Sd-		**Sd-**
Arnika Choudhary		**Bhavin Goda**
Company Secretary		**CFO**

S A Tech Software India Limited

(Formerly Known as S A Tech Software India Private Limited)

CIN: L72900PN2012FLC145261

Consolidated Cash Flow Statement for the period ended 31st March 2026

Sr. No.	Particulars	31-Mar-26 ₹ in Lacs
A.	**Cash flow from operating activities**	
	Net profit / (loss) for the Period	**210.74**
	Adjusted for	
	Depreciation, amortisation and impairment	173.20
	(Profit)/Loss on Sale of Asset	-
	Tax Expense for the year	98.89
	Operating profit before working capital changes	**482.84**
	Changes in	
	(Increase)/decrease in Trade Receivables	(170.07)
	(Increase)/decrease in Loans and advances	(333.89)
	(Increase)/decrease in Current Assets	(145.75)
	Increase/(decrease) in Current liabilities & provisions	1354.09
	Increase/(decrease) in Long-term borrowings and Long term provisions	62.76
	Increase/(decrease) in Long term Loans & Advances & provisions	(34.89)
	Cash generated from operations	1215.08
	Less: Income Tax Paid (Net of Refunds)	(85.56)
	NET CASH FROM OPERATING ACTIVITIES	**1129.52**
B.	**Cash flow from investing activities**	
	Decrease/(Increase) Property, Plant and Equipments	(1895.49)
	Decrease/(Increase) Investments	(43.70)
	Profit on Sale Proceed	
	NET CASH USED IN INVESTING ACTIVITIES	**(1939.19)**
C.	**Cash flow from financing activities**	
	Proceeds from Loans (Secured & Unsecured)	998.64
	Issue of shares at premium	-
	Share application Money	-
	IPO Cost	-
	NET CASH FROM FINANCING ACTIVITIES	**998.64**
	Net increase/(decrease) in cash and cash equivalents (A+B+C)	**188.98**
	Opening Balance of Cash or Cash equivalent	**236.66**
	Cash and cash equivalents at the end of the period (Refer Notes 19)	**425.64**

The Schedules referred to above and the notes form an integral part of the Cash Flow Statement

In terms of our report attached
For M/s Katariya & Munot
Chartered Accountants

Sd-
Poonam Katariya
Partner
M.No.119638
Firm Registration No. 128438W
Date:**15th May 2026**
Place: Pune

For and on behalf of the Board of Directors

Sd-	**Sd-**	**Sd-**
Shyam Sharma	**Priyanka Joshi**	**Manoj Joshi**
Director	**Director**	**CEO**
DIN: 09434393	**DIN: 09302795**	

Sd-	**Sd-**
Arnika Choudhary	**Bhavin Goda**
Company Secretary	**CFO**

Notes to the Consolidated Financial Statements

1 **General Information :**

S A Tech Software India Limited ("The Group") is engaged in business of IT Staffing, IT Services and information technology enabled services. The Company has its development centre at Pune, Bangalore, Patna.

2 **Summary of Significant Accounting Policies :**

2.1 **Basis of preparation of Consolidated financial statements -**

(a) The Consolidated financial statements of the Group are prepared in accordance with Accounting Standard-21 "Consolidated financial statements" as notified. The financial statements are presented, to the extent possible, in the same format as that adopted by Holding Company for its Consolidated financial statements.

The financial statements of subsidiary companies used in the consolidation are drawn on same reporting date as of the Holding Company. The financial statements of the Group have been consolidated on line by line basis by adding together the book values of like items of assets, abilities, Income and expenses, after eliminating intra group transactions and intra group balances. The financial statements are prepared using uniform accounting policies for like transaction and events in similar circumstances and necessary adjustments required for deviations, if any to the extent possible unless otherwise stated, are made in the financial statements and are presented in same manner as the Holding's Consolidated financial statements.

"(b) Presentation of Consolidated Financial Statements

The Balance sheet and the statement of profit and loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013.

The cash flow statement has been prepared and presented as per the requirements of Accounting Standard (AS) 3 “Cash Flow Statements”. The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss,as prescribed in the Schedule III to the Act, are presented byway of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards."

(c) Intra group balances and intra-group transactions and resulting unrealised profit have been eliminated

(d) In respect of the foreign subsidiary, since there were no transactions during the year, no profit & loss items were required to be consolidated during the year. Assets and liabilities are nil at the year end.

(e) As at 31st March, 2026 the Holding Company has 2 Subsidiaries-

S A Tech Leasing India Private Limited

S A Tech Software INC, USA

2.2 **Property, Plant and Equipment**

Assets are stated at cost of acquisition (net of Cen vat and GST Credit availed) less accumulated depreciation and impairment loss if any,

Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Gains and Losses arising from disposal of the fixed assets which are carried at cost are recognised in the Statement of Profit & Loss.

Individual assets valuing for less than Rs.5,000/- are entirely depreciated in the year of acquisition.

2.3 **Intangible Assets**

Intangible Assets like computer software are stated at cost less accumulated depreciation, amortization and impairment.

