IISL

INDIAN INFOTECH & SOFTWARE LTD.

ANNUAL REPORT

2025-26

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New Link Road Andheri (W) Mumbai 400053

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INDIAN INFOTECH & SOFTWARE LTD.

Annual Report 2025-2026

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COMPANY INFORMATION

INDIAN INFOTECH AND SOFTWARE LIMITED
(CIN-L70100MH1982PLC027198)

BOARD OF DIRECTORS	:	**MR ANANT CHOURASIA** MANAGING DIRECTOR **MRS SHILPI CHOURASIYA** EXECUTIVE DIRECTOR **MR ABHISHEK POKHARNA** INDEPENDENT DIRECTOR **MR ANKIT PANDIT** INDEPENDENT DIRECTOR **MRS KHUSHBOO VASUDEV** INDEPENDENT DIRECTOR (APPOINTED W.E.F.29 AUGUST 2025) **MR SANDEEP SAHU** INDEPENDENT DIRECTOR **MRS AKSHA BIHANI** INDEPENDENT DIRECTOR (RESIGN W.E.F 13 JUNE 2025)
CHIEF FINANCIAL OFFICER	:	**MR. BHAIRU RATAN OJHA**
COMPANY SECRETARY	:	**MUSHAHID AHMED KHAN** CS & COMPLIANCE OFFICER
BANKERS	:	**ICICI BANK LTD.** ANDHERI, MUMBAI
AUDITORS	:	**M/S. ADV AND ASSOCIATES** CHARTERED ACCOUNTANTS, (FRN: 128045W) A PEER REVIEWED AUDIT FIRM, MUMBAI
SECRETARIAL AUDITORS	:	**M/S BRAJESH GUPTA & CO.** **PRACTICING COMPANY SECRETARY** **A PEER REVIEWED FIRM**
REGISTERED OFFICE.	:	**OFFICE NO. 110, 1ST FLOOR, GOLDEN CHAMBER** **PRE CO-OP SOC LTD, NEW LINKROAD,** **ANDHERI WEST, MUMBAI- 400053** TEL. NO. 022-49601435 E-MAIL ID: indianinfotechsoftware@yahoo.com WEBSITE: www.indianinfotechandsoftwareltd.in
SHARE TRANSFER AGENT	:	**MUFG INTIME INDIA PVT. LTD.** C-101, 247 PARK, L.B.S. MARG, VIKHROLI (WEST), MUMBAI - 400 083 PHONE: +91 22 4918 6000 TEL. NO. 022 – 4918 6060 EMAIL: mumbai@MUFG intime.co.in WEBSITE: www.MUFG intime.co.in

EXEMPTION FROM REQUIREMENT OF DISPATCHING THE PHYSICAL COPIES OF THE ANNUAL REPORT:

MCA has vide General Circular no. 05/2022, SEBI Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 has relaxed the requirements of sending notices required in terms of Section 101 read with Rule 19 of the Companies (Management and Administration) Rules, 2014. In similar lines, it is requested to exempt the companies from the requirements of the dispatch of the annual reports in physical form as envisaged under Sections 136 of the Companies Act, 2013 and rules framed thereunder.

According to the Circular of MCA the company will sent Notice of AGM and Annual Report to all the members through email registered with the records of the company and company request to the members whose email id is not registered in the records of Company/RTA they should get register their email id with Company/RTA, the members whose Email Id is not registered with company/RTA can download the copy of AGM Notice and Annual Report from Website of the Company www.indianinfotechandsoftwareltd.in. The company will also provide MUFG of the same in the newspaperpublication of the notice calling AGM.

HOLDING OF THE ANNUAL GENERAL MEETING ('AGM') THROUGH VC/OAVM FACILITY:

With reference to Ministry's General Circular Nos. 20/2020 dated 05.05.2020, General Circular No. 02/2021 dated 13.01.2021, General Circular No. 19/2021 dated 08.12.2021 and 21/2021 dated 14.12.2021 and General Circular No. 02/2022 dated 05.05.2022 it has been decided to allow the Companies whose AGMs are due in the Year 2022, to conduct their AGMs on or before 31st December, 2022 through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'.

The Company has already embarked on this initiative and proposes to send documents including Annual Reports in electronic form to the Members on the email address provided by them to the R&T Agent/the Depositories.

The Members whose email Id is not Registered with the Company are requested to intimate/update their email address to the Company/R&T Agent, those members whose email id is not registered with company can sent a request to the Company/RTA to send copy of the annual report and notice of AGM through email as per the Circular of MCA for annual report and notice of 43RD Annual General Meeting of the Company.

AGM which is available on the Company's Website, members can download the same from website.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Forty Fourth Annual General Meeting of Indian Infotech & Software Limited will be held on Wednesday, September 30, 2026, at 04:00 P.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

ITEM NO.:1

ADOPTION OF STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2026:

To receive, consider and adopt the standalone financial statements of the Company for the financial year ended on 31st March, 2026 including the audited Balance Sheet as at 31st March, 2026, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

"RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

ITEM NO. 2

APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION:

To Re-appointment of a Director to appoint a Director in place of Ms. Shilpi Chourasiya (DIN: 09302632), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment. to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Shilpi Chourasiya (DIN: 09302632), who retires by rotation at this meeting and being eligible, offers herself for Re-appointment, be and is hereby appointed as Director of the Company."

ITEM NO. 3

TO APPOINTMENT OF STATUTORY AUDITOR M/S M/s SSRV & ASSOCIATES, CHARTERED ACCOUNTANTS:

To Consider and if thought fit, with or without modification, the following resolution was passed as Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, **M/s SSRV & Associates, Chartered Accountants, Firm Registration No. 135901W, Mumbai**, be and are hereby appointed as the Statutory Auditors of the Company **in place of the retiring Statutory Auditors, M/s ADV & Associates, Chartered Accountants, Mumbai, whose term of office expires at the conclusion of this 44th Annual General Meeting**, to hold office for a period of five (5) consecutive years from the conclusion of this 44th Annual General Meeting until the conclusion of the 49th Annual General Meeting to be held in the year 2031, at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses as may be recommended by the Audit Committee and approved by the Board of Directors of the Company.

"RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, and things, and to sign and file all necessary forms, returns, and documents as may be required to give effect to this resolution."

SPECIAL BUSINESS:

ITEM NO.: 3

TO APPROVE INCREASE IN LIMIT UP TO RS. 500 CRORES TO MAKE INVESTMENTS, LOAN/GUARANTEE & ADVANCES IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF COMPANIES ACT, 2013:

To Consider and if thought fit, to pass, with or without modifications, if any, the below resolution as Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of section 186(3) and any other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder, including any statutory modification(s) and re-enactment(s) thereof for the time being in force, subject to the terms of Articles of Association of the company and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board which term shall be deemed to include any Committee of the Board) for making investment(s) in excess of limits specified under section 186 of the Companies Act, 2013 from time to time in acquisition of securities of anybody corporate or for giving loans, guarantees or providing securities to anybody corporate or other person /entity whether in India or outside India, as may be considered appropriate for an amount not exceeding **Rs. 500.00 Crores (Rupees Five Hundred Crores only),** notwithstanding that such investment and acquisition together with existing investments of the company in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3) of the Companies Act, 2013, i.e. the limits available to the company is sixty per cent. of its paid-up sharecapital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

FURTHER RESOLVED THAT, for the purpose of giving effect to the foregoing resolution, the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary or incidental thereto, including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s)/ employee(s) of the company, or to settle any questions, difficulties or doubts that may arise in this connection, without being required to seek any further clarification, consent or approval of the members of the company."

"RESOLVED FURTHER THAT the approval of shareholders for granting loan and investment and giving guarantee by company u/s. 186 of the companies act, 2013 shall be valid for a period of 5 years w.e.f. 1st April, 2026 to 31st March, 2031."

ITEM NO.: 4

TO APPROVE INCREASE IN LIMIT UP TO RS. 250 CRORES OF RELATED PARTY TRANSACTION:

To Consider and if thought fit, to pass, with or without modifications, if any, the below resolution as Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re- enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's

Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and ishereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individualtransaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors/or the Audit Committee of the Company as the case may be to exercise the power conferred by this resolution and to enter into related party transaction(s) including material related party transactions

by companywith Related Parties for (i) sale, purchase or supply of any goods, materials, assets (Movable/Immovable), Rights or Services; (ii) selling or otherwise disposing of, or buying, property of any kind; (iii) leasing of property of any kind; (iv) availing or rendering of any services; (v) appointment of any agent for purchase or sale of goods, materials, services or property; (vi) such related party's appointment to any office or place of profit in the company, its subsidiary companyor associate company; (vii) Sub Contract Arrangement (viii) Borrowing from Related Party; (ix) Lending to Related Party the value of which either singly or all taken together in a financial year may exceed ten per cent of the annual consolidated turnover of the Company as per last audited financial statements or any amended prescribed limits as perthe Companies Act, 2013 and its Rules, SEBI (LODR) Regulations, 2015 for an estimated amount of up to Rs. 250 crores (Rupees Two Hundred and Fifty Crores) for single transaction or series of transactions and shall be valid for a period of one FY 2026-27, for the maximum permissible time limit in the act and the said regulations.

RESOLVED FURTHER THAT the Board of Directors and/or Audit Committee thereof be and is hereby severally authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to thisresolution and for the matters connected herewith or incidental hereto including professional advice from external sources."

ITEM NO. 6

TO APPROVE INCREASE IN LIMIT UP TO RS. 500 CRORES OF BORROWING POWER IN EXCESS OFLIMITS SPECIFIED UNDER SECTION 180 (1) (C) OF COMPANIES ACT, 2013.

To Consider and if thought fit, to pass, with or without modifications, if any, the below resolution as Special Resolution:

"RESOLVED THAT in supersession of all the earlier resolutions passed and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, the consent of the members of the company be and is hereby accorded to the Board of Directors of the company to borrow money, as and when required, from bank(s), financial institution(s), foreign lender(s), any Body corporate entity(ies), authority(ies), through suppliers credit, through any other instruments either in Indian rupees or in such other foreign currencies as may be permitted under law from time to time, notwithstanding that money so borrowed together with themonies already borrowed by the company, if any, apart from temporary loans obtained from the Company's bankers inthe ordinary course of business, may exceed the aggregate of the paid-up share capital of the company and its free reserves (that is to say reserves not set apart for any specific purpose) provided that the total amount so borrowed by the Board shall not at any time exceed of Rs. 500.00 crores (Rupees Five Hundred Crores only) or limits so prescribed under Section 180(1)(c), as may be amended from time to time, whichever is higher."

FURTHER RESOLVED THAT the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution".

"RESOLVED FURTHER THAT the approval of shareholders for Increase in Borrowing Powers u/s. 180(1) (c) of the Companies Act, 2013 shall be valid for a period of 5 years w.e.f. 1st April, 2026 to 31st March, 2031."

"FURTHER RESOLVED THAT for the purpose of giving effect to this resolution the Board be and is hereby authorised to do all such acts, deeds or things as it may be necessary, proper or desirable in this regard."

ITEM NO. 7

TO APPOINT MR. YATIN VILAS CHAPHEKAR (DIN: 11927324) AN INDEPENDENT DIRECTOR:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Rules made thereunder, and Regulations 16, 17, 17(1A), and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, **Mr. Yatin Vilas Chaphekar (DIN: 11927324)**, who has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and the Listing Regulations, and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office

for a term of five (5) consecutive years commencing from October 01 , 2026 to September 30, 2031."

"**RESOLVED FURTHER THAT** any Director, Chief Financial Officer, or Company Secretary of the Company be and are hereby severally authorized to sign, execute, and file all such documents, forms, and papers, and to do all

such acts, deeds, matters, and things as may be deemed necessary, proper, desirable, or expedient to give full effect to this resolution."

ON BEHALF OF THE BOARD OF DIRECTORS
Indian Infotech and Software Limited
Sd/-
Anant Chourasia
Managing Director
(DIN- 09305661)

Date: 05/09/2026
Place: Mumbai
Registered Office:
Office No. 110, 1st Floor, Golden Chamber
Pre Co-Op. Soc. Ltd, New Link Road,
Andheri West, Mumbai-400053
E-mail Id: –indianinfotechsoftware@yahoo.com
Website:- www.Indianinfotechandsoftwareltd.in

NOTES

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 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 Purva Sharegistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the 30TH September, 2026 of the AGM will be provided by Purva.

3. 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 to at least 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.

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

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. 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 **www.indianinfotechandsoftwareltd.in**. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com

respectively. The AGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. https://evoting.purvashare.com/.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

(i) The voting period begins on **Sunday September 27, 2026 at 09:00 A.M. and ends on Tuesday September 29, 2026 at 05:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2026 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.

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

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

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

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

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

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

Type of shareholders	Login Method

Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 i.e. CDSL/NSDL/KARVY /LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing De-mat 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 De-mat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit de-mat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be

	redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play 5) 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 name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your de-mat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1) The shareholders should log on to the e-voting website https://evoting.purvashare.com.

2) Click on "Shareholder/Member" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) If you are holding shares in de-mat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.

5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVENT NO. For the relevant **Indian Infotech & Software Limited** on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.

(xi) Click on the "NOTICE FILE LINK" if you wish to view the Notice.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://evoting.purvashare.com and register themselves in the "Custodians / Mutual Fund" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **indianinfotechsoftware@yahoo.com** (designated email address by company), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **indianinfotechsoftware@yahoo.com** (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **indianinfotechsoftware@yahoo.com** (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are 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 available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **indianinfotechsoftware@yahoo.com** and mumbai@MUFG intime.co.in **.**

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding AGM and attending AGM & e-Voting, you can write an email to Company at indianinfotechsoftware@yahoo.com or contact at 022-42956833,

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

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

ITEM NO. [3]: APPOINTMENT OF STATUTORY AUDITORS

The Members are informed that the present Statutory Auditors of the Company, M/s SSRV & Associates, Chartered Accountants, Firm Registration No. [135901W], are proposed to be appointed as the Statutory Auditors of the Company for a further term of five consecutive years, commencing from the conclusion of this Annual General Meeting until the conclusion of the 49th Annual General Meeting.

The Board of Directors, based on the recommendation of the Audit Committee, has recommended the appointment of M/s SSRV & Associates, Chartered Accountants, as the Statutory Auditors of the Company for a period of five consecutive years.

M/s SSRV & Associates have furnished their written consent and eligibility certificate confirming that they are eligible for appointment as Statutory Auditors of the Company and that their appointment, if made, shall be in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

The Audit Committee and the Board of Directors have considered the qualifications, experience, expertise and professional credentials of M/s SSRV & Associates and are of the opinion that their qualifications and experience are commensurate with the size and requirements of the Company.

Basis of Recommendation

The recommendation for appointment of M/s SSRV & Associates is based on their professional competence, experience, understanding of the Company's business and their capability to undertake the statutory audit of the Company in an effective and independent manner.

Terms of Appointment

M/s SSRV & Associates shall be appointed as Statutory Auditors of the Company for a period of five consecutive years, from the conclusion of this Annual General Meeting until the conclusion of the th Annual General Meeting.

The Statutory Auditors shall conduct the audit in accordance with the provisions of the Companies Act, 2013, applicable Accounting Standards and other applicable laws and regulations.

Proposed Audit Fees

The proposed remuneration payable to M/s SSRV & Associates for the statutory audit as may be mutually agreed between the Board of Directors and the Statutory Auditors.

The Board of Directors shall be authorised to revise the remuneration of the Statutory Auditors from time to time, in consultation with the Audit Committee and the Statutory Auditors, as may be considered appropriate.

Credentials of the Proposed Auditors

M/s SSRV & Associates, Chartered Accountants, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The firm has experience in providing professional services in the areas of statutory

audit, assurance, taxation, accounting and allied regulatory matters.

The firm has the requisite professional competence and experience to undertake the statutory audit of the Company.

The proposed appointment is in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the Ordinary Resolution set out at Item No. 3 for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

ITEM No. 4 TO APPROVE INCREASE IN LIMIT UP TO RS. 500 CRORES TO MAKE INVESTMENTS, LOAN/GUARANTEE & ADVANCES IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF COMPANIES ACT, 2013:

The Company may make investments in, give loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give anyloan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to anyother body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium accountor one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Sectionprovides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, with prior approval of Members by means of a **Special Resolution** is required.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits, subject to the approval of members the proposed to be increased in the limit up to Rs. 500 Crores for the company. Hence, the Special Resolution at Item No. 3 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors, therefore, recommend the Resolution as set out in item no. 4 for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

ITEM No. 5 TO APPROVE INCREASE IN LIMIT UP TO RS. 250 CRORES OF RELATED PARTY TRANSACTION:

Pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board/Audit Committee and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules, the company in its meeting dated 05th Sep. 2026 get approval for all 'material' related party transactions (RPT) from Board and its Committees for any of the Related Party Transactions to be done by company in future up to the limit prescribed here. The aforesaid provisions are not applicable in respect transactions entered into by the Company in the ordinary course of business.

However, pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), approval of the shareholders through Ordinary Resolution is required for all 'material' related party transactions (RPT) even if they are entered into in the ordinary course of business on an arm's length basis. For this purpose, a RPT will be considered 'material' if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% or any amended prescribed limits as per the Companies Act, 2013 and its Rules, SEBI (LODR) Regulations, 2015 of the Company as per the last audited financial statements of the Company.

In terms of the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the contracts/ arrangements/transactions relating to sale, purchase, transfer or receipt of products, goods, materials, assets or services, selling or otherwise disposing, lending, borrowing, Sub Contract Arrangement, appointment to any office or place of profit, availing or rendering of any services, leasing of property on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of 250 Crore for a period of one FY 2026-27, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out in the ordinary course of business of the Company.

The Directors, therefore, recommend the Resolution as set out in item no. 5 for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concernedor interested in this Resolution.

ITEM No. 6 TO APPROVE INCREASE IN LIMIT UP TO RS. 500 CRORES OF BORROWING POWER IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 180 (1) (C) OF COMPANIES ACT, 2013.

Keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other entity/body corporate/inter body corporate loan as may be considered fit, which, together with the moneys already borrowed by the Company if any (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits to 500 crores for the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013,the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order tofacilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1) (a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorization is also proposed to be increased to Rs. 500 Crores for the Company.

The Directors, therefore, recommend the Resolution as set out in item no. 6 for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

ITEM No. 7 TO APPOINT MR. YATIN VILAS CHAPHEKAR (DIN: 11927324) AN INDEPENDENT DIRECTOR

At the Board Meeting of the Company held on 05th September, 2026s the Board had recommend to **Mr. Yatin Vilas Chaphekar (DIN: 11927324)**, as a Non-Executive Independent Director.

The appointment of **Mr. Yatin Vilas Chaphekar (DIN: 11927324)**, for a term of 5 years from the date of his appointed stated in the resolution no 7, his appointment shall be effective upon approval by the members in the Meeting.

Mr. Yatin Vilas Chaphekar (DIN: 11927324), is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company and has given declaration to the Board that he meets criteria for independence as provided under section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Except **Mr. Yatin Vilas Chaphekar (DIN: 11927324)**, no other directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution.

The Board commends the resolution set out at item no. 7 of the approval members in general meeting as Special resolution

Brief Profile of the Director/s seeking appointment / re-appointment/ in the forthcoming 44th Annual General Meeting

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")]

Details of Mr. Yatin Vilas Chaphekar (DIN: 11927324) and Ms. Shilpi Chourasiya pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr. No.	Particulars	Details	Details
1.	**Name of the Director**	Mr. Yatin Vilas Chaphekar	Ms. Shilpi Chourasiya
2.	**DIN**	11927324	09302632
3.	**Reason for change**	Appointment as Director designated as Independent Director	Re appointment as retires by rotation
4.	**Date of Appointment**	01st October, 2026	01st October, 2026
5.	**Term of Appointment**	Proposed to be appointed for a term of five consecutive years, subject to approval of the Members of the Company by way of Special Resolution	Re appointment as retires by rotation
6.	**Brief Profile**	Mr. Yatin Vilas Chaphekar has been appointed as an Independent Director of the Company. He possesses the requisite knowledge, skills and experience for discharging the duties and responsibilities of an Independent Director.	She has experience in corporate management, administration and business affairs and is actively involved in the overall management and strategic affairs of the Company. She contributes to the Company's growth and governance through her knowledge, skills and professional experience.
7.	**Nature of Expertise in specific functional areas**	Corporate Management, Business Administration, Compliance and General Management	management and strategic affairs
8.	**Disclosure of relationships between Directors**	Mr. Yatin Vilas Chaphekar is not related to any Director or Key Managerial Personnel of the Company.	Wife of Anant Chourasiya
9.	**Shareholding in the Company**	Nil	Nil
10.	**Directorships in other Listed Companies**	Nil	Nil
11.	**Memberships/Chairmanships of Committees of other Listed Companies**	Nil	Nil
12.	**Listed entities from which he has resigned in the past three years**	Nil	Nil

DIRECTORS' REPORT

To,
The Members of
INDIAN INFOTECH AND SOFTWARE LIMITED
Mumbai

The Directors have pleasure in presenting their **44th ANNUAL REPORT** on the business and operations of the Company for the year ended **31st March, 2026.**

FINANCIAL RESULTS:

(In Lakhs)

Particulars	31.03.2026	31.03.2025
Income from sales & Other Sources	6410.80	3942.80
Expenses & Depreciation	6,224.45	4609.85
Net Profit/ (Loss) before Taxation	**186.34**	**(6,67.05)**
Provision for Taxation	47.97	24.85
Deferred Taxation Assets	-	-
Profit/ (Loss) after Taxation	**138.38**	**(691.90)**

FINANCIAL PERFORMANCE & HIGHLIGHTS:

The Company's has incurred a profit of Rs. **138.38 lakhs** during the current financial year ended on 31.03.2026 as compared to loss of Rs**. (691.90) lakhs** in previous year ended on 31.03.2025.

DIVIDEND:

In order to conserve capital, the Directors of your Company do not recommend any dividend payment at the ensuing Annual General Meeting ("AGM").

TRANSFER TO RESERVES:

During the current financial year, the Company has earned a net profit of Rs.**138.38 lakhs** and 20% of the profit has been transferred to statutory reserves as per NBFC Guidelines.

CHANGE(S) IN THE NATURE OF BUSINESS, IF ANY:

There is no change in the nature of business carried on by the Company. The Company has not changed the class of business in which the Company has an interest.

DIRECTORS:

The composition of the Board is in accordance with the provisions of Section 149 of the Act and Regulation 17 of the SEBI Listing Regulations, with an appropriate combination of Non-Executive Directors and Independent Directors. The complete list of Directors of the Company has been provided as part of the Corporate Governance Report.

As on March 31, 2026, the Board comprised 6 (six) Directors, including the Managing Director, Executive Directors, and 4 (four) Independent Directors, of which 1 (one) is a Woman Independent Director. In accordance with the Articles of Association of the Company and pursuant to the provisions of Section 152 of the Companies Act, 2013 Ms. Shilpi Chourasiya (DIN: 09302632) will retire by rotation at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment.

All the Independent Directors of the Company have submitted declarations confirming that they meet the criteria of independence as prescribed under the Companies Act, 2013 and the SEBI Listing Regulations.

The terms and conditions of appointment of Independent Directors are available on the website of the Company at https://indianinfotechandsoftwareltd.in/policy/ Policy for Appointment of Independent Director. The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience, expertise and hold highest standards of integrity.

The Company appoints Directors based on defined criteria including statutory compliance, integrity, leadership

qualities, relevant experience, independence and ability to contribute effectively to the Board. The appointment process involves identification by the Chairman or Board Members, review by the Nomination and Remuneration Committee (NRC) and final approval by the Board, in line with the Company's policies.

The Companies Act, 2013, provides for the appointment of independent directors. Sub-section (10) of Section 149 of the Companies Act, 2013 provides that independent directors shall hold office for a term of up to five consecutive years on the board of a company; and shall be eligible for re-appointment on passing a special resolution by the shareholders of the Company.

