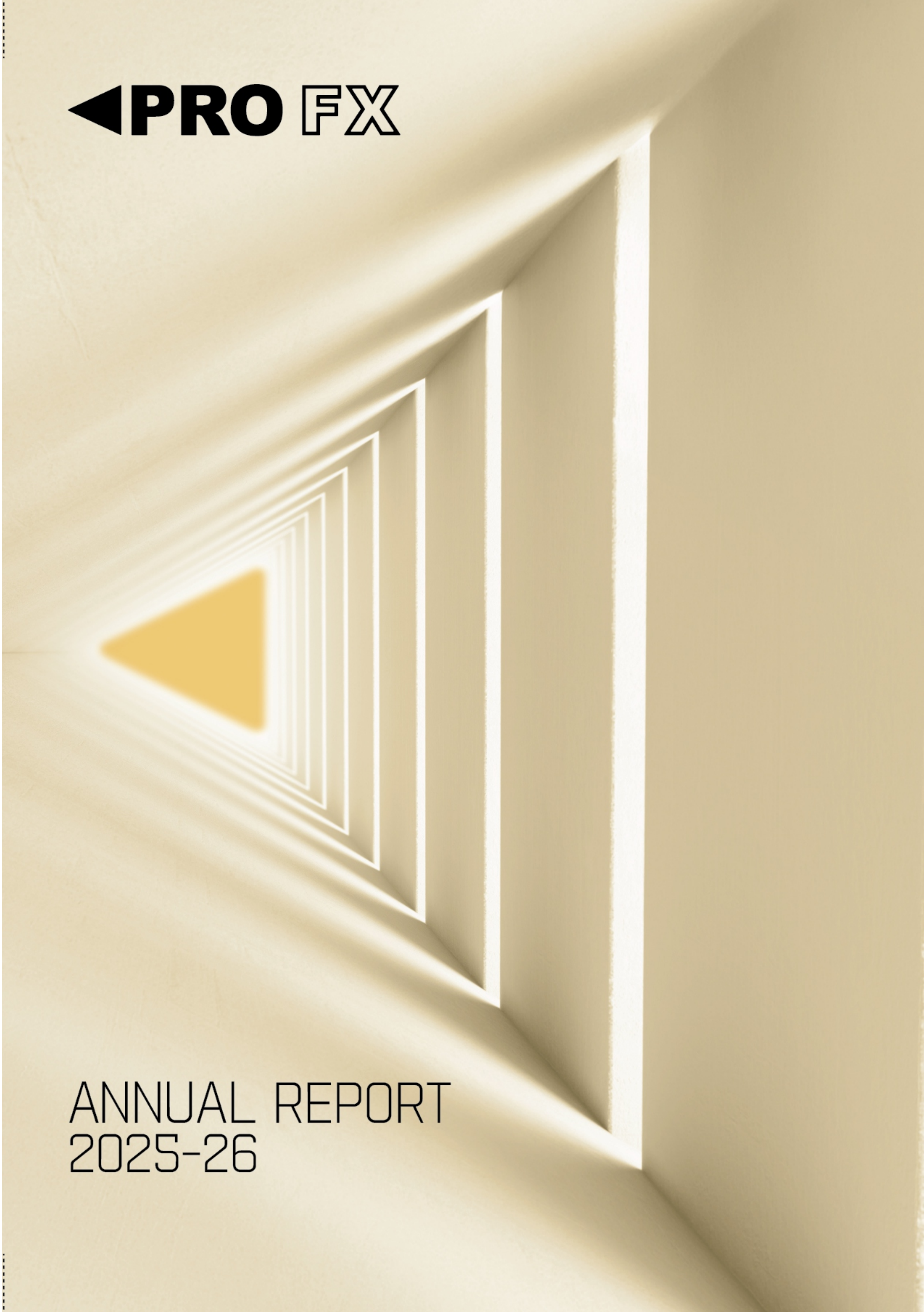

ANNUAL REPORT
2025-26

Corporate Information

BOARD OF DIRECTORS
Mr. Manmohan Ganesh, Managing Director
Ms. Shreya Nambiar
Mr. A M S Joekumar, Whole time Director
Mr. Abhay Maheshwari, (w.e.f 11.08.2025)
Mr. Alokeshwar Sen
Mr. Vishal Jhanwar

CHIEF FINANCIAL OFFICER
Mr. A M S Joekumar

COMPANY SECRETARY
Mr. Anand Kumar

AUDITORS
Statutory Auditors
M/s. MKUK & Associates
Chartered Accountants, Bangalore

Internal Auditors
M/s. T. Velupillai & Co.,
Chartered Accountants, Bangalore

Secretarial Auditors
M/s. Madhwesh Pratap and Associates
Practicing Company Secretaries

BOARD COMMITTEES
Audit Committee
Mr. Vishal Jhanwar, Chairman
Mr. Alokeshwar Sen
Mr. Manmohan Ganesh
Mr. Abhay Maheshwari

Nomination & Remuneration Committee
Mr. Alokeshwar Sen, Chairman
Mr. Vishal Jhanwar
Ms. Shreya Nambiar
Mr. Abhay Maheshwari

Stakeholders Relationship Committee
Mr. Alokeshwar Sen, Chairman
Mr. A M S Joekumar
Mr. Manmohan Ganesh
Mr. Abhay Maheshwari

Corporate Social Responsibility Committee
Mr. Manmohan Ganesh, Chairman
Mr. Alokeshwar Sen
Mr. A M S Joekumar
Mr. Abhay Maheshwari

REGISTERED OFFICE
PRO FX Global Theatre,
Ground Floor, 84, Barton Centre,
M G Road, Bangalore 560 001
e-mail: cs@profx.com
Website: https://profx.com
CIN: U51500KA2006PLC040879

CORPORATE OFFICE
Dynamic House, #64 Church Street,
Bangalore 560 001

REGISTRAR AND SHARE TRANSFER AGENT
Cameo Corporate Services Limited
Subramanian Building
#1, Club House Road
Chennai 600 002 - India.
Ph : 044 - 2846 0390/91/92/93/94/95/ 4002 0700/710
e.mail : cameo@cameoindia.com

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Registered office: Profx Global Theatre, Ground Floor, 84, Barton Centre, M G Road,
Bangalore, 560001, Phone : 080- 43718978 CIN: U51500KA2006PLC040879,
Website: https://profx.com, e-mail - cs@profx.com

NOTICE is hereby given that the 20th Annual General Meeting ("AGM") of the members of PRO FX Tech Limited ("PROFX") will be held on **Monday, the 21st September 2026 at 4:00 P.M.** through Video conferencing ("VC")/Other Audio Visual Means ("OVAM") for which purpose the Registered office of the company situated at Profx Global Theatre, Ground Floor, 84, Barton Centre, M G Road, Bangalore-560 001, shall be deemed to be made there at, to transact the following business:

ORDINARY BUSINESS:

1) Approval of Audited Financial Statements and Board's & Auditors Reports

To consider and adopt the audited financial statements of the company for the financial year ended on 31st March 2026, the report of the Board of Directors and Auditors thereon;

"**RESOLVED THAT** the company do hereby adopt the Audited Financial Statements for the year ended 31st March 2026, along with the Boards' Report and the Reports of Auditors thereon".

2) Re-appointment of Mr. A M S Joekumar (DIN: 10538347) as a director, liable to retire by rotation.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. A M S Joekumar (DIN: 10538347), Director, who retires by rotation and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

By Order of the Board of Directors

Manmohan Ganesh
Managing Director
DIN:00886018

Registered office:
PRO FX Global Theatre,
Ground Floor, 84, Barton Centre,
M G Road, Bangalore 560 001

10th August, 2026
Bangalore

Notes:

1. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023 after due examination, it has been decided to allow companies whose AGMs are due in the Year 2024 or 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold Annual General Meeting (AGM) through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https:// www.profx.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

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

The remote e-voting period begins on 17th September, 2026 at 9 A.M. and ends on 20th September, 2026 at 5 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date(cut-off date) i.e. 11th September, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 11th September, 2026.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: 5. https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 6. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.]
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

GENERAL GUIDELINES FOR SHAREHOLDERS

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by e-mail to cs@profx.com,
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID+ CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@profx.com, If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@profx.com. The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at cs@profx.com between 13th September 2025 (9.00 a.m. IST) and 16th September 2025 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Particulars as required for re-appointment of Directors pursuant to provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015

Item No. 2

Information required to be furnished under Regulation 36(3) of the SEBI (LODR) Regulations 2015 and Secretarial Standard 2 -General Meetings. The particulars of Director who is proposed to be appointed at this meeting are given below:

Name and DIN	Mr. AMS Joekumar and 10538347
Date of Birth & Age	26-05-1965, 61 years
Nationality	Resident Indian
Original date of appointment	20/03/2024
Date of previous appointment	17/06/2024
Relationship with other Directors	NIL
Qualification	Master of Commerce
Expertise in specific functional areas	Mr. AMS Joekumar is the Whole Time Director of our Company. He has also been appointed as Chief Financial Officer of our Company w.e.f June 14, 2024. He possesses more than 30 years of experience in the Financial Analysis and Risk Management. He has completed his Masters in Commerce from Madurai Kamaraj University in the year 1989. He has an experience of over two decades in accounting and finance domain and currently, actively involved in sales and marketing, developments of new businesses and responsible for managing accounts & finances of the Company.
Number of shares & % of holding	20,000 & 0.11%
Name of the companies in which Mr. Abhay Maheshwari is a Director	Nil
Chairmanships/Memberships of Committees in other Public Limited Companies (Including Audit Committee and Stakeholders Relationship Committee)	N. A
Number of Board meetings attended during the FY 2025-26	11

The appointment of Mr. AMS Joekumar, as a director on the board of the company complies with the requirements of provisions of Section 152 of the Companies Act, 2013 with regard to re-election of a director.

The Nomination & Remuneration Committee at its meeting held on 10th August 2026 has recommended the said appointment and accordingly, the Board too recommends the resolution as set out at Item No. 2 of the Notice as an Ordinary Resolution in relation to the election of Mr. AMS Joekumar, as a director, for approval of the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise in resolution as set out in the accompanying Notice.

ATTENDANCE RECORD OF DIRECTOR WHO SEEK APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of the Director	No of Board meetings held during 2025-26	No. of Board Meetings attended	Last AGM attendance	No. of Shares held
Mr. AMS Joekumar	11	11	Yes	20,000

Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

By Order of the Board of Directors

Manmohan Ganesh
Managing Director
DIN:00886018

Registered office:
PRO FX Global Theatre,
Ground Floor, 84, Barton Centre,
M G Road, Bangalore 560 001

10th August, 2026
Bangalore

Chairman's Statement

Dear Shareholders,

It is with a sense of responsibility, gratitude and confidence that I present to you PRO FX Tech Limited's performance and progress for FY 2025-26. The year was marked by strong business momentum, but it also reminded us that growth must be supported by resilience, discipline and the ability to respond quickly to changing conditions.

The environment in which we operate

The global business environment remains complex. Geopolitical uncertainty has weakened sentiment in several markets and has contributed to volatility in freight, currencies and supply chains. For an import-dependent business such as ours, higher freight costs and the depreciation of the Indian Rupee have a direct bearing on landed costs and pricing. The electronics industry has also experienced tightness in selected components and memory products, partly because of the rapid expansion of artificial-intelligence and data-centre infrastructure.

The final quarter of FY26 was particularly challenging from an operating perspective. Yet, it was also a period in which the strength of our organisation became visible. Through disciplined inventory management, selective pricing measures, closer engagement with our global brand principals and tighter cost control, we successfully navigated these pressures and closed the year with renewed operating momentum.

India's underlying long-term opportunity remains compelling. Rising incomes, premium housing, urbanisation and a growing appreciation for well-designed living spaces are changing the way consumers think about technology in the home. Entertainment is increasingly becoming an integral part of the modern home. High-quality audio, home theatres, integrated automation and connected living are no longer viewed merely as stand-alone products; they are becoming part of the way families relax, interact and experience their homes.

Strengthening our platform

Against this backdrop, our priority has been to strengthen the platform on which PRO FX's future growth will be built. We are widening our dealer network and working more closely with channel partners across established markets as well as emerging cities. This gives customers better access to our brands and enables us to benefit from the local knowledge, relationships and reach of our partners.

We have also continued to broaden our portfolio of globally respected brands. The addition of Hegel strengthened our offering in premium two-channel stereo and hi-fi, while our deeper relationships with Peavey and Crest Audio enhanced our capabilities in professional sound, live sound, commercial audio and institutional solutions. We expect to add selected brands during FY27, widening our addressable customer base and providing solutions that are easier to install and can help reduce project turnaround time.

Our showroom and experience-centre strategy is another important part of this effort. Premium audio-visual and home-automation solutions are best understood when they are experienced. Customers need to hear, see and interact with a system, and they benefit from expert advice before deciding what is right for their home or workplace. The new experience centres opened by the Company, together with additional centres being progressed, will improve brand awareness, visibility and customer engagement.

Service, people and execution

A wider product and dealer network must be supported by dependable service. During the year, our service footprint increased from 28 to 31 centres, giving end customers and dealers broader after-sales coverage. Our in-house technical expertise, including component-level servicing capabilities, enables faster diagnosis and better support across an increasingly sophisticated range of products.

We have also strengthened the organisation itself. Our employee base has grown to more than 150 people, with key roles filled and additional talent added across sales, logistics and technical support. These investments are intended to improve execution today while preparing the Company for the next phase of growth.

Our corporate and institutional solutions business has continued to gain recognition. Several premium projects executed by PRO FX have received very positive feedback. Such references are valuable because they demonstrate our ability to understand complex requirements, design tailored environments and execute them with care. As awareness of this specialised skill set grows, we believe it will support further opportunities across corporate, commercial and institutional markets.

Navigating with discipline

The year reinforced an important principle: growth and profitability must be pursued together. We have remained focused on product mix, cost control, inventory discipline and operating efficiency. Our response during the latter part of FY26 showed that the Company can adapt to external pressures while continuing to invest in its customers, people and long-term capabilities.

Our diversified model also provides resilience. Distribution gives us national reach through dealers and partners; our showrooms and experience centres deepen direct customer engagement; our corporate and institutional business uses our design and execution capabilities; and our service network strengthens trust across every part of the platform. Each element reinforces the others.

Looking ahead with confidence

We remain mindful that global headwinds may continue in the near term. Sentiment could remain cautious, currency and freight costs may stay volatile, and supply constraints could affect selected product categories. We will therefore continue to manage the business prudently, maintain close relationships with our principals and partners, and respond to market conditions with agility.

At the same time, our outlook remains positive. PRO FX serves a premium and HNI-oriented customer base that has historically demonstrated greater resilience. More importantly, the structural drivers of our industry remain intact. Modern homes are becoming more connected, more personalised and more centred around entertainment and shared experiences. As premium residential development expands and consumers become more knowledgeable about audio, video and automation, we are confident that demand for thoughtfully designed, high-quality solutions will continue to rise.

With a wider network, a growing portfolio of brands, stronger service coverage, improved showroom infrastructure, an expanded team and proven project capabilities, PRO FX is better equipped to capture this opportunity. We will continue to grow responsibly, protect the trust placed in us and build a business capable of creating sustainable value over the long term.

I would like to thank our employees for their commitment, our brand principals and dealer partners for their continued confidence, our customers for choosing PRO FX, and our shareholders for their trust and support. Together, we have built a distinctive company. I remain confident that the strength of our relationships, the quality of our execution and the relevance of our offering will keep PRO FX on the right path in the years ahead.

Warm regards,

Manmohan Ganesh
Chairman and Managing Director

Management Discussion and Analysis Report

1. Corporate Profile & Legacy

PRO FX Tech Limited, (formerly PRO FX Tech Private Limited), has been at the forefront of India's premium audio-visual (AV) and automation industry since 2006. What began as a single store initiative in home audio has today evolved into a multi-vertical, multi-city business covering residential AV, corporate integration, automation solutions, and retail experience centers.

We are now Indian distribution partners for globally recognized audio brands such as Denon, Polk Audio, KEF, JBL, Revel, Definitive Technology, Theory Audio, Hegel, CHORD Company, Peavey, Sonodyne, Prism, CREST Audio, Nakymatone, PRO Audio Technology, among others. Our footprint extends across most Indian cities through an expansive dealer network, 28 service centers, experience centers in strategic markets, and over 140 dedicated team members.

PRO FX has been recognized internationally with the company receiving multiple awards and nominations, including **CEDIA**'s Award for Best Distributor 2023. The company has evolved into a structured, professionally managed, and largely debt-free enterprise with a reputation for product excellence, service integrity, and innovation.

Lifestyle Home Theatre : Contemporary Residential Installation

2. Financial Performance Overview

PRO FX Tech Limited has continued its consistent upward trajectory over the past three years. For FY 2025-26, the company recorded a consolidated revenue of ₹176.73 Cr, compared to ₹129.38 Cr in FY2024-25 and ₹110.48 Cr in FY 2024-25 marking continuous double digit growth. This growth reflects our ability to expand across segments while managing margins effectively.

Profit After Tax (PAT) also witnessed robust improvement, growing from ₹10.9 Cr in FY 2024-25 to ₹13.99 Cr in FY 2025-26, a cumulative growth of nearly 86% over the three-year period

Net worth increased significantly to ₹89.01 Cr by March 2026, up from ₹24.82 Cr in FY 2023-24, reflecting strong internal accruals and IPO proceeds. The company remains largely debt-free, borrowings stood Nil in FY 2025-26, substantially down from ₹2.05 Cr in FY2024-25 and a nominal ₹3.82 Cr in FY 2023-24.

(₹ in crores)

	Mar '26	Mar '25	Mar '24
Revenue	176.73	129.38	110.48
PAT	13.99	10.90	7.52
Net Worth	89.01	36.92	24.82
Reserves & Surplus	71.51	24.05	11.95
Total Borrowings	-	2.05	3.82

Invisible Speakers : New Trend in Lifestyle Audio.