2.4 **Depreciation -**

Depreciation on Fixed Assets is provided on Written Down Value Basis over the useful life of assets estimated by Management. Individual low cost assets acquired for less than Rs.5,000/- are entirely depreciated in the year of acquisition. Intangible assets are amortized over their respective individual estimated lives on Written Down Value Basis, commencing from the date the asset is available to the Company for its use.

2.5 **Revenue Recognition -**

Revenue of the Group is from software development, IT staffing, support services comprises of income from time and material and fixed price contracts and leasing cum from operating leases (where the company retains substantial risk & rewards of owning the assets) is recognised as revenue on straight line basis over lease term. Revenue with respect to time and material contracts is recognized as and when related services are performed. Revenue from fixed price contract is recognized in accordance with the percentage of completion method. Revenue is recognised 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. 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.

2.6 **Foreign Currency Transactions -**

Recording:-

Transactions in foreign currencies entered into by the Group are accounted at the exchange rates prevailing on the date of the transaction

Exchange differences arising on realization / payment of foreign exchange during the year are accounted in the relevant year as income or expense.

2.7 **Leases -**

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases.Lease payments under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over the lease term.

2.8 Related Party Transactions -

Related parties under the Accounting Standard 18 issued by Ministry of Corporate Affairs have been identified on the basis of representations made by key managerial personnel and Information available with the Company.

2.9 Earnings per share -

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period for all periods presented is adjusted for events, such as bonus shares, other than conversion of potential equity shares, that have changed the number of equity shares outstanding, without corresponding change in the resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.10 Provisions, Contingent Liabilities and Contingent Assets -

"Provisions are recognized when the Group has a present obligation arising from past events, it is probable that an outflow of economic resources will be required to settle the obligation, and a reliable estimate can be made of the amount. Provisions are measured at the best estimate of the expenditure required to settle the obligation at the reporting date.

Contingent liabilities are disclosed when there is a possible obligation or a present obligation for which the likelihood of outflow of resources is not probable or the amount cannot be reliably estimated. Contingent liabilities are not recognized in the financial statements.

Contingent assets are not recognized in the financial statements. However, they are disclosed when the inflow of economic benefits is probable."

2.11 Cash and Cash Equivalents -

In the cash flow statement, cash and cash equivalents includes cash in hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less.

2.12 Taxes on Income -

Income-tax comprises of current tax and deferred tax (reflecting the tax effects of timing differences between accounting income and taxable income for the period). Deferred tax assets are recognised only to the extent there is reasonable certainty that they will be realised in future; however, where there is unabsorbed depreciation and carry forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written-up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

2.13 Employee Benefits

Employee Benefits such as Salaries, allowances, non-monetary benefits are debited to Profit and Loss account.

Provident fund: The eligible employees of the Group are entitled to receive benefits under the Provident Fund, a defined contribution plan, in which both the employees and the respective entities within the Group make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of basic salary). The contributions are recognised as an expense in the Consolidated Statement of Profit and Loss on an accrual basis. Contributions are remitted to the appropriate government authorities, including the Regional Provident Fund Commissioner, by the respective Group entities.

Gratuity Provision: The Gratuity Benefits are classified as Post Retirement Benefits as per AS 15(Revised 2005) and the accounting policy is outlined as follows:

Actuarial gains and losses arise due to difference in the actual experience and the assumed parameters and also due to changes in the assumptions used for valuation. The Company recognizes these actuarial gains and losses immediately in the statement of profit and loss as income or expense.

When the benefits of the plan are changed, or when a plan is curtailed or settlement occurs, the portion of the changed benefit related to past service by employees, or the gain or loss on curtailment or settlement, is recognized immediately in the profit or loss account when the plan amendment or when a curtailment or settlement occurs.

2.14 Cash flow statement

"Cash flow statement is prepared segregating the cash flows from operating, investing and financing activities. Cash flow from operating activities is reported using indirect method.

Under the indirect method, the net profit is adjusted for the effects of:"

i. transactions of a non-cash nature

ii. any deferrals or accruals of past or future operating cash receipts or payments and

iii. items of income or expense associated with investing or financing cash flows.

Cash and cash equivalents (including bank balances) are reflected as such in the cash flow statement.

2.15 IPO Issue Expenses: Expenses incurred during the Initial Public Offer, issue of Bonus Shares are amortised over 5 years. Other issue expenses are charged to the securities premium account.

2.16 Amalgamation -

Amalgamation in the nature of purchase are accounted for using the Purchase Method in accordance with Accounting Standard (AS) 14 – Accounting for Amalgamations. Under this method, the assets and liabilities of the transferor company are recorded at their respective values as approved under the scheme of amalgamation.