Further, according to Sub-section (11) of Section 149, no independent director shall be eligible for appointment for more than two consecutive terms of five years. Sub-section (13) states that the provisions of retirement by rotation as defined in Sub-sections (6) and (7) of Section 152 of the Act shall not apply to such independent directors.

As on 31st March, 2026 the following director's was on the Board of the company:

Sr. No	Name of Director	Designation	Date of Appointment
1.	Anant Chourasia	Managing Director	02/08/2024
2.	Shilpi Chourasiya	Executive Director	01/07/2024
3.	*Ms. Aksha Bihani	Independent Director	19/03/2019
4.	Mr. Sandeep Sahu	Independent Director	03/09/2022
5.	Abhishek Pokharna	Independent Director	04/09/2024
6.	Ankit Pandit	Independent Director	04/09/2024
7.	Khushboo Vasudev@	Independent Director	29/09/2025

Note:
* Ms. Aksha Bihani Independent Director of the Company, resigned from the post of Directorship after completion of F.Y. 2024-25 on 16th June, 2025.
@ Mrs. Khushboo Vasudev (DIN: 08415000) appointed as Independent Director of the Company on 29th August 2025.

Retire By Rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company Executive Director Mrs. Shilpi Chourasiya, Director of the Company is liable to be retire by rotation at the ensuing Annual General Meeting and being eligible has offered for re-appointment.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENT RELATE AND THE DATE OF THE REPORT:

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company has occurred between the ends of the financial year of the Company 31st March, 2026 till the date of this report.

DEPOSITS:

During the year under report the company has neither invited nor accepted any public fixed deposits within the meaning of Section 73 and 74 of the Companies Act, 2013 and rules made there under.

MANAGEMENT'S DISCUSSION AND ANALYSIS:

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

CORPORATE GOVERNANCE:

Your Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance in terms of Regulation 34 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 with Bombay Stock Exchange Limited have been complied with.

A separate report on Corporate Governance along with certificate from the Statutory Auditors of the Company regarding the compliance of conditions of corporate governance as stipulated under Regulation 34 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms a part of this Annual Report.

REPORTS ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS:

The Company is committed to maintain the standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI.

In compliance with Regulation 34 and Schedule V of SEBI (LODR) Regulations 2015, report on the Corporate Governance, along with a certificate from the Statutory Auditors of the Company on compliance with the provisions is annexed and forms part of the Annual Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

In pursuant of the provisions of Section 135 of the Companies Act, 2013, the CSR provisions are not applicable to the Company.

SHARE CAPITAL:

Authorized Share Capital of the Company: -

As on 31 March 2026, the Authorised Share Capital of the Company stands at Rs. 1,77,00,00,000/- Rupees (One hundred seventy-seven crore) Equity Shares of face value of Re. 1/- (Rupee One Only) each aggregating to Rs. 1,77,00,00,000/- (Rupees One hundred seventy-seven crore Only).and the Paid-up Share Capital of the Company stands at 1,67,44,12,542 (One hundred sixty-seven crore forty-four lakh twelve thousand five hundred forty-two) Equity Shares of face value of Rs. 1/- (Rupee One Only) each aggregating to Rupees 1,67,44,12,542 (One hundred sixty-seven crore forty-four lakh twelve thousand five hundred forty-two Rupees Only)

During the Financial Year 2025–26, pursuant to the provisions of Section 62 read with Section 23(1)(c) and other applicable provisions of the Companies Act, 2013 (including rules made thereunder, as amended), and in compliance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors at its meeting held on May 13, 2025, approved the Rights Issue of equity shares.

Subsequently, the Board of Directors issued and allotted 40,73,69,772 (Forty crore seventy-three lakh sixty-nine thousand seven hundred seventy-two) equity shares face value of Re. 01.00 each at a price of Re. 01.10 per share (including premium of Rs. Re. 0.10/- per share) on rights basis to the eligible existing equity shareholders of the Company as on the record date i.e Monday, July 28, 2025.

As at March 31, 2026, the paid-up equity share capital of the Company is 1,67,44,12,542 consisting of 1,67,44,12,542 equity shares of 01 each.

EXTRACT OF ANNUAL RETURN:

An extract of Annual Return in Form as on March 31, 2026 is attached as **Annexure II** to this Report and also available on the website of the Company https://indianinfotechandsoftwareltd.in

NUMBER OF MEETINGS OF THE BOARD

The Board met 10 times during the financial year 2025-26. The details of the meeting are furnished in the Corporate Governance Report that forms part of this Annual Report.

13th May, 2025, 28th May, 2025, 23rd June 2025, 03rd July 2025, 22nd July, 2025, 06th August, 2025, 29th August, 2025, 05th September, 2025, 13th November, 2025 And 14th February, 2026.

The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 And SEBI Regulation.

DIRECTOR`S RESPONSIBILITY STATEMENT:

As per Section 134 (5) of the Companies Act, 2013; the Board of Directors, to the best of their knowledge and ability, confirm that:

1. In preparation of the annual accounts for the financial year ended March 31, 2026, the applicable accounting standards have been followed

2. The directors have taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
3. 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 at the end of the financial year and of the profit and loss of the Company for that period.

4. The directors have prepared the annual accounts on a going concern basis.

5. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

6. The directors have laid down internal financial controls, which are adequate and are operating effectively.

AUDITORS:

A. Statutory Auditors:

M/s ADV & Associates, Chartered Accountants, Mumbai, the existing Statutory Auditors of the Company, whose term of office expires at the conclusion of the 44th Annual General Meeting, shall retire from office at the said Annual General Meeting.

The Board of Directors, based on the recommendation of the Audit Committee, has proposed the appointment of M/s SSRV & Associates, Chartered Accountants, Firm Registration No. 135901W, Mumbai, as the Statutory Auditors of the Company in place of the retiring Statutory Auditors, to hold office for a period of five consecutive years, from the conclusion of the 44th Annual General Meeting until the conclusion of the 49th Annual General Meeting to be held in the year 2031, subject to the approval of the Members at the ensuing Annual General Meeting.

M/s SSRV & Associates have furnished their consent and eligibility certificate confirming that their appointment, if made, shall be in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Board recommends the appointment of M/s SSRV & Associates, Chartered Accountants, as the Statutory Auditors of the Company for the approval of the Members at the ensuing Annual General Meeting.

Auditors Qualification:

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. ADV and Associates, Chartered Accountants (Firm Registration No.- 128045W**)** Statutory Auditors of the company in their Reports dated May 28, 2025, on the Financial Statements of the Company for FY 2025-26.

B. Secretarial Audit Report:

Appointment of Secretarial Auditors in the previous AGM

Pursuant to Regulation 24A of the SEBI Listing Regulations, the Company has approved the appointment of **M./s Brajesh Gupta & Co.**, Practicing Company Secretaries, Peer Reviewed Practicing Company Secretaries, as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years, commencing from Financial Year 2025-26 to Financial Year 2029- 30, at the previous Annual General Meeting of the Company.

In compliance with the provisions of Section 204 of the Companies Act, 2013 read with the Rules made thereunder, the Board of Directors appointed **M./s Brajesh Gupta & Co.**, Practicing Company Secretaries, as the Secretarial Auditor of the Company to conduct the Secretarial Audit of the records, registers, and documents of the Company for the Financial Year 2025-26 to Financial Year 2029-30.

There is a qualification/observation remarks made by M./s Brajesh Gupta & Co. Mr. Brajesh Gupta, Company Secretary in Practice **Secretarial Auditors** of the company in their Reports dated August 28, 2026 for FY 2025-26 is as follows:

The company has delayed filed following forms to ROC:-

Sr. No.	Name of Form	Purpose
1	Form No. DIR-12	Cessation of Office of Director
2	Form No. DIR-12	Appointment of director
3	Form No. DIR-12	Change in designation of director
4	Form MGT-14	- for the approval of the Financial Statements for the Financial Year 2024–25, - approving the notice for convening the Annual General Meeting and the Board's Report - in respect of the relevant Special Resolution(s) / Resolution(s) passed by the shareholders in the Annual General Meeting held on **30th September 2025**,

Management's Reply to the Observation

- The management of the Company has informed that delay submission of form above form due to technical issues on MCA website and the company's secretarial team after coordination with MCA help desk could file the said forms with delay/additional fees.

The Company submits that the delay in filing of Form MGT-14 for the financial year 2024-25 was not intentional. The Company had made multiple attempts to prepare and file the form on the MCA portal; however, due to persistent technical issues beyond the control of the Company, the filing could not be delay completed. The management has duly taken note of the pendency and has initiated steps to ensure filing at the earliest. The board also took on records that form MGT-7, MGT-15, AOC-4 and all other forms has been filed by company, and The Company has also decided to seek expert professional assistance, if required, to resolve the matter promptly. The Board assures that necessary corrective measures are being put in place to avoid any such non-compliance in the future.

C. Internal Auditor Report:

The Company has appointed Internal Auditor to M/s Heneel S. Shah & Associates Mumbai and Internal Auditor has carried out the internal audit for the FinancialYear 2025-26. The Report is based on the books of accounts and other records of the Company.

D. Cost Auditors:

The Appointment of Cost Auditor is not applicable to the Company. Hence, the company has not appointed any Cost Auditor and cost accounts and records are not required to maintain by the company. During the year under review, the Statutory Auditor and Secretarial Auditor have not reported any instances of frauds Committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act details of which needs to be mentioned in this Report.

ANNUAL RETURN

In compliance with the provisions of Section 134 and 92 of the Companies Act, 2013, the Company has placed a copy of the Annual Return as on March 31, 2026 on its website at https://indianinfotechandsoftwareltd.in/annual-report/

LISTING OF SHARES:

The Equity Shares of the Company are listed on Bombay Stock Exchange Limited (BSE), further the Company has

paid necessary listing fee to BSE as per the Listing Agreement.

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the companywith Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interestof the company at large.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any, in staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

RISK MANAGEMENT POLICY:

The Company has developed and implemented a mechanism for risk management and has developed a Risk Management Policy. The Audit Committee and the Board periodically reviewed the risk assessment and minimization procedures as required Schedule V of Annual Report (Regulations 34 (3) and 53 (f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 so as to ensure that risk is controlled by the Executive Management.

NOMINATION AND REMUNERATION POLICY:

The Board has adopted, on recommendation of the Nomination & Remuneration Committee, a policy for selection and appointment of Directors, Senior Management and their remuneration. A brief detail of the policy is given in the Corporate Governance Report and also posted on the website of the Company i.e. www.indianinfotechandsoftwareltd.in.

PREVENTION OF SEXUAL HARASSMENT POLICY:

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

Further, during the year 2025-26, no complaints were received by the Company related to sexual harassment.
No of Complaint filed during the Financial Year 2025-26: 1,
No of Complaint disposed during the Financial Year 2025-26: 0,
No of Complaint pending as on end of the Financial Year 2025-26: 1

CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The Code has been posted on the Company's website www.indianinfotechandsoftwareltd.in.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place,

in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place an established internal control system designed to ensure proper recording of financial and operational information, compliance of various internal controls and other regulatory and statutory compliances. Services of internal auditors are utilized from time to time, as also in-house expertise and resources. The Company continuously upgrades these systems in line with the best available practices. Internal Audit is conducted throughout the organization by qualified independent Internal Auditors. Findings of the Internal Audit Report are reviewed by the Management and by the Audit Committee of the Board and proper follow up actions are ensured wherever required.

ADDITIONAL INFORMATION REQUIRED UNDER THE NON-BANKING FINANCIAL COMPANIES (RESERVE BANK) DIRECTIVES, 1998:

The Company is registered with the RBI as a loan and investment company. The Company has not complied with all applicable laws, rules, circulars and regulations, included in the Master Direction – loan and investment company (Reserve Bank) Directions, 2016 ("RBI Directions"), as amended from time to time, and it does not carry on any activity other than those permitted by the RBI for loan and investment company.

The relevant provisions, for disclosure in the Director's Report, of Non-Banking Financial Companies (Reserve Bank) Directions, 1998 issued by the Reserve Bank of India are not applicable, as the Company is not holding any public deposits.

SUBSIDIARY COMPANIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company does not have any Subsidiary, Joint venture or Associate Company during the period under review.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

A. Policy On Directors' Appointment and Remuneration

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. As on March 31, 2026, the Board consists of 6 members. Out of which one is the Managing Director & two are Independent Directors on the Board of the Company.

The policy of the Company on directors' appointment and remuneration, including criteria for determining Experience, qualifications, positive attributes, independence of a director and other matters provided under Sub- section (3) of Section 178 of the Companies Act, 2013, adopted by the Board, are stated in this Board report. We affirm that the remuneration decision to the directors is subject to approval and as per the terms laid out in the nomination and remuneration policy of the Company.

B. Declaration by Independent Directors

All the Directors of the Company have confirmed that they are not disqualified from being appointed as Director in terms of Section 164 (2) of the Companies Act, 2013.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and as per Securities and Exchange Board of India (Listing Obligations

and Disclosure Requirements) Regulations, 2015. Further, In compliance with Schedule IV to the Companies Act, 2013 and Regulation 25(3) of the SEBI Listing Regulations, 2015, the independent directors held their separate meeting on 12th January, 2026 without the attendance of non-independent directors and members of Management, inter alia, to discuss the following:

i) review the performance of non-independent directors and the Board as awhile;
ii) review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
iii) assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties; and
iv) review the responsibility of independent directors with regard to internal financial controls.

All independent directors were present at the meeting, deliberated on the above and expressed their satisfaction on each of the matters.

At the time of appointment of an Independent Director, the Company issued a formal letter of appointment outlining his / her role, function, duties and responsibilities as a director. The formal letter of appointment is available at the website of the Company i.e. www.indianinfotechandsoftwareltd.in.

C. Familiarization programmer for Independent Director

The Company proactively keeps its Directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industry.

D. Training of Independent Directors

Every new independent director of the Board attended an orientation program. To familiarize the new inductees with the strategy, operations and functions of our Company, the executive directors / senior managerial personnel make presentations to the inductees about the Company's strategy, operations policies, service offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management.

The Company has organized the following workshops for the benefit of Directors and Independent Directors:

(a) a program on how to review, verify and study the financial reports;
(b) a program on Corporate Governance;
(c) provisions under the Companies Act, 2013; and
(d) SEBI Insider Trading Regulation,2015;
(e) NBFC norms and regulation applicable on the Company.

Further, at the time of appointment of an independent director, the Company issues a formal letter of appointment as a director.

E. Directors & Key Managerial Personnel

During the year there were changes/appointments in the Key Managerial Personnel:

Appointments of Independent Directors

Based on the recommendations of the Nomination and Remuneration Committee (NRC) and pursuant to the provisions of the Act, the Board, at its meeting held on 29th August 2025, appointed the following persons as Additional Directors in the category of Non-Executive Independent Directors, for a term of five consecutive years commencing from 29th August, 2025 up to and including 29th August, 2030, not liable to retire by rotation, in accordance with Section 149 read with Schedule IV to the Act and applicable SEBI Listing Regulations: Mrs. Khushboo Vasudev (DIN: 08415000) The Shareholders of the Company approved the respective appointment of above named Non-Executive, Independent Directors by passing Special Resolutions in subsequent AGM on 30 September 2026.

Completion of tenure

During the FY 2025–26, Ms. Aksha Bihani (DIN: 08102933) completed her term as an Independent Director and consequently ceased to hold office with effect from the close of business hours on June 16, 2025. The Board placed on record its sincere appreciation and deep gratitude for his valuable contributions and guidance during his tenure as a member of the Board.

COMPLIANCE UNDER COMPANIES ACT, 2013:

Pursuant to Section 134 of the Companies, Act 2013 read with rules Companies (Accounts) Rules, 2014, your Company complied with the compliance requirements and the detail of compliances under Companies Act, 2013 are enumerated below:

a. Board Evaluation:

As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates the Board shall monitor and review the Board evaluation framework. As per Section 134 (p) of the Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and Independent Directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated. None of the Independent Directors are due for re-appointments.

b. Particulars of Employees:

None of the employees of the Company is in receipt of remuneration prescribed under Section 197(12) of the Companies Act, 2013, read with the Companies (Particulars of Employees) Rules, 1975. Thus, furnishing of particulars under the Companies (Particulars of Employees) Rules 1975 does not arise.

c. Particulars of Loans, Guarantees or Investments:

As on March 31, 2026, as the company engaged in the business of financing therefore section 186 of the Companies Act, 2013 not applicable and there were outstanding loans or guarantees covered under the provisions of Section 186 of the Companies Act, 2013.

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

Particulars with respect to conservation of Energy, Technology Absorption and Foreign Exchange Earning & Outgo pursuant to Section 134 read with rule 8 (3) of the Companies (Accounts) Rules, 2014, is set out hereunder:

Sr. No.	Particulars	Disclosures		
1.	Conservation of Energy and Power Consumption	Your Company has continued to accord priority to Conservation of energy and is continuing its efforts to utilize energy more efficiently		
2	Technology Absorption and Research & Development	Your Company has not absorbed or imported any technology and no research and development work is carried out.		
3.	Foreign Exchange	Earnings	Exports of Goods	US $: Nil
		Outgo		Rs.: Nil

e. MEETING OF INDEPENDENT DIRECTORS:

During the year under review, a separate meeting of the Independent Directors was held on 12th January, 2026. At the said meeting, the Independent Directors reviewed the performance of Non- Independent Directors, the Board as a whole and the Chairman, after taking into account the view of Executive Director(s) & Non- Executive Director(s). They also assessed the quality, quantity and timeliness of flow of information between the Company's management to the Board.

f. INDEPENDENT DIRECTORS DECLARATIONS:

In the opinion of the Board, the independent directors are, individually, person of integrity and possess relevant expertise and experience. The Independent Directors under section 149(6) of the Companies Act, 2013 declared that:

1. They are not a promoter of the Company or its holding, subsidiary or associate company;
2. They are not directors in the company, its holding, subsidiary or associate company.
3. The independent Directors have/had no pecuniary relationship with company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of the relatives of the Independent Directors have or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two percent or more of its gross turnover or total income or fifty Lakhs rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

5. Independent Director, neither himself nor any of his relatives—

- holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

- is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—

- a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

SIGNIFICANT AND MATERIAL ORDERS:

There have been no significant and material orders passed by the courts or regulators or tribunals impacting the ongoing concern status and company's operations.

COMMITTEES OF THE BOARD:

Currently, the Board has four committees:

1. Audit Committee,
2. Nomination and Remuneration Committee,
3. Stake Holders Relationship Committee,
4. Independent Directors Committee.

A detailed note on the Board and its committees is provided under the corporate governance report section in this Annual Report.

CFO CERTIFICATION:

The Chief Executive Officer and Chief Financial Officer Certification as required under Regulation 17(8) read with Part B of Schedule II of the SEBI(LODR) Regulation, 2015 have been appended to this report in **Annexure 4.**

GREEN INITIATIVES:

As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively has allowed companies to send official documents through electronic mode.

Like the previous year, electronic copies of the Annual Report and Notice of the 44th Annual General Meeting are sent to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes.

RIGHTS ISSUE OF EQUITY SHARES

During the financial year under review, your Company undertook a fund-raising exercise through a Rights Issue to strengthen its financial position and support business growth.

The Board of Directors, at its meeting held on **23rd June, 2025**, approved the proposed Rights Issue aggregating up to ₹47 Crores and approved the Draft Letter of Offer. Subsequently, the Company received In-principle Approval from BSE Limited vide its letter dated July 22, 2025.

Further, the Board of Directors / Rights Issue Committee, at its meeting held on July 22, 2025, finalized the issue terms, approving a fundraise target of up to **46,45,82,349/-** through the issuance of up to **42,23,47,590 equity shares of face value of ₹ 1.00/- each @ an issue price of ₹ 1.10/- per share (including premium of ₹ 0.10/- per shares)** Rights Equity Share.

Against the finalized issue size, the Company received valid subscriptions amounting to **₹43.31 Cr**/- (net of rejected/invalid applications). Your Directors are pleased to report that the Promoters of the Company fully fulfilled their commitment towards subscription to the Rights Issue.

The Rights Issue Committee, at its meeting held on September 05, 2025, took note of the actual subscription received and approved the revised allocation/utilization of the issue proceeds. Consequently, the Board/Committee, at its meeting held on September 05, 2025, approved the allotment of **40,73,69,772 equity shares face value of Re. 01.00**

each at a price of Re. 01.10 per share (including premium of Rs. Re. 0.10/- per share) Equity Share to eligible shareholders and/or renouncee(s). The entire process was completed in strict compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

UTILISATION OF THE PROCEEDS FROM RIGHT ISSUE OF EQUITY SHARE.

During the year, there has been no deviation in the use of proceeds of the Right Issue of Equity Share from the objects stated in the letter of offer as per Regulation 32 of SEBI Listing Regulations. The Company has been disclosing on a quarterly basis to the Audit Committee, the usage & application of proceeds of the funds raised from Right Issue and also intimate the Stock Exchange(s) on a quarterly basis, as applicable.

The net proceeds of the Right Issue aggregating to **₹43.31 Cr** was utilised in accordance with the objects mentioned in the Notice dated July 22, 2025. As on March 31, 2026 the proceeds of the Right Issue was completely utilised as per the objects stated in the Notice. The statement of utilisation of Issue proceeds as on March 31, 2026 is provided below:

[INR Crs.]

Original Object	**Modified Object, If any**	**Original Allocation as per Notice dated 5th September 2025 [INR Crs.]**	**Modified allocation, if any**	**Funds Utilised till March 31, 2026**
Augment the capital base of our Company and resources for meeting funding requirements for our Company's business activities including onward lending and investment activity	Not Applicable	34.50	Not Applicable	34.50
General corporate purpose	Not Applicable	10.46	8.81 (Cost was revised due to undersubscription of Rights Issue.)	8.81
Issue related expenses	Not Applicable	1.50	Not Applicable	1.50
TOTAL	**NA**	44.96	43.31	43.31

DETAILS OF APPLICATION MADE TO OR ANY PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 of 2016) DURING THE YEAR ALON WITH THE STATUS:

The Company have not made any Application under Insolvency and Bankruptcy Code, 2016 nor there are any proceedings pending under the Insolvency and Bankruptcy Code, 2016 involving Company during the year under Review.

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 THERE OF:

Our Company have not engaged itself in the valuation during the time of taking loan from Bank or Financial Institutions and hence there are no difference.

ACKNOWLEDGEMENTS:

The Directors wish to express their appreciation for the continued co-operation of the Central and State Governments, Registers, bankers, financial institutions, Share Transfer Agents. The Directors also wish to thank all the employees for their contribution, support and continued co-operation throughout the year.

ON BEHALF OF THE BOARD OF DIRECTORS

Date: **05/09/2026**

Place: Mumbai

Indian Infotech and Software Limited

Sd/-
Anant Chourasia
Managing Director
(DIN- 09305661)

Sd/-
Shilpi Chourasiya
Executive Director
DIN: 09302632

Annexure I

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March 2026

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

To,
The Board of Directors
Indian Infotech and Software Limited
110, 1ST Floor, Golden Chamber Pre CO-OP Soc. Ltd,
New LinkRoad, Andheri (W), Mumbai 400053.