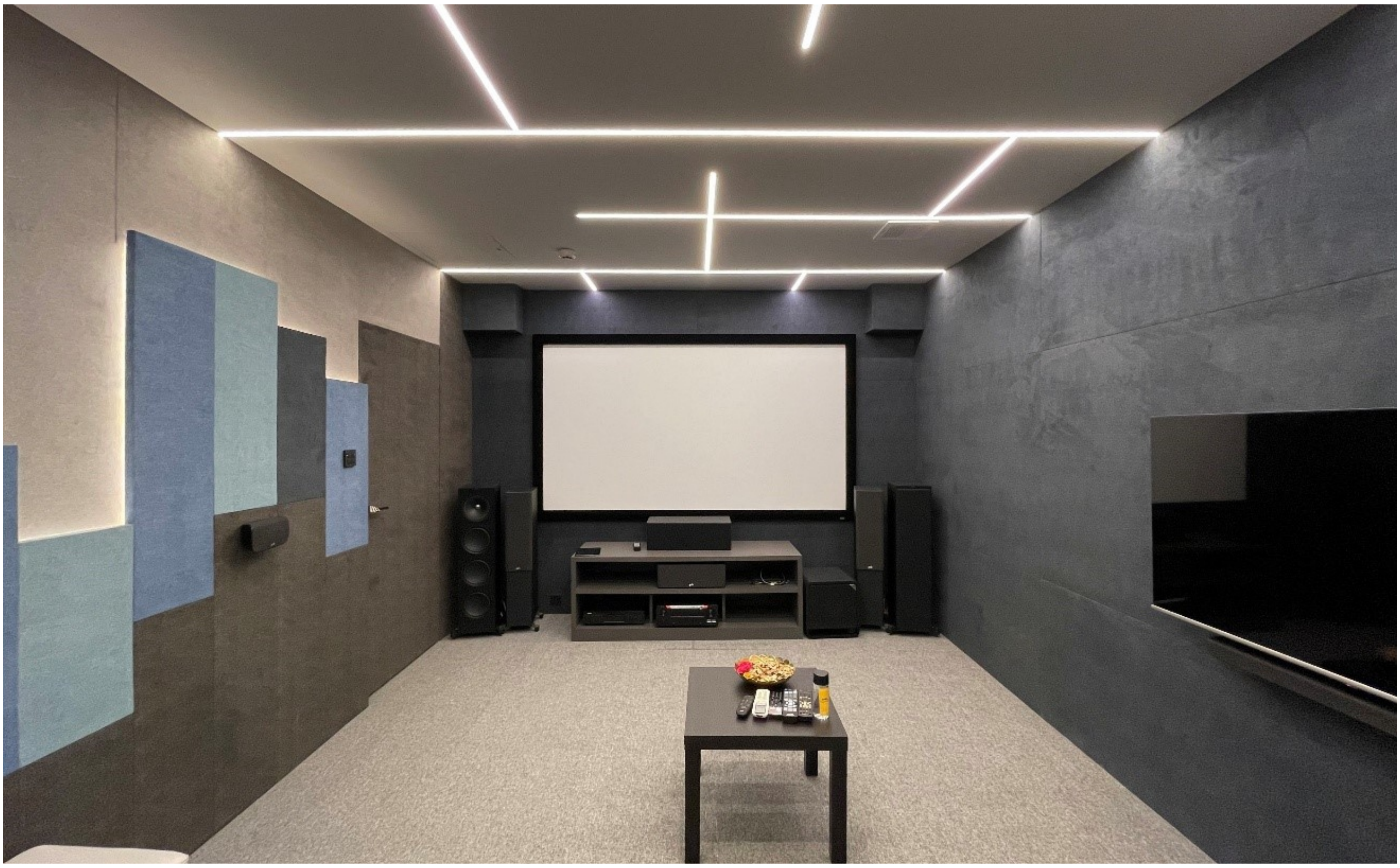
3. Business Segment Review

a. Distribution

Given the geographical and cultural diversity of India, it will always be a challenge for the company to directly interact with end customers across the country, accordingly, PRO FX chose to scale up its distribution business and sell through a select network of dealer partners. This remains our largest vertical, anchored by long-standing brand partnerships and an expanding dealer network. The addition of Hegel, a Norwegian premium amplifier brand, to our portfolio in FY 2025-26 further reinforced our positioning in the two-channel stereo and hi-fi segment.

b. Retail

Our world-class Experience Centres, called PRO FX Experia in cities like Bangalore and Coimbatore continue to offer immersive demonstrations of our premium offerings and this in turn has helped us attract a significant number of ultra-high net worth individuals as our customers for home theatre, hi-fi and home automation. In addition, PRO FX has retail stores in select cities. We plan to upgrade our stores in all Metros into Experia stores starting with Mumbai, Kochi, and Chennai in Phase 1 followed by more stores in the next year.



Retail Showroom : Integrated AV

Premium Hi-Fi Stereo Setup

Home Automation


Retail Showroom : Custom Theatre

c. Projects & Integration

PRO FX has created a name for itself in designing and executing bespoke projects such as experience centres, auditoriums, conference rooms, educational facilities, retail stores, training centres, etc. The Company has delivered several high-profile projects in FY26 including:

- A one-of-a-kind Experience Centre for Adani Group near the Desert of the Rann of Kutch, Gujarat part of the world's largest solar power plant
- Manipal University, Bangalore complete AV deployment across smart classrooms, seminar halls, and auditoriums
- Multiple HNI residences featuring automation, home theatres, and distributed audio

Institutional Immersive Experience Centre

Experience Centre : Immersive LED Visual Experience

4. Strategic Highlights of FY-26

The financial year 2025–26 was a pivotal one for PRO FX, marked by several significant achievements that underscore our strategic clarity and execution capability. Foremost among these was our successful Initial Public Offering (IPO), which was oversubscribed 25 times. This remarkable response from institutional and retail investors is a powerful affirmation of the market's confidence in PRO FX's business model, leadership, and future potential.

The Company has also deepened its brand portfolio during the year. The inclusion of Hegel, a premium Norwegian amplifier brand, significantly strengthens our offering in the two-channel hi-fi audio space. Additionally, we secured the regional rights for BenQ projectors in the Mumbai territory—a strategic move that complements our expanding presence in the visual segment of AV. Our corporate AV vertical witnessed robust traction this year, with increasing enquiries, successful project execution, and strong word-of-mouth referrals positioning it as a key revenue and margin driver for the years ahead.

Compact Residential Home Theatre

5. Industry Landscape & Market Opportunity

The Indian premium AV market is undergoing a transformation driven by macroeconomic shifts, lifestyle upgrades, and digital consumption trends. India's rising affluence—particularly in urban centers—has catalyzed an increase in demand for high-end home entertainment and smart living experiences. AV systems, once considered discretionary, are now becoming essential components of modern luxury homes.

Among the most defining trends is the surge in disposable income and aspirational consumption among India's HNI and UHNI segments. With the expansion of premium housing, developers and homebuyers are actively seeking audio-visual environments that complement high-end architecture. This trend is especially visible in metros and is beginning to spill over into Tier 2 cities. The proliferation of streaming platforms, online gaming, and work-from-home arrangements further amplify the relevance of immersive AV environments.

India's home theatre market is currently valued at USD 457.9 million (2024) and is projected to grow to USD 2.18 billion by 2033, representing a CAGR of nearly 19%.* Concurrently, premium housing now accounts for 62% of total residential sales in India, signifying the scale of the target market.*

*Sources: IMARC Group, Times of India

Premium Residential Dolby Atmos Home Theatre

6. Risk Management

The Company operates in a globalized and import-dependent industry, which makes it susceptible to shifts in international trade dynamics and macroeconomic volatility. FY2025-26 witnessed several supply chain disruptions triggered by evolving US tariff policies and realignments in Asian manufacturing hubs. Brands were forced to alternate between factories in China, Vietnam, Indonesia, and Thailand, resulting in inconsistencies in supply cycles and logistics.

Currency fluctuations also posed challenges, particularly in pricing predictability and inventory planning. The persistent presence of grey market operators and unauthorized importers further complicated competitive pricing, often undermining value-based selling by diluting brand equity.

Despite a softer trend in the residential real estate market, our positioning in the premium segment helped us retain momentum. We mitigate these risks through a multi-pronged approach: diversified sourcing strategies, improved inventory buffers, transparent pricing practices, and strict channel discipline. Our relationships with brand principals remain strong and continue to provide us with the agility to navigate dynamic business environments.

Professional Audio : Live Event Experience

7. Outlook & Future Strategy

Looking ahead to FY 2026-27 and beyond, PRO FX will continue to sharpen its strategic focus on scalable growth opportunities. The Company has set an ambitious but achievable revenue growth target, supported by demand in both the residential and commercial segments.

The corporate AV sector will be a core pillar of this growth, as we deepen our penetration into boardrooms, training centers, retail environments, and educational institutions. PRO FX is investing in talent, training, and tools to scale this vertical to the next level. On the retail front, we are working on launching new state-of-the-art Experience Centres in Mumbai, Kochi, and Chennai, which will set new benchmarks for immersive technology retail.

We also see significant scope for expanding our brand partnerships, particularly in the domains of smart automation, LED video displays, and bass-centric solutions. Internally, our emphasis remains on data-led decision-making, customer-centric innovation, and a culture of executional excellence.

To support this growth and drive internal operational efficiency, the Company has also begun the phased implementation of SAP ERP across its core business units. Once completed, this initiative will enable tighter control over inventory, procurement, project management, and financial reporting. It will also provide real-time management MIS and enhance decision-making across the organization, laying a strong digital foundation for future scalability.

Premium Audio : Fixed Install Solution

8. Service Leadership

As on July 2026, PRO FX has grown its team strength to over 140 employees across India. This includes specialized personnel in sales, project management, design, and field support. Recognizing the critical role of service in building brand equity, we have consistently invested in enhancing our service capabilities.

Our PAN India service infrastructure comprising 28 service centers offers a robust after-sales network that covers nearly every major city. What truly differentiates us, however, is our ability to perform advanced SMD-level servicing in-house, eliminating delays, improving cost efficiencies, and boosting customer satisfaction. Our technicians undergo regular training and certification, ensuring that we maintain the highest standards of service professionalism.

We at PROFX view our service operations not merely as support functions but as key enablers of long-term customer retention and brand loyalty. With increasing complexity in AV and automation systems, the ability to offer dependable, rapid-response service has become a key competitive advantage one that PRO FX is well-positioned to deliver.

PRO FX Service Centre

9. CSR and Governance

PRO FX Tech Limited is committed to conducting business with integrity, transparency, and a strong sense of responsibility. We adhere fully to the statutory guidelines under the Companies Act and SEBI regulations. Internal financial controls have been strengthened and reviewed periodically to ensure accountability and compliance across all operating units.

While the CSR spend obligations for FY 2025-26 are limited, we are working towards developing a formal CSR framework that aligns with our values and areas of interest, such as technical education, AV literacy, and skill development in underserved regions. The Board is also evaluating opportunities to contribute meaningfully to sustainable technology practices and energy-efficient installations, both in our own offices and in client-facing projects.

Dear Esteemed shareholders,

Your directors have pleasure in presenting the 20th Annual Report together with the Audited Statement of Accounts of your Company for the financial Year ended March 31, 2026.

Summary of Financial Performance

The Company's financial performance for the financial year ended March 31, 2026:

(₹ in lakhs)

Particulars	Year ended	
	31.03.2026	**31.03.2025**
Net Sales and other income	17,777.17	13,005.42
Total operating Expenses	15,764.16	11,350.47
Profit / (Loss) before Tax	1,645.95	1,645.95
Deferred Tax charge /(Credit)	495.96	430.56
Profit after Tax	1,525.71	1,219.91
EPS - Basic	9.28	9.51
- Diluted	9.28	9.51

2. State of Affairs / Highlights:

I. The Company is engaged in the business of providing premium audio-visual (AV) and automation solutions for both residential and corporate customers. Its offerings include home theatre systems, automation services, end-to-end AV solutions for corporate spaces, and digital signage solutions. Through showrooms and experience centres, it showcases products such as projectors, amplifiers, processors, speakers, LED displays, automation controllers, and interactive displays, supported by strong partnerships with leading AV brands and a skilled technical team.

II. There has been no change in the business of the Company during the financial year ended March 31, 2026.

3. Share capital

The paid-up Equity share capital of the company as on 31st March 2026 stood at Rs.175.04 Lakhs comprising 1,75,03,686 equity shares of Rs.10/- each fully paid up. None of the directors hold any instruments which are convertible into equity shares of the company.

The provisions of Rule 4(4) of Companies (Share capital and Debentures) Rules 2014 are not applicable to the company since no equity shares have been issued by the company with differential voting rights during the Financial year 2025-26.

4. Credit Rating

The Current Exposure does not mandate the Company to have Credit Rating as prescribed by RBI/SEBI.

5. Remuneration to Employees, Directors and Key managerial Personnel

There are no employees drawing remuneration in excess of the limits as prescribed in Section 197(12) of the Act, read with Rule 5(1) of the companies (Application and Remuneration of Managerial Personnel) Rules, 2014 and hence no statement is attached therewith.

6. Policy on Directors Appointment and Remuneration

The Policy on Directors appointment and remuneration is to follow the criteria as laid down under:

a. The Companies Act, 2013

b. PRO FX Code of Conduct for Board of Directors and Senior Management Personnel.

c. Subject to SEBI (Listing & Disclosure Obligations and Disclosure Requirements) Regulations, 2015.

d. Good Corporate Practices
Emphasis is given to appointing persons on the board who are from diverse fields and professions.

Guiding policy on remuneration of Directors, Key Managerial Personnel and Employees of the company is that:

a. Remuneration to Key Managerial Personnel, Senior Executives, Managers, Staff and workmen is industry-driven and takes into account their performance and to attract and retain quality talent.

b. For Directors, it is based on the shareholders resolutions, provisions of the Companies Act, 2013 and Rules framed there in, Circulars and Guidelines issued by the Central Government and other authorities, from time to time.

Directors:

Category	Name of the Director
Executive Directors	Mr. Manmohan Ganesh Mr. A M S Joekumar
Non-Executive Directors	Ms. Shreya Nambiar Mr. Abhay Maheshwari
Non-Executive - Independent Directors	Mr. Alokeshwar Sen Mr. Vishal Jhanwar

The composition of the Board is in line with the requirements of the act and listing regulations. All Directors have vast knowledge and experience in their relevant fields and the company has benefited immensely by their presence on the Board.

7. Changes in Directors and Key Managerial Personnel (KMP) during the FY 2025-26

a. During the year under review Mr. Abhay Maheshwari was appointed as the non-executive director on 11th August 2025.

b. Woman Director

In terms of provisions of Section 149 of the Act and Regulation 17(1)(a) of the listing regulations, the company needs to have at least one-woman director on the board. The Company has Ms. Shreya Nambiar as a non-executive woman director on the board.

c. Director retiring by rotation

Pursuant to the provisions of the Act, Mr. A M S Joekumar, a Whole-Time director, is liable to retire at the forthcoming Annual Meeting, is eligible and has offered himself for re-appointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment.

d. Declaration of Independence by the Independent Directors

The Company has two independent directors as on 31st March, 2026. Pursuant to Section 149(6) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Mr. Vishal Jhanwar and Mr. Alokeshwar Sen were the Independent Directors of the company as on 31st March, 2026 and have made a declaration to the Company confirming the compliance of the conditions stipulated in the aforesaid section. The said declarations were placed at the board meeting held on 15th May 2026.

h. Details of Committee of Directors

Committees	Name of the Director	Designation
Audit	Mr. Vishal Jhanwar	Chairman
	Mr. Alokeshwar Sen	Member
	Mr. Manmohan Ganesh	Member
	Mr. Abhay Maheshwari	Member
Nomination & Remuneration	Mr. Alokeshwar Sen	Chairman
	Mr. Vishal Jhanwar	Member
	Ms. Shreya Nambiar	Member
	Mr. Abhay Maheshwari	Member
Stakeholders Relationship	Mr. Alokeshwar Sen	Chairman
	Mr. AMS Joekumar	Member
	Mr. Manmohan Ganesh	Member
	Mr. Abhay Maheshwari	Member
Corporate Social Responsibility	Mr. Manmohan Ganesh	Chairman
	Mr. Alokeshwar Sen	Member
	Mr. AMS Joekumar	Member
	Mr. Abhay Maheshwari	Member

i. Key Managerial Personnel

Mr. Manmohan Ganesh, Managing Director, Mr. A M S Joekumar, Chief Financial Officer (CFO) and Mr. Anand Kumar, Company Secretary & Compliance Officer are the Key Managerial personnel of the Company pursuant to Section 203 of the Companies Act, 2013.

a. Meetings of Board of Directors:

The Board of Directors has met 11 (Eleven) times and Independent Directors once during the financial year 2025-26. The details are as follows:

Sr.no	Date of Board meeting
1	16-Apr-2025
2	31-May-2025
3	06-Jun-2025
4	19-Jun-2025
5	25-Jun-2025
6	01-Jul-2025

Sr.no	Date of Board meeting
7	14-Jul-2025
8	11-Aug-2025
9	10-Nov-2025
10	21-Jan-2026
11	28-Jan-2026

8. Web Link of Annual Return, If Any:

The Company is having website i.e. https://profx.com and annual return of Company has been published on such website. Link of the same is given below: https://profx.com/investors

9. Details in Respect of Fraud:

During the year under review, there are no instances of frauds committed in the Company by its Officers or Employees under section 143(12) of the Companies Act, 2013 which is evidenced by the Statutory auditors in this report.

10. Board's Comment on the Auditors' Report:

The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self-explanatory and do not call for any further comments explanation to qualification/adverse report of auditors are addressed in.

11. Material Changes and Commitments:

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

12. Details of Significant and Material Orders passed by the Regulators, Courts and Tribunals:

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

13. Contracts and Arrangements with Related Parties:

The particulars of every contract or arrangement 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 are disclosed in Form AOC- 2, which forms part of the annual report.

14. Compliance with Secretarial Standard:

The Company has Complied with the applicable Secretarial Standards (as amended from time to time) on meetings of the Board of Directors and Meeting of Shareholders AGM i.e. SS-1 and SS-2 issued by The Institute of Company Secretaries of India and approved by Central Government under Section 118(10) of the Companies Act, 2013

15. Particulars of Loans and Investment:

The details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

16. Transfer to Reserve

During the year under review, the company has transferred Rs.7150.89 lakhs to Reserves & Surplus

17. Dividend

In order to conserve reserves, your directors have not recommended any dividend on equity shares of the company for the FY 2025-26.

18. Conservation Of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo:

A. Conservation of Energy, Technology Absorption

Conservation of energy is of utmost significance to the Company. Operations of the Company are not energy intensive. However, every effort is made to ensure optimum use of energy by using energy- efficient computers, processes and other office equipment. Constant efforts are made through regular/ preventive maintenance and upkeep of existing electrical equipment to minimize breakdowns and loss of energy.

The Company is continuously making efforts for induction of innovative technologies and techniques required for the business activities.

Steps taken by company for utilizing alternate sources of energy: NIL

Capital investment on energy conservation equipment: NIL

B. Foreign Exchange earnings and Outgo

Earnings	NIL
Outgo	USD 75,91,622/-
	EUROS 81,372/-
	GBP 20,827/-

19. Risk Management Policy

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the company and its mitigation process/measures have been formulated in areas such as business, project execution, dg event, financial, human, environment and statutory compliance.

20. Prevention of Sexual Harassment of Women at Workplace ["POSH"]:

Our Company has always believed in providing a safe and harassment free workplace for every individual working in the Company premises. Company always endeavors to create and provide an environment that is free from any discrimination and harassment.

The policy on prevention of sexual harassment at workplace aims at prevention of harassment of employees (whether permanent, temporary, ad-hoc, consultants, interns or contract workers irrespective of gender) and lays down the guidelines for identification, reporting and prevention of undesired behavior. The Company has duly constituted internal complaints committee as per the said Act.

During the financial year ended March 31, 2026, there was no complaints recorded pertaining to sexual harassment.

21. Details of Subsidiary, Joint Venture or Associate Companies:

The company does not have any Subsidiary, Joint venture or Associate Company as on 31st March 2026, However, Form AOC-1 is attached as annexure for information of members.

22. Internal Financial Control:

The Company has in place adequate internal financial controls with reference to financial statements. During the financial year, such controls were tested and no reportable material weakness in the design or operation was observed.

23. Auditor:

Statutory Auditors

As per the provisions of Section 139, 141 of the Companies Act, 2013 and rules made thereunder (hereinafter referred to as "The Act"), the Company at its 18th Annual General Meeting('AGM') held on 28/09/2024 approved the appointment of M/s. MKUK & Associates, Chartered Accountants (FRN 0501138) as Statutory Auditor for a period of 5 years commencing from 18th AGM till the conclusion of the 22nd AGM to be held in the year 2029.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act 2013 and rules made thereunder; the company had appointed Madhwesh Prathap & Associates, Practicing Company Secretaries (FRN.No P2025KR103400) as Secretariat auditors for the period 2025-26 to 2029-30 to undertake the Secretarial Audit of the Company.

Internal Auditor

Pursuant to the provisions of Section 138(1) of the Companies Act, 2013, read with Rule 13 of the Companies (Accounts) Rules, 2014, M/s T Velupillai & Co, Chartered Accountants, Bangalore have been appointed as the Internal Auditors of the Company.

24. Director's Responsibility Statement:

The Directors would like to inform the Members that the Audited Accounts for the financial year ended March 31, 2026, are in full conformity with the requirement of the Companies Act, 2013. The Financial Accounts are audited by the Statutory Auditors, M/s. MKUK & Associates, Chartered Accountants (FRN 0501138). The Directors further confirm that: -

a) In the preparation of the annual accounts for the year ended March 31, 2026 the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same.

b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2026 and of the profit of the Company for the year ended on that date.

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

d) The Directors have prepared the annual accounts on a 'going concern' basis.

e) 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.

25. Deposits

The company has not accepted any deposits during the financial year under review.

26. Corporate Social Responsibility:

Pursuant to the provisions of Section 135 read with Schedule VII to the Act, the company has constituted a CSR Committee which reviews and recommends inter-alia (a) the policy on Corporate Social Responsibility (CSR) including changes thereto. (b) Annual CSR Activity plan (c) CSR projects or programmes for implementation by the company as per its CSR policy. In accordance with the applicable provisions of Section 135 of the Act and CSR policy of the company, the company contributes 2% of average net profits made during the preceding three financial years.