S A Tech Software India Limited

(Formerly Known as S A Tech Software India Private Limited)

CIN: L72900PN2012FLC145261

Notes to the Consolidated financial statements

3 **Share Capital**

	31-Mar-26
	₹ in Lacs
Authorised Share Capital	
1,50,00,000 Equity Shares of Rs. 10 each	1500.00
(Previous Year- 1,40,00,000 Equity Shares of Rs. 10 each)	
Issued	
1,30,57,281 Equity Shares of Rs. 10 each fully paid	1305.73
(Previous Year - 1,30,57,281 Equity Shares of Rs. 10 each fully paid)	
Subscribed & Paid up Share Capital	
1,30,57,281 Equity Shares of Rs. 10 each fully paid	1305.73
(Previous Year - 1,30,57,281 Equity Shares of Rs. 10 each fully paid)	
Total	**1305.73**

3a **Reconciliation of Number of Shares**

Equity Shares	31-Mar-26 No. of Shares	31-Mar-26 Amount ₹ in Lacs
Balance at the beginning of the year	130.57	1305.73
Add: Initial Public Offer Issue of Shares		
Balance at the end of the year	**130.57**	**1305.73**

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

Note:-

1) As per Board meeting held on 13th October 2023, Rights granted for 14,333 equity share of Rs.10/- each at premium of Rs.390/- (i.e.issued price 400/-) per share in the ratio of 1:30 to

2) As per EGM held on 7th December 2023, Company has approved and alloted Bonus shares for 87,21,220 equity shares of Rs.10/- each in the ratio of 20:1 (i.e. 20 fully paid Equity shares

3) The company has issued 39,00,000 equity shares of Rs. 10 each against the Initial Public Offer on 2nd August 2024 at Rs. 59 per equity share of Rs. 10 each.

3b **Details of shares held by shareholders holding more than 5% of the aggregate shares in company**

	31-Mar-26
	₹ in Lacs
Equity Shares	
SA Technologies Inc. (USA)	716.85
(71,68,476 Equity Shares of Rs. 10 each fully paid)	
Mindpool Technologies Limited	176.72
(17,67,150 Equity Shares of Rs. 10 each fully paid)	

3c **Details of shares held by promoters at the end of the year**

	% of total Shares	% Change During Year	31-Mar-26 ₹ in Lacs
Name			
SA Technologies Inc. (USA)	54.90%	-	716.85
Mindpool Technologies Limited	13.53%	-	176.72

4 **Reserves and Surplus**

	31-Mar-26
	₹ in Lacs
Securities Premium Account	
Balance at the beginning of the year	1708.47
Add: Additions During Year	-
Less: Utilised for IPO Expenses	-
Balance at the end of the year	***1708.47***
Profit & Loss Account	
Balance at the beginning of the year	950.06
Add: Surplus for the period	210.74
Balance at the end of the year	**1160.80**
Total	**2869.27**

Issue Expenses amounting to INR 202.53 Lacs incurred in relation to IPO for fresh issue of shares to general public have been charged off against Securirties Premium account in

End Use	31-Mar-25 ₹ in Lacs
Listing Fees-NSE	0.50
Underwriting Fees	115.05
Other	86.98
Total	**202.53**

5 **Long Term Borrowings**

	31-Mar-26
	₹ in Lacs
Secured Loans	
Federal Car Loan	86.00
(Exclusive Charge on Vehicle, Co-borrowed by Mr.Bhavin Goda, Repayble in equated monthly installment of Rs. 2.22 Lacs, Last Installment is due Jun-31)	
RBL Bank Loan A/c-Furniture 1	83.30
(Exclusive Charge on Furniture, Repayble in equated monthly installment of USD. 974.66, Last Installment is due on 31st July 2035. The loan is further secured by personal guarantees of Bhavin Dinesh Goda and Ritesh Ramavtar Sharma.)	
RBL Bank Loan A/c-Furniture 2	126.46
(Exclusive Charge on Furniture, Repayble in equated monthly installment of USD. 1,445.09, Last Installment is due on 31st August 2035. The loan is further secured by personal guarantees of Bhavin Dinesh Goda and Ritesh Ramavtar Sharma.)	
RBL Bank Loan A/c-Office	804.90
(Exclusive Charge on Office, Repayble in equated monthly installment of USD. 10,016.03, Last Installment is due on 30th June 2035. The loan is further secured by personal guarantees of Bhavin Dinesh Goda and Ritesh Ramavtar Sharma.)	
Total	**1100.67**

6 **Other Long Term Liabilities**

	31-Mar-26 ₹ in Lacs
Rent Deposit Payable	25.20
Total	**25.20**

7 **Long Term Provisions**

	31-Mar-26 ₹ in Lacs
Gratuity Payble	152.34
Total	**152.34**

8 **Short Term Borrowings**

	31-Mar-26 ₹ in Lacs
Secured Loans	
Federal Bank Bill Discounting Loan	0.00
(The above loan is against exclusive Charge on Book Debts, Fixed Deposit and D-6030, Solitaire Business Hub, Viman Nagar Pune)	
Federal Bank Cash Credit	-
(The above loan is against exclusive Charge on Book Debts, Fixed Deposit and D-6030, Solitaire Business Hub, Viman Nagar Pune)	
RBL Bank Cash Credit	503.75
(The above loan is secured by exclusive charge over the Company's book debts, fixed deposits and immovable property being Office No. 101, Polo Roche Business	
RBL Bank Bill Discounting Loan	953.73
(The above loan is secured by exclusive charge over the Company's book debts, fixed deposits and immovable property being Office No. 101, Polo Roche Business	
Unsecured Loans	
Loan From GetVantage	32.75
Loan From Holding Company	-
Current Maturities of Non Current Borrowings	-
(**For all disclosures for loans refer Note 5)	
Federal Bank Home Loan	-
Federal Bank Office Loan	0.00
Federal Car Loan	25.93
RBL Bank Loan A/c-Furniture 1	11.07
RBL Bank Loan A/c-Furniture 2	16.41
RBL Bank Loan A/c-Office	113.77
Total	**1657.41**