I have conducted the Secretarial Audit of the of applicable compliance & statutory provisions and the adherence to corporate practices by M/s Indian Infotech and Software Limited (hereinafter called the 'Company') for the audit period covering the financial year from **01st April 2025 to 31st March 2026** ('the audit period'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the company has, during the audit period complied with the statutory provisions listed hereunder and also that the company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the **M/s Indian Infotech and Software Limited** for the financial year ended on **31st March, 2026** according to the provisions of:

1. The Companies Act, 2013 ('the Act') and the Rules made there under;

2. The Securities Contracts (Regulation) Act, 1956 and the Rules made there under;

3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings;

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:

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

b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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

"During the audit period, the Management of the Company informed and placed before us the relevant records, documents, disclosures, approvals, filings and supporting papers pertaining to the Rights Issue undertaken by the Company during the financial year under review. Based on the information, explanations and records made available to us, the following are the details of further issue of shares by company through right issue during the Audit Period, made in respect of compliance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

i) During the year under review, the Board of Directors of Indian Infotech and Software Limited, at its meeting held on 23rd June, 2025, approved the proposed Rights Issue aggregating up to 47,00,00,000/- (Rupees Forty-Seven Crores Only) and approved the Draft Letter of Offer in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure

Requirements) Regulations, 2018 and other applicable laws. Subsequently, the Company obtained In-principle Approval from BSE Limited vide its letter dated 18th July, 2025 for the proposed Rights Issue."

ii) Further, the Board of Directors/Right Issue Committee, at its meeting held on 22nd July 2025, approved the Record Date, issue size, Rights Entitlement Ratio and issue price for the Rights Issue and decided to raise funds aggregating up to 42,23,47,590 equity shares of face value of ₹ 1.00/- each @ an issue price of ₹ 1.10/- per share (including premium of ₹ 0.10/- per shares) for an amount aggregating of ₹ 46,45,82,349/on Rights Basis to eligible equity shareholders of the Company, in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable SEBI Regulations.

iii) The Company had obtained In-principle Approval from BSE Limited vide letter dated 18th July, 2025 for the proposed Rights Issue aggregating up to ₹47.00 Crores. The Company received valid subscription amounting to ₹44,83,20,489.10- only representing 96.50% of ₹ 46,45,82,349.00 (net of rejected/invalid applications), In this regard, the Right Issue Committee, at its meeting held on 05th September, 2025, took note of the actual subscription received and approved the revised allocation/utilization of issue. Thereafter, the Board/Committee, at its meeting held on 05th September, 2025, approved the allotment of 40,73,69,772 equity shares face value of Re. 01.00 each at a price of Re. 01.10 per share (including premium of Rs. Re. 0.10/- per share) on Rights Basis to eligible shareholders and/or renouncee(s), in accordance with the Letter of Offer and applicable provisions of the SEBI (ICDR) Regulations, 2018 and SEBI (LODR) Regulations, 2015."

e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **the said regulation are not applicable to the company**;

f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – As the Company has not issued any Non-Convertible Securities which were listed during the year under review, **the said regulation are not applicable to the company**;

g) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993 –As the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review, **the said regulation are not applicable to the company**;

h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - The equity shares of the company are neither delisted nor proposed to be delisted. Hence the provision of **said regulation is not applicable to the company;**

i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - The Company has not bought back or propose to buy-back any of its securities during the year under review, **the said regulation are not applicable to the company;**

j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - The Company has not bought back or propose to buy-back any of its securities during the year under review, **the said regulation are not applicable to the company;**

6. Having regards to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the following laws are also applicable on company;

1. All the Rules, Regulations, Directions, Guidelines and Circulars issued by the Reserve Bank of India applicable to Non-Deposit Accepting Non-Banking Financial Companies which are specifically applicable to the Company.

2. SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

3. Maharashtra state Tax on Professions, Trades, Callings and Employments Act 1975.

4. The Equal Remuneration Act, 1976.

5. Bombay Shops and Establishments Act, 1948.

I have also examined compliance with the applicable clauses of the Secretarial Standards 1, 2 and 3 issued by The

Institute of Company Secretaries of India related to Board meetings, General Meetings and Dividend;

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

I FURTHER INFORM/REPORT THAT DURING THE YEAR UNDER REVIEW:

I FURTHER REPORT THAT:

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

Adequate notices were given to all directors of the Company as regards the schedule of the Meetings of the Board (including Meetings of its Committees), except where consent of the directors were received for scheduling the meetings at a shorter notice. Agenda and detailed notes on agenda were also sent to all the directors of the Company at least seven days in advance, except where consent of directors was received for circulation of the Agenda and notes on Agenda at a shorter notice. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for ensuring meaningful participation by the directors at the meetings

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

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

We further report that during the period under audit, no specific events/ actions which having a major bearing on the Company's affairs have taken place, in pursuance of the above referred laws, rules, regulations and standards.

I FURTHER REPORT THAT:

The company has delayed filed following forms to ROC:-

Sr. No.	Name of Form	Purpose
1	Form No. DIR-12	Cessation of Office of Director
2	Form No. DIR-12	Appointment of director
3	Form No. DIR-12	Change in designation of director
4	Form MGT-14	- for the approval of the Financial Statements for the Financial Year 2024–25, - approving the notice for convening the Annual General Meeting and the Board's Report - in respect of the relevant Special Resolution(s) / Resolution(s) passed by the shareholders in the Annual General Meeting held on **30th September 2025**,

I FURTHER REPORT THAT:

We further report that during the audit period the Company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

During the financial year 2025-26 has raised fund of Rs 4,645.82 Lakhs through Right Issue by allotment of 42,23,47,590 Equity shares of face value re. 1 each at a price of Rs. 1.10 per shares, and the company has fully utilized the raised fund of Rs. 4,645.82 Lakhs in financial year 2025-26

I FURTHER REPORT THAT:

During the audit period, there were no instances of:

(i) Public/Preferential issue of Shares/debentures/ sweat equity.

(ii) Redemption/buy-back of securities.

(iii) Foreign technical collaborations.

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

For Brajesh Gupta
Practicing Company Secretary

Sd/-
Brajesh Gupta
Proprietor
Mem. No. ACS- 33070
C P No.: 21306

Date: 25.08.2026
UDIN: A033070H001220531

Annexure A to the Secretarial Audit Report F.Y. 2025-26"

To,
The Member,
Indian Infotech and Software Limited,
110, 1ST Floor, Golden Chamber Pre CO-OP Soc Ltd,
New LinkRoad, Andheri (W), Mumbai 400053

Secretarial Audit Report of even date is to be read along with this letter.

1. The compliance of provisions of all laws, rules, regulations, standards applicable to Indian Infotech and Software Limited (hereinafter called 'the Company') is the responsibility of the management of the Company. My examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.

2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.

3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. I believe that the processes and practices I followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.

4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

5. Wherever required, I have obtained the management representation about list of applicable laws, compliance of laws, rules and regulations and major events during the audit period.

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 Brajesh Gupta
Practicing Company Secretary
Sd/-
Brajesh Gupta
Proprietor
Mem. No. ACS- 33070
C P No.: 21306
Date: 25.08.2026
UDIN: A033070H001220531

Annexure II

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

To,
The Members,
Indian Infotech and Software Limited
110, 1ST Floor, Golden Chamber Pre CO-OP Soc Ltd,
New LinkRoad, Andheri (W), Mumbai 400053

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s Indian Infotech and Software Limited,** having (**CIN- L70100MH1982PLC027198)** and having Registered office at **110, 1ST Floor, Golden Chamber Pre CO-OP Soc Ltd, New LinkRoad, Andheri (W), Mumbai 400053** (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), BSE 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.

Sr. No.	Name of directors	DIN	Date of Appoint ment	Debarred/ / Disqualified	Date of resignation
1	Anant Chourasia	09305661	02/08/2024	Not Debarred by SEBI nor disqualified U/s 164(2)	NA
2	Shilpi Chourasiya	09302632	01/07/2024	Not Debarred by SEBI nor disqualified U/s 164(2)	NA
3	Sandeep Kumar Sahu	06396817	03/09/2022	Not Debarred by SEBI nor disqualified U/s 164(2)	NA
4	Aksha Bihani*	08102933	19/03/2019	Not Debarred by SEBI nor disqualified U/s 164(2)	16/06/2025
5	Abhishek Pokharna	10761646	04/09/2024	Not Debarred by SEBI nor disqualified U/s 164(2)	NA
6	Ankit Pandit	10753173	04/09/2024	Not Debarred by SEBI nor disqualified U/s 164(2)	NA
7	Khushboo Vasudev@	08415000	29/08/2025	Not Debarred by SEBI nor disqualified U/s 164(2)	NA

***Resigned w.e.f 16/06/2025.**
@ Appointment w.e.f 29/08/2025

I further hereby inform that, ensuring the eligibility for the appointment / continuity of Director on the Board is the responsibility of the Company. Our responsibility is to issue this certificate based on verification of documents and information available in the public domain. 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.

For Brajesh Gupta
Practicing Company Secretary
Sd/-
Brajesh Gupta
Proprietor
Mem. No. ACS- 33070
C P No.: 21306
Date: 25.08.2026
UDIN: A033070H001220553

"Annexure-III"

FORM AOC-2

1. Details of contracts or arrangements or transactions not at arm's length basis: **Nil**
2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s)of the related party and nature of relationship	Nature of contracts/ arrangement/ transactions	Duration ofthe contracts / arrangements/ transactions	Salient terms ofthe contracts or arrangements or transactions including the value, if any:	Date(s) of approval bythe Board, ifany:	Amount paid asadvances, if any (Amount in Rs.)
Nil	Nil	Nil	Nil	Nil	Nil

ON BEHALF OF THE BOARD OF DIRECTORS
For Indian Infotech and Software Limited

Date: 05/09/2026

Sd/-
Anant Chourasia
Managing Director
DIN: 09305661

Sd/-
Shilpi Chourasiya
Executive Director
DIN: 09302632

Annexure - IV
CFO CERTIFICATE
Compliance Certificate under Regulation 17(8) of SEBI
(Listing Obligations & Disclosure Requirements) Regulation, 2015

I, Bhairu Ratan Ojha the Chief Finance Officer of Indian Infotech and Software Limited to the best of my knowledge and belief certify that:

1. I have reviewed the balance sheet and profit and loss account, and all its schedules and notes to accounts, as well as the cash flow statement.

2. Based on my knowledge, information and belief, these statements do not contain any untrue statement of a material fact or omit to state a material fact that might be misleading with respect to the statements made.

3. Based on my knowledge, information and belief, the financial statements and other financial information included in this report present a true and fair view of the company's affairs for the period presented in this report and are in compliance with the existing accounting standards, applicable laws and regulations.

4. To the best of my knowledge, information and belief, no transactions entered into by the company during the year are fraudulent, illegal or volatile of the Company's Code of Conduct.

5. I am responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting.

6. I have disclosed, based on my most recent evaluation, wherever applicable, to the Company's Auditors and the Audit Committee of the Company's Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps taken or proposed to be to rectify the deficiencies;

7. I have indicated to the Auditors and the Audit Committee:

- Significant changes in the Company's internal control over the financial reporting during the year;
- All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements;
- Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

ON BEHALF OF THE BOARD OF DIRECTORS
For Indian Infotech and Software Limited

Sd/-

Bhairu Ratan Ojha
Chief Financial Officer

Date: 05/09/2026

"Annexure –V"

Information Pursuant to Section 197 (12) Read with rule 5 of the companies (Appointment and remuneration of managerial personal) Rule 2014

1. Ration of remuneration of each Director to the median remuneration of the employees of the company for the year 2025-26

Sr. no	Name and designation of the Director/KMP	Remuneration for FY 25-26	Ratio to the Median Remuneration
1.	Mr. Anant Chourasia Managing Director	12,00,000 Per Annum	3.00 : 1
2.	Shilpi Chourasiya Executive Director	5,25,000 Per Annum	1.31 : 1
3	Mr. Bhairu Ratan Ojha CFO	3,00,000 Per Annum	0.75 : 1
4	Mr. Mushahid Ahmed Khan Company Secretary & Compliance Officer	4,50,000/- Per Annum	1.13 : 1
5	Abhishek Pokharna Independent Director	3,00,000 Per Annum	0.75 : 1
6.	Ankit Pandit Independent Director	3,00,000 Per Annum	0.75 : 1
7.	Sandeep Sahu Independent Director	3,00,000 Per Annum	0.75 : 1
8.	Khushboo Vasudev Independent Director	1,50,000/-	0.38 : 1

2. The Percentage increase in remuneration of each director, CFO, CEO, CS or manager if any

Sr.no	Name and designation of the Director/KMP	Remuneration for FY 25-26	Remuneration for FY 24-25	% Change
1.	Mr. Bhairu Ratan Ojha CFO- Appointed w.e.f 04/09/2024	3,00,000	3,00,000	0.00
2.	Mushahid Ahmed Khan CS & Compliance Officer	4,50,000/-	3,00,000/-	50%

The Number of Permanent employees on the role of the Company during as on 31st March 2026 is below ten and remuneration is as per the remuneration policy of the company.

"Annexure-VI"

DECLARATION ON CODE OF CONDUCT

To,
The Members of
Indian Infotech and Software Limited

In accordance with Regulation 17(8), 26(3) of the SEBI (LODR) Regulations, 2015 with the Stock Exchanges, I hereby confirm that, all the Directors and the Senior Management Personnel including myself have affirmed compliance to their respective Codes of Conduct, as applicable for the Financial Year ended 31st March, 2026.

ON BEHALF OF THE BOARD OF DIRECTORS
For Indian Infotech and Software Limited

Sd/-
Anant Chourasia
Managing Director
(DIN: 09305661)

Sd/-
Shilpi Chourasiya
Director
(DIN: 09302632)

Date: 05/09/2026

REPORT ON CORPORATE GOVERNANCE

Pursuant to Regulations 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In India, Corporate Governance standards for listed companies are regulated by the Schedule V of Regulations 34 (3) and 53 (f) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Stock Exchanges. The SEBI, amended the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.e.f. September 02, 2015, to bring in additional corporate governance norms for listed entities. These norms provide for stricter disclosure and protection of investor rights, including equitable treatment for minority and non-resident shareholders. The amended norms are aligned with the provisions of the Companies Act, 2013 in order to companies to endorse "adopt best practices on corporate governance." The Company remains fully compliant with the revised norms of the Listing Regulation and the provisions of the Act as on March 31, 2026.

1 Company's Philosophy on Code of Governance:

Your Company is fully committed to the principles of transparency, integrity and accountability in all spheres of its operations and has been practicing the principles of good corporate governance over the years. In keeping with this commitment, your Company has been upholding fair and ethical business and corporate practices and transparency in its dealings and continuously endeavor's to review strengthen and upgrade its systems and procedures so as to bring in transparency and efficiency in its various business segments.

2 Composition of Board:

Size and composition of the Board and Changes in Board Composition

The composition of Board of Directors along with Women Directors during the financial year 2025-26 as follows is asfollows:

Sr. No.	Name of Director	Designation
1.	Anant Chourasia	Managing Director
2.	Shilpi Chourasiya	Executive Director
3	Ms. Aksha Bihani (Resigned w.e.f 16/06/2025)	Non-Executive - Independent Director
4	Mr. Sandeep Kumar Sahu	Non-Executive - Independent Director
5.	Mr Abhishek Pokharna	Non-Executive - Independent Director
6.	Mr Ankit Pandit	Non-Executive - Independent Director
7.	Mrs. Khusboo Vasudev (Appointed w.e.f 25/08/2025)	Non-Executive - Independent Director

The board does not have any nominee director as on March 31, 2026.

3 MEETINGS AND ATTENDANCE DURING THE YEAR:

The Board meets at least once in a quarter to consider amongst other business the performance of the Company and quarterly financial results. When necessary, additional meetings are held. The Board Meetings are held at the Registered Office of the Company at Mumbai. Agenda for each meeting along with explanatory notes are draftedand distributed well in advance to the Directors. Every Board Member is free to suggest the inclusion of items onthe agenda.

There were Ten (10) Board Meetings held during the year ended 31st March, 2026:

28th May, 2025, 13th May, 2025, 23rd June 2025, 03rd July 2025, 22nd July, 2025, 06th August, 2025, 29th August, 2025, 05th September, 2025, 13th November, 2025 And 14th February, 2026.

The Composition of Board of Directors is as under:

Name of Director	Category	No. of Board Meetings Attended during 2025-26	Whether attendedlast AGM	No. of other Directorship	No. of Membership of Committee s in other Companies	Chairman ship of Committeesin other Companiess
Ms. Aksha Bihani (Resigned w.e.f 16/06/2025)	Independent Director	1	Yes	2	**0**	**0**
Mr. Sandeep Kumar Sahu	Non-Executive IndependentDirector	10	Yes	5	8	2
Mr Anant Chourasia	Managing Director	10	Yes	2	**3**	**0**
Mrs Shilpi Chourasiya	Executive Director	10	Yes	0	**0**	**0**
Mr Ankit Pandit	Non-Executive IndependentDirector	10	Yes	0	**0**	**0**
Mr Abhishek Pokharna	Non-Executive IndependentDirector	10	Yes	0	**0**	**0**
Mrs. Khusboo Vasudev (Appointed w.e.f 29/08/2025)	Non-Executive Independent Director	3	Yes	1	**3**	**2**

The Board periodically reviews compliance reports of all the laws applicable to the Company and has put in place procedures to review steps to be taken by the Company to rectify instances of non-compliance, if any.

Meeting of Independent Directors

During the year under review, a separate meeting of the Independent Directors was held on 12th January, 2026. Atthe said meeting, the Independent Directors reviewed the performance of Non- Independent Directors, the Board as a whole and the Chairman, after taking into account the view of Executive Director(s) & Non-Executive Director(s). They also assessed the quality, quantity and timeliness of flow of information between the Company'smanagement to the Board.

Evaluation of Independent Directors and Boards Performance

The Board evaluated each of Independent Directors participation in the Board and their vast experience, expertiseand contribution to the Board and Company. As per the policy of the Company if any of the transaction is/will be transacted Each and every related party transaction is/will be very well scrutinized and checks were made so that the Company is a beneficiary, ***there is no related party transactions in the company***.

Separate Meeting of Independent Director

The Company's Independent Directors met on 12th January, 2026 without the presence of the Chairman & Whole Time Director and the Senior Management team. The meeting was attended by all the Independent Directors and inter alia discussed:

The performance of Non-Independent Directors and the Board as a whole;

The performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and

The quality, quantity and timeliness of flow of information between the Company management and the Board thatis necessary for the Board to effectively and reasonably perform their duties.

Familiarization Program

The Company has taken up the initiative to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the Company, etc. The detail of such familiarization program has been disclosed on the company's website.

Details of Director appointed and re-appointed during the year:

The details of Director re-appointed in the ensuing Annual General Meeting has been given in the 'Notice' calling the 44th Annual General Meeting of the Company.

Code of Conduct

The Company has framed and adopted a Code of Conduct, which is applicable to all the directors and members of the

senior management in terms of Regulation 17(5)(a) of SEBI (LODR) Regulations, 2015. The said code, lays thegeneral principles designed to guide all directors and members of the senior management in making ethical decisions.

All Directors and members of the senior management have confirmed their adherence to the provisions of the Act.

Skill/ expertise/ competence of the Board of Directors

The Board comprises qualified members who bring in the required skill, competence and expertise that allow themto make effective contribution to the Board and its Committees.

Skill area	Description	Number of Directors having particular skills
Financials	Expert knowledge and understanding in Accounts, Finance, Banking, Auditing and Financial Control System	3
Leadership and Strategic Planning	Ability to understand organization, processes, strategic planning and risk management. Experience in developing talent, succession planning and driving change and long term growth.	2
Legal and Governance	Ability to protect shareholders' interests and observe appropriate governance practices. Monitor risk and compliance management system including legal framework.	3
Corporate Governance	Experience in developing good governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values	4

BOARD COMMITTEES:

The Company has – Three committees viz:

1. Audit Committee,
2. Nomination and Remuneration Committee,
3. Stake Holders Relationship Committee,

The decisions relating to the constitution of committees, appointment of members and fixing of terms of service for committee members are taken by the Board of Directors.

A. AUDIT COMMITTEE:

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015. The Committee comprises of members who possess financial and accounting expertise/ exposure.

During the Financial Year 2025-26 under review 9 (Nine) meetings of the Audit Committee were held i.e. 28th May, 2025, 13th May, 2025, 23rd June 2025, 22nd July, 2025, 06th August, 2025, 29th August, 2025, 05th September, 2025,13thNovember 2025 And 14th February, 2026 he constitution of the Audit Committee is as follows:

Name	Category	Meetings during the Year 2025-26	
		Held	Attended
Mrs. Khusboo Vasudev @	Chairperson	9	3
Ms. Aksha Bihani $	Member	9	2
Mr Abhishek Pokharna	Member	9	9
Mr Ankit Pandit	Member	9	9

Note:

$ Ms. Aksha Bihani Independent Director of the Company, resigned from the post of Directorship on 16th June, 2025.
@ Mrs. Khushboo Vasudev (DIN: 08415000) appointed as Independent Director of the Company on 29th August 2025.
Mr. Sandeep Kumar Sahu Independent Director of the Company, was admitted as a member of Audit Committee effective June 23, 2025, and subsequently tendered his resignation from the Committee on August 29, 2025.
& Mr Ankit Pandit Independent Director of the Company, served as the Chairperson of the Audit Committee from June 23, 2025, to August 29, 2025, following his appointment by a show of hands.

The Composition of Audit Committee is in conformity with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A brief description of the terms of reference of the Audit Committee is as follows:

To review Internal Audit Reports, Statutory Auditors' Report on the financial statements, to generally interact with the Internal Auditors and Statutory Auditors, to review the adequacy of internal control systems, to select and establish accounting policies, to review financial statements before submission to the Board, to recommend the appointment and removal of external auditor and fixation of audit fees and other matters specified under Regulation 18 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177of Companies Act, 2013.

Whistle Blower Policy:

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adoptionof highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end, the Company has implemented a Whistle Blower Policy, with a view to provide a mechanism for employees and Directors of the Company to approach the Ethics Committee or Chairman of the Audit Committee of the Company to report instances of violations of laws, rules and regulations, unethical behavior, actual or suspected, fraud or violation ofthe Company's code of conduct or ethics policy. The vigil mechanism also provides adequate safeguards against victimization of persons who use such mechanisms and also to ensure direct access to the Ethics Committee or Chairman of the Audit Committee in appropriate or exceptional cases. The Board has approved the whistle blowerpolicy which has been uploaded on the Company's website i.e. on www.indianinfotechandsoftwareltd.in

B. NOMINATION AND REMUNERATION COMMITTEE:

The committee's constitution and terms of reference are in compliance with the provisions of the Companies Act, 2013, Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.

During the Financial Year 2025-26 under review 3 (Three) meetings of the Nomination and Remuneration Committee were held, 23th June 2025, 29th August, 2025 and 13th November 2025 The constitution of the Nomination and Remuneration Committee is as follows:

Name	Category	Meetings during the Year 2025-26	
		Held	Attended
Mrs. Khusboo Vasudev @	Chairperson	3	2
Ms. Aksha Bihani $	Member	3	0
Mr Abhishek Pokharna	Member	3	3
Mr Ankit Pandit	Member	3	3

Note:
$ Ms. Aksha Bihani Independent Director of the Company, resigned from the post of Directorship on 16th June, 2025.
@ Mrs. Khushboo Vasudev (DIN: 08415000) appointed as Independent Director of the Company on 29th August 2025.

The Composition of Nomination and Remuneration Committee is in conformity with Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Role of the committee:

The role of Nomination and Remuneration Committee is as follows:

A. determining/recommending the criteria for appointment of Executive, Non-Executive and Independent Directors tothe Board;
B. determining/recommending the criteria for qualifications, positive attributes and independence of Directors;
C. identifying candidates who are qualified to become Directors and who may be appointed in Senior

Management andrecommending to the Board their appointment and removal;

D. reviewing and determining all elements of remuneration package of all the Executive Directors, i.e. salary, benefits,bonus, stock options, pension, etc.;

E. reviewing and determining fixed component and performance MUFG ed incentives for Directors along with theperformance criteria;

F. determining policy on service contracts, notice period, severance fees for Directors and Senior Management;

G. evaluating performance of each Director and performance of the Board;

Remuneration Policy:

Payment of remuneration to the Managing /Whole Time Director is governed by the respective Letter of Appointments between them and the Company. The same are approved by the Board and by the shareholders. Their remuneration structure comprises salary, incentive, bonus, benefits, perquisites and allowances, contribution to provident fund, superannuation and gratuity. The Non-Executive Director do not draw any remuneration from the Company other than sitting fees and such commission as may be determined by the Board from time to time.

The details of remuneration paid to the Directors during the Financial Year 2025-26 are given below:-

No significant material transactions have been made with non-Executive Directors vis-à-vis the Company.

Performance Evaluation:

Pursuant to the provisions of the Companies Act, 2013 ("Act") and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be applicable, the Board of Directors ("Board")has carried out an annual evaluation of its own performance and that of its committees and individual directors. The performance of the Board and individual directors was evaluated by the Board seeking inputs from all the Directors.