The brief outline of the Corporate social Responsibility ('CSR') Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year in the formats prescribed in the Companies ('CSR Policy') Rules, 2014 are set out in **Annexure-2** to this Report. The CSR Policy is available on Company's Website URL:https://profx.com

27. Cost Records

As per section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014, your Company is not required to maintain cost records.

28. Statement on Declaration from Independent Directors:

The Company has received necessary declarations from all Independent Directors of the Company in accordance with the provisions of Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

29. Establishment of Vigil Mechanism/Whistle Blower Policy:

Pursuant to the provisions of section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and it powers) Rules, 2014, the Company has adopted Whistle Blower Policy/Vigil Mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct. It also provides for adequate safeguards against victimization of directors /employees who avail of the Mechanism.

The Company affirms that access to the Audit Committee was denied. To ensure proper functioning of the mechanism, the Audit Committee of the Company, on a quarterly basis, takes note of such instances and records the same for review and oversight.

30. Particulars of Employees, Directors and Key Managerial Person:

The disclosure details required under the provisions of Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration) Rules, 2014 as amended, on remuneration related information of employees, Key Managerial Personnel and Directors are annexed herewith and forms part of the report. (Annexure-4)

31. Management Discussion and Analysis:

The Management Discussion and Analysis Report for the year under review, forms part of the Directors' Report.

32. Corporate Governance:

The Company has adopted best corporate practices and is committed to conducting its business in accordance with the applicable laws, rules and regulations. The Company's Corporate Governance practices are driven by effective and strong Board oversight, timely disclosures, transparent accounting policies and high level of Integrity in decision making. A report on corporate governance has been attached as separate section which forms part of this report.

33. Formal Annual Evaluation of the performance of the Board, its Committees & of Individual Directors

The Board of Directors have evaluated the performance of all Independent Directors, Non-Independent Directors and its Committees. The Board deliberated on various evaluation attributes for all directors and after due deliberations made an objective assessment and evaluated that all the directors in the Board have adequate expertise drawn from diverse industries and business and bring specific competencies relevant to the Company's business and operations. The Board found that the performance of all the Directors was quite satisfactory.

The Board also noted that the term of reference and composition of the Committees was clearly defined. The Committee performed their duties diligently and contributed effectively to the decisions of the Board.

The functioning of the Board and its committees was quite effective. The Board evaluated its performance as a whole and was satisfied with its performance and composition of Independent and Non-Independent Directors.

34. Proceedings pending under the Insolvency and Bankruptcy Code,2016

During the financial year under review, there were no applications made or any proceedings pending against or by the Company under the insolvency and Bankruptcy Code, 2016.

35. Compliance with the Maternity Benefit Act, 1961

The Company has complied with the provisions of the Maternity Benefit Act, 1961, including all applicable amendments and rules framed thereunder. The Company is committed to ensuring a safe, inclusive, and supportive workplace for women employees. All eligible women employees are provided with maternity benefits as prescribed under the Maternity Benefit Act, 1961, including paid maternity leave, nursing breaks and protection from dismissal during maternity leave.

The Company also ensures that no discrimination is made in recruitment or service conditions on the grounds of maternity. Necessary inter systems and HR policies are in place to uphold the spirit and letter of the legislation.

36. Difference in Valuation:

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence 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 is not applicable.

37. Other Statutory Disclosures:

Your directors state that no disclosure or reporting is required with respect to the following items as there were no transactions related to these items during the year under review,

1. Issue of equity with differential rights to dividend voting otherwise.
2. Issues of sweat equity shares
3. Provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
4. 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 there of
5. Receipt of any remuneration or commission by the Managing Director of the company from its subsidiary company

38. Acknowledgments

Your directors place on the record their appreciation of the Contribution made by employees, consultants at all levels, who with their competence, diligence, solidarity, co-operation and support have enabled the Company to achieve the desired results.

The board of Directors gratefully acknowledge the assistance and co-operation received from the Central and State Governments Departments, Shareholders and Stakeholders.

For and on behalf of the Board of Directors

Manmohan Ganesh
Managing Director
DIN: 00886018

10th August 2026
Bengaluru

Addendum to Directors' Report

Explanation to the qualification'adverse remarks of the Secretarial Auditor

i) Usage of Structure Digital Database (SDD)

Due to technical and other related reasons, SDD could not be used for certain period of time, during financial year 2025-26. However, the same is fully functional and dissemination of UPSI etc are made by using SDD software.

ii) Delay/Non-filing of Form. MGT-14

The company has filed MGT-14 for registering Financial Statement and Boards'Report approved on 31 st May 2025 and 11 th August, 2025 respectively, on 20 th August, 2026 vide SRN AC5391506 & AC5391985. The delay in filing MGT-14 for appointment of Company secretary is inadvertent and the company has paid the additional fees.

iii) Error in AGM Notice dated 22nd September, 2025

While regularizing the appointment of Mr. Abhay Maheshwari, the Notice Convening AGM inadvertently carried it as ordinary business and missed the Explanatory Statement for the same. However, abundant caution will be taken in future to avoid such errors.

iv) Providing Registers relating to Labour/Employees

Necessary efforts will be made to search or find out relevant register/forms and the same will be made available to the Auditor at an early date.

For and on behalf of the Board of Directors

Manmohan Ganesh
Managing Director
DIN : 00886018

12th August, 2026
Bengaluru

Annexure -I

FORM NO. 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 - Nil

Part B : Associates and Joint Ventures: NIL-

Annexure -II

FORM AOC -2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto for the financial year 2025-26.

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

   There were no contracts or arrangements or transactions with any of the related parties which were not at Arm's length basis.

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

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

Sl.No.	Particulars	1	2	3
a.	Name (s) of the related party & nature of relationship	**Nambiar International Investment Co Pvt Ltd**	**Electro Investment Pvt Ltd**	**Dynamic Electronic Pvt. Ltd**
b.	Nature of contracts/ arrangements/ transaction	Rental Agreement for taking on lease of the premises at Barton Centre , MG Road Bangalore 560 001.	Rental Agreement for taking on lease of the premises at Barton Centre.	Rental Agreement for taking on lease of the premises at Church street, Bangalore 560 001.
c.	Duration of the contracts/arrangements/ transaction	11 months	11 months	11 months
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	Monthly lease rent of ₹ 52,500/-	Monthly lease rent of ₹ 52,000/-	Monthly lease rent of ₹ 6,44,760/-
e.	Date of approval by the Board	06/06/2025	06/06/2025	06/06/2025
f.	Amount paid as advances, if any	₹ 75,000/-	₹ 75,000/-	₹ 12,00,000/-

Annexure -III

1. Brief outline on CSR Policy of the Company :

The Company's Corporate Social Responsibility (CSR) policy intends to :

i. Promote education including employment enhancing vocation skills especially among children and women

ii. Eradicate hunger, poverty and malnutrition

iii Promote healthcare and sanitation.

iv. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Manmohan Ganesh	Executive Director	1	1
2.	Mr. Alokeshwar Sen	Independent Director	1	1
3.	Mr. AMS Joekumar	Whole-time Director & CFO	1	1
4.	Mr. Abhay Maheshwari*	Non-Executive Director	-	-

*Appointed on 13/06/2026.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company : www.profx.com

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). – **Nil**

See accompanying notes to the financial statements (Note 1-40)
As per our report of even dated attached
for MKUK & Associates
Chartered Accountants
Firm's Registration No: 050113S

For and on behalf of the Board

Manoj Kumar UKN Partner (M. No. 091730)	**Manmohan Ganesh** Managing Director (DIN: 00886018)	**AMS Joekumar** WTD & CFO (DIN:10538347)	**Anand Kumar** Company Secretary

May 15, 2026 | Bangalore

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

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
-	-	-	-

6. Average net profit of the company as per Section 135(5). – Rs. 10,09,87,667
7. (a) Two percent of average net profit of the company as per Section 135(5) – Rs. 20,19,753/-
   (b Surplus arising out of the CSR projects or programmes or activities of the previous financial years. – Nil
   (c) Amount required to be set off for the financial year, if any - Nil
   (d) Total CSR obligation for the financial year (7a+7b-7c).- Rs. 20,19,753/-
8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
20,20,000/-	-	-	-	-	-

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No	Name of the project	Item from the list of activities in Schedule VII to the Act	Local Area (Yes /No)	Location of the project		Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial year (in Rs.)	Amout transferred to unspent CSR account for the project as per section 135 (6) (in Rs.)	Mode of implementation for direct (Yes/No)	Mode of implementation through implementing Agency	
				State	District						Name	CSR Registration Number
-	-	-	-	-	-	-	-	-	-	-	-	-

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	
Sl. No	Name of the project	Item from the list of activities in schedule VII to the Act	Local Area (Yes /No)	Location of the project State District	Amount spent for the Project (in Rs.) (Yes/No)	Mode of implementation on - direct (Yes/No)	Mode of implementation through implementing Agency	
							Name	CSR Registration Number
1.		PM Cares Fund	N.A.	N.A.	20,20,000	NEFT	-	N.A
	Total				**20,20,000**			

(d) Amount spent in Administrative Overheads : Nil

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

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : Rs. 20,20,000/-

(g) Excess amount for set off, if any : Rs. 247/-

Sl. No.	Particulars	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per Section 135(5)	20,19,753
(ii)	Total amount spent for the Financial Year	20,20,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	247
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

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

Sl. No	Preceding Financial year	Amount transferred to unspent CSR Account under Section 135 (6) in Rs.	Amount spent in the reporting financial (in Rs.)	Amount transferred to any fund specified under schedule VII as per Section 135 (6), if any			Amount remaining to be spent in succeeding financial year (in Rs.)
				Name of the fund	Amount (in Rs.)	Date of transfer	
1.	-	-	-	-	-	-	-

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

Sl. No	Project ID	Name of the Project	Financial year in which the project was commenced	Project duration	Total amount allocated for the Project (in Rs.)	Amount spent on the project in the reporting financial year (in Rs.)	Cumulative amount spent at the end of reporting financial year (in Rs.)	Status of the project - Completed/ on going
1.	-	-	-	-	-	-	-	-

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year

(asset-wise details).

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5). – Nil

For and on behalf of the Board of Directors

Manmohan Ganesh
Managing Director
DIN:00886018

10th August 2026
Bangalore

Annexure -III

The information as required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is given below:

a. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2025-26

Sl. No.	Executive Director	Ratio to median employee
1.	Mr. Manmohan Ganesh	1:17
2.	Mr. AMS Joekumar	1:12
	Non-Executive Director	**Ratio to median employee**
1.	Mrs. Shreya Nambiar	*NA
2.	Mr. Abhay Maheshwari	*NA
3.	Mr. Alokeshwar Sen	*NA
4.	Mr. Vishal Jhanwar	*NA

*Non- Executive Directors are in receipt of only Sitting Fees which is not taken for calculation of ratio to median employees.

b. The percentage of increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary during the financial year 2025-26

Sl. No.	Name of the Director/CFO/CS	Designation	% increase/(decrease) in remuneration
1.	Mr. Manmohan Ganesh	Managing Director	10%
2.	Mr. AMS Joekumar	Whole Time Director & CFO	15%
3.	Ms. Shreya Nambiar	Non-Executive Director	NA
4.	Mr. Abhay Maheshwari	Non-Executive Director	NA
5.	Mr. Alokeshwar Sen	Independent Director	NA
6.	Mr. Vishal Jhanwar	Independent Director	NA
7.	Ms. Deepika Bhandiwad*	Company Secretary	-
8	Mr. Anand Kumar*	Company Secretary	-

* Employed for a part of the Financial Year.

c. The percentage of increase in the median remuneration of employees in the financial year :10%

d. The Number of permanent employees on the rolls of Company:134* (including Executive Director)

e. The explanation on the relation between the average increase in remuneration with year to year

f. Comparison of the remuneration of the Key Managerial Personnel with year to year financial performance of the company:

Particulars	Rs. in lakhs
Aggregate remuneration of KMP in FY 2025-26	175.11
Revenue	17,672.77
Remuneration of KMPs (as % of revenue)	0.99
Profit before Tax (PBT)	2013.01
Remuneration of KMP (as % of PBT)	8.69

g. Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	March 31, 2026	*March 31, 2025	% Change
Market Capitalisation (Rs. in lakhs)	10327.17.	NA	NA
Price Earning Ratio	7.50	NA	NA

* Company's Shares are listed on NSE with effect from 03/07/2025

h. Percentage of increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with last public offer:

Particulars	March 31, 2026	*March 31, 2025	% Change
Market Price (NSE) (Rs.)	59	NA	NA

*Company's Shares are listed on NSE with effect from 03/07/2025

Analysis of Remuneration

i. Comparison of each remuneration of the key managerial personnel against the performance of the Company:

Particulars	Mr. Manmohan Ganesh Managing Director	Mr. AMS Joe Kumar WTD & CFO	Mrs. Deepika N Bhandiwad* Company Secretary	Mr. Anand Kumar* Company Secretary
Remuneration	93.72	66.81	5.23	9.35
Perks	-	-	-	-
Total	93.72	66.81	5.23	9.35
Revenue	17672.77	-	-	-
Remuneration as % of revenue	0.53	0.38	0.03	0.05
Profit Before Tax (PBT) (in lakhs)	2013.01	-	-	-
Remuneration (as % of PBT)	4.66	3.32	0.26	0.40

*Part of the financial year

j. There is no variable component of remuneration to the Directors, other than Managing Director and Whole- Time Director &CFO.

k. No employee had received remuneration in excess of highest paid Director of the company during the financial year 2025-26.

l. The Company affirms that the remuneration is as per the remuneration policy of the company.

m. Information as per Rule 5 of Chapter XIII of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 on top 10 employees in terms of remuneration drawn during FY 2025-26:

Employee's Name	Designation	Education Qualification	Age	Experience (in years)	Date of Joining	Location	Remuneration in fiscal 2025-26 Rs. Lakhs
Mr. Manmohan Ganesh	Managing Director	Post Graduate Diploma in Business Business Administration (Marketing Management, Bachelor of Commerce (B.com)	57	34	01.01.2007	Bangalore	93.72
Mr. AMS Joekumar	Whole-time Director & CFO	Master of Commerce	61	31	01.01.2007	Bangalore	66.81

By the order of Board

Manmohan Ganesh
Managing Director
DIN:00886018

10th August 2026
Bangalore

Certificate on Corporate Governance

To the Members of PRO FX Tech Limited,

We have examined the compliance conditions of Corporate Governance by PRO FX Tech Limited for the year ended 31st March, 2026 as per the Regulations 17-27, Clauses (b) to (i) of the regulation 46(2) and para-C, D, E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time.

The compliance of the conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of my information and explanations given to me, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations as applicable.

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

For Kumar Keshav Diwakar and Associates,
Chartered Accountants,
Firm Registration No.0336623C

Bangalore
10th August, 2026

Saurav Diwakar
Partner

Report on Corporate Governance

The Directors present the Company's Report on Corporate Governance as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. Company's philosophy on Code of Corporate Governance

PRO FX Tech Limited has always been committed to the system by which the business is conducted on the principle of good corporate governance. The culture of good corporate governance is followed at all stages in conducting the business. The principles of corporate governance viz. integrity, equity, fairness, accountability and commitment to values are promoted continuously.

The Corporate Structure, business and financial reporting practices have been aligned to the principles of corporate governance. Continuous Endeavour is made to improve these practices on an ongoing basis.

In India, Corporate Governance standards for Listed Companies are mandated under the Companies Act, 2013 ("CA 2013") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Company has always believed in implementing Corporate Governance guidelines and practices that go beyond meeting the letter of the law and has comprehensively adopted practices mandated in the CA 2013 and Listing Regulations to fulfil its responsibility towards the stakeholders. These guidelines ensure that the Board of Directors ("the Board") will have the necessary authority to review and evaluate the operations when required. Further, these guidelines enable the Board to make decisions that are independent of the Management.

2. Board of Directors

a. Composition:

The composition of the Board is in conformity with Regulations 17 of Listing Regulations and, which stipulates that the Board should have an optimum combination of executive and non-executive directors with at least one (1) woman director and at least fifty per cent (50%) of the Board should consist of Non-Executive Directors. It further stipulates that if the Chairperson of the Board is a Non-Executive and Non-Promoter Director then at least one-third of the Board should comprise of Independent Directors.

As on March 31, 2026, the Company's Board comprised of six (6) Directors, including two (2) Independent Directors and a Non-executive Director as mentioned in the table below. The Chairman of the Board is an Executive Director.

Category	Name of Directors
Non – Executive Directors	Ms. Shreya Nambiar Mr. Abhay Maheshwari
Non – Executive Independent Directors	Mr. Alokeshwar Sen Mr. Vishal Jhanwar
Executive Directors	Mr. Manmohan Ganesh Mr. A M S Joekumar

The Company has in place a policy on Board Diversity. Diversity is ensured through consideration of a number of factors, including but not limited to skills, regional and industry experience, background and other qualities. The skills/ expertise / competence of Board of directors identified by the Board as required in the context of business of the Company are given below:

b. Nature of expertise

Skills/ Expertise/ Competence	Mr. Manmohan Ganesh	Ms. Shreya Nambiar	Mr. A M S Joekumar	Mr. Abhay Maheshwari	Mr. Vishal Jhanwar	Mr. Alokeshwar Sen
Banking Operations	✔	✔	✔	✔	✔	✔
Audit & Financial Statements	✔	✘	✔	✔	✔	✘
Financing	✔	✔	✔	✔	✔	✔
Risk Management	✔	✔	✔	✔	✔	✔
Entrepreneurship	✔	✔	✔	✔	✔	✔
Management	✔	✔	✔	✔	✔	✔

None of the directors of the company:

1. Is a director of more than seven (7) listed companies.
2. Is a member of more than ten (10) committees or chairman of more than five committees of boards (Audit Committee and Stakeholders Relationship Committee) across all the companies where he/she is a director.
3. Holds executive Director position and serves as an Independent Director in more than three (3) listed companies.

All other conditions as prescribed under the SEBI (LODR) Regulations, 2015 with respect to directorship, committee membership & chairmanships are complied with by the Directors of the company. Further, they have made necessary disclosure regarding the same.

c. Number of other directorship of Directors and committees in which a Director is a Member or Chairperson

Director	Category	No. of other Directorships	*No. of Membership(s) of Board Committees of other Companies	*No. of Chairmanship(s) of Board Committees of other Companies	No. of Board Meetings attended in 2025-26	Whether attended Last Year AGM	No. of Shares held
Executive Directors							
Mr. Manmohan Ganesh	Managing Director (Promoter)	-	-	-	11	Yes	42,99,040
Mr. A M S Joekumar	Whole time Director	-	-	-	11	Yes	20,000
Non- Executive Directors							
Ms. Shreya Nambiar	Promoter	2	-	-	2	Yes	45,05,000
Mr. Alokeshwar Sen	Independent Director	1	-	-	11	Yes	Nil
Dr. Vishal Jhanwar	Independent Director	-	-	-	10	Yes	Nil
Mr. Abhay Maheshwari	Non-Independent Director	7	-	-	2	Yes	Nil

*Membership/Chairmanship in Audit and Stakeholders Relationship Committees are considered.