9 **Trade Payables**

	31-Mar-26 ₹ in Lacs
a. Payable to Micro Enterprises and Small Enterprises	13.72
b. Payable to Non Micro Enterprises and Small Enterprises	348.50
Total	**362.22**

9a **Trade Payables Ageing Schedule**

Particulars	**Outstanding for following periods from due date of payment**				
	Less than 1 year	1-2 years	2-3 years	Above 3 Years	Total
As at 31st March, 2026					
i) MSME	13.72	-	-	-	13.72
ii) Others	328.69	1.29	0.02	0.01	330.00
iii) Disputed Dues - MSME	- -	-	-		-
iv) Disputed Dues - Others	-	-	18.50	-	18.50
Total	342.41	1.29	18.52	0.01	362.22

Note- Amount payable Rs.18,49,992/- is outstanding to Aptech Ltd is payable after the judicial outcome of the Arbitration Proceedings filed by the company such terms as per order by Hon'ble Arbitral tribunal (aggregate amount of Settlement is Rs.75 Lakhs)

10 **Other Current Liabilities**

	31-Mar-26 ₹ in Lacs
TDS Payable	74.12
Profession Tax Payable	1.07
MSME Interest Payable	3.07
Interest Payable	-
GST Payble	23.18
ESIC Payable	0.08
Provident Fund Payable	21.43
Provision for Salary	692.66
Poloroche Corpus Fund Payable	11.00
HDFC Bank Credit Card	44.68
Provision for Audit Fees	7.15
Provision for Interest	21.66
Provision for Expenses	0.20
Total	**900.29**

11 **Short Term Provisions**

	31-Mar-26 ₹ in Lacs
Gratuity Payable	4.18
Total	**4.18**

13 **Non Current Investments**

	31-Mar-26 ₹ in Lacs
-Quoted	-
-Unquoted	-
Fixed Deposit with Bajaj Finance Limited	10.00
Fixed Deposit with NBFC	304.70
Total	**314.70**

14	**Deferred Tax Asset**	**31-Mar-26**
		₹ in Lacs
	Depreciation	(1.84)
	Other Timing Difference	39.40
	Total	**37.56**

16	**Other Non Current Assets**	**31-Mar-26**
		₹ in Lacs
	Rent Deposit	124.54
	Total	**124.54**

17	**Current Investments**	**31-Mar-26**
		₹ in Lacs
	Fixed Deposit with Bajaj Finance Limited	4.00
	Total	**4.00**

18	**Trade Receivables**	**31-Mar-26**
		₹ in Lacs
	Sundry Debtors - Export	911.34
	Sundry Debtors - Domestic	1507.18
	Total	**2418.52**

18a	**Trade Receivable Ageing Schedule**	**Outstanding for following periods from due date of payment**				
	Particulars	Less than 6 months	6 months to 1 year	1-3 Year	Above 3 Years	*Total*
	As at 31st March,2026					
	i) Undisputed Trade receivables – considered good	17,61,83,058	8.65	462.50	185.54	2418.52
	ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
	iii)Undisputed Trade Receivables- credit impaired	-	-	-	-	-
	iv) Disputed Trade Receivables - considered good	-	-	-	-	-
	v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-
	vi) Disputed Trade Receivables- credit impaired	-	-	-	-	-
	Total	**1761.83**	**8.65**	**462.50**	**185.54**	**2418.52**
	Trade Receivables from Related Party	**0.39**	**-**	**454.41**	**111.07**	**565.87**

19	**Cash and Cash Equivalents**	**31-Mar-26**
		₹ in Lacs
	Cash in hand	-
	Bank Balances- In Current Accounts, Deposits & Other Accounts	-
	- With Scheduled Bank	363.19
	Fixed Deposits	
	- With Scheduled Bank	62.45
	Sub Total	**425.64**
	Total	**425.64**

20	**Short Term Loans and Advances**	**31-Mar-26**
		₹ in Lacs
	Advances to Employees	32.41
	Prepaid Expenses	32.91
	Other Advances	58.52
	Income Tax Refund Receivable	269.49
	TDS Receivable	255.81
	Total	**649.14**

21	**Other Current Assets**		**31-Mar-26**
			₹ in Lacs
	EMD Deposit		5.37
	Flat at Mumbai Receivable		-
	Interest Receivable		0.44
	Billing in Progress (Unbilled revenue)	Refer Note 21a	2291.16
	Total		**2296.97**

