Cranes Software International Limited

CIN: L05190KA1984PLC031621

Registered Office:
#82, Presidency Building, 3rd & 4th Floor,
St. Marks Road, Bengaluru - 560 001, Karnataka

Ph: +91 80 6764 4800/4848
Email: Info@cranessoftware.com

7th September 2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Dear Ma'am/ Sir,

SUB: Submission of Annual Report for the Financial year 2025-26

In pursuance to Regulation 30 & Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, please find enclosed herewith the Annual Report of the Company for the financial year 2025-26 containing inter-alia the Notice convening the 41st Annual General Meeting to be held on Wednesday, September 30, 2026 through Audio Visual means, Board's Report with the relevant annexures, Management Discussion and Analysis, Audited Financial Statements, Auditors' Report, etc. for the financial year 2025-26.

Kindly take the above on your record and oblige

For and on Behalf of
Cranes Software International Limited
(CIN: L05190KA1984PLC031621)

MUEED KHADER

Digitally signed by MUEED KHADER
Date: 2026.09.07 18:00:35 +05'30'

Mueed Khader
Director
DIN: 00106674

Date: 7th September 2026
Place: Bengaluru

ANNUAL REPORT
2025-2026

Cranes Software International Limited

Enterprise Analytics and Engineering Simulation Software & Solutions



Board of Directors	Mr. Asif Khader	- Co-founder & Managing Director
	Mr. Mueed Khader	- Director
	Ms. Shital Darak Mandhana (Resigned on 09-09-2025)	- Independent Director
	Mrs. Akthar Begum	- Independent Director
	Mr. Manoj Bawa (Appointed on 13-02-2026)	- Independent Director
CFO	Mr. Manjunath H.	
Company Secretary	Ms. Apeksha Nagori (Resigned on 06-06-2026)	
Bankers	Bank of India	
Auditors	Chaturvedi Sohan & Co. Chartered Accountants No. 320, Tulsiani Chambers, Nariman Point Mumbai - 400 021.	
Registered Office	Cranes Software International Ltd. # 82, Presidency Building, 3rd & 4th Floor, St. Marks Road, Bangalore - 560 001	
Registrars	Integrated Registry Management Services Pvt. Ltd. # 39, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore - 560 003	
Website	www.cranessoftware.com	

CRANES SOFTWARE INTERNATIONAL LIMITED

DIRECTORS REPORT
2025 - 2026

CRANES SOFTWARE INTERNATIONAL LIMITED
CIN: L05190KA1984PLC031621
Regd. Off.: 73/1, No. 82, Presidency Building, 3rd & 4th Floor, St Marks' Road, Bangalore, Karnataka, India, 560001.
Phone: +91 80 6764 4848 Email: info@cranessoftware.com www.cranessoftware.com

NOTICE OF THE 41st ANNUAL GENERAL MEETING

Notice is hereby given that the 41st (Forty-First) Annual General Meeting of the company Cranes Software International Limited ("The Company") will be held on Wednesday, the 30th day of September, 2026 at 01:30 PM through Video Conferencing (VC) or Other Audio Video means (OAVM). The place of business for this purpose shall be deemed to be the Registered Office of the company at 73/1, No. 82, Presidency Building, 3rd & 4th Floor, St Marks' Road, Bangalore 560001, Karnataka, India, as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made there at, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt
   a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.
   b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.

SPECIAL BUSINESS:

2. To consider and approve the re-appointment of Mr. Asif Khader (DIN: 00104893) as the Managing Director & Chairman of the Company for a period of 5 (five) years.

   To consider and if thought fit to pass the following resolution(s) with or without any modification(s) as a special resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), and the Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded, by way of a Special Resolution, for the re-appointment of Mr. Asif Khader (DIN: 00104893) as the Managing Director & Chairman of the Company for a further period of 5 (five) years commencing from 07/09/2026 up to 06/09/2031], not liable to retire by rotation; and on the remuneration, perquisites, benefits and other terms and conditions as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board of Directors (hereinafter referred to as 'the Board', which term shall be

deemed to include any Committee thereof constituted or to be constituted to exercise the powers conferred on the Board by this resolution) to alter and vary the terms and conditions of the said re-appointment and/or remuneration, including by reason of any amendment to the Act or the rules made thereunder, subject to the same not exceeding the limits specified in Schedule V to the Act, or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT any of the directors or the company secretary of the company be and is hereby authorized to file the necessary forms with the Registrar of Companies, including Form DIR-12, and to make necessary entries in the statutory registers of the Company, and to do all such acts, deeds, and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT a copy of this resolution, certified to be true by any Director or the Company Secretary of the Company, be forwarded to all concerned authorities and persons for their information and necessary action.

RESOLVED FURTHER THAT any of the Directors of the Company or the company secretary of the company be and is hereby authorized to do all such acts, deeds and things but not limited to the filling, drafting, signing and executing of all such documents and forms that may be deemed necessary to give effect to the said resolution."

RESOLVED FURTHER THAT this resolution shall be effective as of the date hereof and shall remain in full force and effect until modified or rescinded by further resolution of the Board of Directors."

3. To consider and approve the redesignation of Ms. Akthar Begum from Independent Director to Non-Executive, Non-Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the applicable rules made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and the Articles of Association of the Company, and subject to such approvals, consents and permissions as may be required, the consent of the Members be and is hereby accorded for

a. the redesignation of Ms. Akthar Begum DIN: 07624256 from the position of Independent Director to Non-Executive, Non-Independent Director of the Company, with effect from 12.08.2026, and for her continuation as a Non-Executive Director of the Company, liable to retire by rotation, in accordance with the provisions of the Act, SEBI LODR Regulations and the Articles of Association of the Company.
b. her continuation in the said office for the aforesaid period notwithstanding that she will attain, during the course of the said term, attain the age of 74 years, being in excess of the age of seventy (70) years prescribed under Section 196(3)(a) of the Act.

RESOLVED FURTHER THAT the Members note that Ms. Akthar Begum has completed the maximum permissible tenure as an Independent Director of the Company and, accordingly, shall not be eligible for re-appointment as an Independent Director without completion of the applicable cooling-off period prescribed under the Act.

RESOLVED FURTHER THAT the continuation of Ms. Akthar Begum as a Non-Executive, Non-Independent Director is considered desirable in the interest of the Company in view of her experience, knowledge, expertise and familiarity with the business and affairs of the Company, which would enable her to continue to provide valuable guidance and strategic inputs to the Board and contribute to the Company's growth and development.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof or any person authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things and to execute such documents and make such filings as may be necessary, desirable or expedient to give effect to this resolution."

4. Approval of Related Party Transaction

To consider and if thought fit, to pass with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or reenactments thereof for the time being in force) and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(as amended from time to time), consent of the shareholders of the Company be and is hereby accorded to the Company, for entering into following related party transaction(s) with various parties to the extent of the maximum amounts in the financial year, stated against respective nature of transactions as provided below:

Name of the related party	Nature of transactions as per section 188 of the Companies Act, 2013	Name of Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Material terms and particulars of the contract or arrangement	Value (Rs. In lakhs)	Any other Information relevant or important for the members to take decision on the proposed resolution
Proland Software Pvt Lid	Receivables	Mr. Asif Khader, Managing Director & Mr. Mueed Khader, Director	Directors of Direct Subsidiary	As agreed between parties	465.54	NIL

Analytix Systems Pvt Ltd	Payable	Mr. Asif Khader, Managing Director & Mr. Mueed Khader, Director	Directors of Direct Subsidiary	As agreed between parties	7.8	NIL
Caravel Info Systems Pvt Ltd	Payable	Mr. Asif Khader, Managing Director & Mr. Mueed Khader, Director	Directors of Direct Subsidiary	As agreed between parties	142.88	NIL
Systat Software Asia Pacific Ltd.	Payable	Mr. Asif Khader, Managing Director & Mr. Mueed Khader, Director	Directors of Direct Subsidiary	As agreed between parties	51.04	NIL
Cranes Varsity Pvt Ltd	Payable	Mr. Asif Khader, Managing Director & Mr. Mueed Khader, Director	Directors of Direct Subsidiary	As agreed between parties	804.85	NIL
Systat Softwares Inc	Receivable	NA	Direct Subsidiary	As agreed between parties	3166.34	NIL
Systat Software UK Ltd	Receivable	NA	Indirect Subsidiary	As agreed between parties	436.62	NIL
		TOTAL			5075.08	

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board", which term shall be deemed to include its "Committee of Directors"), be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to any transactions with related parties and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution."

Kindly make it convenient to attend the Annual General Meeting of the Company.

By order of the Board

For and on Behalf of
Cranes Software International Limited
(CIN: L05190KA1984PLC031621)

Sd/-
Asif Khader
Managing Director
DIN: 00104893

Date: 7th September 2026
Place: Bengaluru

IMPORTANT NOTES:

1. The remote e-voting period begins on Sunday, the 27th day of September, 2026 at 9:00 A.M. and ends on Tuesday, the 29th day of September, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, the 23rd day of September 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

2. 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/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

3. 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/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) 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 date of the EGM/AGM will be provided by CDSL.

4. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available to atleast 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 EGM/AGM without restriction on account of first come first served basis.

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

6. 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/EGM. 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/EGM through VC/OAVM and cast their votes through e-voting.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.cranessoftware.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

8. The AGM/EGM 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.

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

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on <Date and Time> and ends on <Date and Time>. 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 <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option

	where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	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 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name 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) 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 (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on “Shareholders” 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) Next enter the Image Verification as displayed and Click on Login.

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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.

(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. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(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 EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(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) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.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.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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; info@cranessoftware.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for 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/EGM.

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 atleast **14 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (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/EGM 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 EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may 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 **Company/RTA email id**.
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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

By the order of the Board

For and on Behalf of
Cranes Software International Limited
(CIN: L05190KA1984PLC031621)

Sd/-
Asif Khader
Managing Director
DIN: 00104893

Date: 7th September 2026
Place: Bengaluru

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 ("the Act")

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Agenda No. 2 to 6.

Agenda Number 2: To consider and approve the re-appointment of Mr. Asif Khader (DIN: 00104893) as the Managing Director & Chairman of the Company for a period of 5 (five) years.

Mr. Asif Khader (DIN: 00104893), Managing Director and Chairman of the Company, being eligible for re-appointment, has offered himself for re-appointment for a further period of 5 (five) years. Considering his rich experience, proven track record, leadership capabilities and significant contribution to the growth and development of the Company, the Nomination and Remuneration Committee and the Board of Directors have recommended and approved his re-appointment as Managing Director and Chairman of the Company for a further period of 5 (five) years, subject to the approval of the Members of the Company.

The Board is of the opinion that the continued association of Mr. Asif Khader as Managing Director and Chairman will be beneficial to the Company, considering his extensive experience, business acumen and familiarity with the operations and affairs of the Company. Accordingly, approval of the Members is being sought by way of the resolution set out at Item No. 2 of the accompanying Notice.

The Brief profile of Mr. Asif Khader (DIN: 00104893) and Details of Director seeking re appointment [In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings is as follows:

Sl. No.	Particulars	Details
1.	DIN	00104893
2.	Independent Director ID	-
3.	Full Name	Asif Khader
4.	Designation	Managing Director and Chairman
5.	Address	CG-01/02, No.39, HM Gladiolus Apartments, Aga Abbas Ali Road, Ulsoor, Bangalore-560042
6.	Age	60 Years
7.	Qualifications	BE.
8.	Nature of Expertise in specific functional area	He is an expert in the fields of Information Technology and Business Management.
9.	Experience	35 Years
10.	Brief profile	He has been associated with the software business and has been an entrepreneur and businessman for last 35 years.
11.	Permanent Account Number (PAN)	ABYPK7883N
12.	Disclosure of relationships between directors (in case of appointment of a director).	He is the elder brother of Mr. Mueed Khader

13.	Terms and conditions of reappointment	As per the Appointment letter
14.	Last drawn remuneration	Nil
15.	Remuneration proposed to be paid	As per the Appointment letter
16.	Date of first appointment on the Board	30.04.2002
17.	Shareholding in the Company	4,10,02,500 Equity Shares
18.	Relationship with other Director/ Manager/KMPs	He is the elder brother of Mr. Mueed Khader
19.	Membership/Chairmanships of the Committees of Boards of other listed entities (other than Cranes Software International Limited)	Nil
20.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	He is an expert in the fields of Information Technology and Business Management.
21.	No. of meetings of the Board attended during the financial year 2025-26	6 (six)
22.	Other Directorships (other than Cranes Software International Limited)	As per Annexure A

Agenda Number 3: To consider and approve the redesignation of Ms. Akthar Begum from Independent Director to Non-Executive, Non-Independent Director

Ms. Akthar Begum has served as an Independent Director of the Company and has completed the maximum permissible tenure as an Independent Director in accordance with the provisions of the Companies Act, 2013 and the applicable SEBI LODR Regulations. Accordingly, she is not eligible for immediate re-appointment as an Independent Director and would be eligible for such re-appointment only after completion of the applicable cooling-off period prescribed under the Act.

It may further be noted that Ms. Akthar Begum will attain the age of 70 years during her proposed tenure as a Non-Executive Director. Accordingly, pursuant to Section 197(1) and other applicable provisions of the Companies Act, 2013, the approval of the Members by way of a Special Resolution is being sought for her continuation as a Director notwithstanding that she will attain the age of 70 years during the proposed tenure.

Considering her extensive experience, knowledge of the business and affairs of the Company, valuable contribution during her tenure on the Board and familiarity with the Company's operations, the Board is of the view that her continued association with the Company would be beneficial to the Company. Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board has approved the proposal for her redesignation from Independent Director to Non-Executive, Non-Independent Director of the Company, subject to the approval of the Members.

In her proposed capacity as a Non-Executive, Non-Independent Director, Ms. Akthar Begum would continue to provide the Board with the benefit of her experience, knowledge and expertise and contribute to the strategic direction and overall growth of the Company.

The Board is of the opinion that her continued association as a Non-Executive Director would be in the best interests of the Company and its stakeholders.

The Brief profile of Ms. Akthar Begum DIN: 07624256 and Details of Director seeking re appointment [In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings is as follows:

Name of The Director	Akthar Begum
Director Identification Number (DIN)	07624256
Designation	Non-Executive and Non-Independent Director
Date of Birth	26/07/1957
Age	69 years
Qualifications	LLB, Masters in Arts
Nature of Expertise in specific functional area	She has expertise in the field of Accounting, Finance & Law.
Experience	She is a practicing lawyer in High Court and lower courts in Karnataka for more than 20 years
Terms and conditions of reappointment	She will be appointed as a Non Executive and Non independent director on the Board of the company whose period of office will be liable to determination by retirement of directors by rotation.
Last drawn remuneration	Nil
Remuneration proposed to be paid	As per the nomination and remuneration policy of the company
Date of first appointment on the Board	12th August 2016
Shareholding in the Company	Nil
Relationship with other Director/ Manager/KMPs	NA
Other Directorships (other than Cranes Software International Limited ("CSIL"))	• Starcom Information Technology Limited • Caravel Info Systems Private Limited (subsidiary of CSIL) • Cranes Varsity Private Limited (subsidiary of CSIL) • Analytix Systems Private Limited (subsidiary of CSIL) • Systat Software Asia Pacific Limited (subsidiary of CSIL) • Proland Softwares Private Limited

	(subsidiary of CSIL)
Membership/Chairmanships of the Committees of Boards of other listed entities (other than Cranes Software International Limited)	She is the member of the following committees of Starcom Information Technology Limited • Chairman of the Audit committee • Chairman of the Nomination & Remuneration Committee • Member of Stakeholder Relationship Committee
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	The role and capability requires a person to be expert in Finance and legal matters. She has the requisite expertise being a lawyer and already a member of the Board of directors in a listed Company and also Chairman of various committees.

Except Ms. Akthar Begum and her relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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

Agenda Number 4: Approval of Related Party Transaction

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") provides for obtaining approval of the shareholders for entering into material related party transactions as provided therein.

Further, in terms of the provisions of section 188(1) of the Companies Act, 2013 read with rules framed thereunder, for entering into related party transactions where the transaction value exceed the thresholds prescribed, prior approval of the shareholders by way of an Special Resolution is required. Accordingly, in terms of the provisions of the SEBI Regulations and the Companies Act, 2013, approval of the shareholders of the Company is being sought by way of an Special Resolution set out at item No. 4. of this Notice.

Pursuant to the requirements prescribed under the Companies (Meetings of the Board and its Powers) Rules, 2014, as amended from time to time, the details in relation to the transactions with related parties, are as under. The details given below are as per the previous contracts agreed between the parties:

Name of the related party	Nature of transactions as per section 188 of the Companies Act, 2013	Name of Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Material terms and particulars of the contract or arrangement	Value (Rs. In lakhs)	Any other Information relevant or important for the members to take decision on the proposed resolution
Proland Software Pvt Lid	Receivables	Mr. Asif Khader, Managing Director & Mr. Mueed Khader, Director	Directors of Direct Subsidiary	As agreed between parties	465.54	NIL
Analytix Systems Pvt Ltd	Payable	Mr. Asif Khader, Managing Director & Mr. Mueed Khader, Director	Directors of Direct Subsidiary	As agreed between parties	7.8	NIL
Caravel Info Systems Pvt Ltd	Payable	Mr. Asif Khader, Managing Director & Mr. Mueed Khader, Director	Directors of Direct Subsidiary	As agreed between parties	142.88	NIL
Systat Software Asia Pacific Ltd.	Payable	Mr. Asif Khader, Managing Director & Mr. Mueed Khader, Director	Directors of Direct Subsidiary	As agreed between parties	51.04	NIL
Cranes Varsity Pvt Ltd	Payable	Mr. Asif Khader, Managing Director & Mr. Mueed	Directors of Direct Subsidiary	As agreed between parties	804.85	NIL

		Khader, Director				
Systat Softwares Inc	Receivable	NA	Direct Subsidiary	As agreed between parties	3166.34	NIL
Systat Software UK Ltd	Receivable	NA	Indirect Subsidiary	As agreed between parties	436.62	NIL
		TOTAL			5075.08	

The Board recommends this resolution as set forth in Agenda No. 4 of the accompanying Notice for approval of the members of the Company by way of special resolution.

None of the Directors, except their Directorship(s)and their nominal shareholding in the subsidiaries, nor Key Managerial Personnel or their relatives is concerned or interested, whether financially or otherwise in the said resolution

By the order of the Board

For and on Behalf of
Cranes Software International Limited
(CIN: L05190KA1984PLC031621)

Sd/-
Asif Khader
Managing Director
DIN: 00104893

Date: 7th September 2026
Place: Bengaluru

Annexure A
Other Directorships of Mr. Asif Khader

Sl. No.	CIN/ LLPIN	Name of the Company/ LLP	Designation	Date of appointment
1	U07010KA2005PTC036851	SEA EQUITY ENTERPRISES PRIVATE LIMITED	Director	27/07/2005
2	U85110KA1989PTC009902	K & J TELECOM PRIVATE LIMITED	Director	05/01/2010
3	U67120KA1996PTC021421	KANDJ HOLDINGS PRIVATE LIMITED	Director	21/11/1996
4	U85110KA1996PTC019986	JANSONS LAND AND PROPERTY DEVELOPMENT PRIVATE LIMITED	Director	05/01/2010
5	U72100KA1998PTC023805	CARAVEL INFO SYSTEMS PRIVATE LIMITED	Director	11/07/2007
7	U72200KA1991PTC012051	PROLAND SOFTWARES PRIVATE LIMITED	Director	11/07/2007
8	U72200KA1997PTC023011	ANALYTIX SYSTEMS PRIVATE LIMITED	Director	24/05/2006
9	U72900KA2001PLC029652	SYSTAT SOFTWARE ASIA PACIFIC LIMITED	Director	15/10/2001

By the order of the Board

For and on Behalf of
Cranes Software International Limited
(CIN: L05190KA1984PLC031621)

Sd/-
Asif Khader
Managing Director
DIN: 00104893

Date: 7th September 2026
Place: Bengaluru

Report of the Board of Directors of the Company

Dear Members,

The Directors of the Company have the pleasure to present this Integrated Annual Report of Cranes Software International Limited ("the Company") along with the audited financial statements for the financial year ended March 31, 2026.

The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

1. **Consolidated/Standalone Financial Performance:**

(Rs. In lakhs)

Particulars	**Standalone**		**Consolidated**	
	Financial Year 2025-2026 (FY 2026)	**Financial Year 2024-2025 (FY 2025)**	**Financial Year 2025-2026 (FY 2026)**	**Financial Year 2024-2025 (FY 2025)**
Total Income	0.03	1.14	791.28	910.48
Total Expense	2,005.59	1,994.48	1,098.41	1,200.22
Profit/ (loss) before extraordinary items & tax	(2,005.57)	(1993.34)	(307.13)	(289.74)
Exceptional Items	-	-	(1,140.00)	(1,140.00)
Profit/ (loss) before tax	(2,005.57)	(1993.34)	(1,447.13)	(1,429.74)
Current Tax	-	-	23.07	41.82
Deferred Tax	-	-	(30.85)	(35.12)
Profit/ (loss) for the period	(2,005.57)	(1993.34)	(1,439.34)	(1,436.44)

2. **Consolidated/ Standalone Financial Performance:**

The consolidated annual revenue from operations has registered a decrease of about 13.09% compared with the previous year and the Company has posted a consolidated loss from operations before tax of Rs. 14.47 crores as compared to loss of Rs. 14.30 crores in the previous year.

The standalone annual revenue from operations has registered a decrease by about 97.37% compared with the previous year. The loss for the period stands at Rs. 20.06 crores as compared with a loss of Rs. 19.93 crores in the previous year. The variation in income between the two years is primarily attributable to the write-back of certain expenses during the previous year, which was recognised as income in the Statement of Profit and Loss. The Company has not generated any significant revenue from operations during the current year, and accordingly, the reported revenue from operations primarily represents the comparative impact of the aforesaid write-back recognised in the previous year.

Your Directors are continuously working on different avenues for future growth of the company.

3. **Change in the nature of business, if any:**

   There was no change in nature of business activity during the year.

4. **Dividend:**

   The Board did not declare any dividend for the present financial year in the absence of distributable surplus.

5. **Transfer to reserves:**

   There was no transfer to reserves during the year.

6. **Change in the registered office of the Company:**

   There was no change in the registered office of the company during the financial year 2025-2026.

7. **Share Capital:**

   During the year under review, the authorised share capital and paid-up share capital of the Company as at 31st March 2026 stood as follows:

   1. The Authorized Share Capital of the Company is Rs. 39,00,00,000 (Rupees Thirty-Nine Crores Only) divided into 19,50,00,000 (Nineteen Lakhs Fifty Thousand Only) Equity Shares of Rs. 2/- each.

   2. The issued, Subscribed and Paid-up Share Capital of the Company is Rs. 38,39,14,450 (INR Thirty-Eight Crores Thirty-Nine Lakhs Fourteen Thousand Four Hundred and Fifty only) comprising of 19,19,57,225 (nineteen Crore Nineteen Lakhs Fifty-Seven Thousand Two Hundred and Twenty-Five) equity shares of INR 2/- each.

8. **Details of Holding Companies**

   The Company does not have any Holding Company.

9. **Listing/Delisting:**

   The equity shares of the Company are listed at BSE Limited (“BSE”). The Equity Shares of the Company will continue to remain listed on BSE having nationwide terminals and the shareholders of the Company shall continue to avail the benefits of listing and trading on BSE.

10. **Material Changes and Commitments affecting the Financial Position of the Company which have occurred between the end of the Financial year of the Company to which the Financial Statements relate and the date of the Report:**

    There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report

11. Public Deposits:

The Company has not accepted or invited any deposits falling within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

12. Details of Directors / Key Managerial Personnel:

During the period the Board was duly constituted as per the provisions of the Companies Act, 2013 and the following directors were on the board:

Sl. No.	DIN	Name of Director	Designation	Date of Appointment
1.	00104893	Asif Khader	Managing Director	30/04/2002
2.	00106674	Mueed Khader	Director	30/04/2002
3.	07624256	Akthar Begum	Independent Director	12/08/2016
4.	01282046	Manoj Bawa	Independent Director	13/02/2026
5.	07043909	Shital Darak Mandhana	Independent Director	04/07/2024

Pursuant to Section 203 of the Companies Act 2013 the Key Managerial Personnel for the period were as follows:

Sl. No.	DIN/ PAN	Name of Key Managerial Personnel	Designation	Date of Appointment
1.	00104893	Asif Khader	Managing Director	30/04/2002
2.	ANBPM6724F	Honnappa Manjunath	Chief Financial Officer	08/09/2021
3.	AJQPA6750Q	Apeksha Nagori	Company Secretary	30/05/2023

Mr. Asif Khader (DIN: 00104893), Managing Director of the Company, whose term of office is due to expire and being eligible, has offered himself for re-appointment. The re-appointment of Mr. Asif Khader as the Managing Director and Chairman of the Company was considered by the Board and, upon the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 07.09.2026 approved his re-appointment for a further term, subject to the approval of the Members at the ensuing Annual General Meeting of the Company to be held on 30th September 2026. The resolution seeking approval of the Members for his re-appointment, together with the requisite details and disclosures, forms part of the Notice convening the said Annual General Meeting.

The tenure of Ms. Akthar Begum as an Independent Director of the Company was completed upon expiry of the maximum permissible period of ten years on 11th August 2026. Subsequently, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, approved her appointment as a Non-Executive, Non-Independent Director of the Company with effect from 12th August 2026, subject to the approval of the Members of the Company at the ensuing Annual General Meeting of the Company to be held on 30th September 2026. The resolution seeking

approval of the Members for his re-appointment, together with the requisite details and disclosures, forms part of the Notice convening the said Annual General Meeting.

During the year under review, Ms. Shital Darak Mandhana, Independent Director of the Company, tendered her resignation from the office of Independent Director with effect from 9th September 2025, citing personal reasons. Accordingly, she ceased to be a Director of the Company with effect from the said date.