Notes:

- There are no inter-se relationships between the Board members.
- None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which he/she is a director.
- None of the Independent Directors on the Board is an independent director in more than seven listed Companies.
- All the Directors have disclosed their interest in other companies, directorship and membership of Committees and other positions held by them. The offices held by the directors are in compliance with the CA 2013 and the Listing Regulations.

d. Number of Board Meetings held:

Eleven Board Meetings were held during the Financial Year ended 31st March 2026 on the following date

d. Number of Board Meetings held:

Eleven Board Meetings were held during the Financial Year ended 31st March 2026 on the following date

Date of the Meeting	Mr. Manmohan Ganesh	Ms. Shreya Nambiar	Mr. A M S Joekumar	Mr. Abhay Maheshwari	Mr. Alokeshwar Sen	Mr. Vishal Jhanwar
16-Apr-2025	✔	✔	✔	NA	✔	✔
31-May-2025	✔	LOA	✔	NA	✔	✔
06-Jun-2025	✔	LOA	✔	NA	✔	✔
19-Jun-2025	✔	LOA	✔	NA	✔	✔
25-Jun-2025	✔	LOA	✔	NA	✔	✔
01-Jul-2025	✔	LOA	✔	NA	✔	✔
14-Jul-2025	✔	LOA	✔	NA	✔	✔
11-Aug-2025	✔	✔	✔	NA	✔	✔
10-Nov-2025	✔	LOA	✔	✔	✔	✔
21-Jan-2026	✔	LOA	✔	LOA	✔	LOA
28-Jan-2026	✔	LOA	✔	✔	✔	✔

e. Independent Directors

The Independent Directors of the Company have confirmed that they meet the criteria of Independence as mandated by Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act 2013. The familiarization program for Independent Directors is available at the web link https://profx.com/investors

3. Committees of the Board

The Board has inter-alia constituted the below named committees as required under the CA 2013, Listing Regulations to delegate particular matters that require greater and more focused attention in the affairs of the Company.

a) Audit Committee

b) Nomination and Remuneration Committee ("NRC")

c) Stakeholders' Relationship Committee("SRC")

d) Corporate Social Responsibility Committee ("CSR")

There were no instances during the year, where the Board of Directors of the Company did not accept the recommendation of any of the Committees.

The Board takes all decisions pertaining to the constitution of committees, appointment of members and fixing of terms of reference for committee members. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

a) Audit Committee

In terms of SEBI's Listing Agreements/ Listing Regulations executed by the Company with Stock Exchanges and pursuant to Section 177 of the Companies Act, 2013, the Company has constituted an Audit Committee which also complies with the requirements of the SEBI (LODR) Regulations, 2015 on the composition of the Audit Committee.

All recommendations made by the Audit Committee during the year were accepted by the Board.

Attendance

The Audit Committee met six times during the year ended 31st March, 2026. The details of meetings and attendance of members at those meetings are as follows:

Date of the Meeting	Mr. Vishal Jhanwar	Mr. Alokeshwar Sen	Mr. Manmohan Ganesh
1. 31-May-2025	✔	✔	✔
2. 06-Jun-2025	✔	✔	✔
3. 07-Aug-2025	✔	✔	✔
4. 10-Nov-2025	✔	✔	✔
5. 21-Jan-2026	LOA	✔	✔
6. 28-Jan-2026	✔	✔	✔

All members of the Audit Committee have accounting and financial management expertise.

b) Nomination & Remuneration Committee

The Committee is comprised of three members, out of which, two are Independent Directors and one is Non-Executive Director. The Committee is responsible for reviewing and recommending the compensation program for key managerial personnel and other senior executives of the Company. It reviews and discusses all matters pertaining to evaluation of candidates and recommends appointment of the same.

The Nomination and Remuneration Committee oversees the evaluation of the individual Directors and the Board as a whole. Further, it also reviews the performance of senior executives on an annual basis. Performance evaluation criteria for Independent Directors is as per the 'Policy for evaluation of the performance of the board of directors of PRO FX Tech.

Under the guidance of the Board, it has framed the criteria and the framework for the performance evaluation of every Director on the Board, including the executive and Independent Director.

Attendance

The Nomination and Remuneration Committee met two times during the FY 2025-26. The attendance details of the members at those meetings are as follows:

Date of the Meeting	Mr. Alokeshwar Sen	Mr. Vishal Jhanwar	Ms. Shreya Nambiar
12-July-2025	✔	✔	✔
07-Aug-2025	✔	✔	✔

Performance evaluation of Board Members

CA 2013 and Listing Regulations stipulates the performance evaluation of the Directors including Chairperson, Board and its Committees. The Company has devised a process and criteria for the performance evaluation which has been recommended by the Nomination and Remuneration Committee (NRC) and approved by the Board. The evaluations for the Directors and the Board are conducted through separate structured questionnaires, one each for Independent, Non-Executive Directors, Executive Directors, Board as whole and Committees of the Board.

A separate exercise was carried out to evaluate the performance of all Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution; knowledge, skill and understanding of the areas which are relevant to them in their capacity as members of the Board; independence of judgement; adherence to the code of conduct, etc. The performance evaluation of each Independent Director was carried out by the entire Board, excluding the Director concerned. The performance evaluation of the Non-Executive Directors was carried out by the Independent Director.

c) Stakeholders Relationship Committee

The role of the Committee is to consider and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends, etc.

During the year under review, the Committee noted that there were no requests for transfer or transmission of share certificates lodged by the shareholders of the Company

The Committee is comprised of three members, out which two are Executive Directors and one is Independent Director. The members of the Committee are as stated under:

(a)Mr. Alokeshwar Sen, Chairman

(b)Mr. A M S Joekumar. Member and

(c)Mr. Manmohan Ganesh, Member

Mr. Anand Kumar is the Company Secretary and Compliance Officer of the company. Investors and shareholders can send their queries/complaints, if any, relating to their shares to cs@profx.com, e-mail id which is designated exclusively for this purpose.

The Stakeholder Relationship Committee met once during the FY 2025-26. The meeting was held on 30th March, 2026. The attendance details of the members of the Stakeholder Relationship Committee are as follows:

Date of the Meeting	Mr. Alokeshwar Sen	Mr. A M S Joekumar	Mr. Manmohan Ganesh
March 30, 2026	✔	✔	✔

Shareholder complaints are given top priority by the Company and are replied promptly by the Investors' Service Cell and also by the Registrars and Share Transfer Agents of the Company. It is the policy of the Company that Investor Complaints are attended to within 48 hours of receipt. Barring certain cases pending in Courts/ Consumer Forums, relating to disputes over the title to shares, in which the Company has been made a party, the Company has attended to most of the investor grievances/ correspondences

A statement of complaints received and cleared by the Company during the year 2025-26 is given below:

A statement of complaints received and cleared by the Company during the year 2025-26 is given below:

Nature of Complaint	Received	Cleared	Pending
Non-receipt of dividend warrants	-	-	-
Non-receipt of Share Certificate	-	-	-

d) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee (CSR) was set up to formulate and monitor the CSR Policy of the Company. The composition of the committee is as follows:

i) Mr. Manmohan Ganesh, Chairman

ii) Mr. Alokeshwar Sen, Member

iii) Mr. A M S Joekumar, Member

The Company's average net profit for the last three financial years stood at Rs. (1,009.88) lakhs. During the year, the Company made a voluntary contribution of Rs. 20,20,000 to the Prime Minister's Citizen Assistance and Relief in Emergency Situations (PM CARES) Fund (PAN: AAETP3993P), vide receipt no. PMCARES/Web/202602192210205356 dated 19th February 2026. The Committee met once on 17th May, 2025 and attendance details are as follows :

Date of the Meeting	Mr. Manmohan Ganesh	Mr. A M S Joekumar	Mr. Alokeshwar Sen
May 17, 2025	✔	✔	✔

IV. Shareholders' information

4. General Body Meetings

i) Location, time and Special Resolution for the last three AGMs

Financial Year	Category	Location of the Meeting	Date	Time	Number of Special Resolutions passed
2024-25	AGM	The Meeting was held through VC/OAVM and for compliance purpose, at the Regd. Office situated at PROFX Global Theatre, Ground Floor, 84, Barton Centre, M G Road, Bangalore, Karnataka, India, 560001 was recorded.	22nd September , 2025	4.00 P.M.	Nil
2023-24	AGM	The Meeting was held at the Regd. Office situated PROFX Global Theatre, Ground Floor, 84, Barton Centre, M G Road, Bangalore, Karnataka, India, 560001 was recorded.	28th September, 2024	11.00 A.M.	Nil
2022-23	AGM	The Meeting was at the Regd. Office situated PROFX Global Theatre, Ground Floor, 84, Barton Centre, M G Road, Bangalore, Karnataka, India, 560001 was recorded.	28th September, 2023	11.00 A.M.	Nil

ii) No resolution was passed through postal ballot during the financial year 2025-26

iii) No resolution is proposed to be conducted through postal ballot as of now.

iv) Means of Communication

a) Quarterly/Half-Yearly Results

The Company's quarterly financial results are posted on the Company's website. Financial results and all material information are also regularly provided to the stock exchanges as per the requirements of the SEBI (LODR) Regulations, 2015 and are available on their website.

Details of publication of Financial Results in Newspapers:

As the Company is listed on the SME Exchange, it is exempt from the requirement of publishing its financial results in newspapers under Regulation 47(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The financial results are, however, duly submitted to the stock exchange(s) and uploaded on the Company's website in compliance with the applicable provisions.

5. Whistle-blower mechanism

The Company has adopted the Whistle-blower Policy pursuant to which employees of the Company can raise their concerns relating to malpractices, inappropriate use of funds or any other activity or event which is against the interest of the Company. Further, the mechanism adopted by the Company encourages the employees to report genuine concerns or grievances and provides for adequate safeguards against victimization of employees who avail such a mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. Furthermore, no employee has been denied access to the Chairman of the Audit Committee. The Whistle-Blower Policy which is uploaded on the website of the Company.

i) Redressal of investor grievances through SEBI Complaints Redressal System (SCORES)

SCORES is a centralized web-based grievance redressal system launched by SEBI (https://scores.gov.in). It provides a platform for aggrieved investors, whose grievances, pertaining to securities market, remain unresolved by the listed company concerned or registered intermediary after a direct approach. All the activities starting from lodging of a complaint till its closure by SEBI will be handled in an automated environment and the complainant can view the status of his complaint online. An investor who is not familiar with SCORES or does not have access to SCORES, can lodge complaints in physical form at any offices of SEBI. Such complaints would be scanned and also uploaded in SCORES for due processing.

ii) Means of Communication

Financial Results and Notices:

The quarterly/Half-yearly and the annual unaudited / audited results of the Company are announced within 45/60 days of the end of respective quarter/Half-year. Company listed on the NSE "Emerge" SME Exchange, the Company is exempt under Regulation 47(1) of SEBI (LODR) Regulations, 2015 from publishing financial results in newspapers. The results are submitted to the stock exchange(s) and uploaded on the Company's website as required.

The Company publishes notices of Board Meetings and General Meetings, as well as record date and book closure information, on its website and the stock exchange website where its shares are listed

Company's Website address:

The quarterly results and other official news are posted on the Company's website at https://profx.com. The Company's website also displays the official news releases too.

Annual Report:

The Annual Report is circulated to the members. The Management Discussion and Analysis Report and Corporate Governance Report form part of the Annual Report.

Presentations to institutional investors and analysts are made at the end of each quarter or half-year, as and when results are announced for the year 2025-26.

Corporate Filings with Stock Exchanges:

The Company is regular in filing of various reports, certificates, intimations, etc. to the National Stock Exchange of India Limited. This includes filing of audited and unaudited results (integrated filing finance), shareholding pattern, Corporate Governance Report (Integrated filing Governance), Reconciliation of share capital audit, intimation of Board Meeting/general meeting and its proceedings.

Investor Service:

The Company has appointed Cameo Corporate Services Limited as a Registrar and Transfer Agent and have been authorized to take care of investors' complaints. The secretarial department also assists in resolving various investor complaints. The Company has created a separate e-mail id cs@profx.com exclusively for the investors to communicate their grievances to the Company.

6. General Shareholder Information

Day and date	Monday, 21st September, 2026
Time	4.00 p.m. (IST)
Venue	Registered office
E-Voting date	17th September 2026 to 20th September, 2026
Cut-off-date	11th September 2026

i. Date, Time & Venue of Annual General Meeting

The Company will hold its 20th Annual General Meeting on Monday, the 21st day of September, 2026 at 4.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") . The AGM will be held only through VC / OAVM in compliance with the provisions of the Companies Act, 2013 (the Act) and the circulars dated May 5, 2020, April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs and SEBI Circular dated May 12, 2020.

ii. Financial year : April 1, 2025 to March 31, 2026

iii. Dividend : Not proposed to be paid on equity shares.

iv. Registrar & Share Transfer Agent

The Company has appointed Cameo Corporate Services Limited as its Registrar and Transfer Agent. All share transfers and related operations are conducted Cameo Corporate Services Limited, which is registered with the SEBI.

Cameo Corporate Services Limited
Subramanian Building
#1, Club House Road, Chennai 600 002 - India.
Email: cameo@cameoindia.com
Phone No: 044 - 2846 0390/91/92/93/94/95
044 - 4002 0700, 044 - 4002 0710, 91-44 - 2846 0129

v. Share Transfer System

Shareholders may hold the Company's shares either in physical or dematerialise, all shares of PRO FX Tech Limited are presently held in dematerialized form. Further, pursuant to SEBI Notification dated June 8, 2018, transfer of shares in physical form has been restricted with effect from April 1, 2019

The Company's shares are compulsorily traded in the demat form. The ISIN allotted to PRO FX Tech Limited is: - INE0VJT01017. Shares lodged for transfer in physical form are, subject to valid and complete documentation, registered and returned within fifteen days from the date of receipt. However, since all shares of PRO FX Tech Limited are held in dematerialised form, no physical transfer requests have been received

vi. Date of Book Closure/Record Date

Not Applicable

vii. Listing on Stock Exchange

The Company's equity shares are listed in the following stock exchange and the Company has paid the appropriate listing fees for the financial year 2025-26 & 2026-27:

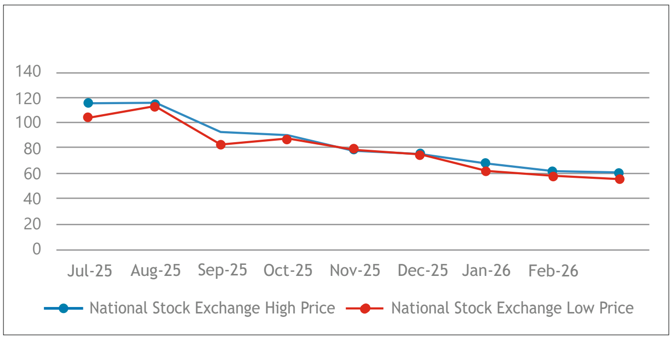
1. National Stock Exchange of India Limited, (NSE Emerge) as SME "Exchange Plaza", 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051

viii. Stock Code

National Stock Exchange (NSE Emerge): PROFX

Market Price Data (high, low during each month in last financial year) and performance of the Scrip.

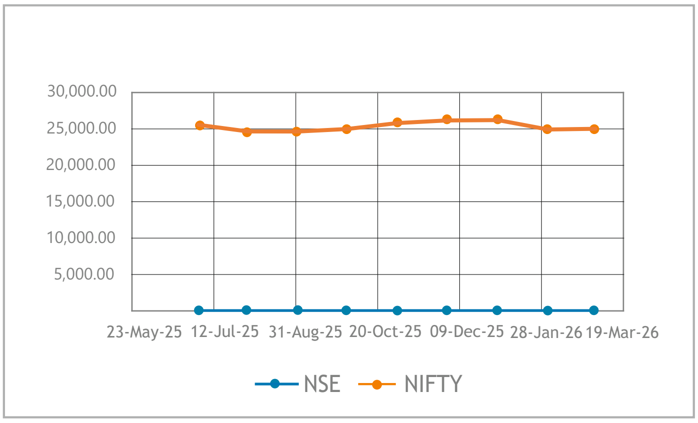
Month and Year	National Stock Exchange	
	High Price	Low Price
July 2025	117.00	105.00
Aug 2025	116.00	113.00
Sep 2025	93.50	84.00
Oct 2025	90.10	88.00
Nov 2025	79.45	79.45
Dec 2025	76.30	75.00
Jan 2026	67.95	63.00
Feb 2026	62.00	58.00
Mar2026	60.00	56.00



ix Performance of the company's equity shares (Closing Share price) in comparison to NSE and Nifty during the financial year 2025-26.

(a) Movement of share price on NSE vs Nifty 50

Date	NSE	Nifty 50
03-07-2025	122.45	25,405.30
01-08-2025	110.00	24,565.35
01-09-2025	113.00	24,625.05
01-10-2025	83.60	24,836.30
03-11-2025	90.05	25,763.35
01-12-2025	79.10	26,175.75
01-01-2026	74.20	26,146.55
01-02-2026	67.40	24,825.45
01-03-2026	65.00	24,865.70



x. Distribution of Shareholding

Distribution of Schedule as on 31st March, 2026

Sl. No.	Category (Shares)	No. of Cases	% of Cases	Amount in Rs.	% 0f Amount
1.	1 - 5000	519	6.08	1,06,83,000	6.10
2.	5001 - 10000	34	1.50	26,40,000	1.51
3.	10001 - 20000	28	2.30	40,40,000	2.31
4.	20001 - 30000	9	1.28	22,57,430	1.29
5.	30001 - 40000	1	0.18	3,20,000	0.18
6.	40001 - 50000	3	0.80	14,08,000	0.80
7.	50001 -100000	6	2.16	37,92,000	2.17
8.	100001 and above	14	85.69	14,98,96,430	85.64
	Total	**614**	**100.00**	**17,50,36,860**	**100.00**

xi. Shareholders' Profile as on 31st March, 2026

PRO FX Tech Limited's shares are held by diverse entities. The break up is as follows:

Sl. No.	Description	No. of Shares held	% to Equity
1.	Promoters Shareholding	88,04,040	50.30
2.	Bodies Corporates	54,92,803	31.38
3.	Financial Institutions, Banks, MF, Trusts, HUF etc.'	4,08,000	2.33
4	Non-resident Indians	17,600	0.10
5.	Public - others	27,81,243	15.88
	Total	**1,75,03,686**	**100.00**

xii. Dematerialization of shares and liquidity

The Company has arrangements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), to facilitate holding & trading of Company's equity shares in electronic form. Nearly 100% of Company's shares are held in electronic form. The Company's shares are regularly traded on the National Stock Exchange Limited.

Description	Cases	No. of Shares	% to Equity
Physical	-	-	-
NSDL	231	1,58,34,886	90.46
CDSL	383	16,68,800	9.53
Total	**614**	**1,75,03,686**	**100.00**

xiii. The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments and hence, there will not be any impact on equity.

xiv. Address for Correspondence

The Company Secretary, Dynamic House, 64 Church Street, M.G Road, Bangalore - 560 001.

7. Other Disclosures

i. There were no materially significant related party transactions during the year under review that might have had potential conflict with the interests of the company. The policy dealing with related party transactions is available on website https://PRO FX.com

ii. No penalty has been imposed by any Stock Exchange, SEBI or any statutory authority, nor there has been any instance of non-compliance with any legal requirements or matters relating to the capital markets over the one year.

iii. The Company has complied with all the mandatory requirements of the Listing Regulations. The Company has also adopted the following discretionary requirements as provided in the Listing Regulations:

(i) The Chairman of the Board is an Executive Director and Managing Director of the company

(ii) The Internal Auditor reports to the Audit Committee.

(iii) The financial statements of the Company are with unmodified audit opinion.

iv. The policy on material subsidiary is not applicable since company does not have any subsidiary company.

v. The Company has managed the Foreign Exchange risk with appropriate hedging activities in accordance with the policies of the Company. The Company used Forward Exchange Contracts to hedge against its Foreign Currency exposures relating to firm commitments. There were no materially uncovered exchange rate risks in the context of the Company's Foreign Exchange exposures. The Company's exposure to market risks for commodities and currencies are detailed in Note No. 37 under the head 'Financial Risk Management Framework', forming part of Notes to Financial Statements.

vi. During the Financial Year 2025-26, the Board has accepted all the recommendations of its committees.

vii. The Company has followed all relevant Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015 while preparing Financial Statements for the Year 2025-26.

viii. The Company has duly complied with the requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

ix. Particulars of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting have been provided in the Notice of the Annual General Meeting.

x. Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part is given below:

Payment to statutory Auditor	FY 2025-26
Audit Fees	1,87,500
Quarterly Audit Fees (Internal Audit)	2,00,000
Tax Audit Fees	-
Other Services (Certification Charges)	-
For reimbursement of Expenses	-
TOTAL	**3,87,500**

xi. The Company being a user of commodities is exposed to commodity price risk. But the Company has a risk management mechanism to ensure that there is nil or minimum impact on the Company in case if any risks materialize.

xii. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

There were no sexual harassment cases report to the company during the year

xiii. The Managing Director & CEO and the Chief Financial Officer have certified to the Board in accordance with Regulation 33(2)(a) of the Listing Regulations pertaining to CEO/CFO certification for the Financial Year ended March 31, 2026. The MD & CEO and Chief Financial Officer have also issued compliance certificate to the Board pursuant to the provisions of Regulation 17(8) of the Listing Regulations certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said Certificate is annexed and forms part of the Annual Report.

xiv. Certificate on Corporate Governance:

All the Directors of the Company have submitted a declaration stating that they are not debarred or disqualified by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such Statutory Authority from being appointed or continuing as Directors of Companies. M/s. Shikha Singh & Co (ACS 21477, CP 10897), Practicing Company Secretary, has submitted a certificate to this effect.