21a	**Billing In Progress (Unbilled Revenue)**	**31-Mar-26**
		₹ in Lacs
	Opening Balance	1783.56
	Billed During the Year	785.76
	Unbilled & Addition During Year	1293.36
	Total	***2291.16***

21b	**Billing In Progress (Unbilled Revenue) Ageing Schedule**					
	Particulars	Less than 6 months	6 months to 1 year	1-3 Years	Above 3 Years	*Total*
	As at 31st March,2026					
	Billing In Progress (Unbilled Revenue)	1290.92	750.23	250.00	-	***2291.16***
	Total	***1290.92***	***750.23***	***250.00***	-	***2291.16***
	Out of above with Related Party-Holding Company	-	700.23	-	-	***700.23***
	Billing In Progress with Unrelated Parties	1290.92	50.00	250.00	-	***1590.92***

22 Revenue From Operations	31-Mar-26
	₹ in Lacs
Sale of Services	
Services - Export	4871.63
Services - Domestic	6358.86
Total	**11230.49**

23 Other Income	31-Mar-26
	₹ in Lacs
Interest Income	39.02
Other Income	-
Rental Income	64.00
MSME Interest Received	-
Total	**103.02**

24 Employee Benefits Expenses	31-Mar-26
	₹ in Lacs
Salaries & Incentives	7556.39
Intern Stipend Expenses	2.01
Labour Welfare Expenses	0.30
Recruitment Expenses	76.37
Employers Contribution to Provident Fund	115.74
Gratuity	38.74
Staff Welfare Expenses	55.72
ESIC Employer Contribution	0.65
Total	**7845.94**

25 Financial Costs	31-Mar-26
	₹ in Lacs
Interest on Bank Loan/Overdraft	210.34
Bank Charges And Commissions	6.13
MSME Interest Expenses	0.77
Total	**217.24**

26 Depreciation & Amortization Expense	31-Mar-26
	₹ in Lacs
Depreciation on Tangible Assets	173.20
Amortisation of Intangible Assets	-
Total	**173.20**

27 Other Expenses	31-Mar-26
	₹ in Lacs
Advertisement Expenses	43.08
Audit Fees	7.90
Bad Debt	0.47
Brokerage/Commission Expenses	-
Car Rent Expense	7.14
Computer Software and Internet Expenses	67.42
Courier Expenses	1.00
CSR & Donation	12.40
Dues and Subscriptions	26.32
Electricity Expenses	8.48
Foreign Exchange Currency Loss	(41.95)
Hotel and Food Expenses	10.08
Insurance Expenses	38.84
Interest and Penalty for GST	1.01
Interest and Penalty for TDS	0.62
Legal & Professional Fees	347.09
Office Expenses	11.12
Office Maintainance	22.45
Printing and Stationery	6.12
Rate and Tax Paid	(0.40)
Rent	204.46
Rent Charges of Laptop	134.62
Subcontracting Manpower Expenses	1649.38
Telephone Expenses	0.88
Travelling Expenses	228.97
Total	**2787.49**

28 Prior Period Expenses	31-Mar-26
	₹ in Lacs
Prior Period Interest on TDS	-
Total	-

29 Exceptional Item	31-Mar-26
	₹ in Lacs
Profit on sale of Assets	-
Total	-

30 Earnings & Expenditure in Foreign Currency	31-Mar-26
	₹ in Lacs
Revenue from Exports	4871.63
Expenditure in Foreign Currency	21.00

31 Remuneration to Auditors	31-Mar-26
	₹ in Lacs
Audit Fees including Tax Audit Fees	7.90

32 **Related Party Disclosures**

32a Names of the related parties and Nature of relationship

i **Holding Company**	S A Technologies Inc. (USA)
ii **Director/Key Management Personnel**	Mr. Bhavin Goda-Chief Financial Officer Mr. Manoj Joshi-Chief Executive Officer Mr. Shyam Bihari Sharma (Appointed as Additional Director w.e.f. 1st October 2024) Mrs. Priyanka Joshi (Appointed as Director w.e.f 1st November 2021) Mrs. Sarika Sharma (Appointed as Director w.e.f. 1st October 2023 and Cessation Date 3rd September 2025) Mr. Kaustubh Karwe (Appointed as Independent Director w.e.f. 9th November 2023) Mr. Aditya Joshi (Appointed as Director w.e.f. 5th June 2025 and Cessation Date 31st October 2025) Mr. Mayur Chokshi (Appointed as Independent Director w.e.f. 10th September 2025) Mrs. Arnika Choudhary (Appointed as Company Secretary w.e.f. 9th November 2023)
iii **Relatives of Directors/Key Management Personnel**	Mrs. Bhavika Goda-Spouse of CFO Mrs. Sheela Sharma-Spouse of Director
iv **Associate Company**	Opalforce Software India Limited Opalforce Inc (USA) Mindpool Technologies Limited
v **Wholly Owned Subsidiary Company**	S A Tech Leasing India Private Limited S A Tech Software INC, USA