Further, Mr. Manoj Bawa (DIN: 01282046) was appointed by the Board of Directors as an Additional Director in the capacity of an Independent Director with effect from 13th February 2026, subject to the approval of the Members of the Company. However, the requisite approval of the Members for his appointment as an Independent Director was not received pursuant to the Postal Ballot conducted by the Company.

Subsequently, the Board of Directors, at its meeting held on 30th May 2026, re-appointed Mr. Manoj Bawa as an Additional Director in the capacity of an Independent Director, subject to the approval of the Members of the Company. The Company has thereafter initiated the process for obtaining the requisite approval of the Members through Postal Ballot, and as on the date of this Report, the results of the said Postal Ballot are awaited.

Subsequent to the close of the financial year under review, Ms. Apeksha Nagori, Company Secretary of the Company, tendered her resignation from the office of Company Secretary with effect from 6th June 2026. The resignation was duly accepted by the Company, and accordingly, Ms. Apeksha Nagori ceased to hold the office of Company Secretary of the Company with effect from the said date.

Pursuant to the provisions of Section 149 of the Act, the independent directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as independent directors of the Company.

13. Number of Meetings of the Board:

The Board met 6 (six) times during the financial year. The meeting details are provided in the Corporate Governance report that forms part of this Annual report. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013. The Board met on 30.05.2025, 13.08.2025, 03.09.2025, 14.11.2025, 09.12.2025 and 13.02.2026. Further all the Directors of the Company were present on the Board Meetings.

14. Committees of the Board:

As on March 31, 2026, the Board had four committees: the Audit Committee, the Nomination and Remuneration committee, Corporate Social Responsibility Committee, Stakeholder's Relationship Committee.

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

15. Meeting of the Members

The Last i.e. the 40th Annual General Meeting of the Company for the financial year 2024-2025 was held on 29/09/2025 through Video conferencing/ OAVM.

16. Policy on directors' appointment and remuneration and other details:

The Company has the policy on Directors' appointment and remuneration is in place.

17. Formal Annual Evaluation of the Board:

The guidelines for evaluating and assessing the performance of the directors were reviewed during the year. Generally, such assessment would include the decision-making abilities of individual directors, strategic and value addition contributions at the meetings, charting your company's policy and growth and introducing risk management policies.

As per listing regulations, the directors need to carry out an annual performance evaluation of the Board, independent directors, whole-time and non-whole-time directors, committees of the Board and chairman of the Board, which was done during the year.

18. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future:

a. The Honorable Supreme Court of India has put up a stay order in the cheque bounce case filed by Bank of India.

b. Central Bureau Of Investigation (CBI) filed a charge sheet in the court of XVII Additional Chief Metropolitan Magistrate, Bangalore (Special Court for CBI cases against the Company, its Directors, erstwhile Director. The said charge sheet was taken cognizance by the Additional Chief Metropolitan Magistrate, Bangalore on 16th October 2023. On the application of the Company and Directors the Honorable High Court of Karnataka of Bangalore dated 17th November 2023 passed an interim order staying all further proceedings against the Company and its Directors.

c. The winding up order against the Company by Bank of India is in admission stage.

19. Details of Non-Compliance by the Company, Penalties, and Strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority, on any matter related to Capital Markets, during the last three years:

The Company has complied with the requirements of the Stock Exchanges or SEBI on matters related to Capital Markets, as applicable, during the last three years. Following penalties or strictures have been imposed on the Company:

Sl. No.	Financial Year	Action taken by the Authority	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.
1.	2023-24	Bombay Stock Exchange	Regulation 24A- Delay in filing the Annual Secretarial Compliance	BSE levied fine for delay in filing Annual Secretarial Compliance Report for 2022-23

			Report – Rs 40,000- fine levied	
			Regulation 31 (1)(b)- Delay in filing shareholding pattern for Q2 of Financial year 2023-24- Rs 1,70,000- fine levied	BSE levied fine for delay in filing shareholding pattern for Q2 of Financial year 2023-24
			Regulation 33 (3)(a)- Delay in filing Quarterly Financial Results for qtr ended March 2023, June 2023 and September 2023- Rs 6,57,100- fine levied	BSE levied fine for delay in filing Quarterly Financial Results for qtr ended March 2023, June 2023 and September 2023
			Regulation 23(9)- Delay in filing Related Party Transactions for half year ended 30th September 2023- Rs 1,55,000- fine levied	BSE levied fine for delay in filing Related Party Transactions for half year ended 30th September 2023.
			Regulation 33 (3)(d)- Delay in filing Annual Audited Stand alone and Consolidated Financial Results for financial year ended 31st March 2023- Rs 7,70,000- fine levied	BSE levied fine for delay in filing Annual Audited Stand alone and Consolidated Financial Results for financial year ended 31st March 2023.
			Regulation 34 (1)- Delay in filing Annual Report for the FY 2022-23 – Rs 4,720- fine levied	BSE levied fine for delay in filing Annual Report for the FY 2022-23.
			Regulation 29- Delay in intimating the notice of the Board Meeting held on 2nd December 2023, 4th December 2023 & 8th December 2023- Rs 11,800/- fine levied	BSE levied fine for Delay in intimating the notice of the Board Meeting held on 2nd December 2023, 4th December 2023 & 8th December 2023.
2.	2024-25	Bombay Stock Exchange	Regulation 34(1)-Delay in filing of Annual Return -Fine of Rs.2,360/- levied	Fine levied for delay in filing of Annual Return
			Regulation 31(1) (b)- Delay in filing the shareholding pattern for Q1 for 2-24-25-fin of Rs.33,040/ levied	Delay in filing the shareholding pattern for Q1 of FY 2024-25

			Regulartion-29-Delay in intimating the Stock exchange with regard to the Board Meeting-Fine of Rs.11,800/ levied	Delay in intimation of the notice of the Board Meeting to the Stock Exchange
			Regulation 33 (3)(d)-Delay in filing the annual audited standalone and consolidated financial result -Rs.47,200/- fine levied	Delay in filing the annual audited standalone and consolidated financial results
			Regulation 33 (3)(a) Delay in filing the Quarterly Financial Results-Rs.1,71,000/- fine levied	Delay in filing the quarterly financial results
			Regulation 17-The Company did not have the optimum combination of Directors on Board-Rs.5,54,600/- fine levied	The Company did not have the optimum combination of the Board of Directors
			Regulation 18(1)-The Company did not have the optimum combination of Audit Committee-Rs.2,14,760/- fine levied	The Company did not have the optimum combination of audit committee
			Regulation 19(1)-The Company did not have the optimum combination of Nomination &Remuneration Committee-Rs.2,14,760 fine levied	The Company did not have the optimum combination of Nomination & Remuneration Committee
3.	2025-26	Bombay Stock Exchange	Regulation 23(9)-Delay in filing the related party transactions-Rs.11,800/- fine levied	Delay in filing the related party transactions
			Regulation 17(1)-The Company did not have the optimum combination board including failure to	The Company did not have the optimum board including appointment of women Director.

			appoint women Director-Rs.3,06,800/- fine levied	
			Regulation 18(1)-The Company did not have the optimum combination of Audit Committee-Rs.51,920/- fine levied	The Company did not have the optimum combination of audit committee
			Regulation 19(1)-The Company did not have the optimum combination of Nomination &Remuneration Committee-Rs.51,920/- fine levied	The Company did not have the optimum combination of Nomination & Remuneration Committee

20. Vigil Mechanism and Whistle Blower:

Pursuant to provisions of section 177 (9) of the Companies Act, 2013, the Company has established a "Vigil mechanism" incorporating Whistle Blower Policy in terms of the Listing Obligations and Disclosure Requirements, 2015 for employees and Directors of the Company, for expressing the genuine concerns of unethical behaviour, frauds or violation of the codes of conduct by way of direct access to the Chairman of the Audit Committee in exceptional cases. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns.

21. Internal Financial Control & Adequacy:

Your Company has in place adequate internal control systems commensurate with the size of its operations to ensure sound management of operations, safe keeping of its assets including in tangible assets and utilization of resources. However, further steps as may be advised will be implemented, if found, necessary.

22. Names of the Companies which have become or ceased to be subsidiaries, joint ventures or associate companies.

During the year under review there is no such event which took place.

23. Corporate Social Responsibility (CSR):

The provisions of Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company and therefore no report is attached under this head.

24. Disclosure under Sexual Harassment of Women at Work Place – Prevention Prohibition and Redressal Act, 2013:

The Company has zero tolerance towards sexual harassment at workplace and during the year under review, your Board had constituted an Internal Complaints Committee to consider and redress complaints of sexual harassment & also adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder.

25. Maternity Benefits Provided by the Company under Maternity Benefit Act 1961

The Company declares that it has duly complied with the provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the statutory benefits prescribed under the Act, including paid maternity leave, continuity of salary and service during the leave period, and post-maternity support such as nursing breaks and flexible return-to-work options, as applicable. The Company remains committed to fostering an inclusive and supportive work environment that upholds the rights and welfare of its women employees in accordance with applicable laws.

26. Corporate Governance:

Our corporate governance practices are a reflection of our value system encompassing our culture, policies and relationships with our stakeholders. Integrity and Transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times. Corporate governance is about maximizing shareholder value legally, ethically and sustainably. We also endeavor to enhance long term shareholder value and respect minority rights in all our business decisions.

Our Corporate governance report for financial year 2026 forms part of this Annual Report as Annexure I and the Independent Company Secretary in Practice. Certificate of Compliance is attached to this report as per Annexure II.

27. Management Discussion & Analysis Report:

In terms of the provisions of regulation 34(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Management Discussion and Analysis report is set out separately and forms an integral part of this report as per Annexure – III.

28. Extract of Annual Return:

In accordance with Section 134(3)(a) read with Section 92(3) of the Act, the Annual Return in Form MGT-7 is placed on the website of the Company and same can be downloaded by clicking on the following link: http://www.cranessoftware.com/ Investor.

29. Particulars of Employees:

No remuneration was paid to Managing Director, hence the ratio of the median remuneration of the employees to the remuneration of the each of the Whole-Time Directors is Zero.

The percentage increase in remuneration, ratio of remuneration of each director and Key Managerial Personnel (KMP) (as required under Companies Act, 2013) to the median of employees remuneration and the list of top 10 employees in terms of remuneration drawn as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms a part of this Board's Report.

Disclosures pertaining to remuneration and other details as required under section 197(12) of the act read with companies (appointment and remuneration of managerial personnel) Rules, 2014 are attached to this report as per Annexure – IV.

30. Health, Safety and Environment:

Your Board is committed to highest standards of providing healthy environment for safety of its employees and your Board reviews the same from time to time.

31. Particulars of Loans, Guarantee & Investment:

Details of loans, guarantees and investments under the provisions of section 186 are given in notes to financial statements.

32. Directors' responsibility statement:

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on accrual basis except for certain financial instruments, which are measured at fair values, the provisions of the Companies Act, 2013 (to the extent notified) and guidelines issued by SEBI. The IND AS are prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The directors confirm that:

- In preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- They have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and are 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 of the company for that period.
- They have taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the company and preventing and detecting fraud and other irregularities.
- They have prepared the annual accounts on a going concern basis.
- They have laid down the internal financial controls to be followed by the Company and that they are adequate and were operating effectively.

- They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

33. Statutory Auditors:

At the 38th Annual General Meeting of the Company, M/s Chaturvedi Sohan & Co, (FRN 118424W), were appointed as the Statutory Auditors of the Company for a term of 4 years from the conclusion of 38th Annual General Meeting till conclusion of the 42nd Annual General Meeting.

The requirement for annual ratification of auditor's appointment at the Annual General Meeting has been omitted pursuant to Companies (Amendment) Act, 2017 notified on May 7, 2018.

During the year, the Statutory Auditors have confirmed that they satisfy the Independence criteria required under Companies Act, 2013 and Code of ethics issued by Institute of Chartered Accountants of India.

34. Secretarial Auditor:

As required under Section 204 of the Companies Act, 2013 and Rules there under, the Members of the company have appointed M/s. Kedarnath & Karthik, Company Secretaries, as Secretarial Auditor of the Company for financial year 2025-26 for a period of 5 consecutive terms.

35. Cost Records and Cost Audit:

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

36. Auditors Qualifications and Board's Reply:

The Statutory auditors have qualified their report on various matters pertaining to the Company and the Board has replied to these qualifications. A detailed list containing the audit qualifications and the Board's replies thereto have been provided as an annexure to this report, marked Annexure - V.

37. Secretarial Auditor and Board's Reply to Secretarial Audit Qualifications:

The Secretarial audit report in prescribed Form MR-3 attached to this report marked Annexure – VI.

The Secretarial auditors have qualified their report on various matters pertaining to the Company and the Board has replied to these qualifications. A detailed list containing the audit qualifications and the Board's replies thereto have been provided as an annexure to this report, marked Annexure – VI A.

38. Related Party Transactions:

During the year under report, your Company has entered into related party transactions, which were on arm's length basis and in the ordinary course of business. Certain material transactions as defined under section 188 of the Companies Act, 2013 read with the companies (Meetings of Board and its powers) Rules, 2014 are reported. All these transactions were previously approved by the audit committee and are being reviewed on a regular basis. Further, details of contracts and arrangements with related parties for the financial year ended March 31, 2026 are provided under note no. 35 to the audited financial statements and details pertaining to related party transactions are provided in Annexure – VII.

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

Even though the operations of your Company are not energy-intensive, adequate measures have been taken to reduce energy consumption by using efficient equipment. Since it is a software Company, primarily dealing with scientific and engineering software products and product related projects, energy cost forms a very small part of total cost and its impact on total cost is not material.

40. Research & Development Activities:

The Management of your Company has been committed to building a strong R&D culture from day one and has set clear R&D goals. In order to achieve these goals, the Company has focused on furthering the efficacies of R&D activities as well as building synergies among multiple-impact technologies.

41. Secretarial Standards:

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

42. Subsidiaries, Joint Ventures & Associates:

Current Subsidiaries, Joint venture & Associates have been listed in Annexure-VIII. Any substantial or material business related changes that have taken place in the subsidiary companies during the year is reflected in the Balance Sheet reported by your company and discussed in a Management Discussion and Analysis report in Annexure-III.

43. Reporting of Fraud by Auditors:

During the year under review, the Statutory Auditors have not reported under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

44. Risk Management:

Your directors have entrusted the risk management functions to the audit and remuneration committee as the number of directors on the Board is four only. Your Company will take steps to expand its Board, if advised and found warranted, in the future.

45. The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year along with their status as at the end of the financial year:

There are no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year.

46. The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

There is no 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.

47. Green Initiative:

Electronic copies of the Annual Report 2025-26 and the Notice of the Annual General Meeting are sent to all the members whose email addresses are registered with the Company.

48. Acknowledgements:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from Financial Institutions, Government Authorities, customers, vendors, members and all stakeholders of the Company during the year under review.

Further, your Directors wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

Place: Bangalore
Date: 07.09.2026

For and on behalf of the Board of Directors
Cranes Software International Limited

Sd/-	**Sd/-**
Asif Khader	**Mueed Khader**
Managing Director	**Director**
DIN: 00104893	**DIN: 00106674**

ANNEXURE -I

CORPORATE GOVERNENCE REPORT 2025-26

1. Company's Philosophy on Corporate Governance:

The Corporate Philosophy, as enshrined in its mission statement of "Exploring for a Better Tomorrow" is to optimize and increase the value to all stakeholders, creditors, employees and the society at large through adherence to corporate values, codes of conduct and other standards of behaviors. The Company seeks to ensure professionalism and proper transparency and disclosures in all its dealings. The Board believes in conforming to, and exceedingly wherever possible, the prevalent mandatory guidelines on Corporate Governance.

2. Board of Directors:

Your Company's Board of Directors plays primary role in ensuring good governance, smooth functioning of the Company and in creating shareholder value. The Board of directors ('the Board') is entrusted with the ultimate responsibility of the management, general affairs, direction, management policies and their effectiveness. The Board's actions and decisions are aligned with the Company's best interests.

In line with the Companies Act, 2013 (Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) your Board as on 31st March 2026 comprises of 4 (Four) Directors, including 2 (Two) (i.e., 50 percent) are Non-executive Independent Directors and 1 (One) (i.e., 33 percent) is an Executive Director.

None of the Directors on the Board:

- hold directorships in more than 20 companies pursuant to section 165 (1) of the companies act, 2013;
- hold membership and/or chairmanship of any committee exceeding 10 companies and/or 5 companies respectively as per listing regulations.
- serves as Director or as independent directors in more than seven listed entities;
- who are the Executive Directors serves as independent directors in more than three listed entities; and
- None of the non-executive directors holds any convertible instruments in the company.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of

Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The names and categories of the directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting ("AGM"), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies as on March 31, 2026 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public limited companies in which he/she is a director. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

Name of Director & DIN	**Category**	**Number of Board Meetings attended during Financial Year 2025-26**	**Whether attended AGM held on 30 September 2025**	**Number of Directorships in other Public Companies**	**Directorship in other listed entity**
Asif Khader (DIN: 00104893)	Promoter & Managing Director	6 (six)	Yes	1 (one)	Nil
Mueed Khader (DIN: 00106674)	Director	6 (six)	Yes	1 (one)	Nil
Manoj Bawa (DIN: 01282046)	Independent Director	1 (One)	No	Nil	Nil
Akthar Begum (DIN: 07624256)	Independent Director	6 (six)	Yes	1 (one)	Nil
Shital Darak Mandhana (DIN: 07043909)	Independent Director	3 (three)	No	2 (two)	Nil

The Board has approved the Remuneration Policy for Directors, KMPs and all other employees of the Company which is not annexed herewith to maintain brevity of this report. Further, the Executive and Non-Executive Directors including Independent Directors have not been paid any remuneration/ sitting fees.

Asif Khader & Mueed Khader (Directors of the Company) are brothers and are hence related.

The shareholding of the Directors in the Equity share capital of the Company as at March 31, 2026 is given as follows:

Sl. No.	Name of Director & DIN	Number of shares held
1.	Asif Khader (DIN: 00104893)	4,10,02,500
2.	Mueed Khader (DIN: 00106674)	1,000
3.	Manoj Bawa (DIN: 01282046)	Nil
4.	Akthar Begum (DIN: 07624256)	Nil

3. Board Meetings and Directors Attendance Record:

The Board of Directors of the Company meets at regular intervals to discuss and decide on company / business policy and strategy. The board meets at least once in every quarter to review the company's operations and to consider amongst other business, the quarterly performance and financial results of the company. The meetings of board are scheduled in a manner so as to comply with the provisions of the listing regulations as well as the act. The agenda together with notes thereon, containing all material information, are circulated to all the directors, well in advance, thereby facilitating meaningful and focused discussions at the meeting.

During the financial year 2025-26, the Board met six (6) times and the details of meetings together with the attendance of Directors are tabled here under:

Sl. No.	Date of Meeting	Board Strength	No. of Directors Present
1.	30.05.2025	4 (Four)	4 (Four)
2.	13.08.2025	4 (Four)	4 (Four)
3.	03.09.2025	4 (Four)	4 (Four)
4.	14.11.2025	3 (Three)	3 (Three)
5.	09.12.2025	3 (Three)	3 (Three)
6.	12.02.2026	3 (Three)	3 (Three)

4. Information Flow to the Board Members:

Information is provided to the Board Members on a continuous basis for their review, inputs and approval from time to time. More specifically, we present our annual strategic plan and operating plans of our business to the Board for their review, inputs and approval. Likewise, our quarterly financial statements and annual financial statements are first presented to the Audit Committee and subsequently to the Board for their approval. In addition, various matters such as appointment of Directors and Key Managerial Personnel, corporate actions, review of internal and statutory audits, details of investor grievances, important managerial decisions, material positive/negative developments and statutory matters are presented to the respective Committees of the Board and later with the recommendation of Committees to the Board of Directors for their approval.

As a system, in most cases, information to Directors is submitted along with the agenda papers well in advance of the Board meeting. Inputs and feedback of Board Members are taken and considered while preparation of agenda and documents for the Board meeting.

Post-Meeting Follow-Up System

After the Board meeting, we have formal system of follow-up, review and reporting on actions taken by the management on the decisions of the Board and subcommittees of the Board.

5. Meeting of Independent Directors:

During the financial year a meeting of the Independent Directors was held on Friday, 30.05.2025 which was attended by all the Independent Directors of the Company as on that date i.e. Ms. Shital Darak Mandhana and Mrs. Akthar Begum.

At this meeting the Independent Directors reviewed the performance of the Board and the Non-Independent Directors in line with the requirement of Regulation 25(4) of SEBI Regulations, 2015.

The Board of Directors of the Company is of the opinion that the Independent Directors of the Company fulfill the conditions specified in the Act and the Listing regulations and are independent of the management.

6. List of Core Skill/Expertise/Competencies:

Pursuant to the provisions contained in the Listing Regulations, the Board of Directors of the Company has identified various skills, expertise and competencies that the Board possesses. The specific areas of focus or expertise that the Individual Directors of the Company possess have been provided below:

Name of Director	Area of Expertise						
	Industry Experience	Technical Skills	Board Service & Governance	Finance & Accounting Experience	Strategic Planning	Sales & Marketing	Leadership
Asif Khader	✓	✓	✓	✓	✓	✓	✓
Mueed Khader	✓		✓		✓	✓	✓
Manoj Bawa			✓	✓	✓		
Akthar Begum			✓	✓	✓		

7. Code of Conduct for Directors and Senior Management:

The Company is consistently endeavoring to conduct its business in accordance with the highest standards of business ethics and to comply with applicable laws, rules and regulations. The Company believes that a good corporate governance structure would not only encourage value creation but also provide accountability and control systems to commensurate with the risks involved. All Directors and Senior Management Personnel have affirmed compliance with the Code and a declaration to this effect, duly signed by the Managing Director is annexed hereto.

8. Prevention of Insider Trading:

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, the Company has adopted a code of conduct for prevention of insider trading and the required disclosure practices. In addition, the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information has been formulated by the Board of Directors and is available on the website of the Company for download.

9. Board Committees:

Your Board has multiple Committees, each being duly constituted with suitable combination of Independent and Non-Independent Directors as stipulated under the Act and the Listing Regulations. Each Committee has been entrusted with specific terms of reference to focus effectively on pre-defined matters to ensure specific resolution on diverse matters.

The Board reviews the functioning of these committees from time to time. The Company Secretary acts as Secretary to most of the Committees. Minutes of all Committee Meetings are placed before the Board for their review and noting. The recommendations of the Committees are also placed before the Board, by their respective Chairman. The constitution, terms of reference and other relevant details on functioning of the various Board Committees are explained herein

The Board has constituted the following committees:

- Audit Committee;
- Nomination & Remuneration Committee;
- Stakeholders' Relationship Committee;
- Corporate Social Responsibility Committee.

10. Audit Committee:

Terms of reference:

The Audit Committee is empowered, pursuant to its terms of reference, inter alia, to:

- Investigate any matter within its terms of reference or in relation to the compliance with the provisions of the Companies Act, 2013 or referred to it by the Board;
- To seek any information it requires from any employee;

- Obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, when considered necessary;
- Have full access to information contained in the records of the Company.

The role of the Committee includes the following:

- To oversee the Company's financial reporting process and the disclosure of its financial information and to ensure that the financial statements are correct, sufficient and credible;
- To recommend the appointment, remuneration, terms of appointment and removal of Statutory Auditor, and to review the manner of rotation of Statutory Auditor;
- To approve transactions of the Company with related parties, including modifications thereto;
- To review and monitor the Statutory Auditor's independence and performance, and effectiveness of the audit process;
- To evaluate the Company's internal financial controls and risk management systems;
- Scrutiny of inter-corporate loans and investments;
- To review with the management the Annual and Quarterly financial statements and Auditor's Report thereon before submission to the Board for approval;
- To review the following:
    - Management discussion and analysis of financial condition and results of operations;
    - Adequacy of internal control systems and the Company's statement on the same prior to endorsement by the Board, such review to be done in consultation with the management, Statutory and Internal Auditors;
    - Reports of Internal Audit and discussion with Internal Auditors on any significant findings and follow-up thereon;
    - System / manner of maintenance, storage, retrieval, display, print out and security of books of account of the Company maintained in the electronic form;
    - Functioning of Whistle Blower Mechanism.

The audit committee was re-constituted on 30th May 2025 and 13th February 2026 and as on March 31, 2026 the committee comprises of three directors viz. Mr. Asif Khader, Ms. Akthar Begum (chairperson of the Audit Committee) and Mr. Manoj Bawa The Company Secretary of the company is the secretary to this committee.

Further, the committee invites such of the executives as it considers appropriate, representatives of the statutory auditors and internal auditors, to be present at its meetings.

During the year under review, the audit committee met Four (4) times on 30.05.2025, 13.08.2025, 09.12.2025 and 14.02.2026. The composition & attendance of the members of the committee is given below: -

Audit Committee Member	**Category**	**No. of Meetings Attended**
Mr. Asif Khader	Executive Non-Independent Director	4
Mr. Manoj Bawa	Non-Executive Independent Director	1

Mrs. Akthar Begum	Non-Executive Independent Director	4

11. Nomination and Remuneration Committee:

Terms of reference:

- To determine the compensation packages of Executive Directors and Senior Executives of the Company. The committee will review recommendations made to it by the Company and others.
- To act as the duly authorized committee of the Board.
- To determine the parameters and supervise the operation of the bonus schemes of the Company.
- To investigate any activity within its terms of reference.
- To seek any information from any employee of the Company. Employees are directed to cooperate with any relevant request made.
- To obtain outside legal or independent professional advice. Such advisors may attend meetings as necessary.
- To incur such reasonable expenditure, as it deems necessary.
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on Board diversity.
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal and carry out evaluation of every Director's performance.

The Board has constituted a Nomination and Remuneration Committee in line with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations. The Committee, inter-alia, co-ordinates and oversees the annual performance evaluation of the Board, Committees and individual Directors.