A compliance certificate from M/s. Shikha Singh & Co (ACS 59567, COP 22432), Practicing Company Secretary, pursuant to the requirements of Schedule V to the Listing Regulations regarding compliance of conditions of Corporate Governance is attached.

xv. As on 31st March 2026, no shares were lying under the Demat Suspense Account/ Unclaimed Suspense Account.

ANNUAL DECLARATION PURSUANT TO REGULATION 26(3) SEBI (LODR) REGULATIONS, 2015

I hereby confirm that all the members of the Board and Senior Management Personnel including me; have affirmed compliance to respective codes of conduct, in accordance with 26(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended 31st March 2026.

Bangalore
10th August, 2026

Manmohan Ganesh
Managing Director

CERTIFICATE BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER UNDER REGULATION 17(8) OF SEBI (LODR) REGULATIONS, 2015

We confirm that :

1. We have reviewed the financial statement for the year and that to the best of our knowledge and belief:
   (a) these statements do not contain any materially untrue statement or omit any material fact or contains statement that might be misleading.
   (b) these statements give a true and fair view of the state of affairs of the company and of the results or operations and cash flows. These statements have been prepared in conformity, in all respects, with the existing generally accepted accounting principles including Accounting Standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and We have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal control if any, of which we are aware and the steps, we have taken or propose to rectify these deficiencies.
4. We have indicated to the Auditors and Audit Committee:
   (a) Any significant changes in internal control over financial reporting during the year;
   (b) Significant changes in accounting policies during the year;
   (c) Instances of significant fraud of which we have become aware of and which involve management or other employees who has significant role in the Company's internal control system over financial reporting.

Bangalore
10th August, 2026

A M S Joekumar
Chief Financial Officer

Manmohan Ganesh
Chairman & Managing Director

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
PRO FX Tech Limited
PROFX Global Theatre, Ground Floor, 84, Barton Centre, M G Road,
Bangalore, Karnataka, India, 560001

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of PRO FX Tech Limited having CIN: L51500KA2006PLC040879 and having registered office at PROFX Global Theatre, Ground Floor, 84, Barton Centre, M G Road, Bangalore ,Karnataka, India, 560001 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Manmohan Ganesh	00886018	08/11/2006
2.	Mr. A M S Joekumar	10538347	20/03/2024
3.	Ms. Shreya Nambiar	08724583	20/03/2024
4.	Mr. Abhay Maheshwari	08004819	11/08/2025
5.	Mr. Alokeshwar Sen	02159181	14/06/2024
6.	Mr. Vishal Jhanwar	10668185	14/06/2024

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

Shikha Singh & Co.

Sd/-
Shikha Singh
Membership No: A59567
CP No.22432
UDIN:A59567H001146939

Bangalore
10th August, 2026

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2026
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

The Members,

Pro Fx Tech Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Pro Fx Tech Limited (CIN: L51500KA2006PLC040879) (hereinafter called the company). Secretarial Audit wasconducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31.03.2026 complied with the statutory provisions listed hereunder and also that the Company has proper Boardprocesses and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed, and other records maintained by the company for the financial year ended on 31.03.2026 according to the provisions of:

(I) The Companies Act, 2013 (the Act) and the rules made thereunder.

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.

(iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder.

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment – **NOT APPLICABLE**

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

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - **NOT APPLICABLE**
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; ("PIT Regulations")
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - **NOT APPLICABLE**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - NOT APPLICABLE
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and - **NOT APPLICABLE**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **NOT APPLICABLE**
- (I) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR")

(vi) Other Labour, Industrial and Environmental laws as applicable to the company- **refer Annexure I**.

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

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

(ii) Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

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

I further report that:

I. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the period under review, except as covered in subsequent paragraphs.

II. Seven days clear notice have not been given for few board meetings, and it is noted that independent directors were present in such meetings & none of the directors have objected for such shorter notice.

III. 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.

IV. As per the minutes of the meetings duly recorded and signed by the person read with representations made by the company, the decisions of the Board were unanimous, and no dissenting views have been recorded. It is advised to the company to exclusively record the "unanimous" decisions or otherwise "details of voting" in the minutes of the board and committee meetings.

I further report that based on the information provided by the Company, its officers and authorised representatives during the conduct of the audit, 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.

I further report that during the audit period, there was no event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

The following events have taken place and the same does not have major bearing on the company's affairs.

The company launched its Rs. 4029.84 lakhs initial public offering, running from 26-06-2025 to 30-06-2025. The company's shares officially listed on the NSE SME platform on 03-07-2025.

Ms. Deepika N Bhandiwad, resigned from the position of Company Secretary and Mr. Anand Kumar, was appointed as Company Secretary with effect from 14-07- 2025.

In the board meeting held on 11-08-2025, Mr. Abhay Maheshwari was appointed as additional director and was regularised in the Annual General Meeting held on 22-09-2025.

I further report the following observations:

(I) The company has Structured Digital Database, but it is not used for dissemination of UPSI etc. (Regulation 3 of the SEBI (Prohibition of Insider Trading) Regulations, 2015)

(ii) The Board approved financial statement and board's report in its board meeting held on 31-05-2025 and 11-08-2025 respectively. Form MGT.14's for the said resolutions were not filed with Ministry of Corporate Affairs as on this report date i.e., 31-03-2026. (Section 117 read with 179 of Companies Act, 2013)

(iii) In the Notice for AGM dated 22-09-2025, the regularisation of Mr. Abhay Maheshwari was taken as an ordinary business which should have been a special business and consequently Explanatory statement is not provided for this item. (Section 102 of Companies Act, 2013)

(iv) Following forms were filed by the company beyond their due dates:

Form No.	Subject to the from	Event date	Due date	Date of actual filing	SRN
MGT.14	Appointment of Company Secretary and Compliance Officer	14-07-2025	13-08-2025	06-09-2025	AB6488044

(v) We are unable to comment on the following.

Sl No	Applicable Provisions of Law	Reason for disclaimer
1.	Section 3 of Contract Labour (Regulation and Abolition) Act, 1970 Rule 81 of Contract Labour (Regulation and Abolition) Karnataka Rules, 1974	Copy of notice of commencement / completion of contract in Form VI-B filed during FY 25-26 – NOT PROVIDED
2.	Section 18 of Minimum Wages Act 1948 Rule 29 of Karnataka Minimum Wages Rules 1958	Register Form V – NOT PROVIDED

This report is to be read with the letter of even date which is annexed as **'Annexure – II'** which forms an integral part of this report.

For Madhwesh Prathap and Associates
Company Secretaries
Firm Registration No. P2025KR103400

Sd/-
CS Madhwesh K
Partner
Practicing Company Secretary
Membership No.: 21477
COP No.: 10897
UDIN: A021477H001094582

12-08-2026
Bangalore

Annexure- I

AUDIT REPORT ON OTHER LABOUR, INDUSTRIAL AND ENVIRONMENTAL LAWS AS APPLICABLE TO THE COMPANY WITH RESPECT TO FACTORY AT DODDABALLAPURA AND CORPORATE OFFICE IN BANGALORE

Sl No	Other Laws/ Act	Compliance status with respect to filing of returns and maintenance of registers (Yes/No/NA)	Observations/ Remarks by PCS
1.	The Employment Exchanges (Compulsory Notification of Vacancies) Rules 1960	Yes	Nil
2.	Karnataka Labour Welfare Fund Act 1965 *	Yes	Nil
3.	Equal Remuneration Act 1976	Yes	Nil
4.	Employees' State Insurance Act, 1948 *	Yes	Nil
5.	Factories Act 1948, Karnataka Factories Rules 1969	NA	NA
6.	Karnataka Industrial Establishments (National and Festival Holidays) Act, 1963	NA	NA
7.	Industrial Disputes Act 1947	NA	NA
8.	Interstate Migrant workmen (Regulation of employment and conditions of service) Act 1979	NA	Since, there are no Migrant workmen in the workforce
9.	Minimum Wages Act, 1948 *	Yes	Nil
10.	Karnataka Minimum Wages Rules 1958 *	Yes	Nil
11.	Payment of Wages Act 1936	Yes	Nil
12.	Contract Labour (Regulation and Abolition) Act, 1970*	Yes	Nil
13.	Environment Protection Act 1986	NA	NA
14.	The Air (Prevention & Control of Pollution) Act 1981	NA	NA
15.	The Water (Prevention & Control of Pollution) Act 1974	NA	NA
16.	Employees Provident Fund and Miscellaneous Provisions Act 1952 *	Yes	The Company has made timely Payment of PF
17.	Payment of Bonus Act,1965	Yes	Nil
18.	Payment of Gratuity Act 1972	Yes	Refer to Statutory Auditor Report
19.	Maternity Benefit Act, 1961	Yes	Nil
20.	Prevention of Sexual Harassment Act, 2013	Yes	The Company has constituted ICC, which is overseeing the complaints, if any received from factory as also Corpoate Office

* Refer to the disclaimer in the preceding paragraphs

Annexure- II

To,
The Members,
Pro Fx Tech Limited
Our report dated 12-08-2026 issued vide UDIN: A021477H001094582 is to be read along with this letter.

1) Maintenance of secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, followed provides a reasonable basis for my opinion.
3) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4) Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.
6) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Madhwesh Prathap and Associates
Company Secretaries
Firm Registration No. P2025KR103400

Sd/-
CS Madhwesh K
Partner
Practicing Company Secretary
Membership No.: 21477
COP No.: 10897
UDIN: A021477H001094582

12-08-2026
Bangalore

Independent Auditors' Report

To the Members of PRO FX Tech Limited

Report on the Ind AS financial statements

Opinion

We have audited the accompanying Ind AS financial statements of M/S Pro Fx Tech Limited (Formerly Pro Fx Tech Private Limited)., ("the Company') which comprises the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including other comprehensive income), statement of changes in equity, statement of cash flows for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2015, as amended, accounting principles generally accepted in India, of the state of affairs Of the Company as at March 31, 2026, and it's Profits, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Other Information

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

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

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

Responsibility of Management for the Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. 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, appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibility for the Audit of the Ind AS financial statements

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(I) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the company to express an opinion on the financial statements. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

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

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 "the order" issued by the Ministry of Corporate Affairs, we enclose in the Annexure A, a statement on the matters specified in paragraphs 3 & 4 of the said order.
2. Further to our comments in Annexure A referred to in paragraph 1 above and as required by Section 143 (3) of the Act, I report that:

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

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

   c) There are no branches of the Company. Accordingly, reporting under Section 143(3)(c) of the Companies Act, 2013 in respect of branch audit reports is not applicable.

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

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

   f) We do not have any observation or comment on the financial statements or matters which have any adverse effect on the function of the company.

   g) On the basis of written representations received from the Directors, none of the Directors is disqualified as on 31 March 2026, from being appointed as a Director in terms of Section 164(2) of the Act.

   h) We do not have any qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected herewith.

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

j) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, remuneration paid by the Company to its Directors during the year is in accordanee with the provisions of section 197 of the Act.

k) With respect to the other matters included in the Auditor's Report and to our best of information and according to the explanations given to us:

I. The Company does not have any pending litigations which would impact its financial position.

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

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

iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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;

(b) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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;

© Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to my notice that has caused us to believe that the representations under sub-clause (1) and (ii) of Rule ll(e), as provided under (a) and (b) above, contain any material misstatement.

v. The Company has not declared or paid any dividend during the year. Accordingly, reporting under Rule ll(f) of the Companies (Audit and Auditors) Rules, 2014 is not applicable

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023. Based on our examination which included test checks, the accounting software used by the Company has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software

For MKUK & ASSOCIATES
Chartered Accountants
FRN: (050113S)

Manoj Kumar UKN
Partner
Membership: (091730)
UDIN : 26091730XC0KRJ2168

Bangalore
15th May, 2026

ANNEXURE A TO AUDITORS' REPORT

Referred to in paragraph 1 of our report of even date, to the members of Pro Fx Tech Limited (Formerly Pro Fx Tech Private Limited) for the year ended 31st March, 2026.

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

The Company has maintained proper records showing full particulars including quantitative details and situation of Intangible Assets.

(b) As informed by the management, the company has conducted physical verification of its Property, Plant and Equipment at all the locations and the process of reconciliation is in progress.

c) The company does not own any immovable property as at 31st March 2026.

(d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.

(e) Based on information and explanation given to us, we are of opinion that, 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) Physical verification at reasonable periods in respect of finished goods, stores, spare parts and raw materials excluding stocks with third parties are reported to have been made by the management and certified by them accordingly. In respect of inventory lying with the third parties as explained to us, these have been confirmed by them. In our opinion the frequency of verification is reasonable. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of the business. In our opinion and according to the information and explanations given to us and based on our examination of the records of inventory, the Company is maintaining proper records of inventory. The discrepancies between physical stock and book stock, which were not material, have been properly dealt with in the books of account.

(b) The company has not been sanctioned any working capital limits from banks or financial institutions on the basis of security of current assets at any point of time during the year. Accordingly, reporting under clause 3(b) of the Order is not applicable.

(iii) The company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act.

(a) The Company has not provided any loans or advances in the nature of loans or stood guarantee,or provided security to any other entity during the year, and hence reporting under clause 3(iii) (a) of the Order is not applicable.

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any investments during the year. Accordingly, the provisions of clause (iii)(b) of the Order are not applicable to the Company.

c) Since tha Company has not granted any loans during the year, reporting under Clause 3(1) (c) is not applicable.

(d) Since the Company has not granted any loans during the year, reporting under Clause 3(iii) (d) is not applicable.

(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 overdue of existing loans given to the same parties.

(f) During the year, 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) According to information and explanation given to us, in respect cf loans, investments, guarantees and security provisions of section 185 and 186 of the Companies Act, 2013 have been complied with,

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public, directives issued by the Reserve Bank of India and therefore, the provision of sections 73 to 76 of the Companies Act, 2013 and rules there under are not applicable to the company.

(vi) According to the information and explanations provided by the management, the company is not engaged in production, processing, manufacturing, or mining activities. Hence, the provisions of section 148 (1) do not apply to the company. Hence, in our opinion, no comment on maintenance of cost records under section 148 (1) is required.

(vii) (a) According to the records of the company, the company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable

(b) According to the records of the company, there are no dues of Sales Tax, Wealth Tax, Income Tax, Customs Duty, Excise Duty, and cess, which have not been deposited on account of any dispute. , except for the following amounts that have been disclosed as contingent liabilities in the financial statements, TDS demand amounting to Rs 22.87 lakhs, Customs Duty demand amounting to 105.09 lakhs and Claims against the Company not acknowledged as debts amounting to Rs. 21.84 lakhs.

(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) ccording to the records he company, the company has not defaulted in repayment of dues to financial institutions or banks during the year. The company has not issued any debentures till 31st March 2026.

(b) Based on information and explanation given to us by the management, we report that The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority during the year.

(c) Based on information and explanation given to us and overall verification of books of account and related documents we report that term loans raised have been applied for purpose for which they were obtained.

(d) On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long- term purposes by the Company.

(e) On an overall examination of the 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, Associates and Joint Ventures.

(f) The Company has not raised any loans during the year on pledge of securities held in subsidiaries, Joint Ventures or Associate Companies and hence reporting on clause 9{f) of the Order is not applicable.

(x) (a) The Company has raised monies by way of Initial Public Offer (IPO) through the issue of 46,32,000 equity shares having a face value of ₹10 each and a securities premium of ₹77 each at an issue price of ₹87 per share on the NSE EMERGE SME Platform {NSE SME Exchange). The paid-up share capital has increased from 1,287.17 Lakhs (1,28,71,686 shares) to 1,750.37 Lakhs (1,75,03,686 shares). ₹3.46 Crores has been Incurred as direct IPO related expenses

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

(xi) (a) According to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) According to the information and explanations given to us and based on our examination of the records of the Company, no complaints under the whistle blower mechanism were received during the year by the Company.

(xii) According to the records of the company, the company does not fall within the definition of Nidhi Company, accordingly the provisions of clause 3{xii) of Order is not applicable.

(xiii) According to the records of the company, information and explanations provided, transactions to which Sections 177 and 188 of the Act are applicable are in accordance with the provisions thereof and all the transactions with related parties have been disclosed in the Ind AS financial statements as required by 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, to the extend applicable, in determining the nature, timing and extent of our audit procedures.

(xv) Based on the company's records and the information and explanations provided, we confirm that no non-cash transactions were conducted with Directors or persons connected to them. Consequently, the provisions of Section 192 of the Companies Act, 2013, have been complied with.

(xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi) (a), (b), (c) and (d) of the Order is not applicable.

(b) In our opinion, there is no Core Investment Company (CIC) within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3{xvi) (d) of the Order is not applicable.