32b **Remuneration**

	31-Mar-26 ₹ in Lacs
Key Management Personnel and Relatives	
i) **Salaries & Incentive**	
Mr. Manoj Joshi-CEO	11.77
Mr. Bhavin Goda-CFO	23.65
Mrs. Bhavika Goda-Spouse of CFO	23.65
Mrs. Sheela Sharma-Spouse of Director	4.80
Mrs. Poonam Sharma-Director of Associate Company	-
ii) **Sale of Assets**	
Mr. Bhavin Goda	-

32c **Transactions/Balances**

	31-Mar-26 ₹ in Lacs
i) **Holding Company**	
S A Technologies Inc.	
- Sales Services Export	-
- Trade Receivables	565.68
- Work In Progress (Billing in Progress)	700.23
ii) **Associate Company**	
Mindpool Technologies Limited	
- Interest Paid	-
- Sales	19.88
- Purchase	698.91
- Trade Receivables	0.39
- Trade Payable	-
Opalforce Software India Limited	
-Sale of Assets	-
-Services Received	231.05
-Trade Payables	-
iii) **Wholly Owned Subsidiary Company**	
The Group has two wholly owned subsidiaries namely S A Tech Leasing India Private Limited and S A Tech Software INC, USA.	
S A Tech Leasing India Private Limited	
- Loan Given	46.00
- Interest Receivable	1.16
- Sales	1.50
- Trade Receivables	1.50
- Purchase	2.26
- Trade Payable	-

33 **Earnings Per Share**

	31-Mar-26 ₹ in Lacs
Net profit as per Statement of Profit and Loss attributable to Equity Shareholders	210.74
Total number of equity shares	13,057,281
Weighted average number of equity shares	13,057,281
Basic and diluted earnings per share in ₹	1.61

34 **Leases Disclosure as per AS-19**

	31-Mar-26 ₹ in Lacs
Lease payments for the year	358.83
Lease payments for the Lock In Period of 1 year	273.51
Lease payments for the Lock In Period of 1-5 years	98.60
Sub-Lease payments received for the year	44.12

The Group's lease arrangements pertain primarily to the Holding Company.

35 Defined Benefit Plan

The defined plan comprises of gratuity. The company provides for its liability towards gratuity as per acturial valuation. The present value of accrued gratuity is provided in the books of

35a Reconciliation of Present Value of Defined Benefit Obligation (DBO)

	31-Mar-26 ₹ in Lacs
Opening defined benefit obligation	117.77
Transfer in/(out) obligation	-
Current service Cost	75.30
Past Service Cost	-
Interest Cost	7.94
Acturial (gain)/ loss	(44.50)
Loss/ (gain) on curtailments	-
Liabilities extinguished on settlements	-
Liabilities assumed in an amalgamation in the nature of purchase	-
Exchange differences on foreign plans	-
Benefits paid	-
Closing defined benefit obligation	**156.52**

35b Reconciliation of Plan Assets

Particulars	31-Mar-26 ₹ in Lacs
Opening value of Plan Assets	-
Transfer in/(out) of plan assets	-
Expenses deducted from the fund	-
Expected return	-
Acturial gain/(loss)	-
Assets distributed on settlements	-
Contribution by employer	-
Assets acquired in an amalgamation in the nature of purchase	-
Exchange differences on foreign plans	-
Benefits paid	-
Closing value of plan assets	-

35c Reconciliation of Net Defined Benefit Liability

	31-Mar-26 ₹ in Lacs
Net Opening provision in books of accounts	117.77
Transfer in/(out) obligation	-
Transfer in/(out) of plan assets	-
Employee benefit Expenses	38.74
Total	**156.52**
Benefit paid by the company	-
Contributions to plan assets	-
Closing provision in books of accounts	**156.52**

35d Experience Adjustment

Particulars	31-Mar-26 ₹ in Lacs
Defined Benefit Obligation	156.52
Plan Assest	-
Surplus/(Deficit)	**(156.52)**
Experience adjustment on plan liabilities & assets	(33.49)
Acturial loss/(gain) due to changes in financial assumptions & demographic assumptions	(11.01)
Net acturial loss/ (gain) for the year	**(44.50)**

35e Principle of Acturial Assumptions

Particulars	31-Mar-26 ₹ in Lacs
Discount rate	7.40% p.a
Expected return on Plan Assets	Not Applicable
Salary Growth Rate	8.00% p.a.
Withdrawal Rates (at younger ages reducing to 2.00% p.a. older ages)	10.00% p.a.

The actuarial valuation and related defined benefit obligations disclosed above pertain exclusively to the employees of the Holding Company. The subsidiary companies did not

36 Remuneration of Directors and Key Managerial Personnel under Section 197 of Companies Act, 2013

Particulars of Remuneration	31-Mar-26 ₹ in Lacs
1 Gross Salary	-
(a) Salary as per provisions of Section 17(1) of the Income-tax Act, 1961	-
(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-
(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-
2 Commission as % of profit	-
3 Others, Allowances	-
Total (A)	

36 Segment Reporting

In accordance with the requirements of Accounting Standard 17 “Segment Reporting”, the Company is mainly engaged in the business of “IT Consulting, Global Capability Center services” and all other activities of the company revolve around the main business and as such, there are no separate reportable segments that require reporting under Accounting Standard 17 – Segment Reporting.