During the year under review, the Nomination and Remuneration Committee met One (1) time on 30.05.2025. The Composition & attendance of the members of the committee as on 31st March 2026 is given below:

Nomination and Remuneration Committee Member	**Category**	**No. of Meetings Attended**
Mr. Asif Khader	Executive Non-Independent Director	1
Mr. Manoj Bawa	Non-Executive Independent Director	0
Mrs. Akthar Begum	Non-Executive Independent Director	1

12. Stakeholders' Relationship Committee:

Terms of Reference

The Committee monitors the Company's response to investor complaints like non receipt of dividend, annual reports, notices etc. It has also been authorized to approve the issue of duplicate share certificates in lieu of those lost or destroyed. The composition and terms of reference of the Committee are in conformity with the requirements of Regulation 20 of the Listing Regulations and provisions of Section 178 of the Act. The Committee has been empowered to consider and resolve the grievances of the security holders of the Company.

Functions and Powers:

- To review statutory compliance regarding the Equity share (Investors);
- To review various reports related to Investors;
- To review grievances of Investors;
- To review transfer of shares;
- To review transmission of shares;
- To review deletion of names from share certificates;
- To review change of name of Member on share certificates;
- To review issue of duplicate share certificates;
- To review dematerialization of shares and
- Any other matter relating to the above mentioned functions incidental to the shareholders/investors of the Company.

In accordance with the provisions of the Listing Regulations, the power to execute transfers, transmissions, etc. of shares in the physical form has been delegated to the Registrar & Share Transfer Agents.

The Stakeholders' Relationship Committee presently comprises of Mr. Mueed Khader, Mr. Asif Khader, and Ms. Akthar Begum. The Chairman of the Committee is Ms. Akthar Begum. The Company Secretary of the Company is the Secretary to this Committee.

During the year under review, the Stakeholders' Relationship Committee met One (1) time on 30.05.2025. The Composition & attendance of the members of the committee is given below: -

Stakeholders' Relationship Committee Member	**Category**	**No. of Meetings Attended**
Mr. Asif Khader	Executive Non-Independent Director	1
Mr. Mueed Khader	Non-Executive Non-Independent Director	1
Mrs. Akthar Begum	Non-Executive Independent Director	1

Details of Shareholders' Complaints received, resolved & pending during FY-2025-26:

Particulars	Number of Complaints received
Complaints pending as on April 1, 2025	Nil
Complaints received during the year ended March 31, 2026	Nil
Complaints resolved during the year ended March 31, 2026	Nil
Complaints pending as on March 31, 2026	Nil

13. General Body Meetings:

The details of last three Annual General Meetings and Special resolution passed are given as follows: -

Nature of Meeting	Day, date and time of meeting	Venue	Number of Special Resolutions
AGM for the FY 2022-23	Saturday, 30th December 2023 at 12.30 PM IST	Video Conferencing/ Other Audio Visual Means	5 (Five)
AGM for the FY 2023-24	Monday, 30th September, 2024 at 11:00 AM	Video Conferencing/ Other Audio Visual Means	2 (two)
AGM for the FY 2024-25	Monday, September 29, 2025 at 1:00 PM IST	Video Conferencing/ Other Audio Visual Means	1 (One)

Extra Ordinary General Meeting: No Extraordinary General Meeting was held during the financial year 2025-26. No resolution was passed by the Company last year through Postal Ballot. None of the businesses proposed to be passed at the ensuing AGM require passing a resolution through Postal Ballot.

The Company has appointed Mehul Jain and Associates, Company Secretaries (Membership No. A65749 and Certificate of Practices Number 26136), to conduct and scrutinize the e-voting process, for the forthcoming general meeting.

14. CEO/CFO Certification:

The CEO/ CFO certificate on the financial statements of the Company as required under Regulation 17(8) read with Schedule II Part B of the Listing Regulations, part of this report and is annexed herewith as Annexure- A.

15. Means of communication:

In accordance with Regulation 47 of the Listing Regulations, quarterly, half-yearly and annual financial results of your Company are published in prominent daily newspapers viz. the 'Business Standard' and 'Sanjevani'. As required under Regulation 46 of the

Listing Regulations, the results are also displayed on the Company's website at www.cranessoftware.com / Investor.

All price-sensitive information and requisite material disclosures are also displayed on the website of the Company after its dissemination to the Stock Exchanges. The Company's website is a comprehensive reference for all stakeholders as prescribed under the Listing Regulations.

16. Weblinks:

Sl. No.	Particulars	Weblinks
i.	familiarization programs imparted to Independent Director at the time of their appointment	https://www.cranessoftware.com/downloads/investor/annual_report/cranes-familiarization-programmes-imparted-to-independent-directors.pdf
ii	Policy for determining 'material' subsidiaries	https://www.cranessoftware.com/downloads/investor/annual_report/cranes-policy-for-determining-material-subsidiaries.pdf
iii	Policy on dealing with related parties transactions	https://www.cranessoftware.com/downloads/investor/annual_report/cranes-policy-on-materiality-of-related-party-transactions.pdf

17. General Shareholders Information:

i. 41st Annual General Meeting:

Date: September 30, 2026
Time: 01:30 P.M.

ii. Date of Book Closure:

Book closure starts from September 24th to September 30th (both days inclusive)

iii. Financial Calendar 2026-27 (Tentative):

First Quarter Results	15th August 2026 (unaudited)
Second Quarter Results	15th November 2026 (unaudited)
Third Quarter Results	15th February 2026 (Unaudited)
Fourth Quarter Results	30th May 2026 (Audited)

Listing:

Name of Stock Exchange and Address	ISIN	Stock Code
Bombay Stock Exchange Ltd. (BSE) P J Towers, Dalal Street, Mumbai – 400001 The Listing Fee has been paid to the Stock Exchange	INE234B01023	512093

iv. Market Price Data:

The monthly high and low prices and trading volume of shares of your Company at Bombay Stock Exchange ("BSE") for the year ended March 31, 2026 are as under:

Month	Open	High	Low	Close	No. of	No. of	Total Turnover	* Spread	
	Price	Price	Price	Price	Shares	Trades	(Rs.)	(Rs.)	
								H-L	C-O
April'25	3.83	4.34	3.61	3.91	523207	1267	2068195	0.73	0.08
May'25	3.97	4.12	3.55	3.80	398982	1335	1546898	0.57	-0.17
June'25	3.95	3.95	3.49	3.52	355625	1475	1307373	0.46	-0.43
July'25	3.63	3.71	3.36	3.55	377564	1217	1338863	0.35	-0.08
Aug'25	3.63	4.29	3.27	4.20	611530	1358	2296223	1.02	0.57
Sep'25	4.00	6.01	3.91	5.48	1244896	2712	6332614	2.10	1.48
Oct'25	5.50	5.50	4.18	4.84	756442	1803	3581827	1.32	-0.66
Nov'25	4.83	4.88	3.76	3.81	573531	1243	2499286	1.12	-1.02
Dec'25	3.80	4.75	3.80	4.48	690624	1264	2985386	0.95	0.68
Jan'26	4.35	4.69	4.01	4.25	639451	1146	2735187	0.68	-0.10
Feb'26	4.34	4.72	4.05	4.53	842269	960	3702493	0.67	0.19
Mar'26	4.31	4.53	3.25	3.32	501391	878	2034253	1.28	-0.99

v. Registrar & Transfer Agent:

The work related to Share Transfer Registry in terms of both physical and electronic mode is being dealt with by M/s Integrated Registry Management Services Private Ltd. as per address given below: -

M/s. Integrated Registry Management Services Private Ltd No.30 Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore - 560 003.

vi. Share Transfer System:

The share transfers in physical form are processed and the share certificates returned within a period of 10 to 15 days from the date of receipt by the Registrar and Transfer Agent, provided the documents are complete in all respects. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository participants. The company as per SEBI Guidelines offers the facilities of transfer cum demat. There are no pending share transfers and requests for Demat as on March 31, 2026. In terms of Regulation 40(9) of the Listing Regulations, certificates on half-yearly basis, have been issued by a

Practicing Company Secretary with respect to due compliances of share transfer formalities etc., by the Company.

vii. Distribution of Shareholding pattern of the Company as on March 31, 2026.

Shares holding		**Share holders**		**Shares**	
		Number	**% to Total**		**% to Total**
(1)		**(2)**	**(3)**	**(4)**	**(5)**
upto 500		30640	74.26	4587424	3.02
501	1,000	4826	11.70	4148300	2.73
1,001	2,000	2690	6.52	4240039	2.79
2,001	3,000	982	2.38	2555084	1.68
3,001	4,000	458	1.11	1679847	1.11
4,001	5,000	433	1.05	2073913	1.36
5,001	10,000	653	1.58	4925574	3.24
10001 & above		578	1.40	127747044	84.07
		41260	**100.00**	**151957225**	**100.00**

viii. Categories of Shareholders as on March 31, 2026:

Particulars	No of Shareholders	No of Shares	% to total
Promoter	6	7052700	4.64
Banks	3	16584356	10.91
Insurance Companies	0	0	0.00
Foreign Portfolio Investors	1	1	0.00
Bodies Corporate	150	58094024	38.23
Resident	39715	61577297	40.52
Trust	3	3000	0.00
Clearing Members	13	23395	0.02
Foreign Nationals	1	16071	0.01
NRI	263	6648335	4.38
HUF	536	1786190	1.18
LLP	3	171856	0.11
Total	**40694**	**151957225**	**100.00**

Note: The variation in the shareholding of Mr. Asif Khader is on account of equity shares having been allotted to him prior to 31st March 2026, whereas the listing approval for the said shares was received subsequent to 31st March 2026. Accordingly, the shareholding reflected as at 31st March 2026 differs from the current shareholding. As on the date of this Report, the actual shareholding of Mr. Asif Khader stands at 4,10,02,500 equity shares of the Company.

ix. Dematerialisation of shares:

As on March 31, 2026, 99.74% of the Capital representing 15,15,55,067 of the total shares is in dematerialised form.

Note: The variation in the shareholding of Mr. Asif Khader is on account of equity shares having been allotted to him prior to 31st March 2026, whereas the listing approval for the said shares was received subsequent to 31st March 2026. Accordingly, the shareholding reflected as at 31st March 2026 differs from the current shareholding. As on the date of this Report, the actual shareholding of Mr. Asif Khader stands at 4,10,02,500 equity shares of the Company.

x. Reconciliation of Share Capital Audit:

A qualified PCS firm had carried out the share capital audit to reconcile the total admitted equity share capital with “NSDL” and “CDSL” and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

xi. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion dates and likely impact on Equity:

Your Company has not issued any GDRs/ADRs/Warrants or any convertible instruments during the year.

xii. Commodity Price Risk or foreign exchange risk and hedging activities:

With respect to the commodity price, currency risk etc. please refer Management Discussion & Analysis Report.

xiii. Address for correspondence:

All shareholders' correspondence should be forwarded to M/s. Integrated Registry Management Services Private Ltd No.30 Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore - 560 003, the Registrar and Transfer Agent of the Company or to the Investor Service Department at the Corporate Office: Cranes Software International Limited, No. 82, Presidency Building, 3rd & 4th Floor, St Marks' Road, Bangalore - 560001 (Karnataka)(India). Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

xiv. Designated E-mail Address for Investor Services:

As required under Regulation 46 of the Listing Regulations, the designated e-mail address for investor services, i.e. investor.grievances@cranessoftware.com is provided on the website of the Company to serve you better.

xv. Plant Location:

The Company does not have any Manufacturing or Processing plant.

xvi. SEBI Complaints Redressal System (SCORES):

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressed of all the shareholders complaints. The company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.

xvii. Compliance Certificate of Practising Company Secretary:

M/s Kedarnath & Karthik, Company Secretaries have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17-27, clause (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations and the same is annexed to this report.

xviii. Certificate from Company Secretary in Practice:

M/s. Kedarnath & Karthik, Company Secretaries have certified 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 Ministry of Corporate Affairs or any such authority and the same is annexed to this report.

xix. Dividend Payment Date :

The Company has not declared any dividend for the relevant Financial Year 2025-26.

xx. Sexual Harassment of Women at Workplace:

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

Particulars	**Number**
Number of Complaints filed during the financial year	0
Number of Complaints disposed off during the financial year	0
Number of Complaints pending as on end of the financial year	0

18. Other Disclosure:

- There was no materially significant related party transaction that may have any potential conflict with interest of the Company at large. The transactions with related parties do not have potential conflict with the interests of the Company at large. A comprehensive list of related party transactions as required by the Indian Accounting Standards (Ind AS) issued by Institute of Chartered Accountants of India, forms part of Note no. 42 of the Accounts in the Annual Report.

- The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior.

- The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct.

- There are audit qualifications on the Company's Financial Statements for the year ended March 31, 2026. The Internal Auditor reports directly to the Audit Committee as and when required.

DECLARATION
UNDER REGULATION 26 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE, 2015 REQUIREMENTS) REGULATIONS

I, Asif Khader, Managing Director of Cranes Software International Limited declare that all Board Members and Senior Management personnel have affirmed compliance with 'Code of Conduct for Board & Senior Management Personnel' for the year ended March 31, 2026.

Sd/-
Asif Khader
Managing Director

Date: 07.09.2026
Place: Bangalore

CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

To,
The Members
Cranes Software International Limited
No. 82, Presidency Building, 3rd & 4th Floor, St Mark's Road, Bangalore, Karnataka, India – 560001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Cranes Software International Limited (CIN: L05190KA1984PLC031621) and having registered office at No. 82, Presidency Building, 3rd & 4th Floor, St Mark's Road, Bangalore, Karnataka, India - 560001 (hereinafter referred to as the "Company"), made available to us by the Company by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and based on the information made available to us, and according to the verifications carried out (including verification of the Directors Identification Number (DIN) status at the Ministry of Corporate Affairs portal), as considered necessary, and the explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company, as stated below, for the Financial Year ended March 31, 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 (MCA), or any other statutory authority.

Sl. no.	Name of the Director	DIN	Date of appointment	Status of Directorship
1.	Mr. Asif Khader	00104893	April 30, 2002	Managing Director
2.	Mr. Mueed Khader	00106674	April 30, 2002	Director
3.	Ms. Akhtar Begum	07624256	August 12, 2016	Independent Director

Disclaimers:

The Directors of the Company i.e., Mr. Asif Khader and Mr. Mueed Khader were disqualified to act as directors under Section 164(2) of the Companies Act, 2013. However, the said directors had filed a Writ Petition and obtained interim stay against the disqualification from the High Court of Karnataka.

The DIN Status of the above-mentioned directors was thereafter changed from 'Disqualified' under Section 164(2) to 'Active' on the MCA portal by the Registrar of Companies, Bangalore.

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

This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used

by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Hence, this certificate has been given based on the DIN status available on the MCA portal as on the date of signing.

For Kedarnath & Karthik

Karthik S N
Partner
FCS no.: F12078 | CP no.: 17639
ICSI PRN: 7583/2026
ICSI UDIN: F012078H001381831

Date: September 04, 2026
Place: Bengaluru

ANNEXURE II
PRACTICING COMPANY SECRETARY CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE
[Pursuant to Regulation 34 read with Schedule V to the SEBI (Listing Obligations and Disclosure, 2015 Requirements) Regulations.

To,
The Members
Cranes Software International Limited
No. 82, Presidency Building, 3rd& 4th floor, St Mark's Road, Bangalore, Karnataka, India – 560001

This certificate is issued in accordance with the terms of our engagement letter dated September 29, 2025. We have examined the compliance of the conditions of corporate governance by Cranes Software International Limited (CIN: L05190KA1984PLC031621) and having registered office at No. 82, Presidency Building, 3rd & 4th Floor, St Mark's Road, Bangalore, Karnataka, India - 560001 (hereinafter referred to as the "Company") for the year ended on March 31, 2026, as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Regulations"). This report is required by the Company for the annual submission to the stock exchange and to be sent to the members of the Company.

The compliance of the conditions of corporate governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations provided, and 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 for the year ended
March 31, 2026.

Disclaimer: This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For Kedarnath & Karthik

Karthik S N
Partner
FCS no.: F12078 | CP no.: 17639
ICSI UDIN: F012078H001381831

Date: September 04, 2026
Place: Bengaluru

ANNEXURE- A
CEO/CFO CERTIFICATION

To,
The Board of Directors,
Cranes Software International Limited

We, Manjunath H, Chief Financial Officer and Asif Khader, Managing Director of the Company, hereby certify to the Board that we have reviewed the Audited Financial Results for the quarter ended March 31, 2026 and that to the best of our knowledge and belief certify that:

a. We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2026 and that to the best of our knowledge and belief, we state that:

    i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
    ii. These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

b. There are to the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2026 which is fraudulent, illegal or violate the Company's code of conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the auditors and the Audit Committee that:

    i. There have been no significant changes in internal control over financial reporting during the year;
    ii. There have been no significant changes in accounting policies during the period
    iii. There have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of
Cranes Software International Limited

Sd/-	Sd/-
Asif Khader	Honnappa Manjunath
Managing Director	CFO
DIN: 00104893	PAN: ANBPM6724F

Date: 07.09.2026
Place: Bangalore

ANNEXURE III

MANAGEMENT DISCUSSION & ANALYSIS REPORT
(Annexure to Board's 2026-26 Report)

(Note: This discussion covers the consolidated financial performance of Cranes Software International Limited)

Overview:

Cranes Software International Limited (NSE: CRANESSOFT, BSE: 512093), is a global scientific & engineering products, services and solutions provider. The Company's business interests have focused on software products (proprietary products and product alliances), Solutions (Business Data Analytics & Engineering Services) and Services (training in niche domain areas). The company has been dedicated to excellence and recognized leadership in technical software products and training services, with a focus on product development, consulting, distribution and training.

Global Business Environment:

The global Education Technology (EdTech) industry continued to evolve rapidly during FY 2025–26, supported by increasing digital adoption, growing demand for flexible and personalised learning, rapid advancements in Artificial Intelligence (AI), and the increasing need for continuous reskilling and upskilling. While the sector has moved beyond the exceptional growth witnessed during the COVID-19 period, digital learning has continued to establish itself as an integral component of education, professional development and workforce training.

The industry has entered a more mature phase, with investors and market participants placing greater emphasis on sustainable revenue growth, operating efficiency, profitability and demonstrable learning outcomes, rather than growth at any cost. Global EdTech investment remained significantly below the pandemic-era peak, reflecting a more selective funding environment.

Artificial Intelligence emerged as one of the most significant forces reshaping the EdTech landscape during FY 2025–26. AI is increasingly being incorporated into learning platforms to enable personalised learning pathways, intelligent tutoring, automated assessments, content generation, learner support and data-driven insights. At the same time, AI is creating new demand for education and training, as organizations and individuals seek to develop AI literacy and job-specific capabilities. This is creating a dual opportunity for EdTech companies—using AI to improve the delivery and economics of learning while simultaneously providing AI-focused learning and upskilling programmes.

Business Strategy and Operational Performance Overview

The Company has continued to build on its core business strengths, drawing from its strong legacy, industry recognition, deep domain competencies, and long-standing customer relationships. Over the past year, the Management has effectively employed strategic planning and execution, with a clear focus on capital infusion and strategic collaborations. These initiatives have resulted in notable improvements in operational efficiency, profit margins, and market expansion.

Cranes has also demonstrated resilience in the face of pandemic-related challenges, achieving significant stability and growth. By leveraging its legacy in Ed-Tech and enhancing its Hybrid Training capabilities, the Company has successfully adapted to evolving business dynamics and emerging market demands.

Core Business highlights for FY 2025-26: -

- **International Collaborations** – Partnered with **FPT Academy International, Vietnam**, to launch international certification programs in **Automotive Software Development** and **Data Science with Artificial Intelligence**, with approximately **240 students enrolled** in these programs, strengthening our global academic and industry engagement.

- **Future Skills Partnership** – Partnered with **FutureSkills, powered by NASSCOM**, to deliver industry-aligned online training programs focused on bridging the industry–academia skill gap. **576 students** have benefited from these programs, gaining exposure to relevant skills and emerging technologies.

- **Academic Training** – Conducted large-scale campus training programs across leading engineering institutions, reaching approximately **3,088 students** and delivering significant industry-oriented skill development.

- **Faculty Development Programs (FDPs)** – Successfully conducted FDPs for **15 colleges across India**, enabling faculty members to enhance their knowledge and stay updated with emerging technologies and industry trends.

- **Student Training Programs** – Trained **336 students**, including **graduates, working professionals, and undergraduates**, through our **Business-to-Consumer (B2C) programs**, with a focus on building industry-relevant skills across core engineering domains.

- **Corporate Training Programs** – Trained **1,166 professionals** across diverse corporate clients, including leading **Global Capability Centers (GCCs), Fortune 500 companies, and major IT organizations**, delivering industry-relevant upskilling and technology-focused training.

- **Overall Learner Reach** – Cranes Varsity has trained **over 6,536 learners** across diverse verticals, including **Colleges, Universities, Corporates, Defence & PSUs, individual learners, and working professionals**, demonstrating our extensive reach and strong industry-academia training capabilities.

- **Core Focus Domains** – Our key areas of expertise continue to focus on **Embedded Systems, Automotive, Electric Vehicles (EV), IoT, VLSI, AI Engineering, Data Science, AI & Machine Learning (AIML), Cybersecurity, Deep-Tech Robotics, Java, and Python**, aligned with evolving industry requirements and emerging technology trends.

- **Digital Learning Academy** – Launched the **Digital Learning Academy** this **FY 2026-27,** expanding our digital learning ecosystem and enabling learners to access industry-relevant, technology-focused training through a flexible and scalable learning platform.

Opportunities & Threats:

Over the past year, our Company Management successfully kept the business stabilized and growing despite the wide-spread impact from the pandemic crisis. Management simultaneously continued the push for 'debt-free & litigation-free' settlement of its financial burden from the 2007-08 global downturn. Cranes business IP and assets were creatively leveraged, and capital was strategically infused to stabilize core business operations, while also settling institutional debts, financial liabilities to employees, vendors and partners, and multiple legal, statutory and compliance cases.

Cranes Management actions have preserved the Cranes business, goodwill and legacy for the benefit of our valued stakeholders. Over the past year, OTS resolutions have been achieved for past debts with major banks; one final pending bank loan should be resolved within a few months. The resulting stability and growth of the core Cranes business have validated the strategic evolution of Cranes into an "Assets-Lite and IP-rich" business which strategically leverages its core competencies & legacy in Ed-Tech legacy for emerging Hybrid & Online Training demands.

On a standalone basis, the Company's Cranes Varsity division has recovered well over the past year by reinforcing its market position in the training and education market. Your company has become stabilized

and also achieved growth by expanding the scope and reach of its Ed-Tech training, and our placement strengths and portfolios to meet evolving demands of students and corporates; and consolidating our Hybrid Training expertise and programs, as well as collaborations with Knowledge Partners, for growth in the expanding Online training industry. We are also addressing the unique needs of working professionals via innovative evening/weekend courses, targeted placements and novel Train-Hire-Deploy programs.

The Company's balance sheet is fundamentally strengthened by settling lingering corporate debts owed to several large, secured lenders. We have attempted hard to mitigate the large potential risk from pending winding-up and liquidation actions in litigation by CSIL's FCCB holders and pending regulatory actions. Company Management is pleased that your company has strategically been moved to soon become a debt/litigation-free business.

With these strategic moves, your company is poised to actively participate with its sharpened core competencies in the globally expanding Ed-Tech market which, as noted above, is forecast at about $200 billion and growing 15% annually. We are optimistic that the stage is set for Cranes Software to build and grow upon its core Ed-Tech origins and expand this legacy!

Risk Management:

The Company has developed and adopted a Risk Management Policy. This policy identifies perceived risks which might reasonably be expected to impact the operations and possibly threaten the existence of the Company. The Company has laid down well-structured procedures for monitoring the risk management plan and implementing the risk mitigation measures. The strategic risks are taken into consideration in the annual planning process and these risks together with their mitigation plan are subject to review by the management on a regular basis. The business processes risks and the related controls are subject to internal audit and reviews.

Human Resources:

The Company continues to focus on business expansion while limiting the resources deployed to achieve such expansion. The mix of such members consists of Technology Experts, Sales and Marketing personnel.

Internal Control Systems:

Management recognizes the importance of strong internal control systems and processes to support further growth opportunities. We expect to benefit from and build upon the Company's certification under ISO 9001 standards in FY2002 and the subsequent achievements of SEICMM Level 5 during FY 2005, and ISO 27001 Information Security Management System in FY 2006 as well as SEI-CMMi Level 5 assessment for its processes.

Safe Harbor:

Certain statements in this release concerning our growth prospects are forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties, including government actions; local political or economic developments; technological risks; risks inherent in the Company's growth strategy; dependence on certain customers and business partners; dependence on availability of technical consultants and other factors that could cause our actual results to differ materially from those contemplated by the relevant forward-looking statements. The Company undertakes no obligation to publicly update these forward-looking statements to reflect subsequent events or circumstances.