(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 Statutory Auditors of the company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on my examination of the evidence supporting the assumptions, nothing has come to our attention which causes me to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable to 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 my reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) There is no unspent amount towards Corporate Social Responsibility (CSR), requiring a transfer to a Fund specified in schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of section135 of the said Act. Accordingly, reporting under clause 3(xx) (a) of he Order is not applicable for the

(xxi) The Company is not required to prepare consolidated financial statements. Accordingly, clause (xxi) of the Order is not applicable

For MKUK & ASSOCIATES
Chartered Accountants
FRN: (050113S)

Manoj Kumar UKN
Partner
Membership: (091730)
UDIN : 26091730XC0KRJ2168

Bangalore
15th May, 2026

Balance Sheet

(amount in ₹ lakhs, except for shares data or as otherwise stated)

Particulars	Note No.	As at 31st Mar 2026	As at 31st Mar 2025
ASSETS			
Non Current Assets			
Property, Plant and Equipment	3	73.03	74.04
Right of use assets	4	149.91	6.08
Intangible assets	5	16.34	3.26
Financial Assets			
Loan	6	32.68	25.91
Other Financial assets	7	113.08	73.61
Deferred tax assets (net)	33	182.82	150.84
Other non-current assets	8	30.00	30.43
Total non-current assets		597.86	364.17
Current assets			
Inventories	9	4,190.16	2,983.97
Financial Assets			
Trade receivables	10	2,830.12	2,103.59
Cash and Cash equivalents	11	3,080.30	564.76
Bank Balances other than above	12	72.00	175.00
Loan	13	21.06	18.61
Other Current Assets	14	411.79	377.23
Total current assets		**10,605.43**	**6,223.16**
TOTAL ASSETS		**11,203.29**	**6,587.33**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	1,750.37	1,287.17
Other equity	16	7,150.89	2,404.56
Total equity		**8,901.26**	**3,691.73**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	17	-	69.78
Lease liabilities	4	155.18	0.27
Provisions	18	291.16	207.34
Total Non-current liabilities		**446.34**	**277.39**
Current liabilities			
Financial Liabilities			
Borrowings	19	-	134.84
Lease liabilities	4	-	8.41
Trade payables	20		
Total Outstanding dues of Micro and Small enterprises		-	-
Total Outstanding dues of Creditors other than Micro and small enterprises		980.57	1,486.40
Other financial liabilities	21	-	2.29
Other current liabilites	22	642.94	527.32
Provisions	23	175.94	237.86
Current tax liabilities (net)	24	56.23	221.09
Total current liabilities		**1,855.68**	**2,618.21**
Total liabilities		**2,302.02**	**2,895.60**
TOTAL EQUITY AND LIABILITIES		**11,203.29**	**6,587.33**

See accompanying notes to the financial statements (Note 1-40)
As per our report of even dated attached
for MKUK & Associates
Chartered Accountants
Firm's Registration No: 050113S

For and on behalf of the Board

Manoj Kumar UKN
Partner (M. No. 091730)

Manmohan Ganesh
Managing Director (DIN: 00886018)

AMS Joekumar
WTD & CFO (DIN:10538347)

Anand Kumar
Anand Kumar
Company Secretary, (PAN : ATOPK0044K)

May 15, 2026 | Bangalore

Statement of Proft and Loss

(amount in ₹ lakhs, except for shares data or as otherwise stated)

Particulars	Note No.	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
Revenue from operations	25	17,672.77	12,937.54
Other Income	26	104.40	67.88
TOTAL INCOME		**17,777.17**	**13,005.42**
EXPENSES			
Purchases of stock-in-trade	27	14,071.22	10,544.25
Changes in inventories of Stock-in-Trade	28	(1,206.19)	(1,492.83)
Employee benefits expenses	29	1,304.08	1,005.33
Finance costs	30	53.45	71.88
Depreciation and amortization	31	64.31	72.35
Other expenses	32	1,477.29	1,149.49
Total Expenses		**15,764.16**	**11,350.47**
Profit before tax for the year		**2,013.01**	**1,654.95**
Tax Expense	33		
Current Tax		530.86	436.28
Adjustment fo tax relating to earlier years		-	3.81
Deferred Tax		(34.90)	(9.53)
Profit for the year		**1,517.05**	**1,224.39**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurement gains/(losses) of defined benefit plans		11.57	(5.99)
Income tax relating to items that will not be reclassified to profit or loss		(2.91)	1.51
Total other comprehensive Income for the year		**8.66**	**(4.48)**
Total comprehensive profit for the year		**1,525.71**	**1,219.91**
Earnings per equity share (face value of ₹ 10/- each)	34		
Basic (in ₹)		9.28	9.51
Diluted (in ₹)		9.28	9.51

See accompanying notes to the financial statements (Note 1-40)
As per our report of even dated attached
for MKUK & Associates
Chartered Accountants
Firm's Registration No: 050113S

For and on behalf of the Board

Manoj Kumar UKN Partner (M. No. 091730)	**Manmohan Ganesh** Managing Director (DIN: 00886018)	**AMS Joekumar** WTD & CFO (DIN:10538347)	Anand Kumar **Anand Kumar** Company Secretary, (PAN : ATOPK0044K)

May 15, 2026 | Bangalore

Cashflow Statement

(amount in ₹ lakhs, except for shares data or as otherwise stated)

Particulars	For the year ended 31st Mar 2026	31st Mar 2025
A. Cash flow from operating activities		
Profit before tax for the year	2,013.01	1,654.95
Adjustments for:		
Depreciation and amortization	64.31	72.35
Finance costs	38.86	67.36
Changes in reserve due to restatement	-	(10.14)
Interest income	(62.98)	(14.26)
Liabilities no longer required written back	(39.80)	-
Bad debts written off	22.04	1.97
Provision for expected credit loss	61.09	42.73
Loss on early termination of operating lease arrangements	(43.52)	28.35
Operating profit /(loss) before working capital changes	**2,053.01**	**1,843.31**
Changes working capital		
Inventories	(1,206.19)	(1,492.83)
Trade receivables	(809.66)	(253.30)
Other assets (Financial and non-financial)	(82.82)	(262.61)
Trade payables	(466.03)	781.23
Provisions	76.99	9.07
Other liabilities (Financial and non-financial)	113.33	23.01
Cash used in operations	**(321.37)**	**647.88**
Net income tax (paid) / refunds	(695.72)	(339.32)
Net cash flow generated / (used) from / in operating activities (A)	**(1,017.09)**	**308.56**
B. Cash from investing activities:		
Capital expenditure for property plant and equipment	(43.61)	(25.23)
Deposits accounts with banks	103.00	(17.76)
Movement in loans	-	-
Interest received	62.98	11.95
Net cash flow used in investing activities (B)	**122.37**	**(31.04)**
C. Cash flow from financing acitivites:		
Proceeds from issue of equity shares (net of listing expenses)	3,683.82	-
Proceeds from non-current borrowings	-	-
Repayment of non-current borrowings	(204.62)	(177.87)
Proceeds / (repayment) from / (of) short term borrowings (net)	-	-
Payments of lease liabilities including interest thereon	(44.69)	(43.41)
Interest paid	(24.27)	(62.84)
Net cash flow generated / (used) from / in financiing activitie	**3,410.24**	**(284.12)**
Net increase (decrease) in cash and cash equivalents	**2,515.52**	**(6.60)**
Cash and cash equivalents at the beginning of the year	**564.76**	**571.36**
Cash and cash equivalents at the end of the year	**3,080.30**	**564.76**
Cash and cash equivalents at the end of the year comprises		
Cash on hand	0.18	0.20
Balance with banks in		
Current accounts	3,080.12	564.76
Deposit account	-	
Total	**3,080.30**	**564.76**

Cashflow Statement

(amount in ₹ lakhs, except for shares data or as otherwise stated)

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
Changes in liabilities arising from financing activities		
Opening balance		
Non-current borrowings (including current maturities)	204.62	382.49
Lease liabilities	8.68	42.33
Interest accrued but not due on borrowings	2.29	4.28
Total	**215.59**	**429.10**
Changes in cash inflows / (outflows)		
Proceeds from long term borrowings	-	-
Repayment of long term borrowings (including current maturities)	(204.62)	(177.87)
Payment of principal portion of lease liabilities	(30.10)	(38.89)
Payment of interest portion of lease liabilities	(14.59)	(4.52)
Interest paid	(24.27)	(62.84)
Total	**(273.58)**	**(284.12)**
Others		
Accretion of interest on borrowings	67.36	67.36
Impact of lease addition and terminations (net)	-	-
Total	**38.86**	**67.36**
Closing Balance		
Non-current borrowings (including current maturities)	-	204.62
Lease liabilities	155.18	8.68
Interest accrued but not due on borrowings	-	2.29
Total	**155.18**	**215.59**

See accompanying notes to the financial statements (Note 1-40)
As per our report of even dated attached
for MKUK & Associates
Chartered Accountants
Firm's Registration No: 050113S

For and on behalf of the Board

Manoj Kumar UKN
Partner (M. No. 091730)

Manmohan Ganesh
Managing Director (DIN: 00886018)

AMS Joekumar
WTD & CFO (DIN:10538347)

Anand Kumar
Anand Kumar
Company Secretary, (PAN : ATOPK0044K)

May 15, 2026 | Bangalore

Statement of Changes in Equity

(amount in ₹ lakhs, except for shares data or as otherwise stated)

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
A. EQUITY SHARE CAPITAL		
Opening balance	**1,287.17**	**1,287.17**
Add : Shares issued during the year	463.20	-
Closing balance	**1,750.37**	**1,287.17**

B. OTHER EQUITY

(1) Current Reporting Period March 31, 2026

Particulars	Reserve and Surplus		OCI	
	Securities Premium	Retained Earnings	Remeasurement of the defined benefit liability /(asset)	Total other Equity
Balance as at 01 April 2024	-	**1,189.45**	**5.34**	**1,194.79**
Profit for the year	-	1,224.39	-	1,224.39
Other comprehensive income for the year	-	-	(4.48)	(4.48)
Restatement Adjustment	-	(10.14)	-	(10.14)
Balance as at 31 March 2025		**2,403.70**	**0.86**	**2,404.56**
Profit for the year	-	1,517.05	-	1,517.05
Proceeds from issue of shares	3,220.62	-	-	3,220.62
Other comprehensive income for the year	-	-	8.66	8.66
Restatement adjustment		-		-
Balance as at 31 March 2026	**3,220.62**	**3,920.75**	**9.52**	**7,150.89**

See accompanying notes to the financial statements (Note 1-40)
As per our report of even dated attached
for MKUK & Associates
Chartered Accountants
Firm's Registration No: 050113S

For and on behalf of the Board

Manoj Kumar UKN Partner (M. No. 091730)	**Manmohan Ganesh** Managing Director (DIN: 00886018)	**AMS Joekumar** WTD & CFO (DIN:10538347)	Anand Kumar **Anand Kumar** Company Secretary, (PAN : ATOPK0044K)

May 15, 2026 | Bangalore

1 Company information

Pro Fx Tech Limited (Formerly Pro Fx Tech Private Limited) ("Company"), the Company was incorporated as "Advanced Audio Solutions (Bangalore) Private Limited" on 08th November 2006. The name of the Company changed to "PRO FX Tech Private Limited" on 17th June 2014. Subsequently, the company was converted into a public limited company on 13th June 2024 and the name of the Company was changed to "PRO FX Tech Limited". The Company is engaged in the distribution of AV (Audio-Video) products, including but not limited to amplifiers & processors, speakers, subwoofers, sound bars, and cables. In addition to distribution, we excel in designing and implementing customized AV solutions for home theaters, premium home automation, multi-room audio systems, and bespoke AV solutions for corporate customers. The Company has strategic partnerships with renowned global brands such as Denon, Polk, Definitive Technology, KEF, Theory, Pro Audio Technology, JBL, and Revel, for distribution rights for their products in India.

2 Basis of preparation and presentation

The financial statements comply in all material respects with Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates i.e. the "functional currency". The financial statements are presented in Indian Rupee (₹), the national currency of India and all values are rounded to the nearest lakhs, expect where otherwise indicated.

2.01 Summary of significant accounting policies

(a) Use of estimates and judgements

In the application of the Company's accounting policies, the management of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(b) Useful lives of property, plant and equipment and intangible assets.

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This assessment may result in change in the depreciation expense in future periods.

(c) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

(d) Post-retirement benefit plans

The obligation arising from the defined benefit plan is determined on the basis of actuarial assumptions which include discount rate, trends in salary escalation and vested future benefits and life expectancy. The discount rate is determined with reference to market yields at each financial year end on the government bonds.

(e) Provisions and contingencies

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the reporting date. The actual outflow of resources at a future date may therefore vary from the figure estimated at end of each reporting period.

2.02 Revenue recognition

Sale of goods

Revenue is recognized when a promise in a customer contract (performance obligation) has been satisfied by transferring control over the promised goods to the customer. Control over a promised good refers to the ability to direct the use of, and obtain substantially all of the remaining benefits from, those goods. Control is usually transferred upon shipment, delivery to, upon receipt of goods by the customer, in accordance with the delivery and acceptance terms agreed with the customers. The amount of revenue to be recognized (transaction price) is based on the consideration expected to be received in exchange for goods, excluding amounts collected on behalf of third parties such as sales tax or other taxes directly linked to sales. If a contract contains more than one performance obligation, the transaction price is allocated to each performance obligation based on their relative stand-alone selling prices. Revenue from product sales are recorded net of allowances for estimated rebates, cash discounts and estimates of product returns, all of which are established at the time of sale.

Sale to dealers

The Company appoints dealers in various territories who purchases the goods from the Company and thereafter sells them in the territory. In case the dealers is acting as an agent, the Company defers revenue recognition till the time goods are sold by the dealers to the end customer. On the other hand, if the dealers is principal, revenue is recognized upon the transfer of significant risks and rewards of ownership of the goods to the dealers.

Interest income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.03 Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company’s operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Company has concluded that no changes are required to lease period relating to the existing lease contracts.

Under Ind AS 116, the Company assesses, whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract involves:

(a) the use of an identified asset: (b) the right to obtain substantially all the economic benefits from use of the identified asset, and: (c) the right to direct the use of the identified asset.

The Company has entered into lease arrangements for its office premises and warehouses. The Company at the inception of the lease contract recognizes a Right-of-Use (RoU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term) and low-value assets.

The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease plus any initial direct costs, less any lease incentives received. Subsequently, the right-of-use assets is measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use assets.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

2.04 Foreign currencies transactions and translation

The functional currency of the Company is the Indian Rupee (₹).

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

2.05 Cash and Cash Equivalents

Cash and cash equivalents comprise of cash on hand, cash at banks, short-term deposits and short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.06 Borrowings and borrowing costs

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the income statement over the period of the borrowings using the effective interest rate method. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Borrowing costs include: (i) interest expense calculated using the effective interest rate method, (ii) finance charges in respect of finance leases, and (iii) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Preference shares which are mandatorily redeemable on a specific date, are classified as liabilities. The dividends on these preference shares are recognized in the statement of profit and loss as finance costs.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognized in statement of profit and loss in the period in which they are incurred.

2.07 Employee benefits

(a) Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to statement of profit and loss. Past service cost is recognized in statement of profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements); net interest expense or income; and remeasurement

The Company presents the first two components of defined benefit costs in statement of profit and loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

(b) Defined contribution plan

Contribution to defined contribution plans are recognised as expense when employees have rendered services entitling them to such benefits.

(c) Compensated absences

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized at an actuarially determined liability at the present value of the defined benefit obligation at the Balance sheet date. In respect of compensated absences expected to occur within twelve months after the end of the period in which the employee renders the related services, liability for short-term employee benefits is measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

2.08 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

(a) Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

(b) Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

(c) Current and deferred tax for the year

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

2.09 Property, plant and equipment

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

2.10 Impairment of assets

Impairment of financial assets:

The Company assesses at each date of balance sheet, whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the twelve-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly, since initial recognition.

Impairment of non-financial assets:

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in statement of profit and loss.

2.11 Inventories

Inventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty. Cost is determined as follows: Traded goods and packing materials: First in first out basis. Stock-in trade: First in first out basis.

2.12 Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2.13 Contingent liabilities

Contingent liabilities are disclosed in notes when there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

2.14 Financial instruments

Other financial assets and financial liabilities

Other financial assets and financial liabilities are recognized when Company becomes a party to the contractual provisions of the instruments.

Initial recognition and measurement:

Other financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in statement of profit and loss.

Subsequent measurement

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it measured at amortised cost or fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in the statement of profit and loss.

Financial liabilities

Financial liabilities are measured at amortised cost using effective interest rate method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognized by the Company are recognized at the proceeds received net off direct issue cost.

2.15 Segment

Segments have been identified taking into account the nature of products, the differing risks and returns, the organizational structure and the internal reporting system. Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker (CODM) in deciding how to allocate resources and assessing performance. The Company's CODM is the Managing Director. The Company is mainly engaged in the business of audio, video and automation (together know as "AV and Automation"). Considering the nature of business and financial reporting of the Company, the Company has only one segment viz: AV and Automation and the business operations of the Company are only in India. Accordingly, disclosure under Ind AS 108 "Operating Segements" is not applicable to the Company.

2.16 Earnings per share

Basic earnings per share are computed by dividing statement of profit and loss attributable to equity shareholders of the company by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

2.17 Statement of Cash flows

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

2.18 Operating cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

(amount in ₹ lakhs, except for shares data or as otherwise stated)

NOTE 3 - PROPERTY, PLANT AND EQUIPMENT

Particulars	Display Stock	Office Equipment	Computers	Furnitures & Fixtures	Vehicles	Total
Gross Carrying Value						
As at 1st April 2024	**531.79**	**56.83**	**61.55**	**85.54**	**151.86**	**887.59**
Additions	-	1.19	12.87	9.36	-	23.42
Disposals	-	-	-	-	-	-
As at 31st March, 2025	**531.79**	**58.02**	**74.42**	**94.90**	**151.86**	**911.01**
Additions	-	2.82	11.01	10.04	-	23.87
Disposals	-	-	-	-	-	-
As at 31st March, 2026	**531.79**	**60.84**	**85.43**	**104.94**	**151.86**	**934.88**
Accumulated Depreciation						
As at 1st April 2024	**531.79**	**44.59**	**47.16**	**65.16**	**110.26**	**798.97**
Depreciation	-	2.73	6.78	4.93	23.55	37.99
Eliminated on disposal	-	-	-	-	-	-
As at 31 March 2025	**531.79**	**47.32**	**53.94**	**70.09**	**133.81**	**836.96**
Depreciation	-	3.07	8.47	3.41	9.93	24.88
Eliminated on disposal	-	-	-	-	-	-
As at 31 March 2026	**531.79**	**50.39**	**62.41**	**73.50**	**143.74**	**861.84**
Net carrying value as at						
31/Mar/2026	-	10.45	23.02	31.44	8.12	73.03
31/Mar/2025	-	10.70	20.48	24.81	18.05	74.04

(a) All property, plant and equipment are owned by the Company unless otherwise stated.

(b) None of the above assets of the Company have been provided as security requiring any charges or satisfaction to be registered with the Registrar of Companies, other than those disclosed in these financial statements.

(c) None of the above assets of the Company have been subject to any adjustment towards revaluation during the above mentioned reporting periods.

(d) There are no proceeding initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

NOTE 4 - LEASES

The Company has taken office premises on lease. Disclosure on Right-to-use [RoU] and lease liabilities are as follows:

(a) Right-of-use assets

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Opening balance	**6.08**	**33.44**
Additions	176.59	5.24
Amortisaton for the year	(32.77)	(32.60)
Eliminated on disposal of assets	-	-
Closing balance	**149.90**	**6.08**

(b) Lease Liabilities

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Opening balance	**8.68**	**42.33**
Additions	176.59	5.24
Deletions	-	-
Interest expenses on lease liabilities	14.59	4.52
Eliminated on disposal of assets	-	-
Lease Payments	(44.69)	(43.41)
Closing balance	**155.17**	**8.68**
Non-current lease liabilities	**155.17**	**0.27**
Current lease liabilities	**-**	**8.41**

(amount in ₹ lakhs, except for shares data or as otherwise stated)

(c) Lease related expenses debited to Statement of profit and loss

Particulars	For the year ended 31st Mar 2026	31st Mar 2025
Interest expenses on lease liabilities	14.59	4.52
Amortisation of right-of-use assets	32.77	32.60
Expense relating to short-term leases	166.39	132.83

The Company applies the short-term lease recognition exemption to its short-term leases of certain premises taken on lease (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option).

(d) Amounts recognised in statement of cashflow

Particulars		
Payments of lease liabilities (including interest thereon)	44.69	43.41

(e) Contractual maturities of lease liabilities (excluding interest)

Particulars		
Less than one year	-	8.41
One to five years	155.17	0.27
More than five years	-	-

NOTE 5 - INTANGIBLE ASSETS

Particulars	Software	Total
Gross carrying value		
As at 01 April 2024	**19.94**	**19.94**
Additions	1.80	1.80
Disposals	-	-
As at 31 March 2025	**21.74**	**21.74**
Additions	19.74	19.74
Disposals	-	-
As at 31 March 2026	**41.48**	**41.48**
Accumulated depreciation		
As at 01 April 2024	**16.72**	**16.72**
Amortisation	1.76	1.76
Eliminated on disposal	-	-
As at 31 March 2025	**18.48**	**18.48**
Amortisation	6.66	6.66
Eliminated on disposal	-	-
As at 31 March 2026	**25.14**	**25.14**
Net carrying value as at		
31/Mar/2026	16.34	16.34
31/Mar/2025	3.26	3.26

NOTE 6 - LOAN

Particulars	As at 31st Mar 2026	31st Mar 2025
Non-current unsecured		
(a) Loan to employees	32.68	25.91
Total	**32.68**	**25.91**

Loan to employees of the Company are unsecured with one time interest of 5% and repayable over a period of 40 months.

(amount in ₹ lakhs, except for shares data or as otherwise stated)

NOTE 7 - OTHER FINANCIAL ASSETS

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Non-current		
Security deposit [unsecured]		
Considered good	92.46	58.37
Fixed deposit with bank given as security deposit	20.62	15.24
Fixed deposit with maturity period of more than 12 months	-	-
Total	**113.08**	**73.61**

(a) Security deposits and fixed deposit with bank given as security deposit, are primarily in relation to deposit with statutory / Government authorities, such as electricity deposit, sales tax deposit, and lease deposit.