Particulars	IT Consulting (31-Mar-26, ₹ in Lacs)	Global Capability
SEGMENT REVENUE		
Domestic Revenue	5672.38	-
Export Revenue	782.12	4089.51
Other/Common	671.29	-
Total (A)	**7125.80**	
Segment Expenses (B)	4634.99	1995.07
SEGMENT RESULT (C=A-B)	**2490.81**	
Other /Common Expenses (D)	-	-
Operating income (E=C-D)	-	-
Other income (F)	-	-
Profit Before Tax (E+F)	-	-

Note: The assets and liabilities of the Group are used interchangeably amongst segments. Allocation of such assets and liabilities is not practicable and any forced allocation would not result in any meaningful segregation. Hence, assets and liabilities have not been identified to any of the reportable segments.

Segment information of the Group substantially represents the business operations of the Holding Company. The transactions and operations of the subsidiary companies are

37 **Contingent Liabilities Contingent Assets & Capital Commitments**

	31-Mar-26 ₹ in Lacs
Letter of Credit and Bank Guarantee availed from resident Indian Banks Secured by specific Fixed Assets of the Company in relation to Procurement material and advances	-
Tax related matters pending in appeal*	452.80

*includes demand from tax authorities for various matters. The Company / tax department has preferred appeals on these matters and the same are pending with various appellate authorities. Considering the facts of the matters, no provision is considered necessary by management.

The Holding Company had initiated arbitration proceedings against Bihar Rural Livelihood Promotion Society and others in relation to contractual claims. The arbitration award/order has been received in favour of the Holding Company. Based on the award and expert legal opinion, an amount of ₹370.45 Lakhs has been recognized as Billing in Progress in the financial statements. Further claims towards interest and other consequential amounts aggregating to ₹773.71 Lakhs, as per contractual terms, are contingent upon the final outcome proceedings before the Hon'ble Patna High Court and accordingly have not been recognized in the financial statements.

The Holding Company has not regularised export trade receivables amounting to ₹586.26 Lakhs outstanding for more than 6 months under the Foreign Exchange Management Act, 1999. The impact of such non-regularisation has not been assessed by the Company

Contingent liabilities disclosed above pertain to the Holding Company.

38 **Financial Ratios**

		31-Mar-26	Reasons for Change
(a) Current Ratio	Current Asset/ Current Liability	1.98	
(b) Debt-Equity Ratio	Debt/Equity	0.66	
(c) Debt Service Coverage Ratio	PAT + Depreciation + Interest/ (Interest+Principal)	0.95	
(d) Return on Equity Ratio	PAT/Average Equity	0.05	
(e) Inventory turnover ratio	Goods Cost/ Average Inventory	Nil	**Reason for change is not applicable as there is no consolidation of accounts as per AS-21 for FY 2024-25**
(f) Trade Receivables turnover ratio	Sales/Average Receivable	4.81	
(g) Trade payables turnover ratio	Service Cost/ Average Payable	14.16	
(h) Net capital turnover ratio	Sales/Working Capital	3.91	
(i) Net profit ratio	PBT/Sales	0.02	
(j) Return on Capital employed	PBIT/(Total Assets-Current Liability)	0.10	
(k) Return on investment.	Return on investment/ Avg Investment	0.06	

39 **Micro, Small and Medium Enterprises Development Act, 2006 (the 'MSMED Act')**

As informed by the management, the Company has sought confirmations from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act"). During the course of audit, it was observed that confirmations were received only from certain vendors. Accordingly, MSME disclosures contained in these financial statements have been considered based on the confirmations received and information made available by the management. In respect of vendors from whom confirmations have not been received, the MSME status could not be independently verified.

40 The Company has initiated the process of obtaining balance confirmations in respect of trade receivables, trade payables and other balances. Confirmations have been received from certain parties only. In cases where confirmations are not available, the balances have been relied upon based on the books of accounts, supporting documents, subsequent reconciliations and management representations/certifications. In the opinion of the management, no material adjustments are required in respect of such balances.

Trade receivables are stated net of advances received from customers, wherever applicable, as per the records and reconciliation maintained by the management.

41 During the year, the Board of Directors approved in Board Meeting Dated 19th December, 2025 a draft Scheme of Arrangement under Sections 230 to 232 of the Companies Act, 2013, for merger of Mindpool Technologies Limited with the Company. The Scheme provides for issuance of equity shares by the Company to the shareholders of the transferor company.

Approval from the National Stock Exchange of India Limited (NSE) has been obtained, and the Scheme is subject to approval of NCLT, SEBI and other regulatory authorities. Pending such approvals, no accounting effect has been given in these financial statements.