The performance of the committees was evaluated by the Board seeking inputs from the committee members. The Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors. A separate meeting of Independent Directors was also held to review the performance of non-independent directors; performance of the Board as a whole and performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors. This was followed by a Board meeting that discussed theperformance of the Board, its committees and individual directors.

The criteria for performance evaluation of the Board included aspects like Board composition and structure; effectiveness of Board processes, information and functioning etc. The criteria for performance evaluation of committees of the Board included aspects like composition of committees, effectiveness of committee meetings etc. The criteria for performance evaluation of the individual directors included aspects on contribution to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc. In addition the Chairperson was also evaluated on the key aspects of his/her role.

C. STAKE HOLDER'S RELATIONSHIP COMMITTEE:

In terms of Section 178 (5) of the Companies Act, 2013 ("the Act") the Board of Directors of the Company which has more than one thousand shareholders, debenture holders, deposit holders and any other security holders at any time during the financial year is required to constitute a SR Committee consisting of a Chairperson who will be a non-executive director and such other members as may be decided by the Board to consider and resolve the grievances of security holders of the Company.

The Committee's constitution and terms of reference are in compliance with the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.

During the Financial Year 2025-26 under review One (One) meeting of the Stake Holders Relationship Committee was held, on 29th August, 2025.

The Stake Holders Relationship Committee consisted of:

Name	Category	Meetings during the Year 2025-26	
		Held	Attended
Mrs. Khusboo Vasudev @	Chairperson	1	1
Ms. Aksha Bihani $	Member	1	0
Mr Abhishek Pokharna	Member	1	1
Mr Ankit Pandit	Member	1	1

Note:
$ Ms. Aksha Bihani Independent Director of the Company, resigned from the post of Committee member on 16th June, 2025.
@ Mrs. Khushboo Vasudev (DIN: 08415000) appointed as Committee member and chairperson of the Stake Holders Relationship Committee on 29th August 2025.

The Composition of Stake Holders Relationship Committee is in conformity with Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Terms of references

a) The terms of reference of committee are to consider and resolve grievances of security holders of the Company.
b) To scrutinize and approve registration of transfer of shares / debentures / warrants issued / to be issued by the company.
c) To exercise all power conferred on the Board of Directors under Articles 37 to 48 of the Article of Association.
d) To decide all questions and matters that may arise in regard to transmission of shares / debentures / warrants issued / to be issued by the Company.
e) To approve and issue duplicate shares / debentures / warrants certificates in lieu of those reported lost,
f) To refer to the Board and any proposal of refusal of registration of transfer of shares / debentures / warrants for theirconsideration.
g) To look into shareholders and investors complaints like transfer of shares, non-receipt of declared dividends, etc., and
h) To delegate all or any of its power of Officers / Authorized Signatories of the Company.

Detail of Complaints:

- No. of shareholders' complaints received during the year : 1
- No. of complaints resolved to the satisfaction of shareholders : 1
- No. of pending Complaints : 0

The Company have received investor grievance on SCORES Platform of SEBI for which the several replies as well as action taken report is submitted by the Company at different times, however the complaint isstill pending at the end of the SEBI and not yet disposed off. No new Complaint is received during the financial year 2025-2026.

4. INDEPENDENT DIRECTORS MEETING:

During the year under review, the independent directors met on 12th January, 2026 inter alia to discuss:

A) Evaluation of the performance of the Board.

B) Evaluation of performance of the non-independent, non-executive directors and the Board Chairperson.

All the independent directors were presents at the meeting.

5. GENERAL BODY MEETINGS:

Location and time where last three Annual General Meetings were held:

Financial Year	Date	Time	Location
2021-2022	30/09/2022	3.00 P.M	THROUGH VIDEO CONFERENCING ('VC') and the deemed venue of the meeting is Registered Office of the Company i.e. Office No. 110,1st Floor, Golden Chamber pre Co-op Soc. Ltd, New LinkRoad, Andheri West, Mumbai400053.
2022-2023	29/09/2023	10.30 A.M	THROUGH VIDEO CONFERENCING ('VC') and the deemed venue of the meeting is Registered Office of the Company i.e. Office No. 110,1st Floor, Golden Chamber pre Co-op Soc. Ltd, New LinkRoad, Andheri West, Mumbai400053.
2023-2024	30/09/2024	10.30 A.M	THROUGH VIDEO CONFERENCING ('VC') and the deemed venue of the meeting is Registered Office of the Company i.e. Office No. 110,1st Floor, Golden Chamber pre Co-op Soc. Ltd, New LinkRoad, Andheri West, Mumbai400053.

2024-2025	30/09/2025	11.30 A.M	THROUGH VIDEO CONFERENCING ('VC') and the deemed venue of the meeting is Registered Office of the Company i.e. Office No. 110,1st Floor, Golden Chamber pre Co-op Soc. Ltd, New LinkRoad, Andheri West, Mumbai400053.

DETAILS OF SPECIAL RESOLUTION PASSED IN ANNUAL GENERAL MEETING HELD IN LAST 3 YEARS:

- At the AGM held on 30/09/2022:

At the AGM held on 30/09/2022:	Special Resolution Passed:
	1. To Regularize Mr. Sandeep Kumar Sahu (Din: 06396817) as an Independent Non-Executive Director of the Company.
	2. To Approve Increase in Limit up to Rs. 500 crores to make investments, loan/guarantee & advances in excess of limits specified under section 186 of Companies act, 2013.
	3. To approve increase in limit up to Rs. 500 crores of borrowing power in excess of limits specified under section 180 (1) (c) of Companies act, 2013.

- At the AGM held on 29/09/2023

At the AGM held on 29/09/2023:	**Special Resolution Passed:**
	1. To approve increase in limit up to Rs. 500 crores to make investments, loan/guarantee & advances in excess of limits specified under section 186 of companies act, 2013.
	2. To approve increase in limit up to Rs. 500 crores of borrowing power in excess of limits specified under section 180 (1) (c) of companies act, 2013.

- At the AGM held on 30/09/2024

At the AGM held on 30/09/2024:	**Special Resolution Passed:**
	1. To approve increase in limit up to Rs. 500 crores to make investments, loan/guarantee & advances in excess of limits specified under section 186 of companies act, 2013.
	2. To approve increase in limit up to Rs. 500 crores of borrowing power in excess of limits specified under section 180 (1) (c) of companies act, 2013.
	3. To approve the appointment of Shri Anant Chourasia (Din: 09305661) as the managing director of the company & remuneration payable to the managing director:
	4. To appoint Mr. Abhishek Pokharna as an Independent Director:
	5. To appoint Mr. Ankit Pandit as an Independent Director
	6. To appoint Mrs. Shilpi chourasiya as a Executive Director

- At the AGM held on 30/09/2025

At the AGM held on 30/09/2025:	**Special Resolution Passed:**
	1. To approve increase in limit up to Rs. 500 crores to make investments, loan/guarantee & advances in excess of limits specified under section 186 of companies act, 2013.
	2. To Approve Increase in Limit up to Rs. 250 Crores of Related Party Transaction
	3. To approve increase in limit up to Rs. 500 crores of borrowing power in excess of limits specified under section 180 (1) (c) of companies act, 2013.
	4. To appoint Mrs. Khushboo Vasudevas as an Independent Director:
	5. Appointment of Secretarial Auditor

DETAILS OF SPECIAL RESOLUTION PASSED IN EXTRA-ORDINARY GENERAL MEETING HELD INLAST 3 YEARS:

Financial Year	Date	Time	Location	Subject Matter of Resolution
2024-2025	Monday, 24th February, 2025	12.30 p.m.	THROUGH VIDEO CONFERENCING ('VC') and the deemed venue of the meeting is Registered Office of the Company i.e. Office No. 110,1st Floor, Golden Chamber pre Co-op Soc. Ltd, New LinkRoad, Andheri West, Mumbai400053.	Issue of upto 40,10,00,000 (forty crore ten lakh) warrants each convertible into one equity share of the company, to specified person(s) under promoter / promoter group of the company and certain identified non-promoter persons/entities. (Special Resolution).

6. OTHER DISCLOSURES:

(a) The Company has been complying with all statutory requirements, and the SEBI has passed an order against the company and previous director and the company has made payment of the penalty imposed as the details given in the Board report under the Tab of significant Order.

(b) Related Party Transactions:

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large.

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

None of the transactions with any of the related parties were in conflict with the interest of the Company at large.

(c) Disclosure of Accounting Treatment:

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Instituteof Chartered Accountants of India to the extent applicable. The Company has not complied with Revised Accounting Standard AS-15 for Gratuity and Leave Encashment as the same are being accounted for on Cash Basis.

(d) Disclosures on Risk Management:

During the year under review, a detailed exercise on Business Risk Management was carried out covering the entire spectrum of business operations and the Board has been informed about the risk assessment and minimization procedures as required under Clause 49 of the Listing Agreement.

The Company has framed the Risk Assessment and Minimization Committee- Procedure which will be periodically reviewed by the Board of the Directors.

(e) Code of Conduct

The Board of Directors has adopted the Code of Ethics and Business Principles for the Non-executive Directors as alsofor the employees including Executive Director. The said Code has been communicated to all the Directors.

(f) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: **None**

(g) Declaration

A Declaration from Mr. Anant Chourasia on the adherence to the Code of Conduct was placed before the Board, as required under Regulation 34 (3) and 53 (f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015.

(h) Prevention of Insider Trading Code

The Company has adopted a Code of Conduct to regulate, monitor and report trading by insiders and code of practices and procedures for fair disclosures of unpublished price sensitive information in terms of Regulations 8(1), 9(1) and 9(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

All the Directors, employees at senior management level and other specified persons who could have access to unpublished price sensitive information of the Company is governed by this code.

Details of non-compliance by the Company, penalties and strictures imposed on the company by stock exchanges or SEBI, or any statutory authorities, on any matter related to capital markets during last three years:

No Non-Compliances of SEBI (LODR) regulations, 2015 were made by the Company in the Financial Year 2025-26.

(i) Listing:

The Company's Shares are listed during the year on Bombay Stock Exchange; the Company has made payment of Annual Listing fees to the BSE Ltd. F.Y. 2025-26.

(j) Compliances by the Company:

The Company has complied with all the requirements of the Listing Regulation of the Stock Exchanges for this Financial Year 2025-26, and the BSE has imposed the penalties and fines on Company for Delayed filing of Compliance of SEBI LODR Regulations in previous years and SEBI has also passed orders against the company and its previous directors in the last three years, as details given above.

(k) Code of Conduct for Directors and Senior Management:

The Board of Directors of the Company has adopted a Code of Conduct for Directors and Senior Management and the same is posted on the website of the Company.

(l) CFO Certification:

During the year Mr. Bhairu Ratan Ojha, CFO of the Company have certified to the Board with regard to the compliance made by them in terms of Regulation 17(8) read with Part B of Schedule II of the SEBI(LODR) Regulation, 2015 and the certificate forms part of Annual Report. The Company complies with all the requirements of the Listing Regulations.

(m) Particulars of Loans, guarantees or investments U/S 186 of Companies Act, 2013:

The provision of section 186 is not applicable to our Company as the company is carry on its business activities of investments by way of Bonds and shares, equity participation and financial assistance as the ordinary course of the business defined in the Main Object clause of the Memorandum of Association of the Company.

During the period under review, the loans, advance and guarantees were provided by the Company under the provisions of Section 186 of Companies Act, 2013 is given in the balance sheet and schedule of Loans and Advances.

(n) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements ofthis clause:

The Company is in Compliance with all mandatory requirements of Listing Regulations. In addition Company hasalso adopted the following Non-mandatory requirements to the extent mentioned below:

Certificate as required under Part C of Schedule V of Listing Regulations, have been received from Statutory Auditor, that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

(o) Compliance of corporate governance requirements specified in regulation 17 to 27 and regulation

46(2)(b)to (i) of listing regulations.

Your Company confirms compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub- regulation (2) of regulation 46 of the Listing Regulations.

(p) Disclosures with respect to Demat Suspense Account/ Unclaimed Suspense Account (Unclaimed Shares): Nil

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause (b) to (i) of sub-regulation (2) of Regulation 46 The discretionary requirements as stipulated in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been adopted to the extent and in the manner as stated under the appropriate headings in the Report on Corporate Governance.

(q) Legal Proceedings:

There is no legal proceeding pending against the Company.

7. Share Transfer System:

All share transfer, dematerialization and related work is managed by a common agency, Mufg Intime India Pvt. Ltd. Shareholders are requested to send all share transfer requests, demat/remat requests, correspondence relating to shares i.e. change of address, Power of Attorney, etc. to the registrar and transfer agents.

8. Share Capital Audit:

As stipulated by Securities and Exchange Board of India (SEBI), a firm of practicing Company Secretary and carried out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), shares held physically as per the register of members and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchange, NSDL and CDSL and is also placed before the Share Transfer, Shareholders'/Investors Grievance and Ethics & Compliance Committee and the Board of Directors.

9. Green Initiative:

Electronic copies of the Annual Report and Notice of the 44th Annual General Meeting are sent to all members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email addresses, copies of the Notice and Annual Report are sent in the permitted mode. Members requiring SOFT copies can send a request to the Company OR RTA.

10. MEANS OFCOMMUNICATION:

(a) Quarterly results:

The Unaudited quarterly results are announced within 45 days from the end of the quarter, as stipulated under thelisting agreement with the Bombay Stock Exchange Limited.

(b) Newspapers wherein normally published: Financial Express (English) or Free Press (English) & Mumbai Mitra (Marathi).

(c) Any Website, wherein displayed: www.indianinfotechandsoftwareltd.in

(d) Whether Management Discussion & Analysis Report is a part of Annual Report: Yes

11. General Shareholder information:

(a) AGM date, time and venue:

Annual General Meeting scheduled to be held on Wednesday, 30th September, 2026 at 04.00 p.m. through VC/OAVM.

***Copy of Notice of Annual General Meeting along with Annual Report of 2025-26 is available on Companywebsite**: www.indianinfotechandsoftwareltd.in

(a) Financial Year: The Financial Year is from 1st April 25 to 31stMarch 26.

Financial Calendar 2025-26	
Results for quarter/year ending:	
30th June, 2026	14th August, 2026
(Tentative Schedule)	
(b) 30th September, 2026	On or before 14th day of November, 2026
(c) 31st December, 2026	On or before 14th day of February, 2027
(d) 31st March, 2027	On or Before 30th day of May, 2027

(b) Book Closure period: Share Transfer Register will be closed from Thursday 24th September, 2026 to Wednesday 30th September 2026 (Both Days Inclusive)

(c) Dividend payment date: Not Applicable

(d) Stock Exchanges where securities are listed.: Bombay Stock Exchange Limited (BSE)
Phiroze Jeejeebhoy Towers, Dalal Street,Mumbai – 400 001.
(e) Stock Market Data (Monthly High/Low on BSE):

Month	High Price	Low Price	Close Price	No. of Trades
Apr-25	1.18	1	1.01	26597
May-25	1.11	0.73	1.01	36603
Jun-25	1.07	0.99	1.04	27301
Jul-25	1.25	0.98	1.1	32407
Aug-25	1.47	0.95	1.15	44716
Sep-25	1.2	0.94	0.94	37500
Oct-25	1.12	0.72	0.73	46271
Nov-25	0.93	0.62	0.74	42090
Dec-25	0.77	0.68	0.7	25881
Jan-26	0.78	0.66	0.7	22692
Feb-26	0.73	0.64	0.66	20952
Mar-26	0.66	0.47	0.49	21535

(f) Stock Code: 509051

(g) ISIN: INE300B01022

(h) Registrar and TransferAgent:

MUFG Intime India Private Limited

(Formerly known as MUFG Intime India Pvt.

Ltd.) (SEBI Reg. No. INR000004058)

C-101, 247 Park, L.B.S.Marg, Vikhroli West, Mumbai - 400083.Telephone – 022-49186270
Email – rnt.helpdesk@MUFG intime.co.inWebsite- www.MUFG intime.co.in

(i) Outstanding GDRs/ Warrants, Convertible Bonds, conversion date and it impact on equity. **Not Applicable**

(j) Distribution of Shareholding and Shareholding Pattern as on 31st March,2026.

(i) Distribution of Shareholding as on 31st March, 2026:

No. of Shares	No. of Holders	%	Total No. of Shares Hold	%
1-500	308346	66.5108	38087238	3.0060
501-1000	54098	11.669	45390708	3.5824
1001-2000	37948	8.1855	57707697	4.5545
2001-3000	15877	3.4247	40559320	3.2011
3001-4000	8110	1.7493	29039970	2.2919
4001-5000	8529	1.8397	40748632	3.2160
5001-10000	14956	3.226	114032088	8.9999
10001- Above	15739	3.3949	901477117	71.1481
Total	**463603**	**100.00**	**1,67,44,12,542**	**100.00**

(ii) Shareholding pattern as on 31st March 2026:

Particulars	No. of Shares held	% to Total Shares
Promoter & Promoter Group	19,30,25,257	11.53
Mutual Funds and UTI	3,65,10	0.00
Banks & Financial institutions & Insurance Companies etc.	-	-
Venture Capital Funds	-	-
Individuals	1,24,40,64,526	74.3
NRI	1,60,56,980	0.96
Bodies Corporate	19,65,15,820	11.74
NBFC Registered with RBI	-	-
Others	2,47,13,449	1.48
TOTAL	**1,67,44,12,542**	**100**

(k) Dematerialization of Shares:

The Company's shares are available for trading in dematerialized form under both the Depository Systems – NSDL and CDSL. Connectivity with both NSDL and CDSL is provided by MUFG INTIME INDIA PVT. LTD., Mumbai – 400 072 under tripartite agreements. The distribution of dematerialized and physical shares as on March 31, 2026 wasas follows:

S. No.	Particulars	No. of Shares	Percentage
1	CDSL	**1,19,72,83,998**	**71.50%**
2	NSDL	**46,46,74,032**	**27.75%**
3	Physical Shares	**1,24,54,512**	**0.75%**
Total		**1,67,44,12,542**	**100%**

(l) Address for correspondence:

The Company's Registered Office is situated at –

INDIAN INFOTECH & SOFTWARE LTD.
Office No. 110, 1st Floor, Golden Chamber Pre Co-Op Soc Ltd, New LinkRoad, Andheri West, Mumbai-400053
Email Id –indianinfotechsoftware@yahoo.com

Website: www.indianinfotechandsoftwareltd.in
Tel: 022-601435

Any Correspondence by the shareholders should be addressed either to Registered Office at above address or Registrar/ Share Transfer Agents.

(m) Plant location:

The Company does not have any plant.

(n) Investors Correspondence:

MUFG Intime India Pvt Ltd..
C-101, 247 Park, L.B.S. Marg, Vikhroli West,
Mumbai -400083.Telephone – 022-49186270
Email – rnt.helpdesk@MUFG intime.co.inWebsite- www.MUFG intime.co.in

9. Non-mandatory requirements:

a) Office of the Chairman of the Board:

The Company does not defray the secretarial expenses of the Chairman's office.

b) Shareholder rights- furnishing of half yearly results:

The Company's Quarterly results are published in newspapers and also available at the website of Company and therefore, not sent to the shareholders.

10. Postal Ballot:

The Company will comply with the requirements of postal ballot as and when such matter arises requiring approval of the shareholders by such process in terms of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011,

ON BEHALF OF THE BOARD OF DIRECTORS
For Indian Infotech and Software Limited

Date: 05/09/2026
Place: Mumbai

Sd/-	**Sd/-**
Anant Chourasia	**Shilpi Chourasiya**
Managing Director	**Director**
DIN: 09305661	**DIN: 09302632**

DISCLOSURES OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2)(B) TO (I) OF THE LISTING REGULATIONS:

Sr. No.	Particulars	Regulation	Compliance status Yes/No/N.A	Compliance observed for the following:
1	Board of Directors	17	Yes	Board Composition Meeting of Board of Directors Review of compliance reports Plans for orderly succession for appointments Code of Conduct Fees / compensation Minimum information to be placed before the Board Compliance Certificate Risk Assessment & Management Performance Evaluation of Independent Directors
2	Audit Committee	18	Yes	Composition Meeting of Audit Committee Role of Audit Committee and review of information by the Committee
3	Nomination and Remuneration Committee	19	Yes	Composition Role of the Committee
4	Stakeholders Relationship Committee	20	Yes	Composition Role of the Committee
5	Risk Management Committee	21	Not Applicable	The Company is not in the list of top 100 listed entities by market capitalization
6	Vigil Mechanism	22	Yes	Formulation of Vigil Mechanism for Directors and employees Direct access to Chairperson of Audit Committee
7	Related Party Transactions	23	Yes	Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions Related Party Transactions of the Company are pursuant to contracts duly approved by the Audit Committee, Board of Directors and Shareholders of the Company
8	Corporate Governance requirements with respectto subsidiary of listed Entity	24	Not Applicable	The Company does not have any subsidiary
9	Obligations with respect to Independent Directors	25	Yes	Maximum Directorship and Tenure Meeting of Independent Directors Familiarization of Independent Directors

10	Obligations with respect to Directors and Senior Management	26	Yes	Memberships / Chairmanships in Committees Affirmation with compliance to Code of Business Conduct and Ethics from Directors and Management Personnel Disclosure of shareholding by Non-executive Directors Disclosures by Senior Management about potential conflicts of interest
11	Other Corporate Governance requirements	27	Yes	Compliance with discretionary requirements Filing of quarterly compliance report on Corporate Governance
12	Website	46(2)(b) to (i)	Yes	Terms and conditions of appointment of Independent Directors Composition of various Committees of Board of Directors Code of Business Conduct and Ethics for Directors and Management Personnel Details of establishment of Vigil Mechanism/ Whistle Blower Policy Policy on dealing with Related Party Transactions Details of familiarization programmes imparted to Independent Directors

ON BEHALF OF THE BOARD OF DIRECTORS
For Indian Infotech and Software Limited

Date: 05/09/2026
Place: Mumbai

Sd/-
Anant Chourasia
Managing Director
DIN: 09305661

Sd/-
Shilpi Chourasiya
Director
DIN: 09302632

CERTIFICATE OF CORPORATE GOVERNANCE REPORT

To,
The Members of
INDIAN INFOTECH AND SOFTWARE LIMITED

We have examined the compliance of conditions of Corporate Governance by Indian InfoTech Software Limited ("the Company") for the financial year ended **March 31, 2026** as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the SEBI Listing Regulations during the year ended **March 31, 2026**, except as mentioned in Secretarial Audit Report for the year.

We further state that such compliance 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.

For Brajesh Gupta
Practicing Company Secretary
Sd/-
Brajesh Gupta
Proprietor
Mem. No. ACS- 33070
C P No.: 21306
Date: 05/09/2026
UDIN: A033070H001404198

NON-BANKING FINANCIAL COMPANIES AUDITOR'S REPORT (RESERVE BANK) DIRECTIONS, 2016

To,
The Board of Directors
M/s Indian Infotech and Software Limited
110, 1st Floor, Golden Chamber Pre CO-OP Soc Ltd,New LinkRoad, Andheri (W),
Mumbai 400053.

As required by Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions 2016 issued by Reserve Bank of India, on the matters specifies in Para 3 and 4 of the said directions to the extent applicable to the company and according to the information and explanations given to us for the purpose of audit for the year ended 31st March 2026 we report that:

1. We hereby state that M/s Indian Infotech and Software Limited is engaged in the business of Non-Banking Financial Institution and it has obtained a Certificate of Registration from the Reserve Bank of India and no. B-13.0022l.

2. The company is entitled to hold such Certificate of Registration in terms of its assets/income pattern as on 31st March, 2026.

3. The company is meeting the required net owned fund requirement as laid down in Master Direction - Non-Banking Financial Company– Non – Systemically Important Non – Deposit taking Company (Reserve Bank) Directions, 2016.

4. The Board of Directors has passed a resolution for non-acceptance of any public deposits in its meeting held on 29th, August, 2026.

5. The company has not accepted any public deposits during the year ended 31st March, 2026.

6. The Company has not complied with few prudential norms as applicable to it in terms of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions,2015.