NOTE 8 - OTHER NON-CURRENT ASSETS

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Unsecured, considered good		
Balances with Government authorities		
Taxes paid under protest	30.00	30.00
Prepaid Lease Rental Deposit as per Ind AS	-	0.43
Total	**30.00**	**30.43**

NOTE 9 - INVENTORIES

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
(Lower of cost and net reliasable value)		
Stock-in-trade acquired for trading	4,190.16	2,983.97
Goods in transit	-	-
Total	**4,190.16**	**2,983.97**

NOTE 10 - TRADE RECEIVABLES

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Unsecured, considered good	2,830.12	2,103.59
Unsecured, credit impaired	162.13	101.04
	2,992.25	**2,204.63**
Less Allowance for credit loss	(162.13)	(101.04)
Total	**2,830.12**	**2,103.59**

(b) There are no outstanding receivables due from directors or other officers of the Company.

(c) For disclosures related to credit risk, impairment of trade receivables under expected credit loss model and related disclosures (Refer Note 38)

(a) Trade receivables ageing

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
31 March 2026							
Undisputed							
Considered good	-	2.598.59	69.41	98.26	17.07	46.79	2,830.12
Credit impaired	-	162.13	-	-	-	-	162.13
Disputed considered doubtful	-	-	-	-	-	-	-
Total	**-**	**2,760.72**	**69.41**	**98.26**	**17.07**	**46.79**	**2,992.25**
31 March 2025							
Undisputed							
Considered good	-	1,955.32	148.27	-	-	-	2.103.59
Credit impaired	-	-	-	45.89	41.43	3.51	90.82
Disputed considered doubtful	-	-	-	-	-	10.22	10.22
Total	**-**	**1,955.32**	**148.27**	**45.89**	**41.43**	**13.72**	**2,204.63**

(amount in ₹ lakhs, except for shares data or as otherwise stated)

NOTE 11 - CASH AND CASH EQUIVALENTS

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Cash on hand	0.18	0.20
Balance with banks in		
Current account	3,080.12	564.56
Deposit account	-	-
Total	**3,080.30**	**564.76**

NOTE 12 - BANK BALANCE OTHER THAN ABOVE

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Deposit with bank of original maturity of more than three months	72.00	175.00
Total	**72.00**	**175.00**

NOTE 13- LOAN

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Current unsecured		
(a) Loan to employees	21.06	18.61
Total	**21.06**	**18.61**

(a) Loan to employees of the Company are unsecured with one time interest of 5% and repayable over a period of 40 months from date of disbursement of loan.

NOTE 14- OTHER CURRENT ASSETS

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Unsecured, considered good		
Advances to suppliers	242.61	151.54
Prepaid expenses	35.00	23.86
IPO Expenditure	-	24.09
Duty scrips receivable	-	-
(a) Balances with Government authorities	134.18	177.74
Total	**411.79**	**377.23**

(a) Balances with Government authorities relates to input credit entitlements and GST and other balances with regulatory authorities.

NOTE 15- EQUITY SHARE CAPITAL

Particulars	As at 31st Mar 2026		As at 31st Mar 2025	
	No. of Shares	₹	No. of Shares	₹
Authorised				
(i) Equity shares of ₹ 10/- each	1,80,00,000	1,800.00	1,80,00,000	1,800.00
Issued, subscribed and fully paid-up				
Equity shares of ₹ 10/- each	1,75,03,686	1,750.37	1,28,71,686	1,287.17
Total	**1,75,03,686**	**1,750.37**	**1,28,71,686**	**1,287.17**

(a) During the Previous year, the authorised capital of the Company has been increased from 50,000 equity shares of ₹ 10/- each to 18,000,000 equity shares of ₹ 10/- each.

(a) Reconciliation of number of shares and amount outstanding:

Particulars	As at 31st Mar 2026		As at 31st Mar 2025	
	No. of Shares	₹	No. of Shares	₹
Opening balance	1,28,71,686	1,287.17	1,28,71,686	1,287.17
Add: Shares issued during the year	46,32,000	463.20	-	-
Closing balance	**1,75,03,686**	**1,750.37**	**1,28,71,686**	**1,287.17**

(amount in ₹ lakhs, except for shares data or as otherwise stated)

During the year, the Company completed an initial public offering comprising ("IPO") 46,32,000 (Forty Six Lakh Thirty Two Thousand) fresh equity shares of face value ₹10 each at an issue price of ₹87 per share, aggregating ₹ 4,029.84. Pursuant to the said offering, the equity shares of the Company were listed and admitted to dealings on the NSE EMERGE SME Platform (NSE SME Exchange) with effect from 3 July 2025, under the symbol "PROFX" and ISIN INE0VJT01017. Consequent to the issue, the paid-up equity share capital stands increased from 1,28,71,686 equity shares to 1,75,03,686 equity shares of ₹10 each and all equity shares rank pari passu in all respects including rights to dividend and voting.

The object of the issue, amount allocated and actual amount utilised as on 31 March 2026 is provided below:

Particulars	Amount allocated	Amount utilised	Balance available
Object of the IPO	3649.30	1533.52	2115.78
Total	-	-	-
IPO related expenses			**(346.02)**

Note: Pursuant to the provisions of section 52(2)(c) of the Companies Act, 2013, expense incurred in or inrelation to issue of shares through IPO has been netted off from the Securities Premium Account.

(b) Detail of the rights, preferences and restrictions attaching to each class of shares outstanding equity shares of ₹ 10/- each: The Company has only one class of equity shares, having a par value of ₹10/-. The holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the board of directors is subject to approval by the shareholders at the ensuing annual general meeting. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive any of the remaining assets of the Company, after distribution to all preferential amounts. The distribution will be in proportion to number of equity shares held by the shareholders.

© Details of equity shares held by each shareholder holding more than 5% of equity shares:

Particulars	As at 31st Mar 2026		As at 31st Mar 2025	
	No. of Shares	% of holding	No. of Shares	% of holding
Manmohan Ganesh	42,99,040	24.56%	42,99,040	33.40%
Shreya Nambiar	45,05,000	25.74%	45,05,000	35.00%
Jupiter Capital Private Limited	38,61,686	22.06%	38,61,686	30.00%

(d) Details of shares held by Promotors and changes in the Promoters share holding in the Company

Particulars	As at 31st Mar 2026			As at 31st Mar 2025		
	No. of Shares	% of total Shares	% of change during the year	No. of Shares	% of total Shares	% of change during the year
Manmohan Ganesh	42,99,040	24.56%	-8.84%	42,99,040	33.40%	-1.20%
Shreya Nambiar	4,505,000	25.74%	-9.26%	45,05,000	35.00%	-
Total	**88,04,040**	**50.30%**	**-18.10%**	**88,04,040**	**68.40%**	**-1.20%**

NOTE 16- OTHER EQUITY

Reserves and Surplus

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
(a) Securities premium account	3,220.62	-
(b) Retained earnings	3,930.27	2,404.56
Total	**7,150.89**	**2,404.56**
(a) Securities premium account		
Opening balance	-	-
Add : Proceeds from issue of shares	3,566.64	-
Less: Expenses related to listing of shares	(346.02)	-
Closing balance	**3,220.62**	-
(b) Retained earnings		
Opening balance	2,404.56	1,194.79
Add : Net profit attributable to owners of the company	1,517.05	1,224.39
Add: Other comprehensive income arising from measurement of defined benefit obligation	8.66	(4.48)
Restatement Adjustment	-	(10.14)
Closing balance	**3,930.27**	**2,404.56**

(amount in ₹ lakhs, except for shares data or as otherwise stated)

Nature and purpose of other equity:

(a) Securities premium account: Amounts received on issue of shares in excess of the par value has been classified as securities premium.

(b) Retained earnings: Retained earnings comprises of the amounts that can be distributed by the Company as dividends to its equity share holders.

© During the year ended 31 March 2024, the Company had issued 12,857,400 equity share of ₹10/- each as bonus issue of shares to then existing shareholders of the Company aggregating to ₹ 1,285.74.

NOTE 17- BORROWINGS

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Non-current		
Secured		
Vehicle loan from bank	-	9.66
Unsecured		
Loan from banks	-	25.25
Loan from financial institutions	-	34.87
Closing balance	**-**	**69.78**

For terms of borrowing and rate of interest, refer 17(A) and 17(B)

(a) The Company has utilised the borrowings received from banks and financial institutions for the purpose for which it was taken during the above mentioned periods.

(b) The Company has not been declared wilful defaulter by any banks or any financial institution at any time during the financial years reported above.

NOTE 17A- Statement of principal terms of unsecured loans as per sanction letter (including current maturities)

Particulars

Name of the lender	Purpose	Sanctioned Amount	Rate of interest	Repayment terms (in months)	Outstanding amount as per Books as on 31 March 2026	Outstanding amount as per Books as on 31 March 2025
Borrowings from						
HDFC Bank Limited	Vehicle loan	66.84	7.15%	60	-	22.61
HDFC Bank Limited	Vehicle loan	15.75	7.40%	60	-	5.35
Total					-	**27.96**

NOTE 17B- Statement of principal terms of secured loans and assets charged as security as per sanction letter (including current maturities)

Particulars

Name of the lender	Sanctioned Amount	Rate of interest	Repayment terms (in months)	Outstanding amount as per Books as on 31 March 2026	Outstanding amount as per Books as on 31 March 2025
Working capital loan from banks					
Deutsche Bank Limited	50.00	17.00%	36	-	-
IndusInd Bank Limited	50.00	16.00%	36	-	27.95
Yes Bank Limited	75.00	16.50%	36	-	42.09
Total	**175.00**			**-**	**70.03**
Working capital loan from financial institutions					
Bajaj Finance Limited	46.34	17.50%	36	-	25.19
Kisetsu Saison Finance (India) Private Limited	50.00	17.00%	36	-	27.53
FED Bank Financial Services Limited	50.35	16.50%	24	-	13.33
SMFG India Credit Co. Limited (Formerly Fullerton India Credit Co. Limited)	75.00	16.50%	36	-	40.58
Total	**221.69**			**-**	**106.63**
Total (A + B)				**-**	**176.66**

(amount in ₹ lakhs, except for shares data or as otherwise stated)

NOTE 18- PROVISIONS

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Non-current		
Provision for		
Gratuity	218.76	179.14
Compensated absences	72.40	28.20
Total	**291.16**	**207.34**

NOTE 19- BORROWINGS

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Current maturities of long-term debt		
Secured		
Loan from banks	-	18.30
Unsecured		
Loan from banks	-	44.78
Loan from financial institutions	-	71.76
Total	**-**	**134.84**

For terms of borrowing and rate of interest, refer 17(A) and 17(B)

NOTE 20- TRADE PAYABLES

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	980.57	1,486.40
Total	**980.57**	**1,486.40**

(a) Trade payables ageing

Particulars	Outstanding for following periods from due date of payment					
	Un billed	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
31 March 2026						
Micro enterprises and small enterprises	-	-	-	-	-	-
Others	-	864.12	4.18	2.50	109.77	980.57
Total	**-**	**864.12**	**4.18**	**2.50**	**109.77**	**980.57**
31 March 2025						
Micro enterprises and small enterprises	-	-	-	-	-	-
Others	-	1,282.80	-	1.80	201.80	1,486.40
Total	**-**	**1,282.80**	**-**	**1.80**	**201.80**	**1,486.40**

Disputed trade payable balance as at above mentioned reporting dates is Nil

(b) Disclosure required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
(i) The principal amount due to micro and small enterprises remaining unpaid to any supplier as at the end of each year	-	-
(ii) The interest due to micro and small enterprises remaining unpaid to any supplier as at the end of each year	-	-
(iii) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
(v) The amount of interest accrued and remaining un-paid at the end of each accounting year	-	-
(vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purposes of disallowance as a deductible expenditure under the MSMED Act, 2006	-	-

This information as required under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company and has been relied upon by the auditors.

(amount in ₹ lakhs, except for shares data or as otherwise stated)

NOTE 21 - OTHER FINANCIAL ACTIVITIES

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Current		
Interest accrued but not due on		
Borrowings	-	2.29
Loan from related parties	-	-
Total	-	**2.29**

NOTE 22 - OTHER CURRENT LIABILITIES

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Advance from customers	642.94	323.65
Employee related liability	-	93.55
Statutory liabilities	-	-
Expenses payables	-	110.13
Total	**642.94**	**527.32**

NOTE 23 - PROVISIONS

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Current		
Provision for		
Gratuity	13.16	38.08
Compensated absences	12.24	5.71
Warranty	150.54	194.07
Total	**175.94**	**237.86**
(a) Details of movement in provision for warranty		
Opening balance	194.09	165.74
Recognised during the year	(43.52)	28.35
Utilised during the year	-	-
Closing balance	**150.57**	**194.09**

A provision is an estimate of the expected warranty claims in respect of products sold during the year on the basis of a technical evaluation and past experience regarding failure trends of products and costs of rectification or replacement. It is expected that most of these costs will be incurred over the next 12 months as per the warranty terms.

NOTE 24 - CURRENT TAX LIABILITIES (Net)

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Provision for income tax (net of advance income tax including tax deducted at source)	56.23	221.09
Total	**56.23**	**221.09**

(amount in ₹ lakhs, except for shares data or as otherwise stated)

NOTE 25 - REVENUE FROM OPERATIONS

A Revenue streams

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
Revenue from operations from sale of		
Products	17,440.84	12,787.58
Services	231.93	149.96
Total	**17,672.77**	**12,937.54**

B Disaggregate revenue information

The table below presents disaggregated revenues from contracts with customers by nature of products sold. The Company believe that this disaggregation best depicts how the nature, amount, timing and uncertainty of revenues and cash flows are affected by industry, market and other economic factors. Revenue from contracts with customers is disaggregated by primary geographical market

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
Products	17,440.84	12,787.58
Services	231.93	149.96
Total	**17,672.77**	**12,937.54**
India	17,672.77	12,937.54
Total	**17,672.77**	**12,937.544**

C Contract Balances

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
(a) Contract asset		
Trade receivables	2,992.25	2,204.63
Less: Allowance for expected credit loss	(162.13)	(101.04)
Total	**2,830.12**	**2,103.59**
(a) Contract liabilities		
Advance from customers	642.94	323.65
Total	**642.94**	**323.65**

(a) Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer in advance. Contract assets are transferred to receivables when the rights become unconditional and contract liabilities are recognised as revenue as and when the performance obligation is satisfied.

D Unsatisfied performance obligations at the end of reporting period

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Group expects to recognise these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Group has not disclosed the remaining performance obligation related disclosures for contracts as the revenue recognised corresponds to all such contracts that are entered for a period of 1 year or less.

E Reconciliation of revenue from contract with customers

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
Revenue from contracts with customers as per the contract price	18,096.74	13,307.92
Adjustments made to contract price on account of	-	-
Discount and commission	(423.97)	(370.38)
Revenue from contracts with customers as per statement of profit and loss	**17,672.77**	**12,937.54**

F Revenue from major customers

Revenue from customers of the Company individually more than 10 percent of the Company's total revenue for above reporting periods.

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
No. of customers individually more than 10 percent of revenue	-	-

(amount in ₹ lakhs, except for shares data or as otherwise stated)

NOTE 26 - OTHER INCOME

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
Interest income on		
deposit with banks	62.98	14.26
loan given to employees of the Company	1.62	0.31
others	-	2.31
Net gain on foreign currency transactions and translations	-	51.00
Liabilities no more required - written back	39.80	-
Total	**104.40**	**67.88**

NOTE 27 - PURCHASES OF STOCK-IN-TRADE

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
Traded goods	14,071.22	10,544.25
Total	**14,071.22**	**10,544.25**

NOTE 28 - CHANGES IN INVENTORIES OF STOCK-IN-TRADE

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
Inventories at the end of the year	4,190.16	2,983.97
Inventories at the beginning of the year	2,983.97	1,491.14
Net increase in inventories	**(1,206.19)**	**(1,492.83)**

NOTE 29 - EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
Salaries and wages	1,096.14	890.04
Contribution to provident fund and ESI	75.01	62.34
Leave encashment	53.75	4.80
Gratuity expense	51.03	35.94
Staff welfare expenses	28.15	12.21
Total	**1,304.08**	**1,005.33**

NOTE 30 - FINANCE COSTS

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
Interest expense on		
Loan and overdraft facilities	10.46	45.88
Delayed payment of income tax	25.65	19.08
Operating lease liabilities	14.59	4.52
Processing charges	2.75	2.40
Total	**53.45**	**71.88**

NOTE 31 - DEPRECIATION AND AMORTISATION

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
Depreciation & Amortization 0f property, plant, and equipment and Intangible Assets	31.54	39.75
Amortisation of right-of-use assets	32.77	32.60
Total	**64.31**	**72.35**

(amount in ₹ lakhs, except for shares data or as otherwise stated)

NOTE 32 - OTHER EXPENSES

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
Rent expense	168.44	134.88
Power and fuel expense	23.97	23.04
Business promotion expense	213.35	107.85
Repairs and maintenance	129.30	81.90
Security charges	22.31	14.29
Insurance	32.19	27.37
Rates and taxes	29.15	11.65
Communication expense	15.39	14.19
Selling expense	104.40	120.72
Travelling and conveyance expense	188.50	156.83
Printing and stationery	22.49	24.05
Freight and forwarding expense	267.07	225.69
Installation charges	20.21	8.84
Legal and professional fees	135.33	89.34
Bank charges	21.97	13.58
(a) Payments to statutory auditors	3.88	3.25
Bad debts written off	22.04	1.97
Provision for		
Expected credit loss	61.09	42.73
Warranty	(43.52)	28.35
Donation	0.10	0.20
Directors sitting fees	3.65	0.65
Net gain on foreign currency transactions and translations	15.54	-
(b) Corporate social responsibility (CSR) expenditure	20.22	17.98
Miscellaneous expense	0.22	0.14
Total	**1,477.29**	**1,149.49**
(a) Payments to statutory auditors comprises (excluding GST) for:		
Audit fees	3.88	2.75
Taxation	-	0.50
Certificates / other services	-	-
Reimbursement of expense	-	-
Total	**3.25**	**3.25**

B Expenditure towards Corporate Social Responsibility

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
Gross amount required to be spent as per Section 135 of the Companies Act, 2013		
Amount spent during the year	20.22	17.98
Construction/acquisition of any asset	-	-
On purpose other than above [contribution to PM CARES Fund]	-	-
Total amount spent during the year	**-**	**18.00**
Shortfall/(Excess) at the end of year	20.22	(0.02)
Total of previous years shortfall	-	-
Reason for shortfall	-	-

Name of activities **:** Contributed to Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES)

(amount in ₹ lakhs, except for shares data or as otherwise stated)

NOTE 33 - TAX EXPENSES

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
Income tax expense		
In respect of the current year	530.86	436.28
In respect of prior years	-	3.81
Deferred tax (credit) / expense		
In respect of the current year	(34.90)	(9.53)
On other comprehensive income	2.91	(1.51)
Total	**498.87**	**429.05**

(a) The income tax expense for the year can be reconciled to the accounting profit as follows:

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
Profit before tax [A]	2,013.01	1,654.95
Income tax rate [B]	25.17%	25.17%
Income tax expense [A*B]	**506.63**	**416.52**
Effect of expenses that are not deductible in determining taxable profit	(0.18)	19.76
Total tax expense	**506.45**	**436.28**

(b) Deferred tax assets (net)

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
Deferred tax assets	182.82	150.84
Deferred tax liabilities	-	-
Deferred tax assets (net)	**182.82**	**150.84**

(c) Movement in deferred tax

Particulars	Opening Balance	Recognised in profit or loss	Recognised in OCI	Closing Balance
31-Mar-2026				
Provision for employee benefits	63.20	-	-	63.20
Property, plant and equipment and intangible assets	61.12	-	-	61.12
Provision for expected credit losses	25.43	-	-	25.43
Leases	(3.51)	-	-	(3.51)
Others	4.60	-	-	4.60
Net deferred tax assets/(liabilities)	150.84	-	-	150.84
31-Mar-2025				
Provision for employee benefits	59.41	2.28	(1.51)	63.20
Property, plant and equipment and intangible assets	65.88	(4.76)	-	61.12
Provision for expected credit losses	14.68	10.75	-	25.43
Leases	(4.49)	0.97	-	(3.51)
Others	4.31	0.29	-	4.60
Net deferred tax assets/(liabilities)	139.80	9.53	(1.51)	150.84

(amount in ₹ lakhs, except for shares data or as otherwise stated)

NOTE 34 - EARNINGS PER SHARE

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
Earnings per share		
Basic	9.28	9.51
Diluted	9.28	9.51
Profit attributable to the equity holders of the Company	**1,517.05**	**1,224.39**
Weighted average number of shares used as the denominator		
Weighted average number of equity shares used as denominator in calculating basic earnings per share	1,63,48,859	1,28,71,686
Adjustments for calculation of diluted earnings per share	-	-
Weighted average number of equity shares used as denominator in calculating diluted earnings per share	**1,63,48,859**	**1,28,71,686**

NOTE 35 - COMMITMENTS AND CONTINGENT LIABILITIES (TO THE EXTENT NOT PROVIDED FOR)

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
(a) Claims against the company not acknowledged as debts (TDS Defaults)*	22.87	21.50
(b) Claims against the company not acknowledged as debts (Others)**	21.84	-
(c) Customs Pending Litigation	105.09	105.09

* Balance of Claims against the company not acknowledged as debts shows amount of TDS Defaults at traces with interest and Late filling fees.