Annexure IV

Statement of Particulars of employees pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sl. No.	Name	Designation/ Nature of Duties	Remuneration received	Qualification	Experience	Age	Commencement of Employment	Last Employment held
Nil								

None of the employees earned salary more than prescribed amount during the year

ANNEXURE V

BOARD'S REPLY TO AUDITORS QUALIFICATIONS

Standalone

SL. No	Details of Audit Qualification	Management's Views
1	The Company has not accounted for the statutory dues and also defaulted in payment of various statutory dues to various statutory authorities	Under difficult business uncertainties and dire financial constraints, the company reasonably utilized available funds to cover critical liabilities and sustain essential business operations. With a range of favorable resolutions and settlements being actively pursued, and strong focus on business stability and revival, the company fully intends to take care of liabilities, statutory dues and interests of its valued employees, partners and other stakeholders.
	There are undisputed statutory dues including dues on current year's transactions, on account of Provident Fund Contribution, Employee State Insurance, Income Tax, Service tax, Sales Tax, Goods and Service tax, Dividend Distribution Tax and the like, not deposited by the Company in favour of the respective statutory authorities.	
2	The company has not complied with RBI guidelines since March 2011	The Company is in the process of reviewing all RBI filings and will shortly ensure all pending RBI compliances.
3	In our opinion the securities provided to Banks are not adequate to cover the amounts outstanding to them as on the date of Balance Sheet.	The Company continues active defense of its position in these debt cases, and is in advanced settlement negotiations with both secured and unsecured lenders. Favorable settlements have been reached with some debtors and similar resolutions are expected with remaining debtors in due course
	Loan availed by the company from 'UPS Capital Business Credit' remains unpaid and is overdue since April 2014. The management is of the view that the liability of INR 696.37 lakhs (including interest) reflected in the financial statements will adequately cover its liability on settlement of dues and therefore no provision for interest is provided for the period ended 31st March 2026. Had such restatement of liability been made in the books in the normal course, the present loss for the year and quarter ended 31st March,2026 would have been higher by Rs 56.89 Lakhs and Rs 14.22 Lakhs respectively	

	In continuation to the point “vii” above, the company has also discontinued the restatement of the Exchange fluctuation gain / loss on account of the outstanding due towards 'UPS Capital Business Credit' and the interest due thereon, in line with the Ind AS-21 "The Effects of Changes in Foreign Exchange Rates". Had such restatement of liability been made in the books in the normal course, the present loss for the period ended 31st March,2026 would have been higher by Rs 256.52 Lakhs	
	The banks which had extended financial facilities to the company have treated the outstanding from the company as "Non-Performing Assets" since 2009. To achieve the desired congruency on this issue, the Company has also not provided for interest amounting to INR 5,298.68 lakhs on such outstanding amounts for the period ended 31st March, 2026 due to Bank of India, though the confirmation of such dues were not made available to us by the company. Had the said interest been provided in the books in the normal course, the present loss for the quarter ended 31st March, 2026 would have been higher by INR 5,298.68 lakhs	
	Wilful defaulter: The bank of India has declared Company and promotors as “wilful defaulter	
4	The management is in negotiation with the Foreign currency convertible bond holders for settling its dues. The management is of the view that the liability of INR 38,695 lakhs (including interest amounting to INR 9,610 lakhs) reflected in the financial statements will adequately cover its liability on settlement of dues with the Foreign currency convertible bond holders and therefore no provision for interest is provided for the period ended 31st March, 2026. Had such interest been provided in the books in the normal course, the present loss for the year and quarter ended 31st March, 2026 would have been higher by INR 2197.44 Lakhs and INR 549.36 Lakhs respectively	The Company has remained actively engaged with the FCCB holders toward a mutually-favorable resolution
	In continuation to the point 'xi’ above, the company has also discontinued the restatement of the Exchange fluctuation gain / loss on account of the outstanding due towards Foreign currency convertible bond and the interest due thereon, in line with the IND AS-21 "The Effects of Changes in Foreign Exchange Rates". Had such restatement of liability been made in the books in the normal course, the present loss for the period ended 31st March, 2026 would have been higher by INR 7085.24 Lakhs	
5	As per Company accounting policy the Company has adopted fair value model to value the investment, but the company has been continuously valued all investment at cost price. Due to non-availability of current market value of investments, we are unable to comment on the quantum of fair value adjustments required by the company	The Management continues to believe there is no diminution in the value of strategic financial and executive support provided as investment into

6	The company has not provided Expected Credit Loss on investment made in US subsidiary amounting to Rs 1,399.24 Lakhs and receivables from US subsidiary amounting to Rs 1,399.24 Lakhs Had the same been provided Loss for the year would have been higher by Rs 1,399.24 Lakhs for the year	its subsidiaries. The company has nurtured valuable IP rights and assets in these subsidiaries whose long-term value will be unlocked as and when the company is able to resume its normal business plans and operations. These are long-term, investments strategically linked to future growth of the company and the Management expects to recover good gains (including past receivables) based on planned business stabilizing and growth in these subsidiaries.
7	Redemption of Foreign currency convertible bond amounting to INR 29,085 lakhs (42 million Euros) to the holders of the bonds have fallen due during April 2011 and is yet to be redeemed as on the quarter and year ended 31st March 2026.	The Company has remained actively engaged with the FCCB holders toward a mutually-favorable resolution

Consolidated

SL. No	Details of Audit Qualification	Management's Views
1	The Company has not deducted and also defaulted in accounting and payment of various statutory dues to various statutory authorities	Under difficult business uncertainties and dire financial constraints, the company reasonably utilized available funds to cover critical liabilities and sustain essential business operations. With a range of favorable resolutions and settlements being actively pursued, and strong focus on business stability and revival, the company fully intends to take care of liabilities, statutory dues and interests of its valued employees, partners and other stakeholders.
	There are undisputed statutory dues including dues on current year's transactions, on account of Provident Fund Contribution, Employee State Insurance, Income Tax, Service tax, Sales Tax, Goods and Service tax, Dividend Distribution Tax and the like, not deposited by the Company in favour of the respective statutory authorities	

2	The company has not complied with RBI guidelines since March 2011	The Company is in the process of reviewing all RBI filings and will shortly ensure all pending RBI compliances.
3	In our opinion the securities provided to Banks are not adequate to cover the amounts outstanding to them as on the date of Balance Sheet	The Company continues active defense of its position in these debt cases, and is in advanced settlement negotiations with both secured and unsecured lenders. Favorable settlements have been reached with some debtors and similar resolutions are expected with remaining debtors in due course
	Loan availed by the company from 'UPS Capital Business Credit' remains unpaid and is overdue since April 2014. The management is of the view that the liability of INR 696.37 lakhs (including interest) reflected in the financial statements will adequately cover its liability on settlement of dues and therefore no provision for interest is provided for the period ended 31st March 2026. Had such restatement of liability been made in the books in the normal course, the present loss for the year and quarter ended 31st March,2026 would have been higher by Rs 56.89 Lakhs and Rs 14.22 Lakhs respectively	
	In continuation to the point 'vi' above, the company has also discontinued the restatement of the Exchange fluctuation gain / loss on account of the outstanding due towards 'UPS Capital Business Credit' and the interest due thereon, in line with the Ind AS-21 "The Effects of Changes in Foreign Exchange Rates". Had such restatement of liability been made in the books in the normal course, the present loss for the period ended 31st March 2026 would have been higher by Rs 256.52 Lakhs	
	The banks which had extended financial facilities to the company have treated the outstanding from the company as "Non-Performing Assets" since 2009. In order to achieve the desired congruency on this issue, the Company has also not provided for interest amounting to INR 5,298.68 lakhs on such outstanding amounts for the period ended 31st March 2026 due to Bank of India, though the confirmation of such dues were not made available to us by the company. Had the said interest been provided in the books in the normal course, the present loss for the period ended 31st March 2026 would have been higher by INR 5,298.68lakhs	
	Wilful defaulter: The bank of India has declared Company and promotors as "wilful defaulter	

4	The management is in negotiation with the Foreign currency convertible bond holders for settling its dues. The management is of the view that the liability of INR 38,695 lakhs (including interest amounting to INR 9,610 lakhs) reflected in the financial statements will adequately cover its liability on settlement of dues with the Foreign currency convertible bond holders and therefore no provision for interest is provided for the period ended 31st March 2026. Had such interest been provided in the books in the normal course, the present loss for the year and quarter ended 31st March, 2026 would have been higher by INR 2197.44 Lakhs and INR 549.36 Lakhs respectively.	The Company has remained actively engaged with the FCCB holders toward a mutually-favorable resolution
	In continuation to the point 'x' above, the company has also discontinued the restatement of the Exchange fluctuation gain / loss on account of the outstanding due towards Foreign currency convertible bond and the interest due thereon, in line with the IND AS-21 "The Effects of Changes in Foreign Exchange Rates". Had such restatement of liability been made in the books in the normal course, the present loss for the period ended 31st March 2026 would have been higher by INR 7085.24 Lakhs	

FORM NO. MR 3
SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026
[Pursuant to Section 204(1) of the Companies Act, 2013 and
Rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Cranes Software International Limited
No. 82, Presidency Building, 3rd & 4th Floor, St. Mark's Road, Bangalore, Karnataka, India – 560001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Cranes Software International Limited bearing CIN: L05190KA1984PLC031621 having its registered office at No. 82, Presidency Building, 3rd & 4th Floor, St. Mark's Road, Bangalore, Karnataka, India – 560001, (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on March 31, 2026 according to the provisions of:

(i) The Companies Act, 2013 ("the Act") and the rules made thereunder;
(ii) The Securities Contracts (Regulation) Act, 1956 and the Rules made thereunder;
(iii) The Depositories Act, 1996 and the Regulations and byelaws framed thereunder;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings, if any;
(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 and as amended from time to time:
    a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    b. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, including the requirements with regard to the disclosure of information on the Company's website and other disclosure and reporting requirements to the Stock Exchanges during the Financial Year;
    c. Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025;
    d. Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

e. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
f. The Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992;
g. The Securities and Exchange Board of India (Banker to Issue) Regulations, 1994;
h. The Securities and Exchange Board of India (Issue and Listing of Securitised Debt Instruments and Security Receipts) Regulations, 2008;
i. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

There were no occasions during the financial year requiring specific compliance under the provisions of the following Regulations and Guidelines:

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
b. The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2021;
c. The Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018;
d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021.

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

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

(ii) The Listing Agreements entered into by the Company with BSE Limited.

In respect of other laws specifically applicable to the Company, we have relied upon information produced by the Company during the course of our audit and the reporting is limited to that extent.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned in Annexure A.

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors for part of the year, with further details provided in Annexure A.
- The Company needs to strengthen its systems and processes to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- Adequate evidence is not available that adequate notice is given to Directors at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for effective participation at the meeting. The Company is advised to comply with the Secretarial Standards issued by the Institute of Company Secretaries of India.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

For Kedarnath & Karthik

_____
Karthik S N
Partner
FCS no.: F12078 | CP no.: 17639
ICSI PRN: 7583/2026
ICSI UDIN: F012078H001370701

Date: September 04, 2026
Place: Bengaluru

This report is to be read with our letter annexed to the secretarial audit report and forms an integral part of the report.

'ANNEXURE A'

To,
The Members,
Cranes Software International Limited
No. 82, Presidency Building, 3rd & 4th Floor, St. Mark's Road, Bangalore, Karnataka, India – 560001

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. except to the extent as mentioned below:

The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

- The Company has not filed its Annual Return in e-form MGT-7 for the previous financial year. Further, the last filing of e-form AOC-4 XBRL made by the Company pertains to the financial year ended March 31, 2022, and the requisite filings for the subsequent financial years remain pending.

- The Company has not complied with the requirements relating to the composition of the Board of Directors, including the requirement to appoint a woman director, for part of the year as prescribed under Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and has paid a fine in this regard.

- The Company has not complied with the requirements relating to the constitution of the Audit Committee for part of the year as prescribed under Regulation 18(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has paid a fine in this regard.

- The Company has not complied with the requirements of Regulation 19(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to the composition of the Nomination and Remuneration Committee for part of the year, and has paid a fine in this regard.

- The Company has delayed in filing the related party transaction disclosures for the half-year ended March 2024, as required under Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and has paid a fine in this regard.

- As per Section III (Annexure 6) (Para 2.2d) of the Foreign Direct Investment Policy, the return of Foreign Assets and Liabilities for the current and previous audit periods, along with such other RBI Compliances as may be applicable to the Company, which are to be filed with the Reserve Bank of India, has not been provided for review by the Company.

- The Company has failed to make the necessary filings with respect to the Overseas Direct Investment and External Commercial Borrowings pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder.

- The Company has not provided evidence of appointment of any Internal Auditors of the Company pursuant to Section 138 of the Companies Act 2013 nor have provided evidence of conducting any internal audit for the period of this report.

- The Company has not filed e-form CHG-4 for Satisfaction of Charge pursuant to the provisions of Section 82 of the Companies Act, 2013 even though the Company has repaid the loan amount to the charge holder, namely the Jammu and Kashmir Bank Limited.

- The Form MGT-14 for certain resolutions were not filed during the previous financial years as required under the provisions of the Companies Act, 2013, including the Appointment of Secretarial Auditors for the financial year ending March 31, 2026.

- Pursuant to Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Audit Committee has not adequately discharged its mandated functions. Specifically, it has not recommended the appointment of Internal Auditors as required under its statutory powers and responsibilities.

- Transfer of unpaid /unclaimed Dividend amounts to IEPF of earlier periods could not be verified due to unavailability of necessary information.

The Company has been advised to go for compounding and condonation of delay, wherever applicable, and complete all the pending statutory compliances at the earliest.

For Kedarnath & Karthik

_____
Karthik S N
Partner
FCS no.: F12078 | CP no.: 17639
ICSI PRN: 7583/2026
ICSI UDIN: F012078H001370701

Date: September 04, 2026
Place: Bengaluru

ANNEXURE TO SECRETARIAL AUDIT REPORT
ISSUED BY COMPANY SECRETARY IN PRACTICE

To,
The Members
Cranes Software International Limited
No. 82, Presidency Building, 3rd & 4th Floor, St. Mark's Road, Bangalore, Karnataka, India – 560001

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

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

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

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etcetera. The compliance under the industry specific laws were examined based on the list of applicable laws provided by the company.

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

6. The Secretarial Audit report is neither an assurance 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 Kedarnath & Karthik

_____
Karthik S N
Partner
FCS no.: F12078 | CP no.: 17639
ICSI PRN: 7583/2026
ICSI UDIN: F012078H001370701

Date: September 04, 2026
Place: Bengaluru

ANNEXURE-VI A

BOARD'S REPLY TO SECRETARIAL AUDITORS QUALIFICATIONS

Sl. No.	Auditors Remarks	Board reply
1	The Company has not filed its Annual Return in e-form MGT-7 for the previous financial year. Further, the last filing of e-form AOC-4 XBRL made by the Company pertains to the financial year ended March 31, 2022, and the requisite filings for the subsequent financial years remain pending.	The Board of Directors has taken note of the observations and qualifications made by the Secretarial Auditor in the Secretarial Audit Report for the financial year under review. The observations primarily relate to certain instances of non-compliance, delays in statutory filings and procedural requirements under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Depositories and Participants) Regulations, 2018, the Foreign Exchange Management Act, 1999 and other applicable laws and regulations. The Company acknowledges the observations made by the Secretarial Auditor and has taken note of the areas requiring corrective action. The Company is in the process of reviewing the relevant records and historical compliances and is taking appropriate steps, wherever applicable, to regularise the pending compliances, make the requisite statutory filings and strengthen its internal systems and processes to ensure timely and proper compliance with the applicable statutory and regulatory requirements. With respect to the instances of delay and non-compliance under the SEBI Regulations, the Company has taken note of the
2	The Company has not complied with the requirements relating to the composition of the Board of Directors, including the requirement to appoint a woman director, for part of the year as prescribed under Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and has paid a fine in this regard.	
3	The Company has not complied with the requirements relating to the constitution of the Audit Committee for part of the year as prescribed under Regulation 18(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has paid a fine in this regard.	
4	The Company has not complied with the requirements of Regulation 19(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to the composition of the Nomination and Remuneration Committee for part of the year, and has paid a fine in this regard.	
5	The Company has delayed in filing the related party transaction disclosures for the half-year ended March 2024, as required under Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and has paid a fine in this regard.	
6	As per Section III (Annexure 6) (Para 2.2d) of the Foreign Direct Investment Policy, the return of Foreign Assets and Liabilities for the current and previous audit periods, along with such other RBI Compliances as may be applicable to the Company, which are to be filed with the Reserve Bank of India, has not been provided for review by the Company.	

8	The Company has failed to make the necessary filings with respect to the Overseas Direct Investment and External Commercial Borrowings pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder.	same and, wherever applicable, the requisite fines/penalties imposed by the Stock Exchange have been paid. The Company is also taking measures to improve its compliance monitoring mechanism and ensure timely submission of statutory filings and disclosures going forward. With respect to the observations relating to the Companies Act, FEMA and RBI compliances, the Company is reviewing the historical records and, wherever required, is taking appropriate steps for completion/regularisation of the pending compliances, including filing of requisite forms, reports and returns with the concerned authorities. The Board further confirms that the observations of the Secretarial Auditor have been duly considered and the Company shall endeavour to ensure that the applicable statutory and regulatory requirements are complied with within the prescribed timelines in future. The Company is also strengthening its compliance framework and monitoring mechanism to minimise the possibility of recurrence of such instances.
9	The Company has not provided evidence of appointment of any Internal Auditors of the Company pursuant to Section 138 of the Companies Act 2013 nor have provided evidence of conducting any internal audit for the period of this report.	
10	The Company has not filed e-form CHG-4 for Satisfaction of Charge pursuant to the provisions of Section 82 of the Companies Act, 2013 even though the Company has repaid the loan amount to the charge holder, namely the Jammu and Kashmir Bank Limited.	
11	The Form MGT-14 for certain resolutions were not filed during the previous financial years as required under the provisions of the Companies Act, 2013, including the Appointment of Secretarial Auditors for the financial year ending March 31, 2026.	
12	Pursuant to Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Audit Committee has not adequately discharged its mandated functions. Specifically, it has not recommended the appointment of Internal Auditors as required under its statutory powers and responsibilities.	
13	Transfer of unpaid /unclaimed Dividend amounts to IEPF of earlier periods could not be verified due to unavailability of necessary information.	

Note: Company management remains dedicated to satisfying all applicable regulatory standards and requirements of authorities like ROC, SEBI & RBI. We are focused on addressing the points noted by the Secretarial Auditor and implementing related recommendations. As noted in the main Annual Report, while the Company has faced pandemic-related business instability (including external impact such as service-provider issues) and disruptions for the year under review, management has diligently continued serious efforts toward resumption of normal operations. Unfortunately, this caused delays in compiling and timely filing of audited financials and other reporting which lead to penalties / fines. Management is being particular about satisfying regulatory requirements and timely filings and reports

ANNEXURE VII

FORM NO. AOC -2
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

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

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

   a. Name(s) of the related party and nature of relationship
   b. Nature of contracts/arrangements/transactions
   c. Duration of the contracts/arrangements/transactions
   d. Salient terms of the contracts or arrangements or transactions including the value, if any
   e. Justification for entering into such contracts or arrangements or transactions
   f. Date(s) of approval by the Board
   g. Amount paid as advances, if any:
   h. Date on which the special resolution was passed in general meeting as required under first proviso to section 188

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

Sl. No.	Particulars	1
1.	Name(s) of the related party and nature of relationship	1. Systat Software Inc., U.S. 2. Systat Software GmbH, Germany 3. Systat Software UK Ltd.
2.	Nature of contracts/ arrangements/ transactions	Export of Software
3.	Duration of the contracts/ arrangements/ transactions	Ongoing
4.	Salient terms of the contracts or arrangements or transactions including the value, if any:	Nil
5.	Date(s) of approval by the Board	Nil
6.	Amount paid as advance, if any	Nil

ANNEXURE VIII

LIST OF SUBSDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES

A. List of Subsidiary Companies:

i. Systat Software Inc, USA
ii. Systat Software Asia Pacific Limited
iii. Systat Software GmbH, Germany
iv. Analytix Systems Private Limited
v. Caravel Info Systems Pvt Ltd
vi. Proland Software Pvt Ltd
vii. Cranes Varsity Private Limited

B. List of Associate Companies

i. Orca Infotech Private Limited
ii. KandJ Holdings Private Limited
iii. K & J Telecom Private Limited
iv. Jansons Land & Property Development Pvt. Ltd.
v. Spice Capital Fund Private Limited
vi. Sea Equity Enterprises Private Limited

INDEPENDENT AUDITOR'S REPORT

To the members of CRANES SOFTWARE INTERNATIONAL LIMITED

Report on the Audit of the Standalone Ind AS Financial Statements

Qualified Opinion

We have audited the accompanying Standalone Financial Statements of **Cranes Software International Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us except for the effect of the matters described in the "Basis for Qualified Opinion" section of our report, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026 and its loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Qualification

We conducted our audit in accordance with the standards of auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under these standards are further described in the Auditor's Responsibilities for the audit of the statement 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 (The ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

1. The attached Balance Sheet as at 31st March, 2026 is drawn on the basis of the principle of 'Going Concern'. We opine as follows in this connection:
   - i Due to the negative net-worth and pending cases, it cast a significant uncertainty on the company ability to continue as a going concern, however the management is hopeful for recovery hence the financials results are prepared on going concern basis. In our opinion, the company should not prepare the accounts on the basis of Going concern.
   - ii Legal proceedings u/s.138 of the Negotiable Instruments Act has been initiated by Bank of India against the company and the directors. Negotiations is going on with Bank of India as per the directions of the court. There has been no change in the legal status in the current year.
   - iii Investment – As per Company accounting policy the Company has adopted fair value model to value the investment, but the company has been continuously valued all investment at cost price. Due to non-availability of current market value of investments, we are unable to comment on the quantum of fair value adjustments required by the company. Details of Investment and Net-worth is as follows.

Particular	Investment value (In Lakhs)	Net-worth (In Lakhs) As on 31-03-2026	Relationship
Systat Software Inc USA	1,851.18	(2,321.06)	Subsidiary
Systat Software Asia Pacific Limited	38.00	(91.61)	Subsidiary
Systat Software GMBH – Germany	14.48	153.84	Subsidiary
Analytix Systems Private Limited	630.00	1.28	Subsidiary
Caravel Info Systems Pvt Ltd	362.33	(682.65)	Subsidiary
Proland Software Pvt Ltd	318.89	(678.09)	Subsidiary
Cranes Varsity Pvt Ltd	1.00	(117.67)	Subsidiary
Total	3,215.88		

iv Expected Credit Loss: Following assets are non-performing in nature hence. As per IND AS 109 “Financial Instruments” the company needs to provide ECL by following lifetime ECL model.

Particular	Amount in lakhs
Investment	3,215.88
Loan and advances	902.16
Trade receivables	1,399.24

The company has not provided expected credit loss on receivable from US subsidiary amounting to Rs. 1,399.24 lakhs. Had the same thing provided loss for the quarter would have been higher by Rs. 1,399.24 Lakhs. The balance confirmations have not been produced before us by the company.

v. The Company has not accounted for the statutory dues and also defaulted in payment of various statutory dues to various statutory authorities.

vi. In our opinion the securities provided to Banks are not adequate to cover the amounts outstanding to them as on the date of Balance Sheet.

vii. Loan availed by the company from 'UPS Capital Business Credit' remains unpaid and is overdue since April 2014. The management is of the view that the liability of INR 696.37 lakhs (including interest) reflected in the financial statements will adequately cover its liability on settlement of dues and therefore no provision for interest is provided for the period ended 31st March 2026. Had such restatement of liability been made in the books in the normal course, the present loss for the year and quarter ended 31st March, 2026 would have been higher by Rs 56.89 Lakhs and Rs 14.22 Lakhs respectively.

viii. In continuation to the point "vii" above, the company has also discontinued the restatement of the Exchange fluctuation gain / loss on account of the outstanding due towards 'UPS Capital Business Credit' and the interest due thereon, in line with the Ind AS-21 "The Effects of Changes in Foreign Exchange Rates". Had such restatement of liability been made in the books in the normal course, the present loss for the period ended 31st March,2026 would have been higher by Rs 256.52Lakhs.

ix. The banks which had extended financial facilities to the company have treated the outstanding from the company as "Non-Performing Assets" since 2009. To achieve the desired congruency on this issue, the Company has also not provided for interest amounting to INR 5,298.68 lakhs on such outstanding amounts for the period ended 31st March, 2026 due to Bank of India, though the confirmation of such dues were not made available to us by the company. Had the said interest been provided in the books in the normal course, the present loss for the quarter ended 31stMarch, 2026 would have been higher by INR 5,298.68 lakhs.

x. Wilful defaulter: The bank of India has declared Company and promotors as "wilful defaulter".

xi. The management is in negotiation with the Foreign currency convertible bond holders for settling its dues. The management is of the view that the liability of INR 38,695 lakhs (including interest amounting to INR 9,610 lakhs) reflected in the financial statements will adequately cover its liability on settlement of dues with the Foreign currency convertible bond holders and therefore no provision for interest is provided for the period ended 31st March, 2026. Had such interest been provided in the books in the normal course, the present loss for the year and quarter ended 31st March, 2026 would have been higher by INR 2197.44 Lakhs and INR 549.36 Lakhs respectively.

xii. In continuation to the point 'xi' above, the company has also discontinued the restatement of the Exchange fluctuation gain / loss on account of the outstanding due towards Foreign currency convertible bond and the interest due thereon, in line with the IND AS-21 "The Effects of Changes in Foreign Exchange Rates". Had such restatement of liability been made in the books in the normal course, the present loss for the period ended 31stMarch, 2026 would have been higher by INR 7085.24Lakhs.

xiii. In continuation of point "v" above, we cannot comment on the position of undisputed statutory dues including dues on current year's transactions, on account of Provident Fund Contribution, Employee State Insurance, Income Tax, Service tax, Sales Tax, Goods and Service tax, Dividend Distribution Tax and the like, not deposited by the Company in favour of the respective statutory authorities.

xiv. The company has not complied with RBI guidelines since March 2011

xv. Central Bureau of Investigation (CBI)filed a chargesheet in the court of XVII Additional Chief Metropolitan Magistrate, Bangalore (Special Court for CBI cases) vide CC No.26840/2023 against Cranes Software International Limited ("the Company"), its Directors, erstwhile director and another by complaint bank (Bank of India). The said charge sheet was taken cognizance by the Additional Chief Metropolitan Magistrate, Bangalore on 16" October 2023. On the application of the Company and its Directors, the honourable High Court of Karnataka of Bangalore vide its order dated 17'November 2023 passed on interim order staying its all further proceedings against the Company and its director.

xvi. The company has not provided the bank balance confirmations for some of the banks.

xvii. The Company has not provided interest in books of accounts for following items for quarter as on 31st March 2026, the details of which have been mentioned in the Limited review report.