For and on behalf of
ADV & Associates
Chartered Accountants
FRN.128045W

SD/-
Prakash Mandhaniya
Partner
Membership No.: 421679
Place: Mumbai
Dated: 29.08.2026

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report for the year ended 31st March, 2026 as stipulated under Regulation34(2) read with Schedule V of SEBI (LODR) Regulations 2015 have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward-looking statements expressed in this report consequent to new information or developments, events or otherwise.

The operational performance and future outlook of the business has been reviewed by the management based on current resources and future development of the Company.

ECONOMIC OVERVIEW OF FINANCE INDUSTRY:

Macroeconomic Overview

The global economy continued to demonstrate resilience into 2026, with the International Monetary Fund's World Economic Outlook (January 2026 update) projecting global GDP growth at around 3.3% for 2026. Advanced economies are expected to grow modestly at approximately 1.5%–1.6%, while emerging markets and developing economies are projected to expand faster at about 4.0%, led by India and parts of Southeast Asia.

Global inflation, after showing signs of moderation, is now expected to remain elevated due to recent energy shocks, with the OECD projecting world inflation of around 4.0%–4.2% in 2026, driven primarily by geopolitical tensions and commodity price volatility.

Geopolitical tensions (notably in Eastern Europe and the Middle East), ongoing realignment of global supply chains (nearshoring and diversification), and tightening financial conditions continue to shape the macroeconomic landscape.
Recent global outlooks by institutions such as the IMF and World Bank indicate a slight moderation in growth expectations for 2026 (in the range of ~2.6%–3.1% depending on scenario assumptions) due to persistent inflationary pressures, trade uncertainties, and monetary policy tightening.

Indian Economy Overview

India continued to demonstrate strong economic momentum in FY 2026, reinforcing its position as one of the fastestgrowing major economies globally. As per data released by the National Statistical Office (NSO) and the Economic Survey 2025–26, real GDP growth for FY 2026 is estimated at approximately 7.4%–7.6%, with nominal GDP expanding by around 8.0%–8.6% during the year.

Quarterly performance remained robust, with GDP growth sustaining momentum across the year, supported by resilient domestic demand and investment activity. The Reserve Bank of India (RBI), in its latest assessments, maintained a positive outlook, with earlier projections in the range of 6.5%–6.8%, while actual outturns have exceeded these estimates, reflecting stronger-than-expected economic performance.

India's macroeconomic fundamentals remained stable, supported by moderating inflation, which averaged at historically low levels during FY 2026 due to favorable supply conditions and policy interventions. Labour market indicators also showed improvement, with strengthening employment conditions and increasing labour force participation contributing to overall economic resilience.

Growth during the year continued to be driven by strong private consumption, sustained government capital expenditure-particularly in infrastructure sectors such as roads, railways, and logistics-robust investment activity, and ongoing digital transformation. Additionally, India benefitted from steady foreign investment inflows and a wellcapitalized and resilient financial system, reinforcing the country's medium-term growth outlook despite global uncertainties.

Reserve Bank of India (RBI) Insights

The Reserve Bank of India (RBI) maintained its focus on preserving macroeconomic and financial stability during FY 2026. The policy repo rate was largely maintained at around 6.50% for a significant part of the year, reflecting the central bank's calibrated approach to balancing inflation control with growth support.

Monetary policy continued to be guided by a cautious and data-dependent stance, transitioning gradually from the earlier "withdrawal of accommodation" towards a more neutral posture as inflationary pressures eased. Headline CPI inflation moderated during the year and broadly remained within the RBI's tolerance band, averaging around 4.5%–5.0%, supported by favorable base effects and supply-side interventions.

The RBI's policy approach remained anchored on ensuring durable price stability while supporting economic momentum. Liquidity

conditions were managed prudently to ensure adequate system liquidity without fuelling inflationary pressures. Overall, the central bank's measured and forward-looking policy stance contributed to sustaining macroeconomic stability amid evolving global and domestic uncertainties.

Key highlights from the RBI Financial Stability Report (2026):

- The Indian banking sector continued to strengthen its balance sheet, with the Gross Non-Performing Asset (GNPA) ratio improving further to around ~2.0%–2.3% as of March 2026, remaining at multi-year lows and expected to stay broadly contained over the medium term.
- The Reserve Bank of India (RBI) continued to intensify regulatory oversight of Non-Banking Financial Companies (NBFCs), with a sharper focus on liquidity management, asset quality, governance standards, digital lending ecosystems, and consumer protection frameworks.
- Recent regulatory guidance has emphasized prudent and responsible credit growth, strengthened risk management practices, and accelerated adoption of technology, including enhanced supervisory frameworks for digital lending and fintech-driven business models.

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The NBFC sector continued to play a pivotal role in India's credit ecosystem in FY 2026, supported by strong demand from retail and MSME segments. Industry estimates indicate that total NBFC credit outstanding has crossed approximately ` 60–62 trillion by FY 2026, reflecting steady expansion over the previous year. Credit growth moderated to around 12%–14% during FY 2026, compared to higher growth levels in earlier periods, as lenders adopted a more calibrated and risk-conscious approach amid evolving regulatory expectations.

Key sectoral trends during the year include:

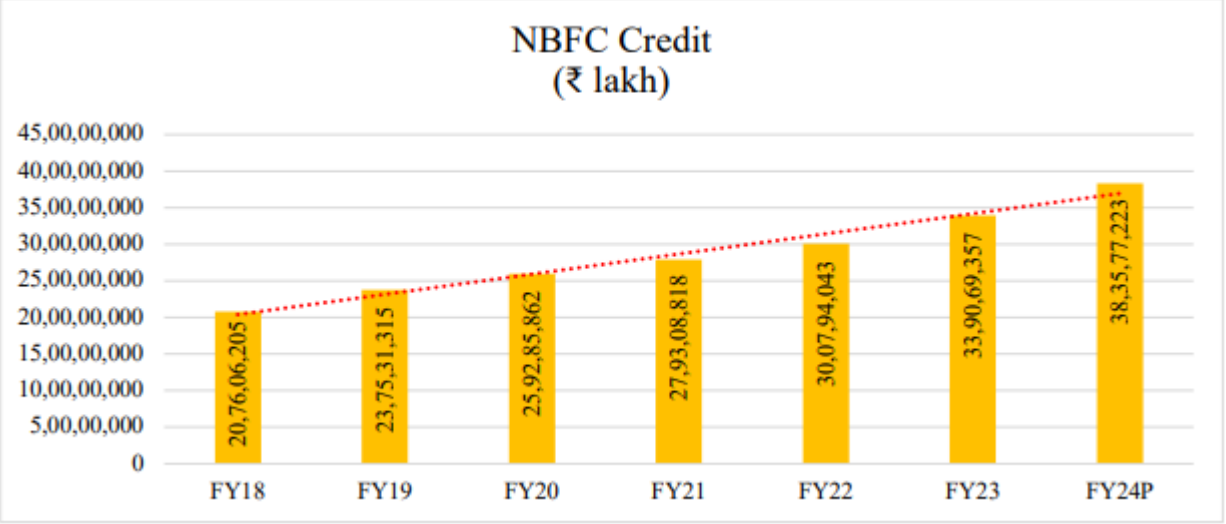
• Digitalisation: NBFCs continued to accelerate digital adoption across the customer lifecycle, resulting in enhanced customer experience, faster onboarding, and improved transparency. Customer satisfaction levels remained high, with widespread acceptance of digital platforms.

• Asset Quality: Asset quality metrics remained stable, with GNPA ratios largely contained and significantly improved compared to historical cycles, supported by strengthened underwriting practices and better risk management frameworks.

• Growth Drivers: Retail segments—particularly vehicle finance, consumer loans and MSME lending—continued to drive asset growth, aided by NBFCs' deep penetration in Tier 2 / Tier 3 markets and underbanked regions.

• Liability Profile: The sector maintained a well-diversified liability mix, supported by access to bank borrowings, capital markets, and securitisation, thereby ensuring adequate liquidity and funding resilience.

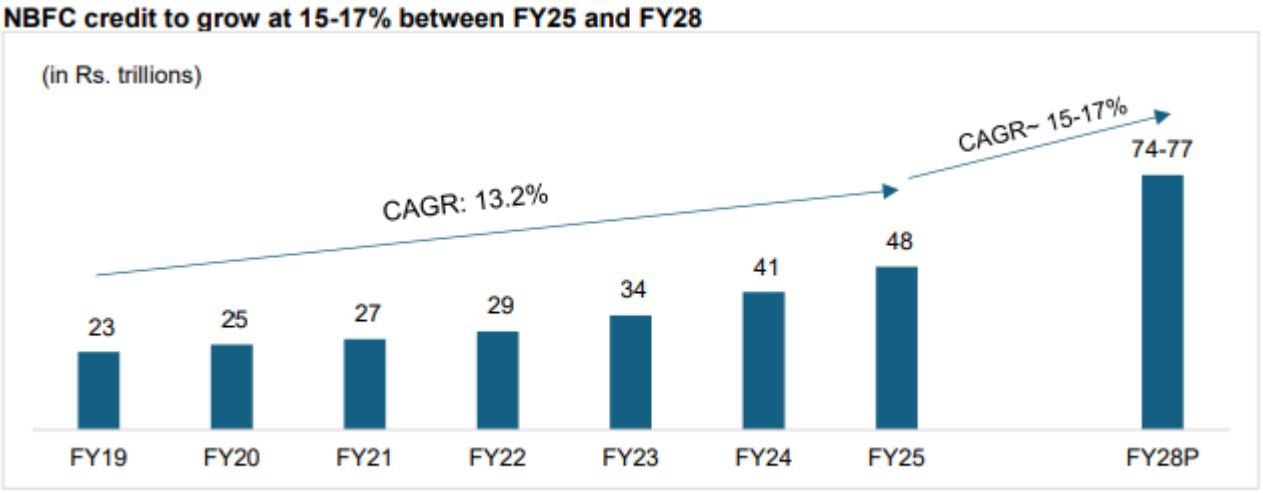
NBFCs also continued to drive innovation in credit assessment models, fintech partnerships, and data-driven lending, enabling deeper financial inclusion, especially in rural and semi-urban markets. This growth, however, was accompanied by enhanced regulatory oversight, particularly in areas such as digital lending practices, governance standards, and customer protection, reinforcing the sector's long-term sustainability and stability.



NBFC's Credit to GDP Ratio

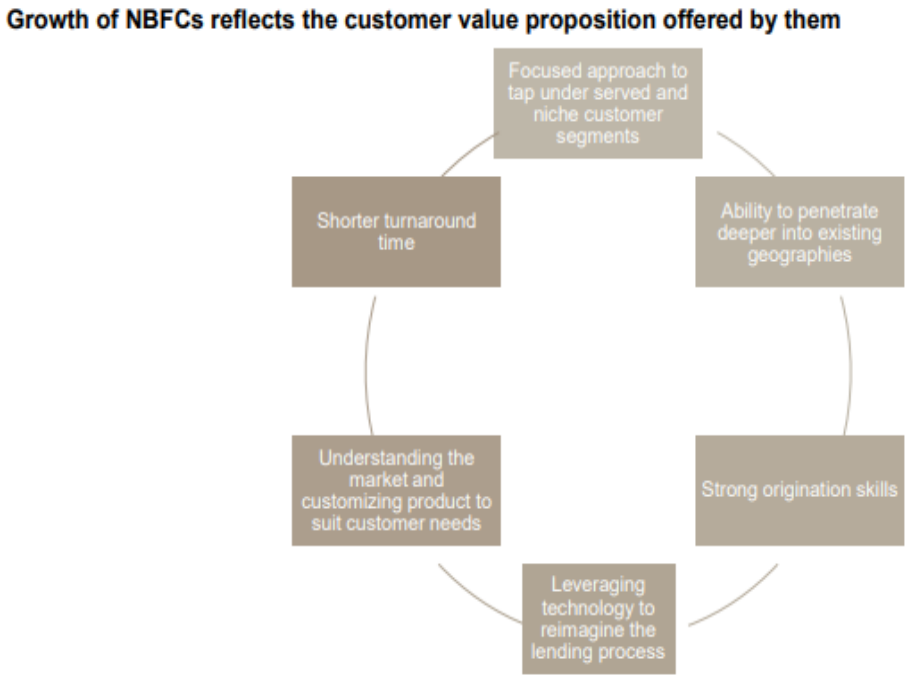
The credit growth of NBFCs which has trended above India's GDP growth historically, is expected to continue to rise at a faster pace. NBFCs have shown remarkable resilience and gained importance in the financial sector ecosystem, growing from less than Rs 2 trillion AUM at the turn of the century to Rs. 48 trillion at the end of FY25. During FY19 to FY25, NBFC credit is estimated to have witnessed a growth at CAGR of 13.2%. NBFCs AUM as of FY19 was approximately Rs. 23 trillion which has grown at a 6 year CAGR of 13.2% to Rs. 48 trillion as of FY25. Rapid revival in the economy is expected to drive consumer demand in FY26, leading to healthy growth in NBFCs

NBFC credit to grow at 15-17% between FY25 and FY28



Note: P = Projected, E: Estimated; HDFC is not considered while calculating overall NBFC Credit, Source: RBI, Company reports, Crisil Intelligence

Exposure to NBFCs



Indian NBFC sector

Non-banking financial companies have become a structurally important part of India's credit system. Their assets under

management are projected to cross ₹50 Lakh Crores by FY 2026-27, by when non-bank lenders are expected to hold around 18 to 19% of overall credit.

Key growth drivers

Last-mile distribution

NBFCs reach customer segments and geographies that sit outside the operating focus of larger banks, small-ticket borrowers, self-employed households, and semi-urban and rural markets. That focus has converted into share gains, with NBFCs accounting for 41% of new personal loan disbursements by value in early 2026, against 27% two years earlier.

Digital underwriting on the India stack

Aadhaar authentication, electronic KYC and the Account Aggregator framework have cut onboarding costs and time across the sector. By end-December 2025, the Account Aggregator framework carried 2.61 billion financial accounts enabled for data sharing and 252.9 million users with MUFG ed accounts, letting NBFCs run cash-flow-based credit decisions at scale without manual document collection.

Co-lending and partnerships

Bank-NBFC co-lending matured further through the year, freeing balance sheet capacity at NBFCs while giving banks structured access to NBFC origination and servicing depth in priority-sector and small-ticket lending.

Funding-cost stability

Liquidity support from the Reserve Bank through open market operations and forex swaps, together with the rate cycle, held the wholesale funding backdrop steady for highly-rated NBFCs through the year, a direct benefit to scale lenders carrying strong credit ratings.

FINANCIAL PERFORMANCE OF THE COMPANY

Financials for the last years at a glance

Sr. No.	PARTICULARS	Year Ended	
		31-03-26	31-03-25
		Audited	Audited
1	Income		
	Revenue from operations		
(i)	Interest Income	1,323.69	1,383.68
(ii)	Dividend Income	1.35	3.85
(iii)	Rental Income	-	-
(iv)	Fees and commission Income	-	-
(v)	Net gain on fair value changes	-	-
(vi)	Net gain on derecognition of financial instruments under amortised cost category	-	-
(vii)	Sale of Shares	5,085.73	2,555.27
(viii)	Sale of services	-	-
(ix)	Sale of Right Share	0.03	-
(x)	Other revenue from operations	-	-
1	Other income	-	-
	Total other revenue from operations	-	

			-
	Total Revenue From Operations	6,410.80	3,942.80
	Other income		
	Total income	6,410.80	3,942.80
2	Expenses		
	Cost of Shares consumed		
	Purchases of Shares	3,878.45	1,533.50
	Changes in inventories - Shares	1,441.92	492.31
	Employee benefit expense	27.81	17.23
	Finance costs	-	-
	Depreciation, depletion and amortisation expense	-	-
	Fees and commission expense	-	-
	Net loss on fair value changes	-	-
	Net loss on derecognition of financial instruments under amortised cost category	-	-
	Impairment on financial instruments	-	-
(f)	Other expenses		
1	Bad Debts	-	-
2	Other Expenditure	876.28	2,566.82
	Total other expenses	876.28	2,566.82
	Total expenses	6,224.45	4,609.85
3	Total profit before exceptional items and tax	186.34	- 667.05
4	Exceptional items		
5	Total profit before tax	186.34	- 667.05
7	Tax expense		
8	Current tax	47.97	24.85
9	Deferred tax	-	-
	Tax of earlier years	-	-
10	Total tax expenses	47.97	24.85
11	Net movement in regulatory deferral account balances related to profit or loss and the related deferred tax movement	-	-
12	Net Profit Loss for the period from continuing operations	138.38	- 691.90
13	Profit (loss) from discontinued operations before tax		
14	Tax expense of discontinued operations		
15	Net profit (loss) from discontinued operation after tax		

16	Share of profit (loss) of associates and joint ventures accounted for using equity method		
17	Total profit (loss) for period	138.38	-691.90
18	Other comprehensive income net of taxes		
19	Total Comprehensive Income for the period	138.38	-691.90
20	Total profit or loss, attributable to		
	Profit or loss, attributable to owners of parent		
	Total profit or loss, attributable to non-controlling interests		
21	Total Comprehensive income for the period attributable to		
	Comprehensive income for the period attributable to owners of parent		
	Total comprehensive income for the period attributable to owners of parent non-controlling interests		
22	Details of equity share capital		
	Paid-up equity share capital	16744	12670.00
	Face value of equity share capital	1.00	1.00
23	Details of debt securities		
24	Reserves excluding revaluation reserve	14348.79	13,818.33
25	Earnings per share		
i	Earnings per equity share for continuing operations		
	Basic earnings per share from continuing operations	0.0083	-0.0546
	Diluted earnings per share from continuing operations	0.0200	-0.0546
ii	Earnings per equity share for discontinued operations		
	Basic earnings per share from discontinued operations		
	Diluted earnings per share from discontinued operations		
ii	Earnings per equity share		
	Basic earnings per share	0.0083	-0.0546
	Diluted earnings per share	0.0200	-0.0546

SUBSIDIARY COMPANY:

As there are no subsidiaries of the Company, Investment made in Subsidiaries is NIL.

SEGMENT-WISE PERFORMANCE:

The Company operates in single reported segment with main business of Finance and Share Trading activity.

RISKS AND CONCERNS:

a) Credit Risk: Credit risk is basically the risk of loss due to the failure of a borrower/counterpart to meet the contractual obligation of repaying his debt. The risk could be on account of some erroneous sourcing done by the Company or because the customer might be facing some issues which do not permit him to make the repayment even if he wanted to.

Measures: Before sanctioning loans, the Company performs a thorough background check of the potential customers, to avoid any chances of fraud and default. The checks include field investigation, credit checks and tele-verification. Implementation of multistep Customer verification, Hygiene Dashboard, Early Warning System, PD-LGD Models, Portfolio management etc. can be measures to mitigate credit risk.

b) Operational Risk: Operational risks are those which arise as a result of incompetent or failed internal processes, people and

systems or from external events.

Measures: The constant skill development and training programs form the core of the employees' training programmes. In line with the Company's objective to automate the processes thereby minimizing errors and strengthening the duediligence mechanisms, the Company undertakes digitalization initiatives at par with best of industry standards. The Company has CRMC, ORMC, OVRMC, PPAC committees to have checks on policies and to correct loopholes. Document Movement, Storage and Retrieval, Non-Compliance Reporting Policy, Internal

audits, Technology Infrastructure etc. are other measures to control operational risk.

c) Compliance Risk: Risk potential on account of changes in laws, regulations or interpretations that cause business losses.

Measures: Compliance Risk mitigation is the process of developing and implementing controls such as standards, policies, procedures and guidelines to prevent or minimize compliance risks. The Company's operations would be affected by any changes in the regulatory environment. The process of mitigation includes Circulation of compliance checklist, Audit committee and Board reviews on status of compliance, proactively monitoring and identifying new and changes in relevant laws, regulations, circulars, notifications, etc. reviewing of compliance policies, resolution of conflicts between policies and statutory enactments and/or regulations from time to time.

d) Reputation Risk: Reputation Risk is the risk to earnings and capital arising from adverse perception of the image of the company, on the part of customers, counterparties, shareholders, investors and regulators.

Measures: Strict adherence to the Fair Practice Code, a well-defined Grievance Redressal Mechanism, good customer connects, and Delinquency Management helps to mitigate the reputational risk.

e) Strategic Risk: Strategic Risk is the risk to earnings and capital arising from lack of responsiveness to changes in the business environment and/or adverse business decisions, besides adoption of wrong strategies and choices.

Measures: Major Factors which cover in monitoring strategic risk are the changes in its competitive environment, Regulatory environment, Technology changes, Product profiling, Business planning and Strategic Planning. The factors mentioned above include how well the company is adapting to new technology, pace of product diversification, pace of adapting to regulatory changes, resilience to competitor's changes, smooth budget allocation, governance, and involvement of the Board.

f) Liquidity Risk: Liquidity Risk arises largely due to maturity mismatch associated with assets and liabilities of the Company. Liquidity risk stems from the inability of the Company to fund increase in assets, manage unplanned changes in funding sources and meet financial commitments when required.

Measures: A well-defined contingency funding plan, maintaining a portfolio of high-quality liquid assets, employing rigorous cash flow forecasting, and ensuring diversified funding sources to mitigate liquidity risk

Other Risks Climate change risk, Political risk, Environment, Social and Governance Risk, Vendor Management Risk etc. are few other risks which affect a financial institution.

Measures: Various risk assessments and stress testing forecast the effect that may occur during such adverse conditions, hence proper planning and implementation mitigate such risks to an extent.

INTERNAL CONTROL SYSTEM & ADEQUACY:

The company has adequate internal control system commensurate with its size and business. The company Com- plied with all applicable statutes, policies, procedures, listing requirements and management guidelines. It Adheres to applicable accounting standards and polices.

Indian infotech has robust internal audit Programme, where the internal auditors, an independent firm of chartered accountants, conduct a risk-based audit with a view to not only test adherence to laid down policies and procedures but also to suggest improvements in processes and systems. Their audit program is agreed upon by the Audit Commit- tee. Internal audit observations and recommendations are reported to the Audit Committee, which monitors the implementation of such recommendations.

HUMAN RESOURCE:

The Company has excellent combination of experienced and talented employees. The Company also undertakes on regular basis various training Programmes to keep its employees updated on new technical developments and information which directly results in optimum capacity utilization and cost effectiveness. The Company's relation with its employees continues to be cordial. The Company always reciprocates commitment to its employees in order to motivate them to perform the best.

FULFILLMENT OF RBI NORMS AND STANDARDS:

The Company continues to fulfill all applicable norms and standards laid down by the Reserve Bank of India pertaining to prudential norms, income recognition, accounting standards, asset classification as applicable to NBFC's (ND) except few,

explanation pertaining to which has been provided in Boards' report.

Road Ahead

The future of Non-Banking Financial Companies (NBFCs) in India is poised for significant growth and transformation. To capitalize on emerging opportunities, NBFCs need to focus on enhancing financial literacy and fostering responsible borrowing and saving behaviours. With technology becoming more integral to daily life, the risk of cyber fraud and unscrupulous activities increases. By empowering individuals with financial knowledge, NBFCs can drive sustainable and responsible economic growth, ensuring that all segments of society benefit from financial advancements.

CAUTIONARY STATEMENT:

Statements in foregoing paragraphs of this report describing the current industry structure, outlook, opportunities, etc., may be construed as "forward looking statements", based on certain assumptions of future events over which the Company exercises no control. Therefore, there can be no guarantee as to their accuracy. These statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially from those that may be implied by these forward looking statements.

Independent auditor's report

To
The Members of
Indian Infotech and Software Limited
Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Indian Infotech and Software Limited, ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year ended and notes to the financial statement, including a summary of the 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 financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, the profit & Loss statement, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

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

Emphasis of Matter

Attention is invited to following notes of the Financial Statements:

Note No. 13 to the financial statements, in respect of Interest Income (taken on accrual basis) on Loans & Advances, external confirmations of the Interest balances are not available.
Due to non-availability of confirmation of balances, we are unable to quantify the impact, if any, arising from the confirmation of balances.
Note No. 6 to the financial statements, in respect of Loans & Advances and Unsecured Loans, external confirmations of the balances are not available. Due to non-availability of confirmation of balances, we are unable to quantify the impact, if any, arising from the confirmation of balances.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters that there is no reportable Key Audit Matter for the Period.