** Balance of Claims against the company not acknowledged as debts shows amount of Rent Arrears claim by the property owner for the period November-2021 to March-2024 and damages charges vide case no.Com.OS/1162/2024 in the court of the city civil judge, at Bangalore

NOTE 36 - RELATED PARTY INFORMATION

Name of the related parties	Nature of relationship
Jupiter Capital Private Limited	Group Company
Mr. Manmohan Ganesh	Managing Director
Ms. Shreya Nambiar	Non Executive Director
Mr. Alokeshwar Sen	Independent Director
Mr. Vishal Jhanwar	Independent Director
Mr. AMS Joekumar	Additional Director w.e.f. 20.03.2024 and as a CFO and Whole time Director with effect from 14.06.2024 and 17.06.2024, respectively.
Mr. Anand Kumar, (from 14th July, 2025)	Company Secretary
Mrs. Meena Nambiar	Relative of a Key Managerial Personnel
Mr. Ajit Gopal Nambiar	Relative of a Key Managerial Personnel
Stallion Computers Private Limited Electro Investments Private Limited E R Computers Private Limited Nambiar International Investment Co. Pvt. Ltd. Dynamic Electronics Private Limited BPL Limited	Enterprises under Significant Influence of a (Key Managerial Personnel) & Relative of a Director

(amount in ₹ lakhs, except for shares data or as otherwise stated)

B Transactions during the year

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
Interest on unsecured loan		
Jupiter Capital Private Limited	-	-
Revenue from operations		
Manmohan Ganesh	-	-
E R Computers Private Limited	0.43	4.96
BPL Limited	3.28	0.31
Mrs. Meena Nambiar	-	-
Lease rent		
Nambiar International Investment Co. Private Limited	6.30	6.09
Dynamic Electronics Private Limited	77.37	59.70
Electro Investments Private Limited	6.30	6.09
(i) Managerial remuneration		
Mr. Manmohan Ganesh	72.43	48.98
Mr. AMS Joekumar	59.18	34.50
Mr. Anand Kumar	9.35	-
Mrs. Deepika N Bhandiwad	2.88	9.28

C Balances

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Amount payable on unsecured loan		
Jupiter Capital Private Limited	-	-
Trade payable		
BPL Limited	109.77	199.30
Stallion Computers Private Limited	-	-
Trade receivables		
Mrs. Meena Nambiar	-	5.57
Mr. Ajit Gopal Nambiar	-	-
Rent Payable		
Electro Investments Private Limited	0.47	0.45
Dynamic electronics Private Limited	6.52	6.22
Nambiar International Investment Co. Pvt. Ltd.	0.47	0.45
Managerial remuneration payable		
Manmohan Ganesh	0.11	-
Shreya Nambiar	-	-

(i) This excludes gratuity and compensated absences which cannot be separately identified from the composite amount advised by the actuary.

(ii) The Company has not written off any amounts due from the related parties during the year.

(iii) The Company has not written back any amounts due to related parties other than those disclosed above.

(iv) All transactions entered into with related parties were on an arm's length price basis and in the ordinary course of business.

NOTE 37 - EMPLOYEE BENEFITS PLAN

(a) Defined contribution plan

The Company makes contributions to provident fund and employee state insurance schemes which are defined contribution plans, for qualifying employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll cost to fund the benefits. The contributions to these plans by the Company are at rates specified in the rules of the schemes.

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
Provident Fund	74.57	61.95
Employee State Insurance Scheme	0.44	0.39

(amount in ₹ lakhs, except for shares data or as otherwise stated)

(b) Defined benefit plan

The Company pays gratuity to the employees who have completed five years of service with the Company at the time of resignation/ superannuation. The gratuity is paid @15 days basic salary for every completed year of service as per the Payment of Gratuity Act, 1972

Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Discount rate	7.13%	6.85%
Expected rate on plan assets	7.15%	7.25%
Expected rate of salary increase	10.00%	10.00%
Attrition rate	5.00%	5.00%
Retirement age (in years)	60	60
Mortality Rate	As per IALM (2012-14) / (2006-2008) ultimate	

Amounts recognised in statement of profit and loss and in other comprehensive income in respect of these defined benefit plan are as follows:

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
Service cost		
Current service cost	24.79	22.23
Plan amendment's past service cost	0.01	-
Net interest expense	17.01	14.69
Administrative expenses/taxes/insurance cost/exchange rate cost	0.01	-
Net interest income on plan asset	(1.61)	(0.99)
Components of defined benefit costs recognised in statement of profit and loss	**40.21**	**35.94**
Remeasurement on the net defined benefit liability		
Actuarial (gains) / losses arising from changes in demographic assumptions	-	-
Actuarial (gains) / losses arising from changes in financial assumptions	(4.64)	-
Actuarial (gains) / losses arising from experience adjustments	(1.30)	6.06
Return on Plan Assets (more)/Less than Expected based on Discount rate	0.43	(0.06)
Components of defined benefit costs recognised in other comprehensive income	**(5.51)**	**5.99**
Total	**34.70**	**41.93**

The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the statement of profit and loss. The remeasurement of the net defined benefit liability is included in other comprehensive income.

The amounts included in the balance sheet arising from the entity's obligation in respect of its defined benefit plan is as follows:

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Present value of funded defined benefit obligation	266.02	230.16
Fair value of plan assets	(34.10)	(12.94)
Funded status	231.92	217.22
Current	13.16	38.08
Non-current	218.76	179.14
Total	**231.92**	**217.22**

(amount in ₹ lakhs, except for shares data or as otherwise stated)

Movements in the present value of the defined benefit obligation are as follows:

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Opening defined benefit obligation	230.16	218.03
Expenses recognised in statement of profit and loss		
Current service cost	24.79	22.23
plan amendment's past service cost	0.01	-
Past service cost and (gain)/loss from settlements	-	-
Interest cost	17.01	14.69
Remeasurement (gains)/losses		
Actuarial gains and losses arising from changes in demographic assumptions	-	-
Actuarial gains and losses arising from changes in financial assumptions	-	-
Actuarial gains and losses arising from experience adjustments	(5.95)	6.06
Benefits paid	-	(30.87)
Closing defined benefit obligation	**266.02**	**230.16**
Reconciliation of plan assets		
Opening balance of plan assets	12.94	15.36
Employer contribution	20.00	10.00
Employer Direct Benefit Payment	-	17.38
Net interest income on plan asset	1.61	0.99
Admin expenses/taxes paid from plan assets	(0.01)	-
Benefits pay-out from Employer	-	(17.38)
Benefits pay-out from Plan	-	(13.47)
Actuarial gain/(loss)	(0.44)	0.06
Closing balance of plan assets	**34.10**	**12.94**
Actual Return on Plan assets	**01.17**	**01.05**

Significant actuarial assumptions for the determination of the defined obligation are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
If the discount rate increases 1%	248.83	214.49
If the discount rate decreases 1%	285.86	248.23
If the attrition rate increases 1%	280.64	226.83
If the attrition rate decreases 1%	252.05	233.88
If the salary increase rate increases 1%	262.67	243.73
If the salary increase rate decreases 1%	269.79	217.25
Mortality Rate 10% up	265.90	230.02
Mortality Rate 10% down	266.13	231.51
Effect of No Ceiling	284.63	261.15

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years. There has been no change in the process used by the Company to manage its risks from prior periods.

Expected future cash outflows towards the plan are as follows:

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Year 1	38.36	29.08
Year 2	21.62	15.64
Year 3	52.04	16.41
Year 4	23.40	37.41
Year 5	14.60	16.16
Year 6 to 10	72.40	38.25
Above 10 years	189.14	77.18

(amount in ₹ lakhs, except for shares data or as otherwise stated)

NOTE 38 - FINANCIAL INSTRUMENTS

38.01 Categories of financial instruments

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Financial assets, measured at amortised cost		
Cash and bank balances	3,080.30	564.76
Bank balance other than above	72.00	175.00
Trade receivables	2,830.12	2,103.59
Other financial assets	113.08	73.61
Loan	53.74	44.52
Total	**6,149.24**	**2,961.48**
Financial liabilities, measured at amortised cost		
Borrowings	-	204.62
Lease liabilities	155.18	8.68
Trade payables	980.57	1,486.40
Other financial liabilities	-	2.29
Total	**1,135.75**	**1,701.99**

The management assessed that the carrying amounts of financial assets and financial liabilities recognised in the financial statements at amortised cost will reasonably approximate their fair values.

38.02 Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consist of the following three levels:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The Company does not have any financial assets and financial liabilities which are held at fair values as at above reported periods.

38.03 Financial risk management objectives

The Company is exposed to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's principal financial liabilities comprise loans and borrowings, trade payables and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include investments, loans, trade and other receivables, cash and short-term deposits that derive directly from its operations. The below notes presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

38.04 Risk management framework

The Company's activities makes it susceptible to various risks. The Company has taken adequate measures to address such concerns by developing adequate systems and practices. The Company's overall risk management program focuses on the unpredictability of markets and seeks to manage the impact of these risks on the Company's financial performance. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

38.5 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Company is exposed to interest rate risk arising mainly from debt. The Company is exposed to interest rate risk because the fair value of fixed rate borrowings and the cash flows associated with floating rate borrowings will fluctuate with changes in interest rates. The Company is also exposed to foreign currency risk on certain transactions that are denominated in a currency other than the company's functional currency; hence exposures to exchange rate fluctuations arise. The risk is that the functional currency value of cash flows will vary as a result of movements in exchange rates.

38.6 Credit Risk

The Company is exposed to credit risk as a result of the risk of counterparties defaulting on their obligations. The Company's exposure to credit risk primarily relates to trade receivables. The Company monitors and limits its exposure to credit risk on a continuous basis. The Company's credit risk associated with trade receivable is primarily related to customers not able to settle their obligation as agreed upon. To manage this, the Company periodically reviews the financial reliability of its customers, taking into account their financial condition, current economic trends and analysis of historical bad debts and ageing of trade receivables.

(amount in ₹ lakhs, except for shares data or as otherwise stated)

Financial instruments that are subject to such risk, principally consist of investments, trade receivables, loans, other financial assets and cash. None of the financial instruments of the Company results in material concentration of credit risks. Maximum exposure to credit risk of the Company has been listed below:

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
(a) Trade receivables	2,830.12	2,103.59
Loans	53.74	44.52
Other financial assets	113.08	73.61
Cash and bank balances	3,080.30	564.76
Bank balance other than above	72.00	175.00

(a) Trade receivables

Trade receivables represent the most significant exposure to credit risk and is managed by the Company through policies, procedures and controls relating to customer credit risk management. Outstanding trade receivables are monitored at regular intervals. Impairment analysis is performed at each reporting date on individual customer basis.

The Company applies the simplified approach to provide for expected credit losses prescribed by Ind AS 109, Financial Instruments which permits the use of the lifetime expected loss provision for all trade receivables. The Company has computed expected credit losses based on a provision matrix which uses historical credit loss experience of the Company. Forward-looking information (including macroeconomic information) has been incorporated into the determination of expected credit losses. The Company has taken dealer deposits which are considered as collateral and these are considered in determination of expected credit losses, where applicable.

Reconciliation of loss allowance for trade receivables

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Opening balance	101.04	58.31
Provided during the period / year	61.09	42.73
Adjustment / reversal of provision	-	-
Closing balance	**162.13**	**101.04**

38.07 Liquidity risk

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual short term and long term cash flows, and by matching the maturity profiles of financial assets and liabilities.

Liquidity analysis for non-derivative liabilities

The following table details the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table include repayment of principal amounts. The contractual maturity is based on the earliest date on which the Company may be required to pay.

Financial liabilities	Due within (years)						Total	Carrying
	1	1 to 2	2 to 3	3 to 4	4 to 5	> 5		value
Bank & other borrowings								
31/Mar/2026	-	-	-	-	-	-	-	-
31/Mar/2025	134.84	69.78	-	-	-	-	204.62	204.62
Interest payable on borrowings								
31/Mar/2026	-	-	-	-	-	-	-	-
31/Mar/2025	2.29	-	-	-	-	-	2.29	2.29
Trade and other payable								
31/Mar/2026	980.57	-	-	-	-	-	980.57	980.57
31/Mar/2025	1,486.40	-	-	-	-	-	1,486.40	1,486.40
Lease liabilities								
31/Mar/2026	154.91	-	-	-	-	-	154.91	154.91
31/Mar/2025	8.41	0.27	-	-	-	-	8.68	8.68

(amount in ₹ lakhs, except for shares data or as otherwise stated)

38.08 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates. The Company is exposed to variable rate term loans from banks. The Company manages its interest rate risk by regular monitoring and taking necessary actions as are necessary to maintain an appropriate balance.

Interest rate exposure: The exposure of the Company's borrowings to interest rate changes at the end of the reporting period are as follows:

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Interest on variable rate borrowings	10.46	45.88

Sensitivity analysis

Profit or loss estimate to higher/lower interest rate expense from borrowings as a result of changes in interest rates

Particulars	For the year ended 31st Mar 2026	For the year ended 31st Mar 2025
Interest rates - increase by 1%	-	2.05
Interest rates - decrease by 1%	-	(2.05)

38.09 Capital management

The Company manages its capital to ensure it will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Company consists of net debt (borrowings offset by cash and bank balances) and total equity. The Company is not subject to any externally imposed capital requirements.

38.10 Gearing ratio

The gearing ratio at end of the reporting period was as follows.

Particulars	As at 31st Mar 2026	As at 31st Mar 2025
Debt including current borrowings	-	204.62
Less: Cash and bank balances	(3,080.30)	(564.76)
Net debt [A]	**(3,080.30)**	**(360.14)**
Total equity [B]	8,901.26	3,691.73
Net debt to equity ratio (A/B)	-	-

NOTE 39 - FINANCIAL RATIOS

Particulars	As at 31 Mar 2026 A	31 Mar 2026 B	31 Mar 2026 C=[A/B]	31 Mar 2025 A	31 Mar 2025 B	31 Mar 2025 C=[A/B]	Changes in ratio (%)	Reason for more than 25% changes
1 Current ratio	10.605.43	6,223.16	1.70	6,223.16	2,618.21	2.38	-28.3%	Refer Note (a) below
2 Debt-equity ratio	155.18	213.30	0.73	213.30	3,691.73	0.06	1159.2%	Refer Note (a) below
3 Debt service coverage ratio	2,102.37	1,777.70	1.18	1,777.70	267.16	6.65	-82.2%	Refer Note (a) below
4 Return-on-equity ratio	1,517.05	1,224.39	123.90%	1,224.39	3,086.85	39.66%	-212.4%	Refer Note (a) below
5 Inventory turnover ratio	17,672.77	12,937.54	1.37	12,937.54	2,237.56	5.78	-76.4%	Refer Note (a) below
6 Trade receivables turnover ratio	17,672.77	12,937.54	1.37	12,937.54	1,999.29	6.47	-78.9%	Refer Note (a) below
7 Trade payables turnover ratio	14,071.22	10,544.25	1.33	10,544.25	1,095.79	9.62	-86.1%	Refer Note (a) below
8 Net capital turnover ratio	17,672.77	3,211.01	5.50	12,937.54	2,999.01	4.31	27.6	Refer Note (a) below
9 Net profit ratio	1,517.05	1,224.39	123.90%	1,224.39	13,005.42	9.41%	1216.1%	Refer Note (a) below
10 Return-on-capital employed	2,038.06	1,705.03	119.51%	1,705.35	3,905.03	43.67%	173.7%	Refer Note (a) below
11 Return on investment	1,517.05	1,224.39	123.90%	1,224.39	5,614.00	21.81%	468.1%	Refer Note (a) below

(a) As more fully explained in notes to "Equity share capital", during the current year, the Company completed an initial public offering comprising ("IPO") 46,32,000 (Forty Six Lakh Thirty Two Thousand) fresh equity shares of face value ₹10 each at an issue price of 87 per share, aggregating ₹4,029.84. As of 31 March 2026, unutilised portion of IPO proceeds is parked in term deposit with bank. As a results of IPO, the current ratio, debt-equity ratio, return-on-equity ratio, net capital turnover ratio an return on investment, as of and for the year ended 31 March 2026 are strictly no comparable with comparative ratio as of 31 March 2025.

(b) Revenue from operations and net profit after tax for the year ended 31 March 2026 as compared with year ended 31 March 2025 has increased, resulting in increase in inventory, trade receivable. This has contributed to variance in net profit ratio, inventory turnover ratio, and trade receivable turnover ratio. Further, with better working capital management, the Company has managed to reduce trade payable as of 31 March 2026, giving variance in trade payable turnover ratio.

(amount in ₹ lakhs, except for shares data or as otherwise stated)

	Current ratio	
A	Numerator	Current asset
B	Denominator	Current liabilities
	Debt-equity ratio	
A	Numerator	Total debt
B	Denominator	Shareholder's equity (Total equity)
	Debt service coverage ratio	
A	Numerator	Profit after tax + Finance costs + Depreciation and amortization expenses + Loss/(Gain) on sale of property plant & equipment + Exceptional items
B	Denominator	Finance cost + Scheduled principal repayments of long term borrowings
	Return-on-equity ratio	
A	Numerator	Profit after tax
B	Denominator	Average shareholder's equity
	Inventory turnover ratio	
A	Numerator	Revenue from operations
B	Denominator	Average inventory
	Trade receivables turnover ratio	
A	Numerator	Revenue from operations
B	Denominator	Average trade receivables
	Trade payables turnover ratio	
A	Numerator	Total purchases
B	Denominator	Average trade payables
	Net capital turnover ratio	
A	Numerator	Revenue from operations
B	Denominator	Average working capital
	Net profit ratio	
A	Numerator	Net profit after tax
B	Denominator	Total Income
	Return-on-capital employed	
A	Numerator	Earning before interest and taxes
B	Denominator	Capital employed
	Return on investment	
A	Numerator	Earning before interest and taxes
B	Denominator	Total assets - current liabilities

NOTE 40 - OTHER MATTERS

(I) Loans and advances in the nature of loan granted to promoters, directors, KMPs and related parties: Nil

(ii) The Company has not been declared a wilful defaulter by any bank or financial institution or other lender.

(iii) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(iv) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(v) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(vi) The Company did not have any material transactions with companies struck-off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the financial years 31 March 2026 and 2025.

(vii) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year 31 March 2026 and 2025.

(viii) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies ('ROC') beyond the statutory period.

(ix) There is no Indian Subsidiary Companies, hence disclosure as prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017 is not applicable

See accompanying notes to the financial statements (Note 1-40)
As per our report of even dated attached
for MKUK & Associates
Chartered Accountants
Firm's Registration No: 050113S

For and on behalf of the Board

Manoj Kumar UKN Partner (M. No. 091730)	**Manmohan Ganesh** Managing Director (DIN: 00886018)	**AMS Joekumar** WTD & CFO (DIN:10538347)	Anand Kumar **Anand Kumar** Company Secretary (PAN : ATOPK0044K)

May 15, 2026 | Bangalore

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