Particular	Amount in lakhs
FCCB Loan	29,085.00
UPS Capital	696.37
Bank Loan	39,006.21

xviii. Redemption of Foreign currency convertible bond amounting to INR 29,085 lakhs (42 million Euros) to the holders of the bonds have fallen due during April 2011 and is yet to be redeemed as on the year ended 31st March, 2026.

xix. Term Loans and working capital availed by the company from Bank of India amounting to INR 39,006.21 Lakhs remain unpaid and are overdue since 2009.The lender has filed cases before the Debt Recovery Tribunal (DRT)/Hon'ble Courts, etc for recovery of dues. These proceedings are in various stages of disposal before the “DRT” and the respective Hon'ble courts. Winding up petition has been filed by Bank of India against the company, before the Hon'ble High Court of Karnataka for non-payment of principal and the accrued interest thereon.

Basis for Opinion

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

Emphasis of Matters

The attached Balance Sheet as at 31st March, 2026 is drawn on the basis of the principle of ‘Going Concern’. We opine as follows in this connection:

a. Redemption of Foreign currency convertible bond amounting to INR. 29,085.00 lakhs (42 million Euros) to the holders of the bonds have fallen due during April 2011 and is yet to be redeemed as on the date of Balance Sheet. On a petition filed by the foreign currency convertible bond holders, The Hon'ble High Court of Karnataka issued a winding up order against the company, which indicates the existence of material uncertainty that may cast significant doubt on the company's ability to continue as a going concern.

b. Term loans and working capital loan availed by the company from Bank of India amounting to INR 39,006.21 lakhs remain unpaid and are overdue since 2009. The lender has filed cases before the Debt Recovery Tribunal (DRT) / Hon'ble Courts, etc for recovery of dues. These proceedings are in various stages of disposal before the "DRT" and the respective Hon'ble Courts. Winding up petition has been

filed by Bank of India against the company, before the Hon'ble High Court of Karnataka for non-payment of principal and the accrued interest thereon.

c. In our opinion the securities provided to Banks are not adequate to cover the amounts outstanding to them as on the date of Balance Sheet.

d. We would like to draw the attention of the members to note no. 25 of the standalone Ind AS Financial Statements regarding default of payments to various statutory authorities.

e. We draw attention to Note No. 33 of the standalone Ind AS Financial Statements regarding the investments (including receivables) made in wholly owned subsidiaries. As explained by the management, it being a long term and strategic investment, there is a reasonable certainty that there will be no diminution in the value of the investment and is confident of recovery of receivables and therefore no provisioning has been considered necessary. The Amount receivables from the subsidiaries are as under.

(INR in Lakhs)

Sl No.	Name of the Subsidiary	Amount
1	Systat Software UK Ltd	436.62
2	Proland Software Private Limited	465.54
3	Systat Software Inc. (Net of Provision)	1,399.24
	Total	**2,301.40**

f. The company had invested in the below mentioned wholly owned subsidiaries. Due to the cumulative losses in the subsidiaries, the value of investment is eroded.

(INR in Lakhs)

Sl No.	Name of the Subsidiary	Investment	Shareholder Funds
1	Proland Software Pvt. Ltd.	318.89	(682.93)
2	Systat Software Inc. USA	1,851.18	(2,321.06)
3	Caravel Info System Private Limited	362.33	(682.65)
	TOTAL	**2,532.40**	**(3,681.80)**

g. The company has not provided for diminution / impairment in the value of its investments in the above wholly owned subsidiaries, as required by the IND AS-36.

h. The Company has drawn and utilized an amount INR 43.78 lakhs from the 'CSIL Employees Comprehensive Gratuity Trust' fund for the purpose not intended in terms of 'The Payment of Gratuity Act, 1972'. (See note No. 14 of the Financial Statements)

i. The company has provided for doubtful debts of INR 1,767.10 lakhs during the year, towards due from a subsidiary.

j. There are undisputed statutory dues including dues on current year's transactions, on account of Provident Fund Contribution, Employee State Insurance, Income Tax, Service tax, Sales Tax, Goods and Service tax, Dividend Distribution Tax and the like, not deposited by the Company in favour of the respective statutory authorities.

k. Earnings in foreign exchanges are not realized within the periods stipulated under FEMA and permission is awaited from the statutory authorities to write off the same.

l. The management is of the opinion that the all assets, investments have at least the value as stated in the Balance Sheet, if realized in the ordinary course of business.

Our Report is not qualified in respect of the above matters.

Key Audit Matters

(a) Adoption of Ind AS 115- Revenue from contracts with customers:

As described in note number 2B to the financial statements, the company has adopted Ind AS 115 Revenue from Contracts with Customers which is the new accounting standard. Considering the nature of the industry, where revenue is recognized on basis the terms of each contract with customers, these commercial arrangements can be complex and significant judgments relating to identification of distinct performance obligations, determination of transaction price of identified performance obligation and the appropriateness of basis used to measure revenue recognized over the time period is applied in selecting the accounting basis in each case. Additionally, new revenue accounting standard contains disclosures which involves disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.

(b) Assessment of the appropriateness of provisions recognized and contingent liabilities disclosed in respect of certain tax matters

(Refer notes 25 of the standalone Ind AS financial statements and Annexure A of the Audit Report)

As at March 31, 2026, the Company has significant tax exposures and is subject to periodic assessments/ challenges by tax authorities on transfer pricing, income tax and a range of indirect tax matters.

Consequent to such tax assessments and demands relating to past several years, the Company has paid certain amounts under protest at various dates. The Company has also filed appeals with various appellate authorities against such demands.

Management judgement is involved in assessing the likelihood of ultimate outcome of the tax disputes to decide on the accounting/ disclosure requirements. In certain complex matters the probable amount of the outflows determined by management is supported by opinions obtained from external tax counsels/ experts (management tax experts).

We considered this a key audit matter as:

a. The amounts involved are significant to the standalone Ind AS financial statements
b. Change in the management's judgements and estimates may significantly affect the provisions recognized or contingent liabilities disclosed
c. Matters of disputes are complex in some cases due to the industry in which the Company operates and may lack clarity under tax laws.

How our audit addressed the key audit matters

Our responses:

We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard.

Our audit procedures to address the risk of material misstatement relating to revenue recognition includes testing of design and operating effectiveness of controls and substantive procedures as follows:

a. Evaluated the design and operating effectiveness of internal controls relating to the implementation of new revenue standard;
b. Evaluated detailed analysis performed by the management on each stream of revenue contracts.
c. Selected samples from all streams of contracts to carry out a detailed analysis on recognition of revenue as per the five steps given in standard. Performed revenue transaction testing on samples selected from each stream of revenue where each input to revenue recognition, including estimates

Our audit procedures included the following:

a. Understood, assessed and tested the design and operating effectiveness of the Company's controls in respect of identifying potential tax exposures and/or the accounting and disclosures thereof.
b. Evaluated the related accounting policy for provisioning for tax exposures/ disclosure of contingent liabilities.
c. Obtained management's assessment in respect of tax demands on whether tax outflow is either probable, possible or remote.

d. Along with the auditors' experts, where necessary, evaluated the management's assessment as follows:

- o Read the correspondences received during the year from the tax authorities.
- o Read views provided by the management, management tax experts as applicable.
- o Assessed management's positions on significant tax exposures for reasonableness.
- o Ensured completeness of litigations by inquiring with the management, review of board minutes, and review of significant legal expenses.
- o Evaluated the objectivity, competence and capabilities of the management tax experts
- o Evaluated the adequacy of disclosures made in the standalone Ind AS financial statements.

Based on the above procedures, we considered the management's assessment in recognizing provisions and disclosing contingent liabilities in respect of the stated tax matters, as reasonable.

Information Other than the Standalone Ind AS financial statements and Auditor's Report thereon

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report 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 accompanying 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 Standalone Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making 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.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process

Auditor's Responsibility on the accompanying Financial Statements

Our objective is 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:

a. Identify and assess the risks of material misstatement of the 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.

b. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

d. 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.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by 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, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

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

e) Two out of four Directors of the company being directors of other companies which have not filed its annual return with the Registrar of Companies for a period of more than 3 years as on the date of Balance Sheet, leading to non-compliance and disqualification from being appointed as a director. The Registrar of the Companies Karnataka had ordered for removal of directors in terms of Section 164(2) of the Companies Act, 2013. The said directors have obtained an interim stay from the Hon'ble High Court of Karnataka on 26th of October 2018On 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

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.

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:

1) The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements.

2) 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.

3) The Company was not required to transfer any amounts to the Investor Education and Protection Fund.

4) (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.

(d)Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software and operated throughout the year for all relevant transactions recorded in the software.Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

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

For **Chaturvedi Sohan & Co**
Chartered Accountants
Registration No.118424W

Vivekanand Chaturvedi
Partner
Membership No.106403
UDIN : 26106403ATOUXR8043

June 15, 2026
Mumbai

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph A(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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 (The 'Guidance Note').

Management's Responsibility for Internal Financial Controls

The Company's management and Board of Directors of the Company are 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 with reference to standalone Ind AS Standalone Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls 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 Standalone Financial Statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with Reference to standalone Ind AS Standalone Financial Statements

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

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

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

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

For **Chaturvedi Sohan & Co**
Chartered Accountants
Registration No.118424W

Vivekanand Chaturvedi
Partner
Membership No.106403
UDIN : 26106403ATOUXR8043

June 15, 2026
Mumbai

ANNEXURE - B TO THE AUDITORS' REPORT

The Annexure referred to in our Independent Auditor's report to the members of **Cranes Software International Limited** ('the Company') on the standalone Ind AS financial statements for the year ended on 31st March 2026.

We report that:

i) In respect of the Company's Property, Plant and Equipment and Intangible Assets

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

(B) The company is maintaining proper records showing full particulars of intangible assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company does not hold any immovable properties, reporting under clause 3(i) (c) of the Order is not applicable.

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

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii) (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.

(b) According to the information and explanations given to us, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. Hence reporting under clause 3(ii)(b) of the Order is not applicable.

iii) The Company has not made investments in, companies, and granted unsecured loans to other parties, during the year, however the Company has in the past granted interest free loans to its subsidiary companies in respect of which:

a. the balance outstanding at the balance sheet date with respect to such loans or advances to subsidiaries

(Rs. In Lakhs)

SL. No.	Name of the Entity	Aggregate amount granted/provided during the year	Balance outstanding as at Balance Sheet date
	Subsidiaries		
1	Proland Software Pvt Ltd	-	465.54
2	Systat Software UK Ltd	-	436.62
	TOTAL		**902.16**

b. No loan or advance in the nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties

c. The Company has not granted loans or advances in the nature of loans which are repayable on demand during the year, however the Company has in the past granted interest free loans to its subsidiary companies which are repayable on demand, details of which are given below:

(**Rs. In Lakhs)**

Name of the Entity	All Parties	Promoters	Related Parties
Aggregate of loans/ advances in nature of loans • Repayable on demand			902.16
Percentage of loans/ advances in nature of loans to total loans			100%

*The amounts reported are at gross amounts, without considering provision made.

iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

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

vii) (a) On Examination of the books of accounts and other records of the Company we report that the company has defaulted in depositing its undisputed statutory dues including Provident Fund, Investors Education and Protection Fund, Employees' state Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax and Cess with the appropriate authorities. The following statutory liabilities are pending for payment for a period of more than six months from the date they became payable:

Name of the Statute	Nature of dues	Amount to be paid
Employee's Provident Fund & Miscellaneous Provision Act	Provident Fund	12.52
Commercial Taxes Act	Professional Tax	1.20
Employees State Insurance Act	ESI	0.51
Income Tax Act (Tax Deducted at Source)	Withholding Taxes	304.12
Service Tax	Service Tax	239.48
Income Tax Act	Self-Assessment Tax	211.19
Income Tax Act	Dividend Distribution Tax	273.88
Investor Education Protection Fund	Unclaimed Dividend	7.21
Goods and Service Tax Act	Goods & Service Tax	126.10

According to the information and explanations given to us, there are no disputed amounts as at 31st March 2026 in respect of Provident Fund, Employees' state Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, and Cess and other applicable statutory dues with the exception of the following:

(Rs. In Lakhs)

Name of the Statute	Nature of Dues	Amount	Period to which amount relates	Forum where dispute is pending
Chapter V of the Finance Act. 1994	Service Tax	1260.90	2008-09 to 2012-13	Commissioner, Service Tax
The Foreign Exchange Regulation Act, 1999	Penalty for contravention of section 42(1) of the FEMA, 1999	580.00	2006	Director, Directorate of Enforcement
Income Tax Act	TDS Liabilities	369.24	2013-14 to 2016-17	Joint Commissioner, Income Tax (Appeals)

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

ix) (a) There are defaults in repayment of dues to bank as at the balance sheet date. The amount of defaults and the period are tabulated below

(Rs. In Lakhs)

Name of the Banks	Amount of default (including accrued interest)	Period of Default
Bank of India	39,006.21	From 2009 to Till Date

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has been declared wilful defaulter by Bank of India.

(c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, the company has not raised funds on short-term basis during the year, and hence reporting under clause 3(ix)(d) of the Order is not applicable.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

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

(c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.

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

xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv) (a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

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

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

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

xvii) The Company has incurred cash loss of Rs. 204.67 Lakhs during the financial year covered by our audit and has incurred Cash losses of Rs 1,737.95 lakhs in the immediately preceeding financial years.

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

xix) According to the information and explanations given to us and on the basis of the financial ratios disclosed in note 37 of the standalone financial statements, 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, We believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report.

xx) The provisions of Corporate Social Responsibility as mentioned under section 135 of the Act are not applicable to the Company for the year. Therefore, the requirements to report on clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable to the Company.

For **Chaturvedi Sohan & Co**
Chartered Accountants
Registration No.118424W

Vivekanand Chaturvedi
Partner
Membership No.106403
UDIN : 26106403ATOUXR8043

June 15, 2026
Mumbai

STANDALONE BALANCE SHEET

AS AT MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

PARTICULARS	Notes	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
Property, plant and equipment	3	7.74	9.21
Intangible assets & Goodwill	4	-	-
Deferred Tax Asset (net)	5	-	-
Financial assets			
Investments	6	3,215.88	3,215.88
Other non-current assets	7	902.16	902.16
Total non-current assets		**4,125.78**	**4,127.25**
Current assets			
Trade receivables	8	1,399.24	3,166.34
Cash and cash equivalents	9A	3.69	8.47
Other bank balances	9B	7.41	7.41
Other current Assets	10	6.70	4.29
Total current assets		**1,417.04**	**3,186.51**
Total Assets		**5,542.82**	**7,313.76**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	3,839.14	3,039.14
Share application money pending allotment		-	685.00
Other equity	12	(83,631.41)	(82,653.84)
Total equity		**(79,792.27)**	**(78,929.70)**
Liabilities			
Non-current liabilities			
Provisions	13	9.96	7.92
Total non-current liabilities		9.96	7.92
Current liabilities			
Financial liabilities			
Short Term Borrowings	14	42,984.04	43,961.75
Trade payables	15	59.58	58.96
Other current liabilities	16	42,135.64	42,066.82
Provisions	17	145.87	148.01
Total current liabilities		**85,325.13**	**86,235.54**
Total liabilities		**85,335.09**	**86,243.46**
Total Equity and Liabilities		**5,542.82**	**7,313.76**

The significant accounting policies and the accompanying notes form an integral part of the financial statements

For and on behalf of the Board

Asif Khader
Managing Director
DIN : 00104893

Mueed Khader
Director
DIN : 00106674

Manjunath.H
CFO

As per our report of even date attached
For M/s. Chaturvedi Sohan & Co
Chartered Accountants
Firm Registration No.118424W

Vivekanand Chaturvedi
Partner
Membership No.106403

Date: June 15th, 2026
Place: Bengaluru

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

PARTICULARS	Notes	FOR THE YEAR ENDED March 31, 2026	FOR THE YEAR ENDED March 31, 2025
Continuing Operations			
Income			
Revenue from operations	18	-	-
Other income	19	0.03	1.14
Total income		0.03	**1.14**
Expenses			
Employee Benefits Expense	20	49.02	46.95
Finance costs	21	-	6.68
Depreciation and amortisation expense	4	1.47	1.79
Other expenses	22	1,955.10	1,939.06
Total expenses		**2,005.59**	**1,994.48**
Profit / (Loss) before exceptional items and tax		**(2,005.57)**	**(1,993.34)**
Exceptional items		-	-
Profit / (Loss) before tax from continuing operations		**(2,005.57)**	**(1,993.34)**
Income tax expense	23		
Income tax relating to earlier years		-	-
Deferred tax charge/ (credit) relating to earlier years		-	-
Profit / (Loss) for the year		**(2,005.57)**	**(1,993.34)**
Other comprehensive income		-	-
Other comprehensive income for the year, net of tax		**-**	**-**
Total comprehensive Income for the year		**(2,005.57)**	**(1,993.34)**
Earnings per share	24		
Basic earnings per share		(1.32)	(1.37)
Diluted earnings per share		(1.32)	(1.37)

The significant accounting policies and the accompanying notes form an integral part of the financial statements

For and on behalf of the Board

Asif Khader
Managing Director
DIN : 00104893

Mueed Khader
Director
DIN : 00106674

Manjunath.H
CFO

As per our report of even date attached
For M/s. Chaturvedi Sohan & Co
Chartered Accountants
Firm Registration No.118424W

Vivekanand Chaturvedi
Partner
Membership No.106403

Date: June 15th, 2026
Place: Bengaluru

STANDALONE STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

PARTICULARS	FOR THE YEAR ENDED MARCH 31, 2026	FOR THE YEAR ENDED MARCH 31, 2025
Cash Flow From Operating Activities		
Profit / (Loss) before income tax	(2,005.57)	(1,993.34)
Adjustments for		
Depreciation and amortisation expense	1.47	1.79
Allowances for Credit Loss	1,767.10	1,691.15
Finance costs	-	6.68
	(237.00)	**(293.71)**
Change in operating assets and liabilities		
(Increase)/ decrease in trade receivables	-	-
Increase/ (decrease) in Other non-current assets	-	0.29
(Increase)/ decrease in Other current assets	(2.41)	0.03
Increase/ (decrease) in provisions and other liabilities	68.72	141.40
Increase/ (decrease) in Borrowings	(977.71)	(2,086.71)
Increase/ (decrease) in trade payables	0.62	2.40
Cash generated from operations	(1,147.79)	(2,236.29)
Less : Income taxes paid (net of refunds)	-	-
Net cash from operating activities (A)	**(1,147.79)**	**(2,236.29)**
Cash Flows From Investing Activities		
(Purchase)/disposal proceeds of Investments	-	-
Net cash used in investing activities (B)	**-**	**-**
Cash Flows From Financing Activities		
Finance costs	-	(6.68)
Proceeds from issue of shares	1,828.00	1,562.50
Share Application Money pending allotment	(685.00)	685.00
Net cash from/ (used in) financing activities (C)	**1,143.00**	**2,240.82**
Net decrease in cash and cash equivalents (A+B+C)	**(4.79)**	**4.52**
Cash and cash equivalents at the beginning of the financial year	15.88	11.36
Cash and cash equivalents at end of the year	**11.10**	**15.88**

Notes:

1. The above cash flow statement has been prepared under indirect method prescribed in Ind AS "Cash flow statements"
2. Components of cash and cash equivalents - Balances with banks

- in current accounts	7.41	7.41
Others	3.69	8.47
Cash on hand	-	-
	11.10	15.88

For and on behalf of the Board

Asif Khader
Managing Director
DIN : 00104893

Mueed Khader
Director
DIN : 00106674

Manjunath.H
CFO

As per our report of even date attached
For M/s. Chaturvedi Sohan & Co
Chartered Accountants
Firm Registration No.118424W

Vivekanand Chaturvedi
Partner
Membership No.106403

Date: June 15th, 2026
Place: Bengaluru

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2026

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

(A) Equity Share Capital

Balance at the beginning of April 1, 2024	2,355.34
Changes in equity share capital during the year	683.80
Balance at the end of March 31, 2025	3,039.14
Changes in equity share capital during the year*	800.00
Balance at the end of March 31, 2026	3,839.14

During the year, the company has made preferential allotment of 4,00,00,000 equity share having face value of Rs. 2 each at an issue price of Rs. 4.57 each to Mr. Asif Khader (PY issued 3,41,90,375 equity share having face value of Rs. 2 each at an issue price of Rs. 4.57 each to M/s T echuni Ventures Private Limited against their loan of Rs. 1,562 Lakhs).

(B) Other Equity

Particulars	General Reserve	Securities Premium Reserve	Capital Reserve	Retained Earnings	Total
Balance as at April 1, 2024	18,430.00	17,898.26	2,400.00	(1,20,267.45)	(81,539.19)
Tranfer on account of Adjustment	-	878.69	-	-	878.68
Profit (Loss) for the year	-	-	-	(1,993.34)	(1,993.34)
Balance as at March 31,2025	18,430.00	18,776.95	2,400.00	(1,22,260.79)	(82,653.84)
Additions/ (deductions) during the year	-	1,028.00	-	-	1,028.00
Profit (Loss) for the year	-	-	-	(2,005.57)	(2,005.57)
Balance as at March 31, 2026	18,430.00	19,804.95	2,400.00	(1,24,266.35)	(83,631.41)

The accompanying notes form an integral part of the financial statements

For and on behalf of the Board

Asif Khader
Managing Director
DIN : 00104893

Mueed Khader
Director
DIN : 00106674

Manjunath.H
CFO

As per our report of even date attached
For M/s. Chaturvedi Sohan & Co
Chartered Accountants
Firm Registration No.118424W

Vivekanand Chaturvedi
Partner
Membership No.106403

Date: June 15th, 2026
Place: Bengaluru

CRANES SOFTWARE INTERNATIONAL LIMITED

CIN : L05190KA1984PLC031621

Notes to Financial Statements for the year ended March 31, 2026

1 Corporate Information

Cranes Software International Limited (CSIL) was incorporated on 22nd December, 1984. CSIL is a Company that provides enterprise statistical analytics and engineering simulation software products and solutions across the globe. Presently, CSIL has developed IP's and products in data Integration & visualization, engineering simulations, graphing, plotting and designing modules. The Company is head quartered in Bangalore and has offices in India, United States of America, United Kingdom and Germany.

2 Basis of preparation of financial statements

Statement of compliance

"These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Except for the changes below, the Company has consistently applied accounting policies to all periods.

The Company has adopted Ind AS 115 'Revenue from Contracts with Customers' with the date of initial application being April 1,2018. Ind AS 115 establishes a comprehensive framework on revenue recognition. Ind AS 115 replaces Ind AS 18 'Revenue' and Ind AS 11 'Construction Contracts'. The application of Ind AS 115 did not have material impact on the financial statements.

Appendix B to Ind AS 21 'The Effects of Changes in Foreign Exchange Rates': On March 28, 2018, Ministry of Corporate Affairs (MCA) has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determiningthe exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment is effective from April 1, 2018. The Company has evaluated the effect of this amendment on the financial statements and concluded that the impact is not material."

Basis of preparation and presentation

For all periods up to and including the year ended March 31, 2026, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

Use of estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

Functional and presentation currency

"These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest lakhs (up to two decimals).

The financial statements are approved for issue by the Company's Board of Directors on 6th July 2024.

2A Critical accounting estimates and management judgments

In application of the accounting policies, which are described in note 2, the management of the Company is required to make judgements, estimates and assumptions about the carrying amounts of assets and

liabilities that are not readily apparent from other sources. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Information about significant areas of estimation, uncertainty and critical judgements used in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

Property, Plant and Equipment, Intangible Assets and Investment Properties

The residual values and estimated useful life of PPEs, Intangible Assets and Investment Properties are assessed by the technical team at each reporting date by taking into account the nature of asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement and maintenance support. Upon review, the management accepts the assigned useful life and residual value for computation of depreciation/amortisation. Also, management judgement is exercised for classifying the asset as investment properties or vice versa.

Current tax

Calculations of income taxes for the current period are done based on applicable tax laws and management's judgement by evaluating positions taken in tax returns and interpretations of relevant provisions of law.

Deferred Tax Assets (including MAT Credit Entitlement)

Significant management judgement is exercised by reviewing the deferred tax assets at each reporting date to determine the amount of deferred tax assets that can be retained / recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Fair value

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Impairment of Trade Receivables

The impairment for trade receivables are done based on assumptions about risk of default and expected loss rates. The assumptions, selection of inputs for calculation of impairment are based on management judgement considering the past history, market conditions and forward looking estimates at the end of each reporting date.

Impairment of Non-financial assets (PPE / Intangible Assets / Investment Properties)

The impairment of non-financial assets is determined based on estimation of recoverable amount of such assets. The assumptions used in computing the recoverable amount are based on management judgement considering the timing of future cash flows, discount rates and the risks specific to the asset.

Defined Benefit Plans and Other long term benefits

The cost of the defined benefit plan and other long term benefits, and the present value of such obligation are determined by the independent actuarial valuer. An actuarial valuation involves making various assumptions that may differ from actual developments in future. Management believes that the assumptions used by the actuary in determination of the discount rate, future salary increases, mortality rates and attrition rates are reasonable. Due to the complexities involved in the valuation and its long term nature, this obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities could not be measured based on quoted prices in active markets, management uses valuation techniques including the Discounted Cash Flow (DCF) model, to determine its fair value The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is exercised in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

Provisions and contingencies

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

2B Recent accounting pronouncements

Standards issued but not yet effective

The following standards have been notified by Ministry of Corporate Affairs (effective from April 01, 2019)

a. Ind AS 116 – Leases
b. Appendix C to Ind AS 12 - Uncertainity over Income tax Treatments
c. Amendment to Ind AS 19 - Employee Benefits
d. Amendment to Ind AS 12 - Income Taxes

The Company is evaluating the requirements of the above standards and the effect on the financial statements is also being evaluated.