Other Matters

The Company has various litigations pending before various authorities, the outcome of which are material but not practicable for the Company to estimate the timings of cash outflows, as well as per Legal opinions obtained by the

Management of the Company, it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

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

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Director is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement

resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 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 financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

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

2. As required by Section 143(3) of the Act, based on our audit we report that:

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

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

c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

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

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

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".

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

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

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

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2026.

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;

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

i. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1st April 2023.

   Based on our examination which included test checks, the company has used accounting software for maintaining its books of account which does not have 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 and on behalf of
ADV & Associates
Chartered Accountants
FRN.128045W

SD/-
Prakash Mandhaniya
Partner
Membership No.: 421679
Place: Mumbai
Dated: 30.05.2026
UDIN: 26421679GVSOUM4676

(Annexure A to the Independent Auditors' Report)

(Referred to in our report to the member Indian Infotech and Software Limited of even date),

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

i. In respect of the Company's fixed assets, according to the information and explanation given to us, Company does not have any Fixed Asset, Hence, Clause (i) and sub-clause (a), (b), (c), (d) and (e) of the Companies (Auditors Report) Order 2020 is not applicable to the Company.

ii. In respect of the Company's Inventories,

a) According to the information and explanation given to us, the Company is a Non-Banking Finance Company engaged in the Business of Financial Activities. Consequently, it does not hold any physical Inventory. The Company has held investments as Inventory and the same are maintained in Demat Form. Accounts accordingly, the provisions of the clause 3(ii) of the Order are not applicable to the company and hence not commented upon.

b) According to the information and explanation given to us, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets.

iii. In respect of Loans, Advances, Investment and Guarantee.

a) The Company is a Non-Banking Finance Company and its principal business is to give loans. Accordingly, reporting under clause 3(iii)(a) of the order is not applicable to the Company.

b) In our opinion, and according to the information and explanations given to us, the investments made and terms and conditions of the grant of all loans and advances in the nature of loans provided are, prima facie, not prejudicial to the interest of the Company. The Company has not provided any guarantee or given any security during the year.

c) In our opinion, and according to the information and explanations given to us, loans and advances in the nature of loans, no schedule of repayment of principal and payment of interest has been stipulated. Therefore, we cannot comment on the same;

d) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us. The amount is not overdue for more than 90 days since it is repayable on Demand, hence sub-clause 3(iii) (d) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

e) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us. There is no loan given falling due during the year, which has renewed or extended or fresh loans given to settle the overdue of existing loans given to the same party, hence sub-clause 3(iii)(e) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

f) In our opinion, and according to the information and explanations given to us, Company has granted loans and advances in nature of loans as repayable on demand.

Particular	Amount
Aggregate amount of loan granted	3,01,98,42,081 /-
Aggregate amount of loan granted as repayable on demand	3,01,98,42,081 /-
Percentage of loan granted as repayable on demand	100%
Aggregate amount granted to Promoters and related parties	NIL

iv. In our opinion and according to the information and explanations given to us, the Company has complied with

the provisions of section 185 and 186 of the Companies Act, 2013 as applicable. Further, the Company has not entered into any transaction covered under section 185 and section 186 of the Act in respect of guarantees and security.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public or amounts which are deemed to be deposits from the public. Hence clause 3(v) of the Companies (Auditors Report) Order 2020 is not applicable to the Company.

vi. The maintenance of the cost records has not been specified by central government under the sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the company, hence Reporting under clause 3(vi) of the Companies (Auditors Report) Order 2020 is not applicable to the Company.

vii. According to the information and explanations given to us, in respect of Statutory Dues.

a) The Company has been generally regular in depositing undisputed statutory dues including Goods and Services Act, Provident fund, Employees State Insurance, Income Tax, Sales Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other statutory dues to the appropriate authorities during the year. There are no undisputed amounts payable in respect of aforesaid dues outstanding as at 31st March 2026 for a period of more than six months from the date they became payable except TDS payable amounting to Rs 14.33 lakhs.

b) According to the information and explanations given to us, no undisputed amount payable in respect of the aforesaid dues were outstanding as at March 31, 2026 for a period of more than six months from the date they became payable, except the following:

Name of Status	Nature of Dues	Period to which amount relates	Amount (in Rs.)	Date of Payment
Income tax Act, 1961	Income Tax	A.Y. 2023-24	46,04,864	Unpaid
Income tax Act, 1961	Income Tax-Accrued Interest	A.Y. 2023-24	10,36,080	Unpaid
Income tax Act, 1961	TDS	A.Y. 2023-24	40,582	Unpaid
Income Tax Act,1961	Income Tax	A.Y. 2016-17	17,63,072	Unpaid
Income Tax Act,1961	Income Tax-Accrued Interest	A.Y. 2016-17	13,92,770	Unpaid
Income Tax Act,1961	Income Tax	A.Y. 2015-16	68,29,360	Unpaid
Income Tax Act,1961	Income Tax-Accrued Interest	A.Y. 2015-16	46,58,156	Unpaid
Income Tax Act,1961	Income Tax	A.Y. 2019-20	17,63,072	Unpaid
Income Tax Act,1961	Income Tax	A.Y. 2019-20	70,52,288	Unpaid
Income Tax Act,1961	Income Tax	A.Y. 2016-17	1,13,51,838	Unpaid
Income Tax Act,1961	Income Tax-Accrued Interest	A.Y. 2016-17	2,50,20,057	Unpaid
Income Tax Act,1961	Income Tax	A.Y. 2016-17	11,88,82,690	Unpaid

Income Tax Act,1961	Income Tax Accrued Interest	A.Y. 2016-17	9,27,28,428	Unpaid
Income Tax Act,1961	Income Tax	A.Y. 20203-24	11,51,216	Unpaid
Income Tax	Income Tax Accrued Interest	A.Y. 2023-24	1,38,144	Unpaid
Income Tax Act,1961	Income Tax	A.Y. 2019-20	25,72,52,450	Unpaid
Income Tax Act,1961	Income Tax Accrued Interest	A.Y. 2019-20	3,85,87,860	Unpaid
Income Tax Act,1961	Income Tax	A.Y. 2015-16	1,92,13,996	Unpaid
Income Tax Act,1961	Income Tax Accrued Interest	A.Y. 2015-16	1,11,99,233	Unpaid
Income Tax Act,1961	Income Tax	A.Y. 2019-20	19,73,25,422	Unpaid
Income Tax Act,1961	Income Tax	A.Y. 2017-18	1,04,78,060	Unpaid
Income Tax Act,1961	Income Tax Accrued Interest	A.Y. 2017-18	62,86,800	Unpaid
Income Tax Act,1961	Income Tax	A.Y. 2020-21	1,10,160	Unpaid
Income Tax Act,1961	Income Tax	A.Y. 2013-14	80,90,76,200	Unpaid
Income Tax Act,1961	Income Tax Accrued Interest	A.Y. 2013-14	5,66,35,334	Unpaid
Income Tax Act,1961	Income Tax	A.Y. 2020-21	46,31,379	Unpaid
Income Tax Act,1961	Income Tax	A.Y. 2016-17	20,000	Unpaid
Income Tax Act,1961	Income Tax Accrued Interest	A.Y. 2016-17	1800	Unpaid
Income Tax Act,1961	Income Tax	A.Y. 2016-17	12,13,08,930	Unpaid
Income Tax Act,1961	Income Tax Accrued Interest	A.Y. 2016-17	97,04,712	Unpaid
Income Tax Act,1961	Income Tax	A.Y. 2016-17	37,63,95,025	Unpaid

Income Tax Act,1961	Income Tax Accrued Interest	A.Y. 2016-17	30,01,11,600	Unpaid
Income Tax Act,1961	Income Tax	A.Y. 2019-20	20,000	Unpaid
Income Tax Act,1961	Income Tax	A.Y. 2016-17	5000	Unpaid
Income Tax Act,1961	Income Tax Accrued Interest	A.Y. 2016-17	450	Unpaid
Income Tax Act,1961	Income Tax	A.Y. 2020-21	56,75,000	Unpaid
Income Tax Act,1961	Income Tax	A.Y. 2020-21	5,90,33,480	Unpaid
Income Tax Act,1961	Income Tax	A.Y. 2017-18	5,80,62,240	Unpaid
Income Tax Act,1961	Income Tax Accrued Interest	A.Y. 2017-18	3,48,37,320	Unpaid

c) According to information and explanation given to us, there are no dues of GST, Provident fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other statutory dues to the appropriate authorities during the year.

viii. According to the information and explanations given to us, there are no transactions that were not recorded in the books of account, and which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (Section 43 of 1961).

ix. In respect of Term Loans

a) According to the information and explanations given to us, The Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender, hence reporting under sub-clause 3(ix)(a) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

b) According to the information and explanations given to us, the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority, hence reporting under sub-clause 3(ix)(b) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

c) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us. The company has not borrowed any term loans during the year, hence reporting under sub-clause 3(ix)(c) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

d) On an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company, hence reporting under sub-clause 3(ix)(d) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

e) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us. The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or joint ventures, hence sub-clause 3(ix)(e) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

f) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us. The company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint ventures. Hence reporting under sub-clause 3(ix)(f) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

x. According to information and explanation given to us, the company has not raised any money by way of initial public offer / further public offer (including debt instruments) and not made any preferential allotment / private placement of shares / fully / partly / optionally convertible debentures during the year under review, hence reporting under clause 3(x) and sub-clause (a) and (b) of the Companies (Auditor's Report) Order, 2020 is not applicable to the Company.

xi. According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us. No fraud by the Company or any fraud on the Company has been noticed or reported and No whistle-blower complaints have been received during the year, hence Clause 3(xi) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

According to information and explanation given to us and on the basis of verification of records, no report under sub section (12) of section 143 of the Companies Act has been filed by Auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government and hence no reporting is required under clause 3(xi)(b) of the Companies (Auditors Report) Order.

xii. The Company is not a Nidhi Company and hence clause 3(xii) of the Companies (Auditors Report) Order 2020 is not applicable to the Company.

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

xiv. In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business**.** We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

xv. In our opinion and based on our examination. The company has not entered into any non-cash transactions with its directors or persons connected with its directors, hence reporting under clause 3(xv) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

xvi.

a) According to information and explanation given to us, the records examined by us and based on examination of the documents provided to us. The company is a NBFC registered under section 45-IA of the reserve bank of India Act, 1934 and eligible to do business as a NBFC.

b) The Company has conducted the non-banking financial activities with a valid Certificate of Registration ('CoR') from the RBI as per the RBI Act. The Company has not conducted any housing finance activities and is not required to obtain CoR for such activities from the RBI.

c) The Company is not a Core Investment Company ('CIC') and hence reporting under paragraph 3(xvi)(c) of the Order is not applicable to the Company.

xvii. On an examination of the Statement of Profit and Loss account, we are of the opinion that the Company has incurred cash losses during the current financial year of Rs. 667.05 Lakhs, hence reporting under clauses 3(xvii) of the Companies (Auditors Report) Order 2020 is applicable to the Company.

xviii. There is no resignation of the previous statutory auditors during the year as per section 140 of company Act, 2013 Clause (3)(xviii) Companies (Auditors Report) Order 2020 is not applicable to the Company.

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

xx. According to the information and explanations given to us, although the Company fulfilled the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, however, in the absence of average net profits in the immediately three preceding years, there is no requirement for the Company to spend any amount under subsection (5) of section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

xxi. According to information & explanation given to us there is no group of companies, hence not required to report in Companies (Auditors Report) Order 2020.

For and on behalf of
ADV & Associates
Chartered Accountants
FRN.128045W

Sd/-
Prakash Mandhaniya
Partner
Membership No. 421679
Place: Mumbai
Dated: 30.05.2026
UDIN: 26421679GVSOUM4676

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **INDIAN INFOTECH AND SOFTWARE LIMITED**,

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

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

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls-over-Financial Reporting.

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

Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

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

For and on behalf of
ADV & Associates
Chartered Accountants
FRN.128045W

Sd/-
Prakash Mandhaniya
Partner
Membership No.: 421679
Place: Mumbai
Dated: 30.05.2026
UDIN: 26421679GVSOUM4676

INDIAN INFOTECH AND SOFTWARE LIMITED
CIN: L70100MH1982PLC027198
Balance Sheet as at 31st March, 2026

(All amount in Rupees Lakhs, unless otherwise stated)

Particulars	Note No.	As at 31st March, 2026	As at 31st March, 2025
ASSETS			
(1) Non - Current Assets			
(a) Property, Plant and Equipment		-	-
(b) Capital Work-in-Progress		-	-
(c) Investment Properties		-	-
(d) Right of use of assets		-	-
(e) Other Intangible Assets		-	-
(f) Intangible Assets under Development		-	-
(g) Biological Assets other than Bearer Plants		-	-
(h) Financial Assets			
(i) Investments		-	-
(ii) Loans & Advances		-	-
(iii) Other Financial Assets	2	4.00	4.00
(i) Deferred Tax Assets (net)		-	-
(j) Other Non Current Asset		-	-
Total of Non-Current Assets		**4.00**	**4.00**
(2) Current Assets			
(a) Inventories	3	661.56	2103.47
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables	4	0.03	-
(iii) Cash and Cash Equivalents	5	5.32	4.28
(iv) Bank balances other than (iii) above		-	-
(iv) Loans & Advances	6	30198.42	24090.44
(v) Other Financial Assets		-	-
(c) Current Tax Assets (Net)		-	-
(d) Other Current Assets	7	450.45	442.10
Total of Current Assets		**31315.77**	**26640.31**
Total Assets		**31319.77**	**26644.31**
EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share Capital	8	16744.13	12670.43
(b) Other Equity	9	14348.79	13818.33
Total Equity		**31092.92**	**26488.76**
Liabilities			
(3) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	10	-	-
(ii) Lease liabilities		-	-
(iii) Other Financial Liabilities			
(b) Provisions	11	208.98	145.74
(c) Deferred Tax Liabilities (Net)		-	-
(d) Other Non Current Liabilities	12	9.76	-
Total Non- Current Liabilities		**218.74**	**145.74**
(4) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade Payables			
(A) total outstanding dues of micro enterprises and small enterprises; and		-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.			0.05
(b) Other Current Liabilities		-	-
(c) Provisions		-	-
(d) Current Tax Liabilities	13	8.12	9.76
Total Current Liabilities		**8.12**	**9.81**
Total Equity and Liabilities		**31319.77**	**26644.31**

The accompanying notes are an integral part of financial statements **1 to 17**

For and on behalf of the Board of Directors
Indian Infotech and Software Limited

For and on behalf of
ADV & Associates
Chartered Accountants
FRN: 128450W

Sd/-
CA. Prakash Mandhaniya
Partner
Membership No. : 421679
UDIN: 26421679GVSOUM4676

Sd/-
ANANT CHOURASIA
Managing Director
DIN: 09305661

Sd/-
Mushaid A. Khan
Company Secretary
PAN: BMLPK4089F

Place: Mumbai
Date: 30th May 2026
UDIN: 26421679GVSOUM4676

Sd/-
SHILPI CHOURASIYA
DIN: 09302632

Sd/-
BHAIRU RATAN OJHA
CFO
PAN:AGPO7260E

INDIAN INFOTECH AND SOFTWARE LIMITED

CIN: L70100MH1982PLC027198

Statement of Profit & Loss for the Year Ended 31st March, 2026

(All amount in Rupees Lakhs, unless otherwise stated)

	Particulars	Note No.	For the year ended 31st March, 2026	For the year ended 31st March, 2025
(I)	**Revenue from operations**	13	6410.80	3942.80
(II)	**Other Income**		-	-
	Total Income (I+II)		**6410.80**	**3942.80**
(III) Expenses				
(i)	Finance Costs			-
(ii)	Purchases of Shares/Stock in Trade		3878.45	1533.50
(iii)	Changes in Inventories of finished goods, stock-intrade and work-in-progress		1441.92	1252.34
(iv)	Employee Benefits Expenses	14	27.81	17.25
(v)	Depreciation, amortization and impairment			0.00
(vi)	Others expenses	15	876.28	1806.77
(IV)	**Total Expenses (IV)**		**6224.45**	**4609.85**
				-
(V)	**Profit / (loss) before exceptional items and tax (III - IV)**		186.34	-667.05
(VI)	Exceptional items		0.00	0.00
(VII)	**Profit/(loss) before tax (V -VI)**		186.34	-667.05
				0.00
(VIII)	**Tax Expense:**			0.00
	(1) Current Tax		47.97	24.85
	(2) Deferred Tax		0.00	0.00
			47.97	24.85
			0.00	0.00
(IX)	**Profit / (loss) for the period (VII-VIII)**		**138.38**	**-691.90**
(X)	**Profit/(loss) for the period (IX+XII)**		**138.38**	**-691.90**
			-	-
(XI)	**Other Comprehensive Income**		-	-
	(A) (i) Items that will not be reclassified to profit or loss (specify items and amounts)		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	Subtotal (A)		-	-
	(B) (i) Items that will be reclassified to profit or loss (specify items and amounts)		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	Subtotal (B)		-	-
	Other Comprehensive Income (A + B)			-
				-
(XII)	**Total Comprehensive Income for the period (IX+X) (Comprising Profit (Loss) and other Comprehensive Income for the period)**		**138.38**	**-691.90**
			-	-
(XIII)	**Earnings per equity share**		-	-
	Basic (Rs.)		826	(4,132)
	Diluted (Rs.)		826	(4,132)
(XVII)	**Earnings per equity share (for discontinued operations)**			
	Basic (Rs.)		-	-
	Diluted (Rs.)		-	-
(XVIII)	**Earnings per equity share (for continuing and discontinued operations)**			
	Basic (Rs.)		826	(4,132)
	Diluted (Rs.)		826	(4,132)

The accompanying notes are an integral part of financial statements **1-17**

For and on behalf of
ADV & Associates
Chartered Accountants
FRN: 128450W
Sd/-
CA. Prakash Mandhaniya
Partner
Membership No. : 421679
UDIN: 26421679GVSOUM4676

Place: Mumbai
Date: 30th May 2026

For and on behalf of board of directors
Indian Infotech and Software Limited

Sd/-
ANANT CHOURASIA
Managing Director
DIN: 09305661

Sd/-
Mushaid A. Khan
Company Secretary
PAN: BMLPK4089F

Sd/-
SHILPI CHOURASIYA
DIN: 09302632

Sd/-
CFO
PAN:AGPO7260E

INDIAN INFOTECH AND SOFTWARE LIMITED

CIN: L70100MH1982PLC027198

Cash Flow Statement for the Year Ended 31st March, 2026

(All amount in Rupees Lakhs, unless otherwise stated)

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Taxes and Extra ordinary item	186.34	-667.05
Adjustments		
Depreciation and Amortisation	-	-
Income Tax Expense	-47.97	-24.85
Dividend Income	-1.35	-3.85
Interest Income	-1323.69	-1383.68
Operating Profit before Working Capital Changes	**-1186.66**	**-2079.43**
Adjustments For		
(Increase) / Decrease in Inventories	1441.92	1252.34
(Increase) / Decrease in Other Non-Financial Assets	-8.35	-49.18
(Increase) / Decrease in Other Non-Financial Liabilities	-1.64	0.00
(Increase) / Decrease in Loan & Advances (Current)	-6107.98	-617.33
(Increase) / Decrease in Trade Receivables	-0.03	66.21
Increase / (Decrease) in Trade Payables & other liabilities (current & non current)	-0.05	0.05
Total (A)	-5862.80	-1427.35
B. CASH FLOW FROM INVESTING ACTIVITIES		
Interest Received	1323.69	1383.68
Dividend Income	1.35	3.85
Total (B)	**1325.04**	**1387.53**
C. CASH FLOW FROM FINANCING ACTIVITIES		
Decrease in Long Term borrowing		-
Right Issue Premium Received		-
Proceeds from issue of share capital (including share premium and net of share issue expenses)	4481.07	-
Increase in Provisions		
Change in Reserves	-15.27	-1.54
Increase in Provisions	73.00	21.69
Total (C)	4538.79	20.15
D. NET CHANGE IN CASH AND CASH EQUIVALENT (A+B+C)	1.04	-19.66
OPENING CASH & CASH EQUIVALENTS	4.28	23.95
CLOSING CASH & CASH EQUIVALENTS	5.32	4.28

For and on behalf of
ADV & Associates
Chartered Accountants
FRN: 128450W
Sd/-
CA. Prakash Mandhaniya
Partner
Membership No. : 421679
UDIN: 26421679GVSOUM4676

Place: Mumbai
Date:30th May 2026

For and on behalf of board of directors
Indian Infotech and Software Limited

Sd/-
Anant Chourasia
Managing Director
DIN:09305661

Sd/-
SHILPI CHOURA
Director
DIN: 09302632

Sd/-
Mushaid A. Khan
Company Secretary
PAN: BMLPK4089F

Sd/-
Bhairu Ratan Ojha
CFO
PAN:AGPO7260E

INDIAN INFOTECH &SOFTWARE LTD
Inventory Valuation
As on 31.03.2026

Note:3

Particulars	Quantity	Rate	Total Cost	Market Price as on 31.03.26	Fair Market Value	chever is Lo	Closing Value as on 31.03.2026
	a	b	c=axb	d	e=axd	f	f= (c or e) whichever is lower
Akme Fintrade India Ltd	86,363	6.37	550,132	7.53	650,313	6.37	550,132.31
Alkosign Limited	4,500	64.00	288,000	560.00	2,520,000	64.00	288,000.00
Amic Forging Ltd	7,700	1,047.53	8,065,981	1,285.45	9,897,965	1,047.53	8,065,981.00
Ang Lifesciences India Limited	4,000	22.72	90,880	18.42	73,680	18.42	73,680.00
Balaji Phosphates Ltd	195,000	142.75	27,836,250	104.95	20,465,250	104.95	20,465,250.00
Ceddar Textilesltd	308,000	59.40	18,295,200	18.90	5,821,200	18.90	5,821,200.00
Flywings Simulators Training Center Ltd	1,800	159.68	287,424	197.00	354,600	159.68	287,417.00
Foce India Limited	240	628.10	150,744	547.60	131,424	547.60	131,424.00
Gee Limited	6,000	58.00	348,000	53.99	323,940	53.99	323,940.00
Gensol Engineering Ltd	6,070	26.31	159,702	19.58	118,851	19.58	118,850.60
Indus Towers Limited	200	249.29	49,858	417.95	83,590	249.29	49,858.00
Inflame Appliances Limited	2,000	170.90	341,800	234.50	469,000	170.90	341,800.00
Jindal Drilling & Industries Limited	940	573.80	539,372	461.05	433,387	461.05	433,387.00
Markolines Pavement Technologies Limited	800	137.10	109,680	141.80	113,440	137.10	109,680.00
Munish Forge Ltd	2,400	81.76	196,224	58.05	139,320	58.05	139,320.00
NEXXUS PETRO INDUSTRIES LTD	7,200	107.85	776,520	98.16	706,752	98.16	706,752.00
Owais Metal & Mineral Processing Limited	17,400	264.15	4,596,210	118.90	2,068,860	118.90	2,068,860.00
Raghuvansh Agrofarms Limited	353,125	63.88	22,557,625	54.46	19,231,188	54.46	19,231,187.50
Silky Overseas Ltd	1,600	117.00	187,200	153.50	245,600	117.00	187,200.00
Sulabh Engineers & Services Ltd	309,552	2.44	755,307	2.20	681,014	2.20	681,014.40
Supertex Industries Limited	183,200	6.85	1,254,920	5.29	969,128	5.29	969,128.00
Symbiox Investment & Trading Co Limited	44,000	1.81	79,640	1.46	64,240	1.46	64,240.00
Yamini Investments Company Limited	22,500	0.68	15,300	0.62	13,950	0.62	13,950.00
Yash Fans & Appliances Limited	13,089	382.00	4,999,998	382.00	4,999,998	382.00	4,999,998.00
Yug Decor Limited	2,300	22.80	52,440	14.60	33,580	14.60	33,580.00
Grand Total	**1,579,979**		***92,584,407***		***70,610,270***		***66,155,830***