42 **The following additional information (other than what is already disclosed elsewhere) is disclosed in terms of amendments dated March 24, 2021 in Schedule III to the Companies Act 2013 with effect from 1st day of April, 2021:-**

42a There is no proceeding initiated or pending against the company during the year for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made

42b The group is not declared wilful defaulter by any bank or financial Institution or any other lenders.

42c There is scheme of arrangements which has been approved during the year by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 other than disclosed under note 41.

42d There is no transaction that has not been recorded in the books of accounts and surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

42e The group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

42f The group has obtained borrowings from banks or financial institutions on the basis of security of current assets and quarterly returns or statements of current assets filed by the Company

42g The group has not advanced or loaned or invested funds (either borrowed funds or share premium or anyother sources or kind of funds) to any other person(s) or entity(ies), including
(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;

42h The group has not received any funds from any other person(s) or entity(ies), including foreign entities(Intermediaries) with the understanding (whether recorded in writing or otherwise)
(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 to or on behalf of the Ultimate Beneficiaries;

42i There are no creation or satisfaction of charges as at March 31, 2026 pending with ROC beyond the statutory period.

42j The group has utilised all the borrowings for the purpose for which they have been borrowed.

43 **Details of Corporate Social Responsibility (CSR) expenses**

As per Section 135 of the Act, a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profits for the immediately preceeding three financial years on

		31-Mar-26 ₹ in Lacs
(i) amount required to be spent by the company during the year,		10.62
(ii) amount of expenditure incurred,		11.52
(iii) shortfall at the end of the year,		-
(iv) total of previous years shortfall,	Not Applicable	
(v) reason for shortfall,	Not Applicable	
(vi) nature of CSR activities,	a. Education: School Uniform Distribution b. Education: Construction of Road c. Medical Purposes	
(vii) details of related party transactions		-

(viii)where a provision is made with respect to a liability incurred by entering into a contractual obligation -

Note: CSR provisions under Section 135 of the Companies Act, 2013 were not applicable to the Company during the previous year, as the Company did not meet the prescribed profitability threshold in FY 2023-24.

44 The Consolidated Financial Statements for the year ended 31st March 2026 have been prepared for the first time pursuant to incorporation of the wholly owned subsidiary, S A Tech Leasing India Private Limited, during FY 2025-26, in accordance with the Revised Schedule III to the Companies Act, 2013. Accordingly, the previous year figures represent standalone figures of the Holding Company and are not comparable with the current year consolidated figures. Further, the Holding Company has incorporated one wholly owned subsidiary i.e S A Tech Software INC outside India during the year. Since no operations or transactions have commenced in the said

45 Since the consolidation of accounts under AS-21 is done for first time during the year March 31, 2026, accordingly no previous year comparable figures are provided.

In terms of our report attached
For M/s Katariya & Munot
Chartered Accountants

Sd/-
Poonam Katariya
Partner
M.No.119638
Firm Registration No. 128438W
Date: 15th May 2026
Place: Pune

For and on behalf of the Board of Directors

Sd/-	**Sd/-**	**Sd/-**
Shyam Sharma	**Priyanka Joshi**	**Manoj Joshi**
Director	**Director**	**CEO**
DIN: 09434393	**DIN: 09302795**	
Sd/-		**Sd/-**
Arnika Choudhary		**Bhavin Goda**
Company Secretary		**CFO**

S A Tech Software India Limited
(Formerly Known as S A Tech Software India Private Limited)
CIN: L72900PN2012FLC145261

Notes to the Consolidated financial statements
₹ in Lacs
12) Property, Plant and Equipment and Intangible Assets

Particulars	Gross Block				Depreciation				Net Block	
	Upto 01-Apr-25	Additions during the year	Deletions during the year	As at 31-Mar-26	Upto 01-Apr-25	During the year	Deletion During the year	Total upto 31-Mar-26	As at 31-Mar-26	*As at 31-Mar-25*
A. Property Plant & Equipment										
Computers	328.14	21.59	-	349.73	286.33	33.41	-	319.74	29.99	*41.81*
Furniture & Fixtures	145.58	212.33	-	357.91	119.71	16.44	-	136.14	221.77	*25.87*
Plant & Machinery	50.63	4.13	-	54.76	42.24	3.05	-	45.28	9.48	*8.39*
Car	160.00	23.39	-	183.39	37.93	44.87	-	82.80	100.60	*122.07*
Office Purchase	217.38	1634.05	-	1851.43	31.58	75.44	-	107.01	1744.41	*185.80*
Total	901.73	1895.49	-	2797.22	517.77	173.20	-	690.98	2106.24	*383.96*
Previous Year	*783.61*	*177.77*	*54.10*	*907.27*	*397.87*	*160.44*	*34.99*	*523.32*	*383.96*	*385.74*

**All Movable and immovable Assets are hypothecated/mortgaged against Credit Facility provided by RBL Bank

THANK YOU

CONNECT WITH US:

Company

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Ms. Arnika Choudhary

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www.satincorp.com

Investor Relations Advisors

EquiBridgeX Advisors Pvt Ltd

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