3 Significant Accounting Policies

a) Current versus non-current classification

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

An asset is treated as current when it is:

i) Expected to be realised or intended to be sold or consumed in normal operating cycle
ii) Held primarily for the purpose of trading
iii) Expected to be realised within twelve months after the reporting period, or
iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

i) It is expected to be settled in normal operating cycle
ii) It is held primarily for the purpose of trading
iii) It is due to be settled within twelve months after the reporting period, or
iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified 12 months as its operating cycle.

b) Fair value measurement

The Company has applied the fair value measurement wherever necessitated at each reporting period.

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:

i) In the principal market for the asset or liability;

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

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

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

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

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

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

Level 1 : Quoted (unadjusted) market prices in active market for identical assets or liabilities;

Level 2 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and

Level 3 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

The Company has designated the respective team leads to determine the policies and procedures for both recurring and non - recurring fair value measurement. External valuers are involved, wherever necessary with the approval of Company's board of directors. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

For the purpose of fair value disclosure, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risk of the asset or liability and the level of the fair value hierarchy as explained above. The component wise fair value measurement is disclosed in the relevant notes.

c) Revenue Recognition

Sale of goods

Revenue from sale of products is recognized, in accordance with the sales contract, on delivery ofgoods to the customer. Revenue from product sales are shown net of taxes.

Sale of services

Revenue on software development services comprises revenue priced on a time and material andfixed-price contracts. Revenue priced on a time and material contracts are recognized as related services are performed. Revenue from fixed-price, fixed time-frame contracts is recognized in accordance with the percentage of completion method.

Revenue from technical service, training, support and other services is recognized as the relatedservices are performed over the duration of the contract/course.

Interest Income

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

Rental income

Rental income from operating lease is recognised on a straight line basis over the term of the relevant lease, if the escalation is not a compensation for increase in cost inflation index.

Dividend income

Dividend income is recognized when the company's right to receive dividend is established by the reporting date, which is generally when shareholders approve the dividend.

d) Property, plant and equipment and capital work in progress

Presentation

Property, plant and equipment and capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs of a qualifying asset, if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Advances paid towards the acquisition of tangible assets outstanding at each balance sheet date, are disclosed as capital advances under long term loans and advances and the cost of the tangible assets not ready for their intended use before such date, are disclosed as capital work in progress.

Component Cost

All material/ significant components have been identified for our plant and have been accounted separately. The useful life of such component are analysed independently and wherever components are having different useful life other than plant they are part of, useful life of components are considered for calculation of depreciation.

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of repairs and maintenance are recognised in the statement of profit and loss as incurred.

Derecognition

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

e) Depreciation on property, plant and equipment

Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life. The depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less 5% being its residual value.

Depreciation is provided on straight line method, over the useful lives specified in Schedule II to the Companies Act, 2013 except for the following items, where useful life estimated on technical assessment, past trends and differ from those provided in Schedule II of the Companies Act, 2013.

Depreciation for PPE on additions is calculated on pro-rata basis from the date of such additions. For deletion/ disposals, the depreciation is calculated on pro-rata basis up to the date on which such

assets have been discarded/ sold. Additions to fixed assets, costing 5000 each or less are fully depreciated retaining its residual value.

The residual values, estimated useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

f) Intangible assets

Intangible assets acquired separately

Intangible assets acquired separately are measured on initial recognition at cost. The cost of a separately acquired intangible asset comprises (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; and (b) any directly attributable cost of preparing the asset for its intended use.

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Intangible assets internally generated

Expenditure on research activities is recognised as an expense in the year in which it is incurred.

An internally -generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, the intangible asset first meets the recognition criteria referred in Ind AS 38 "Intangible Assets". Where no internally-generated intangible asset can be recognised, development expenditure is recognised in the statement of profit and loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Useful life and amortisation of intangible assets

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful life

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Subsequent cost and measurement

Subsequent costs are capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditures, including expenditure on internally-generated intangibles, are recognised in the statement of profit and loss as incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

g) Investment property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes).

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16 - Property, plant and equipment's requirements for cost model. The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Company depreciates investment property as per the useful life prescribed in Schedule II of the Companies Act, 2013.

Though the Company measures investment property using the cost-based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model.

An investment property is derecognised 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 derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss in the period in which the property is derecognised.

h) Non Current Assets Held for Sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

i) Inventories

Inventories are carried at the lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Costs are determined on weighted average basis as follows :

i) **Raw materials, packing materials and Store and Spare Parts :** At purchase cost including other cost incurred in bringing materials/consumables to their present location and condition.

ii) **Work in progress:** At material cost, conversion costs and appropriate share of production overheads

(iii) **Finished goods and waste:** At material cost, conversion costs, appropriate share of production overheads and Excise Duty. Post implementation of GST from July 1, 2017 no excise duty is included in the closing stock of finished goods as at March 31, 2023.

j) Financial Instruments

Financial assets

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instruments.

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified on the basis of their contractual cash flow characteristics and the entity's business model of managing them.

Financial assets are classified into the following categories:

- Financial instruments (other than equity instruments) at amortised cost
- Financial Instruments (other than equity instruments) at Fair value through Other comprehensive income (FVTOCI)
- Other Financial Instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Financial instruments other than equity instruments at amortised cost

The Company classifies a financial instruments (other than equity instruments) at amortised cost, if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Financial instruments other than equity instruments at FVTOCI

The Company classifies a financial instrument (other than equity instrument) at FVTOCI, if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset’s contractual cash flows represent SPPI.

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

Financial instruments other than equity instruments at FVTPL

The Company classifies all other financial instruments, which do not meet the criteria for categorization as at amortized cost or as FVTOCI, as at FVTPL.

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

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. Where the Company makes an irrevocable election of equity instruments at FVTOCI, it recognises all subsequent changes in the fair value in other comprehensive income, without any recycling of the amounts from OCI to profit and loss, even on sale of such investments.

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

Financial assets are measured at FVTPL except for those financial assets whose contractual terms give rise to cash flows on specified dates that represents solely payments of principal and interest thereon, are measured as detailed below depending on the business model:

Classification	Name of the financial asset
Amortised cost	Trade receivables, Loans to employees and related parties, deposits, interest receivable, unbilled revenue and other advances recoverable in cash
FVTOCI	Equity investments in companies other than Subsidiaries and Associates as an option exercised at the time of initial recognition.
FVTPL	Other investments in equity instruments, forward exchange contracts. (to the extent not designated as hedging instrument)

Derecognition

A financial asset is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement? and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

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

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

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.

b) Financial assets that are debt instruments and are measured at FVTOCI

c) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18.

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 17

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime Expected Credit Loss (ECL) at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 months ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, the Company considers all contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument and Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss, net of lien available on securities held against the receivables. This amount is reflected under the head 'other expenses' in the profit and loss. The balance sheet presentation for various financial instruments is described below:

- **Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables:** ECL is presented as an allowance, which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- **Debt instruments measured at FVTOCI:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

For impairment purposes, significant financial assets are tested on individual basis at each reporting date. Other financial assets are assessed collectively in groups that share similar credit risk characteristics. Accordingly, the impairment testing is done retrospectively on the following basis:

Name of the financial asset	**Impairment Testing Methodology**
Trade Receivables	Expected Credit Loss model (ECL) is applied. The ECL over lifetime of the assets are estimated by using a provision matrix which is based on historical loss rates reflecting current conditions and forecasts of future economic conditions which are grouped on the basis of similar credit characteristics such as nature of industry, customer segment, past due status and other factors that are relevant to estimate the expected cash loss from these assets.
Other financial assets	When the credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. When there is significant change

in credit risk since initial recognition, the impairment is measured based on probability of default over the life time. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 month ECL.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL and as at amortised cost.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

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

Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to profit and loss. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The company has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Derivative financial instruments

The Company holds derivative financial instruments such as foreign exchange forward and options contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

(a) Derivatives fair valued through profit or loss

This category has derivative financial assets or liabilities which are not designated as hedges.

Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the Statement of Profit and Loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets / liabilities in this category are presented as current assets / current liabilities if they are either held for trading or are expected to be realized within 12 months after the Balance Sheet date.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassification and how they are accounted for:

S.No	Original classification	Revised classification	Accounting treatment
1	Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in P&L.
2	FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
3	Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
4	FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
5	FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
6	FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to P&L at the reclassification date.

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

k) Foreign currency transactions and translations

Transactions and balances

Transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. However, for practical reasons, the Company uses an average rate, if the average approximates the actual rate at the date of the transaction.

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

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

The Company enters into forward exchange contract to hedge its risk associated with Foreign currency fluctuations. The premium or discount arising at the inception of a forward exchange contract is amortized as expense or income over the life of the contract. In case of monetary items which are covered by forward exchange contract, the difference between the yearend rate and rate on the date of the contract is recognized as exchange difference. Any profit or loss arising on cancellation of a forward exchange contract is recognized as income or expense for that year.

l) Borrowing Costs

Borrowing cost include interest computed using Effective Interest Rate method, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs that are directly attributable to the acquisition, construction, production of a qualifying asset are capitalised as part of the cost of that asset which takes substantial period of time to get ready for its intended use. The Company determines the amount of borrowing cost eligible for capitalisation by applying capitalisation rate to the expenditure incurred on such cost. The capitalisation rate is determined based on the weighted average rate of borrowing cost applicable to the borrowings of the Company which are outstanding during the period, other than borrowings made specifically towards purchase of the qualifying asset. The amount of borrowing cost that the Company capitalises during the period does not exceed the amount of borrowing cost incurred during that period. All other borrowings costs are expensed in the period in which they occur.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

m) Government grants

Government grants are recognised at fair value where there is a reasonable assurance that the grant will be received and all the attached conditions are complied with.

In case of revenue related grant, the income is recognised on a systematic basis over the period for which it is intended to compensate an expense and is disclosed under "Other operating revenue" or netted off against corresponding expenses wherever appropriate. Receivables of such grants are shown under "Other Financial Assets". Export benefits are accounted for in the year of exports based on eligibility and when

there is no uncertainty in receiving the same. Receivables of such benefits are shown under Other Financial Assets.

Government grants related to assets, including non-monetary grants at fair value, shall be presented in the balance sheet by setting up the grant as deferred income. The grant set up as deferred income is recognised in profit or loss on a systematic basis over the useful life of the asset.

n) Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future tax liability, is recognised as an asset viz. MAT Credit Entitlement, to the extent there is convincing evidence that the Company will pay normal Income tax and it is highly probable that future economic benefits associated with it will flow to the Company during the specified period. The Company reviews the "MAT Credit Entitlement" at each Balance Sheet date and writes down the carrying amount of the same to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income tax during the specified period.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Where there is deferred tax assets arising from carry forward of unused tax losses and unused tax created, they are recognised to the extent of deferred tax liability.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

o) Retirement and other employee benefits

Short-term employee benefits

A liability is recognised for short-term employee benefit in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Defined contribution plans

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund and super annuation fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Defined benefit plans

The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Compensated absences

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

Other long term employee benefits

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by the employees up to the reporting date.

p) Impairment of non financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

q) Provisions, contingent liabilities and contingent asset

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event 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.

Provisions are discounted, if the effect of the time value of money is material, using pre-tax rates that reflects the risks specific to the liability. When discounting is used, an increase in the provisions due to the passage of time is recognised as finance cost. These provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Necessary provision for doubtful debts, claims, etc., are made if realisation of money is doubtful in the judgement of the management.

Contingent liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. Contingent liabilities are disclosed separately.

Show cause notices issued by various Government authorities are considered for evaluation of contingent liabilities only when converted into demand.

Contingent assets

Where an inflow of economic benefits is probable, the Company discloses a brief description of the nature of the contingent assets at the end of the reporting period, and, where practicable, an estimate of their financial effect. Contingent assets are disclosed but not recognised in the financial statements.

r) Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances with original maturity of less than 3 months, highly liquid investments that are readily convertible into cash, which are subject to insignificant risk of changes in value.

s) Cash Flow Statement

Cash flows are presented using indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

Bank borrowings are generally considered to be financing activities. However, where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents for the purpose of Cash flow statement.

t) Earnings per share

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

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

3. PROPERTY, PLANT AND EQUIPMENT

Particulars	Plant and Equipments	Furniture and Fixtures	Computers	Total
Cost as at April 1, 2024	10.20	15.95	37.84	63.99
Additions	-	-	-	-
Disposals	-	-	-	-
Cost as at March 31, 2025	10.20	15.95	37.84	63.99
Additions	-		-	-
Disposals	-	-	-	-
Cost as at March 31, 2026	10.20	15.95	37.84	63.99
Depreciation/Amortisation				
As at March 31, 2024	8.67	8.38	35.94	52.99
Charge for the year	0.41	1.33	0.06	1.79
On disposals	-	-	-	-
As at March 31, 2025	9.07	9.71	36.00	54.78
Charge for the year	0.14	1.33	-	1.47
On disposals	-	-	-	-
As at March 31, 2026	9.21	11.04	36.00	56.25
Net Block				
As at March 31, 2024	1.53	7.57	1.90	11.00
As at March 31, 2025	1.13	6.24	1.84	9.21
As at March 31, 2026	0.99	4.91	1.84	7.74

4. INTANGIBLE ASSETS & GOODWILL

Particulars	Intangible Assets-	Goodwill	Total
Cost as at April 1, 2024	49,954.89	-	49,954.89
Additions	-	-	-
Disposals	-	-	-
Cost as at March 31, 2025	49,954.89	-	49,954.89
Additions	-	-	-
Disposals	-	-	-
Cost as at March 31, 2026	49,954.89	-	49,954.89
Depreciation/Amortisation			
As at March 31, 2024	49,954.89	-	49,954.89
Charge for the year	-	-	-
On disposals	-	-	-
As at March 31, 2025	49,954.89	-	49,954.89
Charge for the year	-	-	-
On disposals	-	-	-
As at March 31, 2026	49,954.89	-	49,954.89
Net Block			
As at March 31, 2024	-	-	-
As at March 31, 2025	-	-	-
As at March 31, 2026	-	-	-

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	Particulars	As at March 31, 2026	As at March 31, 2025
5	**Deferred Tax - Net ***		
	Deferred Tax Asset		
	On Property, plant and equipment	-	-
	Carried Forward Losses	-	-
	Expenditure allowed for tax on accrual basis	-	-
	Others	-	-
		-	**-**
	Deferred Tax Liability	**-**	**-**
	Net deferred tax (liability) / Asset	**-**	**-**
6	**Non-current investments**		
	Investment in Subsidiaries		
	Trade Unquoted at Cost		
	974,166 Equity shares of face value USD 1/- each fully paid up of Systat Software Inc. USA (As at March 31, 2025 - 9,74,166 Equity shares of USD 1/- each (fully paid))	1,851.18	1,851.18
	380,000 Equity Shares of Rs.10/- each fully paidup of Systat Software Asia Pacific Limited (As at March 31, 2025 - 3,80,000 Equity shares of Rs 10/- each (fully paid))	38.00	38.00
	1 Equity Share of 25,000 Euros fully paidup of Systat Software Gmbh-Germany (As at March 31, 2025 - 1 Equity share of Rs 25,000 each (fully paid))	14.48	14.48
	20,000 Equity Shares of Rs. 10/- each fully paid up of Analytix Systems Private Limited (As at March 31, 2025 - 20,000 Equity shares of Rs 10/- each (fully paid))	630.00	630.00
	1,20,000 Equity Shares of Rs. 10/- each fully paid up of Caravel Info Systems Pvt Ltd (As at March 31, 2025 - 1,20,000 Equity shares of Rs 10/- each (fully paid))	362.33	362.33
	4,840 Equity Shares of Rs. 100/- each fully paid up of Proland Software Pvt Ltd (As at March 31, 2025 - 4,840 Equity shares of Rs 100/- each (fully paid))	318.89	318.89
	99,980 Equity Shares of Rs 10/- each fully paid up of Cranes Varsity Pvt Ltd (As at March 31, 2025 - 99,980 Equity shares of Rs 10/- each (fully paid))	1.00	1.00
		3,215.88	**3,215.88**
	Total non-current investments		
	Aggregate cost of unquoted investments	3,215.88	3,215.88
7	**Other Non-current assets - Financial Assets: Loans**		
	(Unsecured, considered good unless otherwise stated)		
	Loans & Advances:		
	- Related Parties (Subsidiaries) (Net of Provisions)	902.16	902.16
		902.16	**902.16**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
8 Trade receivables		
Unsecured		
Considered Good	-	-
Considered Doubtful	10,526.54	10,526.54
	10,526.54	10,526.54
Less: Allowances for Credit Loss	(9,127.30)	(7,360.20)
	1,399.24	**3,166.34**

The allowance for credit loss INR 9,127.30 Lakhs (PY INR 7,360.20 Lakhs) as on 31st March 2026 pertains to the provision created towards receivable from a related party as on 31st March 2026.

Trade receivable ageing schedule

Outstanding for following periods from due date of payment	Undisputed Trade receivables – considered good		Undisputed Trade Receivables – considered doubtful	
	2026	2025	2026	2025
Not due	-	-	-	-
Less than 6 months	-	-	-	-
6 months -1 year	-	-	-	-
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	1,399.24	3,166.34
Total	**-**	**-**	**1,399.24**	**3,166.34**

9	**Cash and cash equivalents**		
9A	Cash on hand	-	-
	Balances with banks		
	In current accounts	3.69	8.47
		3.69	**8.47**
9B	Other bank balances		
	More than 3 months but less than 12 months	0.79	0.79
	Unpaid Dividend Account	6.62	6.62
		7.41	**7.41**
		11.10	**15.88**
10	**Other current assets**		
	(Unsecured, considered good)		
	Other advances	6.70	4.29
		6.70	**4.29**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

11 Capital

Authorised Share Capital		
19,50,00,000 (19,50,00,000) Equity shares of Rs. 2 each	3,900.00	3,900.00
	3,500.00	**3,500.00**
Issued Share Capital		
15,19,57,225 (11,77,66,850) Equity shares of Rs. 2 each	3,039.15	2,355.24
Add: Share Issued during the year 4,00,00,000 equity share of Rs. 2 each (Previous Year Issued 3,41,90,375 equity shares of Rs. 2 each)	800.00	683.81
	3,839.15	**3,039.15**
Subscribed and fully paid up share capital		
15,19,57,225 (11,77,66,850) Equity shares of Rs. 2 each	3,039.15	2,355.24
Add: Share Issued during the year 4,00,00,000 equity share of Rs. 2 each (Previous Year Issued 3,41,90,375 equity shares of Rs. 2 each)	800.00	683.81
	3,839.15	**3,039.15**

Notes:

(a) **Reconciliation of number of equity shares subscribed**

Balance as at the beginning of the year	15,19,57,225	11,77,66,850
Add: Issued during the year	4,00,00,000	3,41,90,375
Balance at the end of the year	**19,19,57,225**	**15,19,57,225**

(b) During the year the Company has made preferential allotment of 4,00,00,000 equity share having face value of Rs. 2 ech at an issue price of Rs. 4.57 each to Mr. Asif Khader. (PY issued 3,41,90,375 equity share having face value of Rs. 2 each at an issue price of Rs. 4.57 each to M/s Techuni Ventures Private Limited against their loan of Rs. 1,562 Lakhs).

(c) There are no bonus shares, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date.

(c) **Shareholders holding more than 5% of the total share capital**

Name of the share holder	March 31, 2026		March 31, 2025	
	No of shares	% of Holding	No of shares	% of Holding
IBC Knowledge Park Private Limited	1,31,34,861	6.84%	1,31,34,861	8.64%
Bank of India	1,12,91,723	5.88%	1,12,91,723	7.43%
Techuni Venture Pvt. Ltd.	3,41,90,375	17.91%	3,41,90,375	22.50%
Total	**5,86,16,959**	**30.54%**	**5,86,16,959**	**38.57%**

Details of shares held by each promoter

Name of the Promoter	March 31, 2026		March 31, 2025	
	No of shares	% of Holding	No of shares	% of Holding
Asif Khadar	4,10,01,500	21.36%	10,01,500	0.66%
Mueed Khadar	1,000	0.00%	1,000	0.00%
K and J Telecom Pvt Ltd	20,08,600	1.05%	20,08,600	1.32%
Sea Equity Enterprises Pvt Ltd	20,00,000	1.04%	20,00,000	1.32%
K and J Holdings Private Limited	15,47,000	0.81%	15,47,000	1.02%
Jansons Land and Property Development Private Limited	4,94,600	0.26%	4,94,600	0.33%
Total	**4,70,52,700**	**24.51%**	**70,52,700**	**4.64%**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025

(d) **Rights, preferences and restrictions in respect of equity shares issued by the Company**

The company has only one class of equity shares having a par value of Rs.2 each. The equity shares of the company having par value of Rs.2/- rank pari-passu in all respects including voting rights and entitlement to dividend.

12 Other Equity

a)	General reserve	18,430.00	18,430.00
b)	Securities Premium Reserve	19,804.95	18,776.95
c)	FCCB Premium Redemption Reserve	2,400.00	2,400.00
d)	Retained earnings	(1,24,266.36)	(1,22,260.80)
		(83,631.41)	**(82,653.84)**

a) General reserve

Balance at the beginning of the year	18,430.00	18,430.00
Additions during the year	-	-
Balance at the end of the year	**18,430.00**	**18,430.00**

b) Securities Premium Reserve

Balance at the beginning of the year	18,776.95	17,898.26
Additions during the year	1,028.00	878.69
Balance at the end of the year	**19,804.95**	**18,776.95**

c) FCCB Premium Redemption Reserve

Balance at the beginning of the year	2,400.00	2,400.00
Additions during the year	-	-
Balance at the end of the year	**2,400.00**	**2,400.00**

d) Retained earnings

Balance at the beginning of the year	**(1,22,260.80)**	**(1,20,267.46)**
Net profit for the period	(2,005.57)	(1,993.34)
Balance at the end of the year	**(1,24,266.36)**	**(1,22,260.80)**

13 Provisions (Non -current)

Provision for Employee Benefits		
Compensated absences	1.91	0.96
Gratuity	8.06	6.96
	9.96	**7.92**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	Particulars	As at March 31, 2026	As at March 31, 2025
14	**Current liabilities - Financial Liabilities: Short term Borrowings**		
	Unsecured		
	CSIL Employees Comprehensive Gratuity Trust	43.78	43.78
	Loan from Directors	3,931.62	3,651.62
	Intercorporate Loan	2.43	1,260.14
	Term Loans from Banks		
	Bank of India*	31,270.35	31,270.35
	(Amount Sanction Rs.1400 Lakhs and Rate of interest 13.25% PA)		
	Cash Credit facilities from Banks		
	Bank of India*	7,735.86	7,735.86
	(Amount Sanction Rs.300 Lakhs and Rate of interest 10% PA)		
		42,984.04	**43,961.75**
	**Term Loan and Cash Credit from Bank of India account has been declared as NPA from 2009*		
15	**Trade payables**		
	- total outstanding dues of micro enterprises and small enterprises	-	0.39
	- total outstanding dues of creditors other than micro and small enterprises	59.58	58.57
		59.58	**56.96**

* Refer Notes No. 27 related to Disclosures required under section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006

Trade payable ageing schedule

Outstanding for following periods from due date of payment	MSME		Others	
	2026	2025	2026	2025
Not due	-	-	-	-
Less than 1 year	-	-	3.40	2.40
1-2 years	-	0.39	11.56	11.56
2-3 years	-	-	4.17	4.17
More than 3 years	-	-	40.45	40.45
Total	**-**	**0.39**	**59.57**	**58.58**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	Particulars	As at March 31, 2026	As at March 31, 2025
16	**Other current liabilities**		
	Bondholders of Foreign Currency Convertible bonds		
	(42,000 units of 1,000/- Euros each fully paid up)	29,085.00	29,085.00
	Interest payable to FCCB Bondholders	9,609.75	9,609.75
	Foreign Currency Term Loan from UPS Capital	696.37	696.37
	Employee payables	163.98	160.84
	Directors Remuneration Payable	424.55	424.55
	Amounts due and payable to Investor Education and Protection Fund	7.21	7.21
	Statutory dues payable	780.42	789.22
	Unpaid Dividend Distribution Tax	273.88	273.88
	Due to Related Parties	1,081.06	1,006.57
	Others	13.43	13.43
		42,135.64	**42,066.82**
17	**Provisions (Current)**		
	Provision for tax (Net)	145.02	147.02
	Provision for gratuity	0.55	0.80
	Provision for compensated absenses	0.30	0.19
		145.87	**148.01**
18	**Revenue from operations**		
	Sale of Services		
		-	**-**
19	**Other income**		
	Other non-operating Income (refer note 19 (a) below)	0.03	1.14
		0.03	1.14
19(a)	**Other non-operating Income**		
	Gratuity Written back	-	1.13
	Other income	0.03	0.02
		0.03	**1.14**
20	**Employee benefits expense**		
	Salaries, wages and bonus	45.66	46.49
	Contribution to		
	Provident Fund	1.22	0.31
	Leave Encashment	1.06	0.15
	Gratuity Fund	0.84	-
	Staff welfare expenses	0.24	-
		49.02	**46.95**
21	**Finance Cost**		
	Interest on statutory dues	-	6.68
		-	**6.68**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
4	**Depreciation and amortisation expense**		
	Depreciation of property, plant and equipment	1.47	1.79
		1.47	**1.79**
22	**Other expenses**		
	Power & Fuel	1.39	1.77
	Repairs and Maintenance	3.77	1.59
	Bank Charges	0.02	0.03
	Legal and General Expenses	149.25	204.96
	Penalty paid	3.60	10.94
	Telephone and Communication	2.14	2.72
	Travelling expenses	14.12	11.10
	Rent	4.80	4.80
	Auditors' Remuneration	7.16	7.00
	Allowances for Credit Loss	1,767.10	1,691.15
	Sitting Free	1.75	3.00
		1,955.10	**1,939.06**
	Auditors' Remuneration		
	As Auditor	7.00	7.00
	Others	0.16	-
		7.16	**7.00**
23	**Income tax expense**		
	(a) Income tax expense		
	Current tax		
	Current tax on profits for the year	-	-
	Total current tax expense	**-**	**-**
	Deferred tax		
	Deferred tax recognised for the year	-	-
	Total deferred tax expense/(benefit)	**-**	**-**
	Income tax expense	**-**	**-**
	b) The income tax expense for the year can be reconciled to the accounting profit as follows:		
	Profit before tax from continuing operations	(2,005.57)	(1,993.34)

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

c) Movement of deferred tax expense during the year ended March 31, 2026

Deferred tax (liabilities) / assets in relation to	Opening Balance	Recognised in Profit or loss	Recognised in other comprehensive Income	Closing balance
Property, plant, and equipment and Intangible Assets	-	-	-	-
Expenses allowable on Payment basis	-	-	-	-
Provision for Retirement Benefits	-	-	-	-
Provision For Bad Debts	-	-	-	-
Brought forward losses	-	-	-	-
	-	**-**	**-**	**-**

d) Movement of deferred tax expense during the year ended March 31, 2025

Deferred tax (liabilities)/ assets in relation to	Opening balance	Recognised in profit or loss	Recognised in Other comprehensive	Closing balance
Property, plant, and equipment and Intangible Assets	-	-	-	-
Expenses allowable on Payment basis	-	-	-	-
Provision for Retirement Benefits	-	-	-	-
Provision For Bad Debts	-	-	-	-
Brought forward losses	-	-	-	-
	-	**-**	**-**	**-**

f) Unused tax credits

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
24 Earnings per share		
Profit / (Loss) for the year attributable to owners of the Company	(2,005.57)	(1,993.34)
Weighted average number of ordinary shares outstanding	16,40,12,020	14,54,00,167
Basic earnings per share (Rs)	(1.32)	(1.37)
Diluted earnings per share (Rs)	(1.32)	(1.37)

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

25 Commitments and contingent liability

Particulars	Year ended March 31, 2026	Year ended March 31, 2026
Contingent Liability *		
Disputed demands from Service tax authorities	1,260.90	1,260.90
Directorate of Enforcement	580.00	580.00
Income tax liabilities (TDS)	369.24	369.24

Undisputed Statutory Dues remaining unpaid	March 31, 2026	March 31, 2025
Employee's Provident Fund & Miscellaneous Provision Act	12.52	10.22
Commercial Taxes Act	1.20	1.08
Employees State Insurance Act	0.51	0.51
Income Tax Act (Tax Deducted at Source)	304.12	313.22
Service Tax Act	239.48	239.48
Income Tax Act	211.19	213.19
Income Tax Act	273.88	273.88
Investor Education Protection Fund	7.21	7.21
Goods and Service Tax Act	126.10	128.23

* The management believes, based on internal assessment and / or legal advice, that the probability of an ultimate adverse decision and outflow of resources of the company is not probable and accordingly, no provision for the same is considered necessary.