A. Equity Share Capital (Issued, Subscribed and Paid Up) As At 31.03.2026

(All amount in Rupees lakhs, unless otherwise stated)

Particulars	Balance at the beginning of the reporting period (01.04.2025)	Changes in equity share capital during the year	Balance at the end of the reporting period (31.03.2026)
Equity shares of Rs. 1.00 each	**12670.43**	**4073.70**	**16744.13**

A. Equity Share Capital (Issued, Subscribed and Paid Up) As At 31.03.2025

Particulars	Balance at the beginning of the reporting period (01.04.2024)	Changes in equity share capital during the year	Balance at the end of the reporting period (31.03.2025)
Equity shares of Rs. 1.00 each	**12670.43**		**12670.43**

B. Other Equity As on 31.03.2026

(All amount in Rupees Lakhs , unless otherwise stated)

Particulars	Equity component of compound financial instruments	Share application money pending allotment	Reserves and Surplus					Total
			Special Reserve	Securities Premium Reserve	Shareforefiture Account	Statutory Reserve Fund	Retained Earnings	
Balance at the beginning of the reporting period	-	-	0.35	16262.63	4.77	100.44	-2549.87	**13818.32**
Current Year	-	-	-	-	-	-	138.38	**138.38**
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	**-**
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	**-**
Total Comprehensive Income for the year	-	-	-	-	-	-	-	**-**
Dividends	-	-	-	-	-	-	-15.27	**-15.27**
Transfer to RDD Statutory Reserve	-	-	-	-	-	-		**-**
Transfer from retained earnings	-	-	-	-	-	-	-	**-**
Transfer to Statutory Rederve Fund	-	-	-	-	-	-	-	**-**
Any other change	-	-	-	407.37	-	-	-	**407.37**
Balance at the end of the reporting period	**-**	**-**	**0.35**	**16670.00**	**4.77**	**100.44**	**-2426.76**	**14348.79**

Particulars	Equity component of compound financial instruments	Share application money pending allotment	Reserves and Surplus					Total
			Special Reserve	Securities Premium Reserve	Shareforefiture Account	Statutory Reserve Fund	Retained Earnings	
Balance at the beginning of the reporting period	-	-	35,000	1,469,391,000	477,000	8,894,000	-186,253,255	1,292,543,045
Current Year	-	-	-	-	-	-	17,160,219	17,160,219
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-
Transfer to RDD Statutory Reserve	-	-	-	-	-	-	-183,113	-183,113
Transfer from retained earnings	-	-	-	-	-	1,150,000	-	1,150,000
Transfer to Statutory Rederve Fund	-	-	-	-	-	-	-1,150,000	-1,150,000
Any other change	-	-	-	156,871,962	-	-	-15,217,844	141,654,118
Balance at the end of the reporting period	**-**	**-**	**35,000**	**1,626,262,962**	**477,000**	**10,044,000**	**-185,643,992**	**1,451,174,111**

Note No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
2	**Other Financial Assets**		
	Security Deposits	4.00	4.00
	TOTAL	**4.00**	**4.00**
3	**Inventories**		
	i. Inventories shall be classified as		
	a. Raw materials	-	-
	b. Work-in-progress	-	-
	c. Finished goods	661.56	2103.47
	d. Stock-in-trade (in respect of goods acquired for trading)	-	-
	e. Stores and spares	-	-
	f. Loose tools and	-	-
	g. Others (specify nature).	-	-
	ii. Goods-in-transit shall be disclosed under the relevant sub-head of inventories.	-	-
	TOTAL	**661.56**	**2103.47**
5	**Cash and Cash Equivalents**		
	Balances With Banks	4.99	3.86
	Cheques, Drafts on hand	-	-
	Cash on hand	0.33	0.42
	Others Cash and Cash Equivalents	-	-
	TOTAL	**5.32**	**4.28**

Note 4 : Trade Receivables ageing schedule

(All amount in Rupees Lakhs , unless otherwise stated)

Trade Receivables ageing schedule- 31st March, 2026

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 Years	Total
(i) Undisputed Trade receivables – considered good	0.03	-	-	-	-	**0.03**
(ii) Undisputed Trade Receivables – which have significant increase in credit risk						
(iii) Undisputed Trade Receivables – credit impaired						
(iv) Disputed Trade Receivables–considered good						
(v) Disputed Trade Receivables – which have significant increase in credit risk						
(vi) Disputed Trade Receivables – credit impaired						
Grand total	**0.03**	-	-	-	-	**0.03**

Trade Receivables ageing schedule- 31st March, 2025

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 Years	Total
(i) Undisputed Trade receivables – considered good		-	-	-	-	-
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Grand total	-	-	-	-	-	**0.00**

INDIAN INFOTECH AND SOFTWARE LIMITED
CIN: L70100MH1982PLC027198
Notes to Balance Sheet as at 31st March, 2026

Note No.6: Loans & Advances (All amount in Rupees lakhs, unless otherwise stated)

Particulars	As at 31st March, 2026				As at 31st March, 2025			
	Amortised cost	At Fair Value			Amortised cost	At Fair Value		
		Through Other Compre hensive Income	Through profit or loss	Designated at fair value through profit or loss		Through Other Compre hensive Income	Through profit or loss	Designated at fair value through profit or loss
(A)								
(i) Bills Purchased and Bills Discounted								
(ii) Loans repayable on Demand	30198.42				24090.44			
(iii) Term Loans	-				-			
(iv) Leasing	-				-			
(v) Factoring	-				-			
(vi) Others (to be specified)	-				-			
Total (A) - Gross	30198.42				24090.44			
Less: Impairment loss allowance	-				-			
Total (A) - Net	**30198.42**				**24090.44**			
(B)								
(i) Secured by tangible assets	-				-			
(ii) Secured by intangible assets	-				-			
(iii) Covered by Bank/Government Guarantees	-				-			
(iv) Unsecured	30198.42				24090.44			
Total (B)- Gross	**30198.42**				**24090.44**			
Less: Impairment loss allowance	-				-			
Total (B)- Net	**30198.42**				**24090.44**			
(C)								
Net C (i) Loans in India								
(i) Public Sector	-				-			
(ii) Private Sector	30198.42				24090.44			
Total C(i) Gross	**30198.42**				**24090.44**			
Less: Impairment loss allowance	-				-			
Total C(i) Net	**30198.42**				**24090.44**			
Net C (ii) Loans Outside India	-				-			
Less: Impairment loss allowance	-				-			
Total C(ii) Net	-				-			
Total C (i) and (ii) Net	**30198.42**				**24090.44**			

7	**Other Current Assets**		
	Amount Receivable from Tax Authorities	450.45	442.10
	Other Current Assets	-	-
	TOTAL	**450.45**	**442.10**

Note No.	Particulars	As at 31st March, 2026		As at 31st March, 2025	
8	**Equity Share capital**	No of Shares	Amount	No of Shares	Amount
	Authorised Share Capital				
	1,77,00,00,000 Equity Shares of Rs. 1 each	17700.00	17700.00	12700.00	12700.00
		17700.00	**17700.00**	**12700.00**	**12700.00**
	Issued, Subscribed and Paid-Up Share Capital				
	1,26,70,42,770 Equity Shares of Rs. 1 each	16744.13	16744.13	12670.43	12670.43
		16744.13	**16744.13**	**12670.43**	**12670.43**

a) Detail of shares held by the shareholders holding more than 5% of the aggregate shares in the Company

Name of the Shareholder	As as 31st March 2026		As as 31st March 2025	
	No of Shares	%	No of Shares	%
TOTAL	-	-	-	0.00%

b) Detail of shares held by the promoters holding more than 5%

Name of the Shareholder	As as 31st March 2026		As as 31st March 2025	
	No of Shares	%	No of Shares	%
TOTAL	-	-	-	0.00%

c) Reconciliation of equity share capital

Particulars	As at 31st March 2026		As at 31st March 2025	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the period	12670.43	12670.43	12670.43	12670.43
Issued during the year	4073.70	4073.70	-	-
Bought back during the period	-	-	-	-
Outstanding at the end of the period	**16744.13**	**16744.13**	**12670.43**	**12670.43**

b) Detail of shares held by the promoters holding more than 5%

Name of the Shareholder	As as 31st March 2026		As as 31st March 2025	
	No of Shares	%	No of Shares	%
TOTAL	-	-	-	0.00%

c) Reconciliation of equity share capital

Particulars	As at 31st March 2026		As at 31st March 2025	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the period	12670.43	12670.43	12670.43	12670.43
Issued during the year	4073.70	4073.70	-	-
Bought back during the period	-	-	-	-
Outstanding at the end of the period	**16744.13**	**16744.13**	**12670.43**	**12670.43**

c) Terms and rights attached to equity shares

The Company has only one class of equity share having value of Re. 1 each with an entitlement of one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the annual general meeting. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(All amount in Rupees lakhs, unless otherwise stated)

Note No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
9	**Other Equity**		
	a) Securities Premium Reserve	16262.63	16262.63
	Add : ESCRO Account	407.37	
	Total	**16670.00**	**16262.63**
	b) Statutory Reserve		
	Balance as per last financial statements	100.44	100.44
	Add: Transferred from statement of Profit and Loss	-	-
	Closing balance	**100.44**	**100.44**
	c) Special Reserve	0.35	0.35
	d) Share Forfeiture Account	4.77	4.77
	e) Retained Earnings		
	Balance as per last financial statements	-2549.87	-1856.43
	Profit/ (loss) for the year	138.38	-691.90
	Add : RDD against Standard Assets	-15.27	-1.54
	Less : Deferred Tax Asset Written off	-	-
	Less: Right Issue Expense		
	Less: Transfer to statutory reserve		
	Closing balance	**-2426.76**	**-2549.87**
	Total	**14348.79**	**13818.33**

Note No. 10: Loans Taken (Other than Debt Securities) (All amount in Rupees lakhs, unless otherwise stated)

Particulars	3/31/2026				3/31/2025			
	Amortised cost	At Fair Value			Amortised cost	At Fair Value		
		Through Other Comprehensive Income	Through profit or loss	Designated at fair value through profit or loss		Through Other Comprehensive Income	Through profit or loss	Designated at fair value through profit or loss
(A)								
(a) : Term Loans								
(i) From Banks	-	-	-	-	-	-	-	-
(ii) From Other Parties	-	-	-	-	-	-	-	-
(b) : Deferred Payment Liabilities	-	-	-	-	-	-	-	-
(c) :Loans from Related Parties	-	-	-	-	-	-	-	-
(d) :Finance Lease obligations	-	-	-	-	-	-	-	-
(e) : Liabity Component of Compound Financial Instruments	-	-	-	-	-	-	-	-
(f) : Loans Repayable on Demand								
(i) From Banks	-	-	-	-	-	-	-	-
(i) From Other Parties	-	-	-	-	-	-	-	-
(g) : Other Loans	-	-	-	-	-	-	-	-
Total (A)	-	-	-	-	-	-	-	-

(B)								
Borrowings in India	-	-	-	-	-	-	-	-
Borrowings Outside India	-	-	-	-	-	-	-	-
Total (B) - Net	-	-	-	-	-	-	-	-
(C)								
(i) Secured by tangible assets	-	-	-	-	-	-	-	-
(ii) Secured by intangible assets	-	-	-	-	-	-	-	-
(iii) Covered by Bank/Government Guarantees	-	-	-	-	-	-	-	-
Total Secured	-	-	-	-	-	-	-	-
(iv) Unsecured	-	-	-	-	-	-	-	-
Total C	-	-	-	-	-	-	-	-
(D)								
Net D (i) Loans in India								
(i) Public Sector	-	-	-	-	-	-	-	-
(ii) Private Sector	-	-	-	-	-	-	-	-
Total D(i)	-	-	-	-	-	-	-	-
Net D (ii) Loans Outside India	-	-	-	-	-	-	-	-
Total D (i) and (ii)	-	-	-	-	-	-	-	-

Note No.	Particulars	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2024
11	**Provisions**			
	Income Tax Provision	133.49	85.52	6,067,000
	Provision for Audit Fees Payable		-	236,000
	Provision for Standard Assets	75.50	60.22	5,868,277
	Other Provisions		-	236,000
	TOTAL	**208.98**	**145.74**	**12,407,277**
12	**Other Non Current Liabilities**			
	Statutory Dues - TDS Payable	9.76		
	TOTAL	**9.76**	**0.00**	
13	**Current Tax liabilities**			
	Statutory Dues - TDS Payable	4.58	9.76	975,685
	Audit Fees Provision	3.54		
	TOTAL	**8.12**	**9.76**	**975,685**

(All amount in Rupees lakhs, unless otherwise stated)

Note No.	Particulars	For the Period ended 31/03/2026	For the Period ended 31/03/2025
13	**Revenue from operation**		
	Interest Income on Loans	1323.69	1383.68
	Interest income from Investments	0.00	0.00
	Interest on deposit with Banks	0.00	0.00
	Dividend Income	1.35	3.85
	Sale of Shares	5085.73	2555.27
	Right Sale Income	0.03	0.00
	Other interest income	-	-
	Total	**6410.80**	**3942.80**
14	**Employee Benefit Expenses**		
	Salaries and wages	27.81	17.25
	Contribution to provident and other funds	-	-
	Share Based Payments to employees	-	-
	Staff welfare expenses	-	-
	Total	**27.81**	**17.25**
15	**Other Expenses**		
	Rent, taxes and energy costs	8.55	7.56
	Advertisement and publicity	2.44	0.20
	Auditor's fees and expenses	3.54	4.00
	Legal and Professional charges	39.17	17.66
	Annual Listing Fees	-	-
	Bank Charges	-	0.00
	Loan written off	590.79	1598.07
	Loss on FnO		20.14
	RTA Charges	183.42	54.20
	ROC Fees	0.25	48.56

	Courier Expenses	7.85	2.50
	Loan Settlement Fees	5.85	33.73
	Office Expenses	9.92	10.67
	Web Designing	0.00	0.06
	Loss on Inventary	0.00	0.00
	Brokerage Paid	24.14	9.41
	Other expenditure	0.35	0.00
	Sub-Total	**876.28**	**1806.77**
	Payment to the auditors includes (net of service tax input credit, wherever applicable)		
	As Auditors -For Statutory Audit	3.54	4.00
	-For Tax Audit		-
	-For Other Services		-

NOTE NO. 16: RISK MANAGEMENT FRAMEWORK

(a) Introduction

As a financial institution, Company is exposed to various types of risks namely credit risk, liquidity risk, market risks, operational risk, strategic risk (including emerging & external risks) and compliance & reputation risk. We have adopted a holistic and data driven enterprise level risk management approach which includes monitoring both internal and external indicators.

We as an organization periodically adjust our strategy in cognizance with industry risk dynamics and emergence of new challenges and opportunities.

The purpose of risk management is the creation and protection of value. Company's risk management framework has been laid down with long term sustainability and value creation keeping in mind:

• Build profitable and sustainable business with conservative risk management approach.
• Have risk management as an integral part of the organization's business strategy.
• Undertake businesses that are well understood and within acceptable risk appetite.
• Manage the risks proactively across the organization.
• Adopt best risk management practices with resultant shareholder value creation and increased stakeholder confidence.
• Develop a strong risk culture across the organization.

The risk management practices of Company are compliant with ISO 31000: 2018 which is the international standard for risk management that lays down principles, guidelines and framework for risk management in an organisation.

(b) Company's Risk Management Approach for handling various type of risks

i) Credit risk:

Credit risk is the risk of financial loss arising out of a customer or counterparty failing to meet their repayment obligations to the Company. The Company assesses the credit quality of all financial instruments that are subject to credit risk.

Classification of financial assets under various stages

The Company classifies its financial assets in three stages having the following characteristics:
Stage 1: unimpaired and without significant increase in credit risk since initial recognition;
Stage 2: a significant increase in credit risk since initial recognition on which a lifetime ECL is recognised;
Stage 3: objective evidence of impairment, and are therefore considered to be in default or otherwise credit impaired on which a lifetime ECL is recognised.
Unless identified at an earlier stage, all financial assets are deemed to have suffered a significant increase in credit risk.
The Company has calculated ECL using three main components: a probability of default (PD), a loss given default (LGD) and the exposure at default (EAD) along with an adjustment considering forward macro economic conditions [for a detailed note for methodology of computation of ECL please refer to significant accounting policies note no 1(L) to the financial statements.

The table below summarises the gross carrying values and the associated allowances for expected credit loss (ECL) stage wise for loan portfolio:

Investments are reviewed for any fair valuation loss on periodically basis and necessary provision/fair valuation adjustments has been made based on the valuation carried by the management to the extent available sources, the management does not expect any investment counterparty to fail to meet its obligations.

Trade Receivable, Trade Payable, Short Term Borrowings and Short Term Loans and Advances balances are subject to confirmation and reconciliation

Ageing of Loans Given that were not impaired was as follows. **(Amount)**

Carrying amount	**31-03-2026**	**31-03-2025**
Neither Past due nor impaired	30198.42	24090.44
Past due but not impaired	.	-
Past due more than 180 days	-	-
TOTAL	**30198.42**	**24090.44**

ii) Market Risk

Market risk is risk due to change in market prices – e.g. interest rates, equity prices, foreign exchange rates and credit spreads, but not relating to changes in the obligor's/issuer's credit standing and will affect the Company's income or the value of its holdings of financial instruments. The objective of the Company's market risk management is to manage and control market risk exposures within acceptable risk tolerances levels to ensure the solvency and minimum volatility while optimising the balance between profitability and managing associated risks.

Under Liquidity Risk Management (LRM) framework for the Company, ALCO sets up limits for each significant type of risk/aggregated risk with liquidity being a primary factor in determining the level of limits. The monitoring of risk limits defined as per ALM policy is done by ALCO on regular basis. The Company has Asset Liability Management (ALM) support Company prescribed by RBI which meets on regular basis to ensure internal controls and reviews the liquidity risk management of the Company.

iii) Operational Risk

Operational Risk has been defined as "The risk of loss resulting from inadequate or failed internal processes, people and systems or from external events "The risk of direct or indirect potential loss arising from a wide variety of causes associated with the Company's processes, personnel, systems, or from external factors other than strategic and reputation risk Management of operational risk forms an integral part of Company's enterprise wide risk management systems. The organisation thrives towards incremental improvements to its operational risk management framework to address the dynamic industry landscape. Clear strategies and oversight by the Board of Directors and senior management, a strong operational risk management culture, effective internal control and reporting and contingency planning are crucial elements of Company's operational risk management framework.

iv) Regulatory and Compliance Risk

Regulatory compliances are handled by Finance team, Treasury and Business teams in consultation with Company Compliance team. Statutory compliances are handled by Company Secretarial team, Administrative and people process related compliances are handled by Administration & HR departments.

Additionally, Risk team coordinates for Special Mention Accounts (SMA) and Fraud reporting in line with regulatory guidelines.

As per regulatory requirements, required policies are adopted, modified and rolled from time to time. Compliance to the defined policies is strictly adhered to.

(c) Liquidity Risk management

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding to meet obligations when due. Due to the dynamic nature of the underlying businesses, Company's treasury maintains flexibility in funding by maintaining sufficient cash and bank balances available to meet the working capital requirements. Management monitors rolling forecasts of the Company's liquidity position (comprising the unused cash and bank balances along with liquid investments) on the basis of expected cash flows. This is generally carried out at Company level in accordance with practice and limits set by the Company. These limits vary to take into account the liquidity of the market in which the Company operates.

Maturities of non – derivative financial liabilities

Particulars	As at 31 March 2026		As at 31 March 2025	
	Less than 1 year	More than 1 year	Less than 1 year	More than 1 year
Financial Liabilities - Current				
i. Current Borrowings *	-	-	-	-
ii. Trade payables	-	-	0.05	-
Total	**-**	**-**	**0.05**	**-**

Ultimate responsibility for liquidity risk management rests with the board of directors. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial

NOTE NO. 17: FAIR VALUE MEASUREMENT

Financial instruments by category:

As at 31st March, 2026 **(Amount in Lakhs)**

Particulars	Carrying Value				Fair Value hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
(i) Investments	-	-	-	-	-	-	-	-
(ii) Trade Receivable	-	-	-	-	-	-	-	-
(iii) Cash and Cash Equivalents	-	-	5.32	5.32			5.32	5.32
(iv) Loans	-	-	30198.42	30198.42			30198.42	30198.42
TOTAL	**-**	**-**	**30203.74**	**30203.74**	**-**	**-**	**30203.74**	**30203.74**
Financial Liabilities								
(i) Current Borrowings	-	-	-	-	-	-	-	-
(ii) Trade Payables	-	-	-	-	-	-	-	-
TOTAL	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

As at 31st March, 2025

Particulars	Carrying Value				Fair Value hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
(i) Investments	-	-	-	-	-	-	-	-
(ii) Trade Receivable	-	-	-	-	-	-	-	-
(iii) Cash and Cash Equivalents	-	-	4.28	4.28			4.28	4.28
(iv) Loans	-	-	24090.44	24090.44			24090.44	24090.44
TOTAL	**-**	**-**	**24094.73**	**24094.73**	**-**	**-**	**24094.73**	**24094.73**
Financial Liabilities								
(i) Current Borrowings	-	-	-	-	-	-	-	-
(ii) Trade Payables	-	-	0.05	0.05	-	-	0.05	0.05
TOTAL	**-**	**-**	**0.05**	**0.05**	**-**	**-**	**0.05**	**0.05**

Q) Capital Management

The company's objectives when managing capital are to

• safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and

• maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-today needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

The management monitors the return on capital as well as the level of dividends to shareholders. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

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Note 18 : Ratio Analysis

S. No.	Ratios	Numerator	Denominator	As at March 31, 2026	As at March 31, 2025	% of Variance	Reason for variance (For variance in excess of 25%)
1	Current ratio	Total Current Assets	Total Current Liabilities	3857.64	2715.82	-42%	Current ratio decreased by 42% primarily due to a reduction in current assets and/or an increase in current liabilities during FY 2025-26 as compared to FY 2024-25
2	Debt Equity Ratio (no of times)	Borrowings (Current(including current maturities of long term borrowings) + Non-current)	Equity share capital + Reserves and Surplus included under Other Equity	NA	NA		NA
3	Debt Service coverage ratio (no of times)	Profit before tax + Depreciation and amortisation expenses + other non cash items as included in the statement of cash flows	Interest on Borrowings + Repayment of noncurrent Borrowings during the current period/year	NA	NA		NA
4	Return on Equity Ratio	Net Profits after taxes	Average Shareholder's Equity	0.01	-0.05	117%	ROE improved from negative 0.05 to positive 0.01 due to improvement in profitability and reduction in losses during the year.
5	Return on Capital employed	Earnings before interest and tax	Tangible Net worth + Borrowings (Current and Non current) + Deferred Tax Liability	0.01	-0.03	124%	ROCE improved from negative 0.03 to positive 0.01 on account of better operating performance and improved earnings before interest and tax (EBIT) compared to the previous year.
6	NAV	Total Assts - Total Liabilities	Total Number of outstanding shares	1.86	2.09	11%	NAV per share declined by 11% due to reduction in net worth arising from accumulated losses and/or changes in equity during the year.
7	Return on investment	Net Profits before tax	Average Total Assets	0.00	-0.03	117%	ROI improved from negative 0.03 to break-even levels owing to improvement in earnings and better utilization of investments and assets during the year.
8	CRAR	Capital (Tier 1 & Tier 2)	Weighted Risk assets	46.39			

	Tier 1 Capital :	
1	Owned Funds(Equity, free reserve, capital reserve except revaluation reserve)	14317.36
	Less : Excess investment (Investment in shares of other NBFCs + in share, debenture, bonds, loans, lease finance, hire purchase finance, in subsidiary and group cos. **exceeding 10% of owned funds)**	-
2	Perpetual debt instrument (NBFC-ND) upto 15% of Aggregate tier 1 capital as at 31st March of PY	-
	Total	**14317.36**
	Tier 2 Capital :	
1	Preference Shares other than compulsorily convertible	-
2	Revaluation reserve at Discounted rate of 55%	-
3	General provision (incl on standard assets + Loss reserves)	-
	(restricted to 1.25% of Risk weighted assets)	
4	Hybrid debt instrument	-
5	Subordinated Debt	-
6	Perpetual debt instrument (NBFC-ND)	-
	Total	-
	Total Capital	**14317.36**

Weighted Risk assets :	Amount	Percentage	Risk
Cash and Cash equivalent	5.32	0%	-
TDS	450.45	0%	-
Security Deposit	4.00	100%	4.00
Loans and advances	30198.42	100%	30198.42
Inventories	661.56	100%	661.56
Total			**30863.98**

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS:

Note No: 1

I) *Corporate Information*

M/s. Indian Infotech and Software Limited *("the Company") is a Systemically Important Non-Deposit Accepting Non-Banking Finance Company ("NBFC"), holding a Certificate of Registration from the Reserve Bank of India ("RBI") dated November 4, 2011. The Company is domiciled in India and incorporated under the Companies Act, 2013 and listed its equity share with BSE Limited.*

II) *Basis of Preparation*

i) Compliance with Ind AS

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (IND AS) as per the Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) Rules, 2016, notified under Section 133 of the Companies Act, 2013 (the "Act") (as amended), other relevant provisions of the Act, guidelines issued by the Reserve Bank of India as applicable to an NBFCs and other accounting principles generally accepted in India. Any application guidance/clarifications/directions issued by RBI or other regulators are implemented as and when they are issued / applicable, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations require a different treatment. Accounting policies have been consistently applied except where a newly issued Ind AS is initially adopted or a revision to an existing Ind AS required a change in the accounting policy hitherto in use. The financial statements were authorised for issue by the Board of Directors (BOD) on May 30, 2026.