	Name of Institution	Amount of Claim (In Lakhs)	In which Forum
A.	**Under Section 434 of Companies Act**		
	Bank of India	39,006.21	High Court of Karnataka, Bangalore
B.	**Under Section 138 of Negotiable Instruments Act, 1881**		
	Bank of India	500.00	Metropolitan Court, Bangalore
C.	**Under Debt Recovery Act, 1993**		
	Bank of India	19,688.48	Debt Recovery Tribunal, Chennai
D.	**Income Tax Act 1961**	879.25	
	Income tax liabilities (TDS)	`	High Court of Karnataka, Bangalore

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

26 Trade Receivables include, dues from Subsidiary Companies as under

Particulars	as at March 31, 2026	as at March 31, 2025
Systat Software Inc, USA (Net of Provision for Bad and Doubtful debts)	1,399.24	3,166.34

27 Disclosures required under section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 are as under

Particulars	as at March 31, 2026	as at March 31, 2025
(a) The principal amount remaining unpaid at the end	-	0.39
(b) The delayed payments of principal amount paid	-	-
(c) Interest actually paid under Section 16 of MSMED	-	-
(d) Normal Interest due and payable during the year, for all the delayed payments, as per the agreed terms	-	-
(e) Total interest accrued during the year end	-	-
*This information has been determined to the extent such parties have been identified on the basis of information available with the Company.		

28 Operating Segments

The Business of the Company falls under a single primary segment 'i e IT/ITES in accordance with Ind AS 108 'Operating Segments' and hence reporting on various segments do not arise.

29 Impairment of Assets

The company assessed its fixed Assets for impairment as at 31st March 2026 and concluded that there has been no significant impaired fixed asset that needs to be recognized in the books of account.

30 Operating lease arrangements (as lessor)

The Company has given certain properties on operating lease arrangements. The leases are cancellable at the option of either party to lease and may be renewed based on mutual agreement of the parties. The total lease income recognised on such contracts for the year is Nil (Previous year Rs. Nil).

31 Confirmation of balances in respect of Trade Receivables and Trade Payables has not been obtained.

32 Foreign Currency Convertible Bonds

The Foreign Currency Convertible Bonds carry coupon rate of 2.50 %, payable half yearly. In case of default of payment of interest the coupon rate stands increased to 4.80 %.

During March 2011, the convertible foreign currency bonds had become due for conversion to Equity Shares and none of the bond holders have exercised their option for conversion. Correspondingly, the amounts had become due for payment as on the closure of such exercise and is yet to be redeemed as on the date of the balance sheet. These funds fall within the meaning of 'deposit' as defined under section 73 of the Companies Act 2013. The Company has not complied with the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 of the Companies Act, 2013 and the rules framed thereunder

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

On a petition filed by the Foreign currency convertible bond holders, The Hon'ble High Court of Karnataka issued a winding up order against the company. The Company had received an intimation from the "Ministry of Corporate affairs" during August 2019, stating that a winding up order is issued against the Company by the Hon'ble High Court of Karnataka vide order dated 20th November 2017. Further, based on the plea submited by the Company the Hon'ble High Court of Karnataka had granted a stay during June 2022 directing the official liquidator not to precipitate the process of the winding up order and the matter is extended till the next date of hearing as the petitioner and the company are exploring the possibility of amicable settlement. Now, the Hon'ble High Court of Karnataka has withdrawn the winding up order on behalf of the Foreign Currency Bond Holders.

33 Dues from Companies under the same management, as under (Disclosure required by Clause 32 of the Listing Agreement)"

a. Loans and advances includs.

Particulars	Current Year	Maximum Amount Outstanding during the year	Previous Year
Proland Software Pvt Ltd	465.54	465.54	465.54
Systat Software UK Ltd	436.62	436.62	436.62
Total	**902.16**	**902.16**	**902.16**

a. Trade Receivables

Particulars	Current Year	Previous Year
Systat Software Inc	1,399.24	3,166.34
Total	**1,399.24**	**3,166.34**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

34 Financial Instruments

Capital management

The Company manages its capital to ensure that entities in the Company will be able to continue as going concern, while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity, long-term borrowings and other short-term borrowings.

For the purposes of the Company's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders.

Gearing Ratio:	**March 31, 2026**	**March 31, 2025**
Debt	82,375.16	83,352.87
Less: Cash and bank balances	11.10	15.88
Net debt	**82,364.06**	**83,336.99**
Total equity	(79,792.27)	(78,929.70)
Net debt to equity ratio (%)	-103.22%	-105.58%

Categories of Financial Instruments	**March 31, 2026**	**March 31, 2025**
Financial assets		
a. Measured at amortised cost		
Other non-current financial assets	902.16	902.16
Trade receivables	1,399.24	3,166.34
Cash and cash equivalents	11.10	15.88
b. Mandatorily measured at fair value through profit or loss (FVTPL)		
Investments	3,215.88	3,215.88
Derivative instruments	3,215.88	3,215.88
Financial liabilities		
a. Measured at amortised cost		
Borrowings (short term)	43.78	43.78
Trade payables	59.58	58.96
b. Mandatorily measured at fair value through profit or loss (FVTPL)		
Derivative instruments	-	-

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Financial risk management objectives

The treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The Company seeks to minimise the effects of these risks by using natural hedging financial instruments and forward contracts to hedge risk exposures. The use of financial derivatives is governed by the Company's policies approved by the board of directors, which provide written principles on foreign exchange risk, the use of financial derivatives, and the investment of excess liquidity. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

Market risk

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The Company actively manages its currency and interest rate exposures through its finance division and uses derivative instruments such as forward contracts and currency swaps, wherever required, to mitigate the risks from such exposures. The use of derivative instruments is subject to limits and regular monitoring by appropriate levels of management.

Foreign currency risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Company actively manages its currency rate exposures through a centralised treasury division and uses natural hedging principles to mitigate the risks from such exposures. The use of derivative instruments, if any, is subject to limits and regular monitoring by appropriate levels of management.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Disclosure of hedged and unheadged foreign currency exposure

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

As on March 31, 2026 **Rs In Lakhs**

Currency	Liabilities			Assets			Net overall exposure on the currency - net assets / (net liabilities)
	Gross exposure	Exposure hedged using derivatives	Net liability exposure on the currency	Gross exposure	Exposure hedged using derivatives	Net asset exposure on the currency	
USD	10.07	-	10.07	22.17	-	22.17	12.10
Euro	391.28	-	381.28	-	-	-	(381.28)
Pound	-	-	-	4.30	-	4.30	4.30
In INR (Rs. In lacs)	39,391.12	-	39,391.12	2,619.02	-	2,619.02	(36,772.10)

As on March 31, 2025 **Rs In Lakhs**

Currency	Liabilities			Assets			Net overall exposure on the currency - net assets / (net liabilities)
	Gross exposure	Exposure hedged using derivatives	Net liability exposure on the currency	Gross exposure	Exposure hedged using derivatives	Net asset exposure on the currency	
USD	10.07	-	10.07	62.17	-	62.17	52.10
Euro	426.02	-	426.02	-	-	-	(426.02)
Pound	-	-	-	4.30	-	4.30	4.30
In INR (Rs. In lacs)	39,391.12	-	39,391.12	5,788.34	-	5,788.34	(33,602.78)

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Foreign currency sensitivity analysis

Movement in the functional currencies of the various operations of the Company against major foreign currencies may impact the Company's revenues from its operations. Any weakening of the functional currency may impact the Company's cost of borrowings. The foreign exchange rate sensitivity is calculated for each currency by aggregation of the net foreign exchange rate exposure of a currency and a simultaneous parallel foreign exchange rates shift in the foreign exchange rates of each currency by 2%, which represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 2% change in foreign currency rates.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Interest rate risk management

The Company is exposed to interest rate risk because it borrow funds at both fixed and floating interest rates. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings and by the use of interest rate swap contracts. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied. Further, in appropriate cases, the Company also effects changes in the borrowing arrangements to convert floating interest rates to fixed interest rates.

Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 25 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Credit risk management

Credit risk arises when a customer or counterparty does not meet its obligations under a customer contract or financial instrument, leading to a financial loss. The Company is exposed to credit risk from its operating activities primarily trade receivables and from its financing/ investing activities, including deposits with banks, mutual fund investments, investments in debt securities and foreign exchange transactions. The Company has no significant concentration of credit risk with any counterparty.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure is the total of the carrying amount of balances with banks, short term deposits with banks, trade receivables, margin money and other financial assets excluding equity investments.

(a) Trade Receivables

Trade receivables are consisting of a large number of customers. The Company has credit evaluation policy for each customer and, based on the evaluation, credit limit of each customer is defined. Wherever the Company assesses the credit risk as high, the exposure is backed by either bank, guarantee/letter of credit or security deposits.

The Company does not have higher concentration of credit risks to a single customer. As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default in payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

(b) Investments, Derivative Instruments, Cash and Cash Equivalents and Bank deposits

Credit Risk on cash and cash equivalents, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions, who have been assigned high credit rating by international and domestic rating agencies.

Credit Risk on Derivative Instruments is generally low as the Company enters into the Derivative Contracts with the reputed Banks.

Investments of surplus funds are made only with approved Financial Institutions/ Counterparty. The Company has standard operating procedures and investment policy for deployment of surplus liquidity, which allows investment in debt securities and mutual fund schemes of debt and arbitrage categories and restricts the exposure in equity markets.

Offsetting related disclosures

Offsetting of cash and cash equivalents to borrowings as per the consortium agreement is available only to the bank in the event of a default. Company does not have the right to offset in case of the counter party's bankruptcy, therefore, these disclosures are not required.

35 Related party disclosures

(a) Name of related party and nature of relationship

Key management personnel

Asif Khader	Managing Director
Mueed Khader	Director
Apeksha Nagori	Company Secretary
Manjunath H	CFO

Other Enterprises with which promoter has significant influence

Systat Software Inc, USA
Systat Software Asia Pacific Limited
Systat Software GmbH, Germany
Analytix Systems Private Limited
Caravel Info Systems Pvt Ltd
Proland Software Pvt Ltd
Cranes Varsity Pvt Ltd

Other Enterprises which are Indirect Subsidiaries

Systat Software UK Ltd

Other Related Parties

Orca Infotech Private Limited
K & J Holdings Private Limited
K & J Telecom Private Limited
Jansons Land & Property Development Pvt. Ltd.
Spice Capital Fund Private Limited
Sea Equity Enterprises Private Limited

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

b) Transactions during the year

S.No	Nature of transactions	Year ended March 31, 2026	Year ended March 31, 2025
1	Apeksha Nagori		
	Salary to KMP	8.03	7.91
	Contribution to provident and other funds	0.22	0.22
2	Manjunath H	11.39	10.70
	Contribution to provident and other funds	0.22	0.22

c) Balance outstanding at the year end

S.No	Particulars	As at March 31, 2026	As at March 31, 2025
1	Trade Receivables		
	Systat Software Inc		
	Amount outstanding at year end - Dr	1,399.24	3,166.34
2	Others		
	Analytix Systems Pvt Ltd		
	Amount outstanding at year end - Cr	7.81	7.81
	Caravel Info Systems Pvt Ltd		
	Amount outstanding at year end - Cr	142.88	142.88
	Systat Software Asia Pacific Ltd		
	Amount outstanding at year end - Cr	51.04	51.04
	Directors Current Account		
	Amount outstanding at year end - Cr	4,356.17	4,076.17
	Proland Software Pvt Ltd		
	Amount outstanding at year end - Dr	465.54	465.54
	Systat Software UK Ltd		
	Amount outstanding at year end - Dr	436.62	436.62
	Cranes Varsity Private Limited		
	Amount outstanding at year end - Dr	879.34	804.85

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

36 Retirement benefit plans

Defined contribution plans

In accordance with Indian law, eligible employees of the Company are entitled to receive benefits in respect of provident fund and super annuation fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the Provident Fund.

Defined benefit plans

(a) Gratuity

Gratuity is payable as per Payment of Gratuity Act, 1972. In terms of the same, gratuity is computed by multiplying last drawn salary (basic salary including dearness Allowance if any) by completed years of continuous service with part thereof in excess of six months and again by 15/26. The Act provides for a vesting period of 5 years for withdrawal and retirement and a monetary ceiling on gratuity payable to an employee on separation, as may be prescribed under the Payment of Gratuity Act, 1972, from time to time. However, in cases where an enterprise has more favourable terms in this regard the same has been adopted.

These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk and salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to the market yields on government bonds denominated in Indian Rupees. If the actual return on plan asset is below this rate, it will create a plan deficit.
Interest risk	A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

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

Particulars	March 31, 2026	March 31, 2025
Discount Rate	6.92%	6.75%
Rate of increase in compensation level	7%	7%
Rate of Return on Plan Assets	-	-
Attrition rate	2.00%	2.00%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Amounts recognised in total comprehensive income in respect of these defined benefit plans are as follows:

	March 31, 2026 Rs. Lakhs	March 31, 2025 Rs. Lakhs
Current service cost	0.70	0.70
Net interest expense	0.52	0.64
Return on plan assets (excluding amounts included in net interest expense)	-	-
Components of defined benefit costs recognised in profit or loss	**1.23**	**1.34**
Remeasurement on the net defined benefit liability comprising:		
Actuarial (gains)/losses recognised during the period		
Actuarial (gains)/losses	(0.39)	(2.47)
Components of defined benefit costs recognised in other comprehensive income	**(0.39)**	**(2.47)**
	0.84	**(1.13)**

i) The current service cost and the net interest expense for the year are included in the 'employee benefits expense' in profit or loss.

ii) The remeasurement of the net defined benefit liability is included in other comprehensive income.

The amount included in the balance sheet arising from the Company's obligation in respect of its defined benefit plans is as follows:

Present value of defined benefit obligation	-	-
Fair value of plan assets	-	-
Net liability/ (asset) arising from defined benefit obligation	**-**	**-**
Funded	-	-
Unfunded	8.60	7.77
	8.60	**7.77**

The above provisions are reflected under 'Provision for employee benefits- gratuity' as per details below

Non Current provisions (refer note 13)	8.06	6.96
Current provisions (refer note 17)	0.55	0.80
	8.60	**7.77**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Movements in the present value of the defined benefit obligation in the current year were as follows:

Opening defined benefit obligation	7.77	8.89
Present value of obligation of subsidiary companies taken over	-	-
Current service cost	0.70	0.70
Interest cost	0.52	0.64
Actuarial (gains) /losses	(0.39)	(2.47)
Benefits paid	-	-
Others	-	-
Closing defined benefit obligation	8.60	7.77

Sensitivity analysis

In view of the fact that the Company for preparing the sensitivity analysis considers the present value of the defined benefit obligation which has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

(b) Compensated absences

The leave scheme is a final salary defined benefit plan, that provides for a lumpsum payment at the time of separation; based on scheme rules the benefits are calculated on the basis of last drawn salary and the leave count at the time of separation and paid as lumpsum.

The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date.

The design entitles the following risk

Interest rate risk	The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.
Salary inflation risk	Higher than expected increases in salary will increase the defined benefit obligation.
Demographic risk	This is the risk of volatility of results due to unexpected nature of decrements that include mortality attrition, disability and retirement. The effects of these decrement on the DBO depends upon the combination salary increase, discount rate, and vesting criteria and therefore not very straight forward. It is important not to overstate withdrawal rate because the cost of retirement benefit of a short caring employees will be less compared to long service employees.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Amounts recognised in total comprehensive income in respect of these defined benefit plans are as follows:

	March 31, 2026 Rs. Lakhs	March 31, 2025 Rs. Lakhs
Current service cost	0.14	0.07
Net interest expense	2.07	1.07
Return on plan assets (excluding amounts included in net interest expense)	-	-
Components of defined benefit costs recognised in profit or loss	**2.20**	**1.15**
Remeasurement on the net defined benefit liability comprising:		
Actuarial (gains)/losses recognised during the period		
Actuarial (gains)/losses	(1.15)	(1.00)
Components of defined benefit costs recognised in other comprehensive income	**(1.15)**	**(1.00)**
	1.06	**0.15**

i) The current service cost and the net interest expense for the year are included in the 'employee benefits expense' in profit or loss.

ii) The remeasurement of the net defined benefit liability is included in other comprehensive income.

The amount included in the balance sheet arising from the Company's obligation in respect of its defined benefit plans is as follows:

Present value of defined benefit obligation	1.06	0.15
Fair value of plan assets	-	-
Net liability/ (asset) arising from defined benefit obligation	**1.06**	**0.15**
Funded	-	-
Unfunded	1.06	0.15
	1.06	**0.15**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

37 The table below provides financial ratios

Ratio/Measure	Methodology	March 31, 2026	March 31, 2025
Current ratio	Current assets over current liabilities	0.02	0.04
Debt-equity ratio	Debt over total shareholders equity	(0.94)	(0.92)
Debt service coverage ratio(a)	EBITDA over current debt	(0.02)	(0.02)
Return on equity ratio(b)	PAT over total average equity	(0.03)	(0.03)
Trade receivable turnover ratio(c)	Revenue from operations over trade receivables	-	-
Trade payable turnover ratio	Adjusted expenses over trade payables	33.81	34.38
Net capital turnover ratio (d)	Revenue from operations over working capital	-	-
Net profit ratio (e)	Net profit over Net Sales	-	-
Return on capital employed (f)	EBIT over capital employed	0.03	0.03

Notes:

EBITDA - Earnings before interest, taxes, depreciation and amortisation.
PAT - Profit after taxes.

EBIT - Earnings before interest and taxes.

Debt includes current and non-current lease liabilities.
Adjusted expenses derived from total expenses excluding depreciation and finance cost.
working capital derived from current assets in excess of current liabilities excluding borrowings.

Explanation for variances exceeding 25%:

(a) Current Ratio reduced on account of increase in current liabilities which increased by increase in Provision for doubtful debts.

The significant accounting policies and the accompanying notes form an integral part of the financial statements

For and on behalf of the Board

Asif Khader
Managing Director
DIN : 00104893

Mueed Khader
Director
DIN : 00106674

Manjunath.H
CFO

As per our report of even date attached
For M/s. Chaturvedi Sohan & Co
Chartered Accountants
Firm Registration No.118424W

Vivekanand Chaturvedi
Partner
Membership No.106403

Date: June 15th, 2026
Place: Bengaluru

CRANES SOFTWARE INTERNATIONAL LIMITED

CONSOLIDATED FINANCIAL STATEMENTS
2025 - 2026

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INDEPENDENT AUDITOR'S REPORT

To the members of CRANES SOFTWARE INTERNATIONAL LIMITED

Report on the Consolidated Ind AS Financial Statements

Qualified Opinion

We have audited the accompanying consolidated Ind AS financial statements of Cranes Software International Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") which comprise the consolidated Balance Sheet as at 31st March, 2026, the consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information prepared based on the relevant records, (hereinafter referred to as 'the consolidated financial statements').

In our opinion and subject to the qualifications reported in the Consolidated Independent Audit's Report of the Holding Company of even date, to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2026, their consolidated loss, and their consolidated cash flows for the year ended on that date.

Basis for Qualified Opinion

We conducted our audit in accordance with the standards of auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under these standards are further described in the Auditor's Responsibilities for the audit of the statement 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 (The ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion

1. The attached Balance Sheet as at 31st March, 2026 is drawn on the basis of the Principle of 'Going Concern'. We opine as follows in this connection:
   i. Due to Negative Net-worth and pending cases, it cast a significant uncertainty on the Company ability to continue as a going concern, however the management is hopeful for recovery hence the financials result prepared on going concern basis. In our opinion, the company should not prepare the accounts on the basis of Going concern.
   ii. Legal proceedings u/s.138 of the Negotiable Instruments Act has been initiated by Bank of India against the company and the directors. Negotiations is going on with Bank of India as per the directions of the court. There has been no change in the legal status in the current quarter.
   iii. The Company has not deducted and also defaulted in accounting and payment of various statutory dues to various statutory authorities.
   iv. In our opinion the securities provided to Banks are not adequate to cover the amounts outstanding to them as on the date of Balance Sheet.
   v. Expected credit loss: following assets are non-performing in nature hence As per IND AS 109 "Financials instrument" the company needs to provide ECL by following lifetime ECL model.

Particular	Amount in lakhs
Investment	3,215.88
Loan and advances	603.92

   vi. Loan availed by the company from 'UPS Capital Business Credit' remains unpaid and is overdue since April 2014. The management is of the view that the liability of INR 696.37 lakhs (including interest)

reflected in the financial statements will adequately cover its liability on settlement of dues and therefore no provision for interest is provided for the period ended 31st March 2026. Had such restatement of liability been made in the books in the normal course, the present loss for the year and quarter ended 31st March,2026 would have been higher by Rs 56.89 Lakhs and Rs 14.22 Lakhs respectively.

vii. In continuation to the point 'vi' above, the company has also discontinued the restatement of the Exchange fluctuation gain / loss on account of the outstanding due towards 'UPS Capital Business Credit' and the interest due thereon, in line with the Ind AS-21 "The Effects of Changes in Foreign Exchange Rates". Had such restatement of liability been made in the books in the normal course, the present loss for the period ended 31st March, 2026 would have been higher by INR 256.52 lakhs.

viii. The banks which had extended financial facilities to the company have treated the outstanding from the company as "Non-Performing Assets" since 2009. In order to achieve the desired congruency on this issue, the Company has also not provided for interest amounting to INR 5,298.68 lakhs on such outstanding amounts for the period ended 31st March, 2026 due to Bank of India, though the confirmation of such dues were not made available to us by the company. Had the said interest been provided in the books in the normal course, the present loss for the period ended 31st March 2026 would have been higher by INR 5,298.68lakhs.

ix. Wilful defaulter: The bank of India has declared Company and promotors as "wilful defaulter".

x. The management is in negotiation with the Foreign currency convertible bond holders for settling its dues. The management is of the view that the liability of INR 38,695 lakhs (including interest amounting to INR 9,610 lakhs) reflected in the financial statements will adequately cover its liability on settlement of dues with the Foreign currency convertible bond holders and therefore no provision for interest is provided for the period ended 31st March 2026. Had such interest been provided in the books in the normal course, the present loss for the year and quarter ended 31stMarch, 2026 would have been higher by INR 2197.44 Lakhs and INR 549.36 Lakhs respectively.

xi. In continuation to the point 'x' above, the company has also discontinued the restatement of the Exchange fluctuation gain / loss on account of the outstanding due towards Foreign currency convertible bond and the interest due thereon, in line with the IND AS-21 "The Effects of Changes in Foreign Exchange Rates". Had such restatement of liability been made in the books in the normal course, the present loss for the period ended 31st March 2026 would have been higher by INR 7085.24Lakhs.

xii. In continuation of point "iii" above, we cannot comment on the position of undisputed statutory dues including dues on current year's transactions, on account of Provident Fund Contribution, Employee State Insurance, Income Tax, Service tax, Sales Tax, Goods and Service tax, Dividend Distribution Tax and the like, not deposited by the Company in favour of the respective statutory authorities.

xiii. The company has not complied with RBI guidelines since March 2011.

xiv. Central Bureau of Investigation (CBI)filed a chargesheet in the court of XVII Additional Chief Metropolitan Magistrate, Bangalore (Special Court for CBI cases) vide CC No.26840/2023 against Cranes Software International Limited ("the Company"), its Directors, erstwhile director and another by complaint bank (Bank of India). The said charge sheet was taken cognizance by the Additional Chief Metropolitan Magistrate, Bangalore on 16" October 2023. On the application of the Company and its Directors, the honourable High Court of Karnataka of Bangalore vide its order dated 17'November 2023 passed on interim order staying its all further proceedings against the Company and its director.

xv. The company has not provided the bank balance confirmations for some of the banks.

xvi. The Company has not provided interest in books of accounts for following items for year as on 31st March 2026, the details of which have been mentioned in the Limited review report

Particular	Amount in lakhs
FCCB Loan	29,085.00
UPS Capital	696.37
Bank Loan	39,006.21

xvii. The company has not restated for FCCB liability of Rs. 29,085 lakhs ans Loan from UPS Capital of Rs. 696.37 for the year ended 31st March 2026.

xviii. Redemption of Foreign currency convertible bond amounting to INR 29,085 lakhs (42 million Euros) to the holders of the bonds have fallen due during April 2011 and is yet to be redeemed a on the quarter ended 31st March 2026.