***ii)* Presentation of Financial Statements**

The Balance Sheet, Statement of Profit and Loss and Statement of Changes in Equity are prepared and presented in the format prescribed in the Division III of Schedule III of the Companies Act, 2013 (the 'Act'). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS.
A summary of the significant accounting policies and other explanatory information is in accordance with the Companies (Indian Accounting Standards) Rules, 2015 as specified under Section 133 of the Companies Act, 2013 (the 'Act') including applicable Indian Accounting Standards (Ind AS) and accounting principles generally accepted in India.
Financial assets and financial liabilities are generally reported gross in the balance sheet. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis.

III) *Summary of significant accounting policies*

A. Use of estimates

The preparation of the financial statements requires that the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

Actual results may differ from these estimates under different assumptions and conditions. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, and future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements.

B. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue

can be reliably measured.

Interest

Interest consists of consideration for the time value of money, for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as a profit margin.

Interest income is recognised using the effective interest method. The effective interest rate (EIR) is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument to the gross carrying amount of the financial asset.

Calculation of the EIR includes all fees received that are incremental and directly attributable to the acquisition of a financial asset.

Interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets {i.e. at the amortised cost of the financial asset after adjusting for any expected credit loss allowance

(ECLs)}. The Company assesses the collectability of the interest on credit impaired assets at each reporting date. Based on the outcome of such assessment, the interest income accrued on credit impaired financial assets are either accounted for as income or written off as per the write off policy of the Company.

Dividend

Income from dividend on investment in equity shares and preference share of corporate bodies and units of mutual funds is accounted when the Company's right to receive dividend is established and it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably. Dividend income on financial assets measured at fair value through profit and loss is presented under Dividend income and not as a part of Net gains/(losses) on fair value changes.

C. Property, Plant and Equipment

a) PPE

PPE acquired by the Company are reported at acquisition cost less accumulated depreciation and accumulated impairment losses, if any. Estimated cost of dismantling and removing the item and restoring the site on which it's located does not arise for owned assets, for leased assets the same are borne by the lessee as per the lease agreement. The acquisition cost includes any cost attributable for bringing an asset to its working condition net of tax/duty credits availed, which comprises of purchase consideration and other directly attributable costs of bringing the assets to their working condition for their intended use. PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Subsequent expenditure on PPE after its purchase is capitalized only if it is probable that the future economic benefits will flow to the enterprise and the cost of the item can be measured reliably.

b) Capital work-in-progress

PPE not ready for the intended use on the date of the Balance Sheet are disclosed as "capital work-in-progress" and carried at cost, comprising direct cost, related incidental expenses and Attributable interest.

c) Other Intangible assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the Company and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortization and cumulative impairment. Administrative and other general overhead expenses that are specifically attributable to the acquisition of intangible assets are allocated and capitalized as a part of the cost of the intangible assets. Expenses on software support and maintenance are charged to the Statement of Profit and Loss during the year in which such costs are incurred.

d) Intangible assets under development

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as "Intangible assets under

development".

e) Depreciation and Amortization

Depreciable amount for tangible property, plant and equipment is the cost of an asset, or other amount substituted for cost, less its estimated residual value. The residual value of each asset given on Operating lease is determined at the time of recording of the lease asset. If the residual value of the Operating lease asset is higher than 5%, the Company has a justification in place for considering the same.

Depreciation on tangible property, plant and equipment deployed for own use has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of buildings, computer equipment, electrical installation and equipment and vehicles, in whose case the life of the assets has been assessed based on the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, etc.

Depreciation on tangible property, plant and equipment deployed on operating lease has been provided on the straight-line method over the primary lease period of the asset. Depreciation method is reviewed at each financial year end to reflect expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end with the effect of any change in the estimates of useful life/residual value is accounted on prospective basis. Depreciation for additions to/deductions from owned assets is calculated pro rata to the remaining period of use. Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life. All capital assets with individual value less than Rs. 5,000 are depreciated fully in the year in which they are purchased. Purchased software / licenses are amortised over the estimated useful life during which the benefits are expected to accrue, while Goodwill if any is tested for impairment at each Balance Sheet date. The method of amortization and useful life are reviewed at the end of each accounting year with the effect of any changes in the estimate being accounted for on a prospective basis. Amortization on impaired assets is provided by adjusting the amortization charge in the remaining periods to allocate the asset's revised carrying amount over its remaining useful life.

Estimated useful life considered by the Company are:

Asset	Estimated Useful Life
Leasehold Improvements	As per lease period
Construction Equipment	2 to 13.5 years
Furniture and Fixtures	Owned: 10 years
Computer Equipment	Owned: 3 to 4 years
Office Equipment	Owned: 5 years
Vehicles	Owned: 4 years
Buildings	Owned: 1 to 10 years
Plant & Machinery	25 years
Software Licenses	Owned: 10 years

In case of leased assets, useful life is considered as per the lease period.

f) Investment property

Properties held to earn rentals and/or capital appreciation are classified as Investment properties and measured and reported at cost, including transaction costs. Subsequent to initial recognition it's measured at cost less accumulated depreciation and accumulated impairment losses, if any. When the use of an existing property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of property is recognized in the Statement of Profit and Loss in the same period.

g) Impairment of assets

Upon an observed trigger or at the end of each accounting reporting period, the Company reviews the carrying amounts of its PPE, investment property and intangible asset to determine whether there is any indication that the asset have suffered an impairment loss. If such indication exists, the PPE, investment property and intangible assets are tested for impairment so as to determine the impairment loss, if any.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is

the higher of fair value less cost 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 recoverable amount of an asset is estimated to be less than its carrying amount, such deficit is recognised immediately in the Statement of Profit and Loss as impairment loss and the carrying amount of the asset is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss is recognised for the asset in prior years. A reversal of an impairment loss is recognized immediately in the Statement of Profit and Loss.

h) De-recognition of property, plant and equipment and intangible asset

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss. An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the Statement of Profit and Loss.

D. Inventories

Inventories are valued at lower of cost and net realizable value. However, materials and other items held for use in production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost.

In determining the cost of raw materials, packing materials, stock-in-trade, stores, spares, FIFO cost method is used. Cost of inventory comprises of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventories to their present location and condition.

Cost of finished goods and work-in-progress includes the cost of raw materials, packing materials, an appropriate share of fixed and variable production overheads, excise duty as applicable and other costs incurred in bringing the inventories to their present location and condition. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of Completion and estimated costs necessary to make the sale.

E. Investment:

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non-current investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Non-current investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

Transition to Ind AS

The Company has elected to measure its investments in subsidiaries at its previous GAAP carrying values which shall be the deemed cost as at the date of transition.

F. Foreign currency transaction

Transactions in currencies other than the Company's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each Balance Sheet date, foreign currency monetary items are reported at the rates prevailing at the year end. Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated.

Functional currency of the Company and foreign operations has been determined based on the primary economic environment in which the Company and its foreign operations operate considering the currency in which funds are generated, spent and retained.

Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing spot rate are recognised in the Statement of Profit and Loss in the period in which they arise.

G. Leases

Asset given on lease:

Leases are classified as operating lease where significant portion of risks and reward of ownership of assets acquired under lease is retained by the lessor. Leases of assets under which substantially all of the risks and rewards of ownership are effectively retained by the lessee are classified as finance lease.

Assets given under finance lease are recognised as a receivable at an amount equal to the net investment in the lease. Lease rentals are apportioned between principal and interest on the internal rate of return. The principal amount received reduces the net investment in the lease and interest is recognised as revenue.
Lease rental - under operating leases (excluding amount for services such as insurance and maintenance) are recognised on a straight-line basis over the lease term, except for increase in line with expected inflationary cost increases.

Asset taken on lease:

The Company presents right-of-use assets and lease liabilities separately on the face of the Balance sheet. Lease payments (including interest) have been classified as financing cashflows. The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use asset is subsequently measured at cost less any accumulated depreciation and accumulated impairment loss, if any, and adjusted for certain re-measurements of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date to the end of the lease term. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss. When a right-of-use asset meets the definition of investment property, it is presented in investment property.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payment made. The carrying amount of lease liability is remeasured to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. A change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not be exercised.

The Company has applied judgement to determine the lease term for some lease contracts in which it is a lessee that include renewal options. The assessment of whether the Company is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right of use assets recognized. The discounted rate is generally based on incremental borrowing rate specific to the lease being evaluated.

H. Income Tax

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred Income taxes reflect the impact of timing differences between taxable income and accounting Income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they

can be realized against future taxable profits.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period. I.e. the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

I. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

(i) Classification

The Company classifies its financial assets in the following measurement categories: those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and those measured at amortized cost. The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through the Statement of Profit and Loss profit or loss are expensed in the Statement of Profit and Loss.

For subsequent measurement, the Company classifies a financial asset in accordance with the below criteria:

i) The Company's business model for managing the Financial Asset, and

ii) The contractual cash flow characteristics of the Financial Asset.

Based on the above criteria, there are three measurement categories into which the Company classifies its Financial Assets:

Amortized cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized

cost and is not part of a hedging relationship is recognized in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through other comprehensive income (FVTOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVTOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other expenses or other incomes, as applicable. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit and loss:

Assets that do not meet the criteria for amortized cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognized in profit or loss and presented net in the statement of profit and loss within other expenses or other incomes, as applicable in the period in which it arises. Interest income from these financial assets is included in other income.

(iii) Impairment of financial assets

The Company assesses on a forward-looking basis the expected credit losses (ECL) associated with its assets carried at amortized cost or FVTOCI. The impairment methodology applied on the above assets depends on whether there has been a significant increase in credit risk.

For trade receivables and lease receivables, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, wherein an amount equal to lifetime ECL is measured and recognized as loss allowance.

(iv) Derecognition of financial assets

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

i. The contractual rights to cash flow from the financial assets expires,

ii. The Company transfers its contractual rights to receive cash flows of the financial assets and has substantially transferred all the risk and reward of ownership of the financial assets,

iii. The Company retains the contractual rights to receive cash flow but assumes a contractual obligation to pay the cash flow without material delay to one or more recipients under a' pass-through' arrangement (thereby substantially transferring all the risk and reward of ownership of the financial assets);

iv. The Company neither transfer nor retains substantially all risk and reward of ownership and does not retain control over the financial assets.

In case where Company has neither transferred nor retained substantially all of the risks and rewards of the financial assets but retains control of the financial assets. The Company continues to recognize such financial assets to the extant pf its continuing involvements in the financial assets. In that case, the company also recognizes an associated liability. The Financial asset and the associated liability are measured on that reflects the rights and obligations that the Company has retained.

On derecognition of a financial asset, (except as mentioned in ii above for financial assets measured at FVTOCI) the difference between the carrying amount and the consideration received is recognized in the statements of Profit and Loss.

Financial liabilities

(i) Measurement:

Financial liabilities are initially recognized at fair value, reduced by transaction costs (in case of financial liability not at fair value through profit or loss), that are directly attributable to the issue of financial liability. After initial recognition, financial liabilities are measured at amortized cost using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash outflow (including all fees paid, transaction cost, and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial

recognition. At the time of initial recognition, there is no financial liability irrevocably designated as measured at fair value through profit or loss.

(ii) Derecognition:

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

Derivative Financial Instrument

The Company holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if certain criteria are met.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain/loss is recognised in the statement of profit and loss immediately unless the derivative is designated and is effective as a hedging instrument, in which event the timing of the recognition in the statement of profit and loss depends on the nature of the hedge relationship.

The Company designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with its floating rate borrowings arising from changes in interest rates and
Exchange rates.

At inception of designated hedging relationships, the Company documents the risk management objective and strategy for undertaking the hedge. The Company also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the other equity under ‘effective portion of cash flows hedges’. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in fair value of the derivative is recognised immediately in profit or loss.

The Company designates only the change in fair value of the spot element of forward exchange contracts as the hedging instrument in cash flow hedge relationships. The change in fair value of the forward element of the forward exchange contracts (‘forward points’) is separately accounted for as cost of hedging and recognised separately within equity.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to profit or loss.

Cash, Cash equivalents and bank balances

Cash, Cash equivalents and bank balances include fixed deposits, (with an original maturity of three months or less from the date of placement), margin money deposits, and earmarked balances with banks are carried at amortized cost. Short term and liquid investments which are not subject to more than insignificant risk of change in value, are -included as part of cash and cash equivalents.

J. Segment Reporting

The Company’s main business is financing by way of loans for retail and corporate borrowers in India. The Company’s operating segments consist of one segment i.e., "Financing Activity". All other activities of the Company revolve around the

main businesses. This in the context of Ind AS 108 – operating segments reporting are considered to constitute reportable segment. The Chief Operating Decision Maker (CODM) of the Company is the Managing Director along with the Board of Directors in the operating segment. Operating segment disclosures are consistent with the information reviewed by the CODM.

An operating segment is a component of the company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the company's other components, and for which discrete financial information is available. Accordingly, all operating segment's operating results of the Company are reviewed regularly by the Board of Directors to make decisions about resources to be allocated to the segments and assess their performance.

K. Provisions, Contingent Liabilities and Contingent Assets

Provisions

Provisions are recognised when The Holding Company has a present obligation (legal or constructive) as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. When the effect of the time value of money is material, The Holding Company determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. The expense relating to any provision is presented in the Statement of Profit and Loss net of any reimbursement.

Contingent assets/liabilities

A possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of The Holding Company or; present obligation that arises from past events where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability are disclosed as contingent liability and not provided for. Contingent assets are disclosed where an inflow of economic benefits is probable. Contingent assets are not recognised in the financial statements.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

Where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under such contract, the present obligation under the contract is recognised and measured as a provision.

L. Borrowing Cost

Borrowing costs include interest expense calculated using the EIR on respective financial instruments measured at amortized cost, finance charges in respect of assets acquired on finance lease and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to interest costs.

The effective interest rate (EIR) is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument to the gross carrying amount of the financial liability.

Calculation of the EIR includes all fees paid that are incremental and directly attributable to the issue of a financial liability.

While computing the capitalization rate for funds borrowed generally, an entity should exclude borrowing costs applicable to borrowings made specifically for obtaining a qualifying asset, only until the asset is ready for its intended use or sale. Borrowing costs (related to specific borrowings) that remain outstanding after the related qualifying asset is ready for intended use or for sale would

Subsequently be considered as part of the general borrowing costs of the entity.

M. Earnings per Share

Basic earnings per share have been computed by dividing net income attributable to ordinary equity holders by the weighted average number of shares outstanding during the year. Partly paid-up equity share is included as fully paid equivalent according to the fraction paid up.

Diluted earnings per share have been computed using the weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive.

N. Other comprehensive income Under Ind AS

All items of income and expense recognised in a period should be included in profit or loss for the period unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes re-measurements of defined benefit plans and fair value gains or (losses) on FVTOCI. The concept of other comprehensive income did not exist under previous GAAP.

S. Employee benefits

Defined Contribution benefits include superannuation fund.

Defined Employee benefits include gratuity fund, provident fund compensated absences and

long service awards.

Defined contribution plans

The Company's contribution to superannuation fund is considered as defined contribution plan and is charged as an expense in the Statement of Profit and Loss based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date. As per Ind AS 19, the service cost and the net interest cost are charged to the Statement of Profit and Loss. Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Other Comprehensive Income. Past service cost is recognised immediately to the extent that the benefits are already vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the reporting period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
(b) in case of non-accumulating compensated absences, when the absences occur.

Other long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related service are recognized as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long term service awards are recognized as a liability at the present value of the defined benefit obligation as at the balance sheet date.

The obligation is measured on the basis of actuarial valuation using projected unit credit method and remeasurements gains/ losses are recognized in P&L in the period in which they arise.

Share based payment transaction

The stock options of the Company, granted to employees pursuant to the Company's Stock Options Schemes, are measured at the fair value of the options at the grant date as per Black and Scholes model. The fair value of the options is treated as discount and accounted as employee compensation cost, with a corresponding increase in other equity, over the vesting period on a straight-line basis. The amount recognised as expense in each year is arrived at based on the number of grants expected to vest. If a grant lapses after the vesting period, the cumulative discount recognised as expense, with a corresponding increase in other equity, in respect of such grant is transferred to the General reserve within other equity.

T. Events after reporting date

Where events occurring after the balance sheet provide evidence of condition that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

U. Non-Current Assets held for sale

Non-current assets are classified as held for sale if their carrying amount is intended to be recovered principally through a sale (rather than through continuing use) when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such asset and the sale is highly probable and is expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at lower of their carrying amount and fair value less costs to sell.

The Company has a policy to make impairment provision at one third of the value of the Asset for each year upon completion of three years up to the end of five years based on the past observed pattern of recoveries. Losses on initial classification as Held for sale and subsequent gains & losses on remeasurement are recognized in Statement of Profit and loss. Once classified as Held for sale, the assets are no longer amortized or depreciated.

V. Fair Value

The Company measure financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs)

Level 1- Quoted (unadjusted) market prices 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 or indirectly
Level 3- Inputs that are unobservable for the asset or liability.

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period and discloses the same.

W. Statement of Cash Flows

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

i. changes during the period in operating receivables and payables transactions of a non-cash nature,

ii. non-cash items such as depreciation, Impairment, deferred taxes, unrealized foreign currency gains and losses, and undistributed profits of associates and joint ventures; and

iii. all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

X. Recent Amendments

The following amendments to standards have been issued and will be effective from April 01, 2022. The Company is evaluating the requirements of these standards, improvements and amendments and has not yet determined the impact on the financial statements.

i. Indian Accounting Standard (Ind AS) 103 – Business Combinations – Qualifications prescribed for recognition of the identifiable assets acquired and liabilities assumed, as part of applying the acquisition method – should meet the definition of assets and liabilities in the Conceptual Framework for Financial Reporting under Ind AS (Conceptual Framework) issued by the ICAI at the acquisition date. Modification to the exceptions to recognition principle relating to contingent liabilities and contingent assets acquired in a business combination at the acquisition date.

ii. Indian Accounting Standard (Ind AS) 109 – Financial Instruments – Modification in accounting treatment of certain costs incurred on derecognition of financial liabilities.

iii. Indian Accounting Standard (Ind AS) 16 - Property, Plant and Equipment – Modification in treatment of excess of net sale proceeds of items produced over the cost of testing as part of cost of an item of property, plant, and equipment.

iv. Indian Accounting Standard (Ind AS) 37 - Provisions, Contingent Liabilities and Contingent Assets – Modifications in application of recognition and measurement principles relating to onerous contracts.

Y. NOTES FORMING PART OF ACCOUNTS

1. No contract on capital account remains to be executed.
2. No Contingent Liability as on 31.03.2026
3. The amount of Exchange difference (Net) debited to the profit & Loss Account for the Year is NIL
4. The balances appearing under Sundry Debtors, Sundry Creditors Advances to Suppliers and others are subject to confirmation.
5. The Loans & Advances are repayable on Demand, hence they are classified as Short-term Loans & Advances and not taken at Present Value of the Loan.
6. The Loans & Liabilities pertaining to the Company are Repayable on Demand, hence they are classified as Short-term Borrowing and not taken at the Present Value of the Loan.
7. Details of remuneration to Managing Director and Whole Time Director

Particulars	Year Ended 31/03/26	Year Ended 31/03/25
Director remuneration	Nil	Nil
Sitting Fees	Nil	Nil
Total	**Nil**	**Nil**

8. The company has not received information from suppliers regarding their status under the Micro, Small and Medium Enterprise Development Act, 2006 and hence the disclosures, if any, relating to amount unpaid as at the year end together with interest paid/payable and other disclosures required to be made U/s.22 of the above Act is have not been given.

9. In determining Earning per share as per Ind AS - 33, the Company has considered net profit after tax. The Number of Shares used for determining basic EPS is the total Number of shares issued & fully paid up as at 31st March, 2026

Reconciliation of number of shares		
Equity share Capital	**No. of Shares**	**Amount**
Share at the beginning of the year	1,26,70,42,770	1,26,70,42,770
Add: Share issued during the year	-	-
Less: Buy back of share	-	-
Outstanding shares at the year end	1,26,70,42,770	1,26,70,42,770
EPS Working	**FY 2025-26**	**FY 2024-25**
Basic and diluted earnings per share in rupees (Face value - Rs. 1 per share)	(0.05461)	0.0135
and diluted earnings per share in rupees (Face value - Rs. 1 per share)	(0.05461)	0.0169
Profit after tax as per statement of profit/(loss)	(6,91,90,484)	1,71,60,219
Weighted average number of equity share outstanding during the year	1,26,70,42,770	1,26,70,42,770

10. The Cash Flow Statemessnt As per Ind AS 7 is as per Annexure.

11. No disclosure is required under Ind AS-105 on "Discontinuing Operations" issued by the Institute of Chartered Accountants of India as the company has not discontinued any line of its activity/product line during the year.

12. Deferred Tax Asset / Deferred Tax Liability: NIL

13. **RELATED PARTY TRANSACTIONS:**

1. Related Parties particulars pursuant to "Ind Accounting Standard – 24"

a) LIST OF RELATED PARTIES:

Name of related parties	Nature of relationship	Transaction entered during the year
Anant Chourasia	Key Managerial Personnel	12,00,000/-
Shilpi Chourasia		5,25,000/-
Sandeep Kumar Sahu		3,00,000/-
Bhairu Ratan Ojha		Salary - 3,00,000/-
Ankit Pandit		3,00,000/-
Abhishek Pokharna		3,00,000/-
Mushahid Ahmed Khan		Salary - 3,00,000/-

14. Figures of the previous year have been regrouped and reclassified wherever necessary to confirm to the current year's classification.

As per our report of even date
For and on behalf of
ADV & Associates
Chartered Accountants
FRN: 128450W
SD/-
CA. Prakash Mandhaniya
Partner
Membership No. : 421679

Place: Mumbai
Date: 30th May 2026
UDIN: 26421679GVSOUM4676

For and on behalf of board of directors
Indian Infotech and Software Limited

SD/-
Anant Chourasia
Managing Director
DIN: 09305661

Sd/-
Mushaid A. Khan
Company Secretary
PAN: BMLPK4089F

Sd/-
Shilpi Chourasiya
Director
DIN: 08102933

Sd/-
Bhairu Ratan Ojha
CFO
PAN: AAGPO7260E