Emphasis of Matter

The attached Balance Sheet as at 31st March, 2026 is drawn on the basis of the Principle of 'Going Concern'. We opine as follows in this connection:

a. Redemption of Foreign currency convertible bond

Redemption of Foreign currency convertible bond amounting to INR. 29,085.00 lakhs (42 million Euros) to the holders of the bonds have fallen due during April 2011 and is yet to be redeemed as on the date of Balance Sheet. On a petition filed by the Foreign currency convertible bond holders, The Hon'ble High Court of Karnataka issued a winding up order against the company, which indicates the existence of material uncertainty that may cast significant doubt on the company's ability to continue as a going concern.

b. Term loans and working capital loan availed by the company from Bank of India amounting to INR 39,006.21 lakhs remain unpaid and are overdue since 2009, The lender has filed cases before the Debt Recovery Tribunal (DRT) / Hon'ble Courts, etc for recovery of dues. These proceedings are in various stages of disposal before the "DRT" and the respective Hon'ble Courts. Winding up petition has been filed by Bank of India against the company, before the Hon'ble High Court of Karnataka for non-payment of principal and the accrued interest thereon.

c. In our opinion the securities provided to Banks are not adequate to cover the amounts outstanding to them as on the date of Balance Sheet.

d. We would like to draw the attention of the members to note no. 28 of the consolidated Ind AS Financial Statements regarding default of payments to various statutory authorities.

e. The company has not provided for diminution / impairment in the value of its investments in the above wholly owned subsidiaries, as required by the IND AS-36.

f. The Company has drawn and utilized an amount INR 43.78 lakhs from the 'CSIL Employees Comprehensive Gratuity Trust' fund for the purpose not intended in terms of 'The Payment of Gratuity Act, 1972'. (See note No. 15 of the Financial Statements)

g. There are undisputed statutory dues including dues on current year's transactions, on account of Provident Fund Contribution, Employee State Insurance, Income Tax, Service tax, Sales Tax, Goods and Service tax, Dividend Distribution Tax and the like, not deposited by the Company in favour of the respective statutory authorities.

h. Earnings in foreign exchanges are not realized within the periods stipulated under FEMA and permission is awaited from the statutory authorities to write off the same.

i. The management is of the opinion that the all assets, investments have at least the value as stated in the Balance Sheet, if realized in the ordinary course of business.

Our Report is not qualified in respect of the above matter.

Key Audit Matters

(a) Adoption of Ind AS 115- Revenue from contracts with customers:

As described in note number 2B to the financial statements, the company has adopted Ind AS 115 Revenue from Contracts with Customers which is the new accounting standard. Considering the nature of the industry, where revenue is recognized on basis the terms of each contract with customers, these commercial

arrangements can be complex and significant judgments relating to identification of distinct performance obligations, determination of transaction price of identified performance obligation and the appropriateness of basis used to measure revenue recognized over the time period is applied in selecting the accounting basis in each case. Additionally, new revenue accounting standard contains disclosures which involves disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the Consolidated balance sheet date.

The application and transition to this accounting standard is an area of focus in the audit.

(b) Assessment of the appropriateness of provisions recognized and contingent liabilities disclosed in respect of certain tax matters

(Refer notes 28 of the Consolidated Ind AS financial statements and Annexure B of the consolidated Audit Report)

As at March 31, 2026, the Company has significant tax exposures and is subject to periodic assessments/ challenges by tax authorities on transfer pricing, income tax and a range of indirect tax matters.

Consequent to such tax assessments and demands relating to past several years, the Company has paid certain amounts under protest at various dates. The Company has also filed appeals with various appellate authorities against such demands.

Management judgement is involved in assessing the likelihood of ultimate outcome of the tax disputes to decide on the accounting/ disclosure requirements. In certain complex matters the probable amount of the outflows determined by management is supported by opinions obtained from external tax counsels/ experts (management tax experts).

We considered this a key audit matter as:

- The amounts involved are significant to the consolidated Ind AS financial statements
- Change in the management's judgements and estimates may significantly affect the provisions recognized or contingent liabilities disclosed
- Matters of disputes are complex in some cases due to the industry in which the Company operates and may lack clarity under tax laws.

How our audit addressed the key audit matters

Our responses:

We assessed the Companies process to identify the impact of adoption of the new revenue accounting standard.

Our audit procedures to address the risk of material misstatement relating to revenue recognition includes testing of design and operating effectiveness of controls and substantive procedures as follows:

- Evaluated the design and operating effectiveness of internal controls relating to the implementation of new revenue standard;
- Evaluated detailed analysis performed by the management on each stream of revenue contracts.
- Selected samples from all streams of contracts to carry out a detailed analysis on recognition of revenue as per the five steps given in standard. Performed revenue transaction testing on samples selected from each stream of revenue where each input to revenue recognition, including estimates

Our responses:

Our audit procedures included the following:

- Understood, assessed and tested the design and operating effectiveness of the Company's controls in respect of identifying potential tax exposures and/or the accounting and disclosures thereof.
- Evaluated the related accounting policy for provisioning for tax exposures/ disclosure of contingent liabilities.

- Obtained management's assessment in respect of tax demands on whether tax outflow is either probable, possible or remote.
- Along with the auditors' experts, where necessary, evaluated the management's assessment as follows:
  - Read the correspondences received during the year from the tax authorities.
  - Read views provided by the management, management tax experts as applicable.
  - Assessed management's positions on significant tax exposures for reasonableness.
  - Ensured completeness of litigations by inquiring with the management, review of board minutes, and review of significant legal expenses.
  - Evaluated the objectivity, competence and capabilities of the management tax experts
  - Evaluated the adequacy of disclosures made in the standalone Ind AS financial statements.

Based on the above procedures, we considered the management's assessment in recognizing provisions and disclosing contingent liabilities in respect of the stated tax matters, as reasonable.

Other Matter

We did not audit the financial statements/financial information of subsidiaries, whose financial statements/ financial information reflect total assets of INR. 3,797.00 lakhs at 31st March 2026, total revenues of INR. 2,569.68 lakhs as at the year ended on that date as considered in the consolidated financial statements. These financial statements have been audited by other auditors (except for those stated in para above) whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the management.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms with the requirement of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group 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 Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies including in the group are also responsible for overseeing the financial reporting process of the group.

Auditor's Responsibility on the consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements for the financial year ended 31 March 2026 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

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

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

   b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d. Except for the matters specified in the Independent Auditor's Report of the Holding Company of even date, in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e. In our opinion, the qualifications and matters specified in the 'Emphasis of Matter" paragraph, may have an adverse effect on the functioning of the Company.

   f. Three out of Four Directors of the company being directors of other companies which have not filed its annual return with the Registrar of Companies for a period of more than 3 years as on the date of Balance Sheet, leading to non-compliance and disqualification from being appointed as a director. The Registrar of the Companies Karnataka had ordered for removal of directors in terms of Section 164(2) of the Companies Act, 2013. The said directors have obtained an interim stay from the Hon'ble High Court of Karnataka on 26th of October 2018. However, in case of the remaining director, on the basis of the written representations received from them as on 31st March, 2026 taken on record by the Board of Directors, the director is not disqualified as on 31st March,2026 from being appointed as a director in terms of Section 164(2) of the Act.

   g. 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"; and

   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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group in Note 28 to the consolidated financial statements.

      ii) The Group does not have any material foreseeable losses in long-term contracts including derivative contracts;

      iii) The Holding Company has not transferred an amount of INR.7.22 Lakhs, which is required to be transferred to the Investor Education and Protection Fund.

2. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software and operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

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

For Chaturvedi Sohan & Co
Chartered Accountant
FRN: 118424W

Vivekanand Chaturvedi
Partner
Membership No.106403

Date : 15th June 2026
Place :Mumbai

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Independent Auditor's report to the members of **Cranes Software International Limited** ('the Company') on the consolidated Ind AS financial statements for the year ended on 31st March 2026.

1) With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and CARO report of its subsidiaries provided to us by the Management of the Company and based on identification of matters of qualifications or adverse remarks in CARO reports by the respective component auditors and provided to us, we report that the auditors of such companies have not reported any qualifications or adverse remarks in these CARO reports.

For Chaturvedi Sohan & Co
Chartered Accountant
FRN: 118424W

Vivekanand Chaturvedi
Partner
Membership No.106403
UDIN : 26106403XYWMGI7368

Date : 15th June 2026
Place :Mumbai

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2026, we have audited the internal financial controls over financial reporting of Cranes Software International Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies which are incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on "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 (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. 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 and the audit evidence obtained by the other auditors in terms of their reports is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

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

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

Inherent 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.

Qualified Opinion

In our opinion, subject to the matters specified in the 'Emphasis of Matter' paragraph as appearing in our Independent Auditor's Report of even date on the consolidated Ind AS financials statements, the holding company and its subsidiaries have, 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 31 March 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 Chaturvedi Sohan & Co
Chartered Accountant
FRN: 118424W

Vivekanand Chaturvedi
Partner
Membership No.106403
UDIN : 26106403XYWMGI7368

Date : 15th June 2026
Place :Mumbai

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CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

PARTICULARS	Notes	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
Property, plant and equipment	3	59.63	43.70
Right of use asset	3A	9.52	13.74
Intangible assets	4	-	-
Capital work in progress	5	-	-
Deferred Tax Asset (net)	6	112.68	83.07
Financial assets			
Investments	7	-	-
Other non-current assets	8	603.92	16.73
Total non-current assets		**785.75**	**157.24**
Current assets			
Inventories		-	-
Financial assets			
Trade receivables	9	666.65	588.55
Cash and cash equivalents	10A	20.87	43.19
Other bank balances	10B	8.73	8.77
Other current assets	11	994.11	716.26
Total current assets		**1,690.36**	**1,356.77**
Total Assets		**2,476.11**	**1,514.01**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	3,839.14	3,039.14
Share application money pending allotment		-	685.00
Other equity	13	(89,854.65)	(91,156.74)
Total equity		**(86,015.51)**	**(87,432.60)**
Liabilities			
Non-current liabilities			
Provisions	14	74.44	66.36
Lease liability		6.83	11.45
Total non-current liabilities		**81.27**	**77.81**
Current liabilities			
Financial liabilities			
Short terms Borrowings	15	44,801.69	45,787.24
Lease Liability	15A	4.62	3.99
Trade payables	16	1,091.84	552.28
Other Financial liabilities	16A	314.92	157.42
Other current liabilities	17	42,045.61	42,157.90
Provisions	18	151.70	210.00
Total current liabilities		**88,410.37**	**88,868.83**
Total liabilities		**88,491.64**	**88,946.64**
Total Equity and Liabilities		**2,476.11**	**1,514.01**

The significant accounting policies and the accompanying notes form an integral part of the financial statements

For and on behalf of the Board

Asif Khader
Managing Director
DIN : 00104893

Mueed Khader
Director
DIN : 00106674

Manjunath.H
CFO

As per our report of even date attached
For M/s. Chaturvedi Sohan & Co
Chartered Accountants
Firm Registration No.118424W

Vivekanand Chaturvedi
Partner
Membership No.106403

Date: June 15th, 2026
Place: Bengaluru

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

AS AT MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

PARTICULARS	Notes	For the year ended March 31, 2026	For the year ended March 31, 2025
Continuing Operations			
Income			
Revenue from operations	19	686.46	820.63
Other income	20 & 21	104.82	89.85
Total income		**791.28**	**910.48**
Expenses			
Purchase of stock-in-trade - Traded goods	22	59.06	112.51
Changes in inventories of finished goods		-	-
Employee Benefits Expense	23	535.15	513.30
Finance costs	24	53.59	45.78
Depreciation and amortisation expense	4	15.08	16.45
Other expenses	25	435.54	512.18
Total expenses		**1,098.41**	**1,200.22**
Profit / (Loss) before exceptional items and tax		**(307.13)**	**(289.74)**
Exceptional items		(1,140.00)	(1,140.00)
Profit / (Loss) before tax from continuing operations		(1,447.13)	(1,429.74)
Income tax expense	26		
Income Tax-Current year		23.07	45.75
Income tax relating to earlier years		-	(3.93)
MAT Credit Entitlement Reversed		-	-
Deferred tax charge/ (credit) relating to earlier years		(30.85)	(35.12)
Profit / (Loss) for the year		**(1,439.34)**	**(1,436.44)**
Other comprehensive Income		3.68	(16.20)
Other comprehensive Income for the year, net of tax		3.68	(16.20)
Total comprehensive Income / (Loss) for the year		**(1,435.66)**	**(1,452.64)**
Earnings per share	27		
Basic earnings per share		(0.88)	(1.00)
Diluted earnings per share		(0.88)	(1.00)

The significant accounting policies and the accompanying notes form an integral part of the financial statements

For and on behalf of the Board

Asif Khader
Managing Director
DIN : 00104893

Mueed Khader
Director
DIN : 00106674

Manjunath.H
CFO

As per our report of even date attached
For M/s. Chaturvedi Sohan & Co
Chartered Accountants
Firm Registration No.118424W

Vivekanand Chaturvedi
Partner
Membership No.106403

Date: June 15th, 2026
Place: Bengaluru

CONSOLIDATED STATEMENT OF CASH FLOWS

AS AT MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

PARTICULARS	For the year ended March 31, 2026	For the year ended March 31, 2025
Cash Flow From Operating Activities		
Profit / (Loss) before income tax	(1,447.13)	(1,429.74)
Adjustments for		
Depreciation and amortisation expense	15.08	16.45
Foreign Exchange Loss/(Gain) (Net)	21.79	0.64
Sundry Credit Balances Written off	(48.18)	(86.98)
Interest on Loan	(17.05)	(1.09)
Exceptional item	1,140.00	1,140.00
Finance costs	53.59	45.78
	(281.91)	**(314.93)**
Change in operating assets and liabilities		
(Increase)/ decrease in trade receivables	(78.10)	(151.48)
(Increase)/ decrease in Other assets	(310.28)	12.26
Increase/ (decrease) in Current liabilities	(14.97)	(236.73)
Increase/ (decrease) in trade payables	540.19	239.52
Cash generated from operations	(145.06)	(451.36)
Less : Income taxes paid (net of refunds)	(23.07)	(45.75)
Net cash from operating activities (A)	**(168.13)**	**(497.12)**
Cash Flows From Investing Activities		
Purchase of PPE (including changes in CWIP)	(26.79)	(17.21)
Net cash used in investing activities (B)	**(26.79)**	**(17.21)**
Cash Flows From Financing Activities		
Interest on borrowed funds	(53.59)	(45.78)
Sundry Credit Balances Written off	48.18	86.98
Interest on Loan	17.05	1.09
Decrease in Borrowings	(990.17)	(978.44)
Increase of Share Capital	1,828.00	733.03
Share application money pending allotment	(685.00)	685.00
Long term Provisions	8.08	25.16
Net cash from/ (used in) financing activities (C)	**172.56**	**507.04**
Net decrease in cash and cash equivalents (A+B+C)	**(22.36)**	**(7.29)**
Cash and cash equivalents at the beginning of the financial year	51.96	59.26
Cash and cash equivalents at end of the year	**29.60**	**51.96**

Notes:

1. The above cash flow statement has been prepared under indirect method prescribed in Ind AS 7 “Cash flow statements”
2. Components of cash and cash equivalents Balances with banks

- in current accounts	20.78	43.03
Others	8.73	8.77
Cash on hand	0.09	0.16
	29.60	51.96

For and on behalf of the Board

Asif Khader
Managing Director
DIN : 00104893

Mueed Khader
Director
DIN : 00106674

Manjunath.H
CFO

As per our report of even date attached
For M/s. Chaturvedi Sohan & Co
Chartered Accountants
Firm Registration No.118424W

Vivekanand Chaturvedi
Partner
Membership No.106403

Date: June 15th, 2026
Place: Bengaluru

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2026

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

(A) Equity Share Capital

Balance at the beginning of April 1, 2024	2,355.34
Changes in equity share capital during the year	683.80
Balance at the end of March 31, 2025	3,039.14
Changes in equity share capital during the year	800.00
Balance at the end of March 31, 2026	3,839.14

During the year, the company has made preferential allotment of 4,00,00,000 equity share having face value of Rs. 2 each at an issue price of Rs. 4.57 each to Mr. Asif Khader. (PY issued 3,41,90,375 equity share having facevalue of Rs.2 each at an issue price of Rs. 4.57 each to M/s Techuni Ventures Private Limited against their loan of Rs. 1,562 Lakhs)

(B) Other Equity

Particulars	General Reserve	Securities Premium Reserve	Capital Reserve	Foreign Currency Translation Reserve	Retained Earnings	Total
Balance as at April 1, 2024	18,430.00	17,898.26	2,400.00	3,754.88	(1,33,590.65)	(91,107.51)
Tranfer on account of Adjustment	-	878.69	-	-	-	878.69
Profit (Loss) for the year	-	-	-	508.52	(1,436.44)	(927.92)
Balance as at March 31, 2025	18,430.00	18,776.95	2,400.00	4,263.40	(1,35,027.09)	(91,156.74)
Additions/ (deductions) during the year	-	1,028.00	-	-	-	1,028.00
Profit (Loss) for the year	-	-	-	1,870.75	(1,435.66)	435.09
Tranfer on account of Adjustment	-	-	-	-	(161.01)	(161.01)
Balance as at March 31, 2026	18,430.00	19,804.95	2,400.00	6,134.16	(1,36,623.76)	(89,854.65)

The accompanying notes form an integral part of the financial statements

For and on behalf of the Board

Asif Khader
Managing Director
DIN : 00104893

Mueed Khader
Director
DIN : 00106674

Manjunath.H
CFO

As per our report of even date attached
For M/s. Chaturvedi Sohan & Co
Chartered Accountants
Firm Registration No.118424W

Vivekanand Chaturvedi
Partner
Membership No.106403

Date: June 15th, 2026
Place: Bengaluru

CRANES SOFTWARE INTERNATIONAL LIMITED

CIN : L05190KA1984PLC031621

Notes to Consolidated Financial Statements for the year ended March 31, 2026

1 Corporate Information

Cranes Software International Limited (CSIL) was incorporated on 22nd December, 1984. CSIL is a Company that provides enterprise statistical analytics and engineering simulation software products and solutions across the globe. Presently, CSIL has developed IP's and products in data Integration & visualization, engineering simulations, graphing, plotting and designing modules. The Company is head quartered in Bangalore and has offices in India, United States of America, United Kingdom and Germany

2 Basis of preparation of financial statements

Statement of compliance

"These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016."Except for the changes below, the Company has consistently applied accounting policies to all periods." The Company has adopted Ind AS 115 'Revenue from Contracts with Customers' with the date of initial application being April 1,2018. Ind AS 115 establishes a comprehensive framework on revenue recognition. Ind AS 115 replaces Ind AS 18 'Revenue' and Ind AS 11 'Construction Contracts'. The application of Ind AS 115 did not have material impact on the financial statements. "Appendix B to Ind AS 21 'The Effects of Changes in Foreign Exchange Rates': On March 28, 2018, Ministry of Corporate Affairs (MCA) has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining"the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment is effective from April 1, 2018. "The Company has evaluated the effect of this amendment on the financial statements and concluded that the impact is not material."

Basis of preparation and presentation

For all periods up to and including the year ended March 31, 2026, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

Use of estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

Functional and presentation currency

"These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest lakhs (up to two decimals). ""The financial statements are approved for issue by the Company's Board of Directors on 30th May 2019."

2A Critical accounting estimates and management judgments

In application of the accounting policies, which are described in note 2, the management of the Company is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Information about significant areas of estimation, uncertainty and critical judgements used in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

Property, Plant and Equipment, Intangible Assets and Investment Properties

The residual values and estimated useful life of PPEs, Intangible Assets and Investment Properties are assessed by the technical team at each reporting date by taking into account the nature of asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement and maintenance support. Upon review, the management accepts the assigned useful life and residual value for computation of depreciation/amortisation. Also, management judgement is exercised for classifying the asset as investment properties or vice versa.

Current tax

Calculations of income taxes for the current period are done based on applicable tax laws and management's judgement by evaluating positions taken in tax returns and interpretations of relevant provisions of law.

Deferred Tax Assets (including MAT Credit Entitlement)

Significant management judgement is exercised by reviewing the deferred tax assets at each reporting date to determine the amount of deferred tax assets that can be retained / recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Fair value

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Impairment of Trade Receivables

The impairment for trade receivables are done based on assumptions about risk of default and expected loss rates. The assumptions, selection of inputs for calculation of impairment are based on management judgement considering the past history, market conditions and forward looking estimates at the end of each reporting date.

Impairment of Non-financial assets (PPE/Intangible Assets/Investment Properties)

The impairment of non-financial assets is determined based on estimation of recoverable amount of such assets. The assumptions used in computing the recoverable amount are based on management judgement considering the timing of future cash flows, discount rates and the risks specific to the asset.

Defined Benefit Plans and Other long term benefits

"The cost of the defined benefit plan and other long term benefits, and the present value of such obligation are determined by the independent actuarial valuer. An actuarial valuation involves making various assumptions that may differ from actual developments in future. Management believes that the assumptions used by the actuary in determination of the discount rate, future salary increases, mortality rates and attrition rates are reasonable. Due to the complexities involved in the valuation and its long term nature, this obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities could not be measured based on quoted prices in active markets, management uses valuation techniques including the Discounted Cash Flow (DCF) model, to determine its fair value The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is exercised in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

Provisions and contingencies

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

2B Recent accounting pronouncements

Standards issued but not yet effective

"The following standards have been notified by Ministry of Corporate Affairs (effective from April 01, 2019)"a. Ind AS 116 – Leases "b. Appendix C to Ind AS 12 - Uncertainity over Income tax Treatments"c. Amendment to Ind AS 19 - Employee Benefits"d. Amendment to Ind AS 12 - Income Taxes""The Company is evaluating the requirements of the above standards and the effect on the financial statements is also being evaluated.

3 Significant Accounting Policies

a) Current versus non-current classification

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

An asset is treated as current when it is:

i) Expected to be realised or intended to be sold or consumed in normal operating cycle

ii) Held primarily for the purpose of trading

iii) Expected to be realised within twelve months after the reporting period, or

iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

i) It is expected to be settled in normal operating cycle

ii) It is held primarily for the purpose of trading

iii) It is due to be settled within twelve months after the reporting period, or

iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified 12 months as its operating cycle.

b) Fair value measurement

The Company has applied the fair value measurement wherever necessitated at each reporting period.

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:

i) In the principal market for the asset or liability;

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

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

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

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

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

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

Level 1 : Quoted (unadjusted) market prices in active market for identical assets or liabilities;

Level 2 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and

Level 3 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

The Company has designated the respective team leads to determine the policies and procedures for both recurring and non - recurring fair value measurement. External valuers are involved, wherever necessary with the approval of Company's board of directors. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

For the purpose of fair value disclosure, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risk of the asset or liability and the level of the fair value hierarchy as explained above. The component wise fair value measurement is disclosed in the relevant notes.

c) Revenue Recognition

Sale of goods

Revenue from sale of products is recognized, in accordance with the sales contract, on delivery of“goods to the customer. Revenue from product sales are shown net of taxes.

Sale of services

Revenue on software development services comprises revenue priced on a time and material and“fixed-price contracts. Revenue priced on a time and material contracts are recognized as related services are performed. Revenue from fixed-price, fixed time-frame contracts is recognized in accordance with the percentage of completion method.

Revenue from technical service, training, support and other services is recognized as the related“services are performed over the duration of the contract/course.

Interest Income

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

Rental income

Rental income from operating lease is recognised on a straight line basis over the term of the relevant lease, if the escalation is not a compensation for increase in cost inflation index.

Dividend income

Dividend income is recognized when the company's right to receive dividend is established by the reporting date, which is generally when shareholders approve the dividend.

d) Property, plant and equipment and capital work in progress

Presentation

Property, plant and equipment and capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs of a qualifying asset, if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Advances paid towards the acquisition of tangible assets outstanding at each balance sheet date, are disclosed as capital advances under long term loans and advances and the cost of the tangible assets not ready for their intended use before such date, are disclosed as capital work in progress.

Component Cost

All material/ significant components have been identified for our plant and have been accounted separately. The useful life of such component are analysed independently and wherever components are having different useful life other than plant they are part of, useful life of components are considered for calculation of depreciation.

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of repairs and maintenance are recognised in the statement of profit and loss as incurred.

Derecognition

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

e) Depreciation on property, plant and equipment

Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life. The depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less 5% being its residual value.

Depreciation is provided on straight line method, over the useful lives specified in Schedule II to the Companies Act, 2013 except for the following items, where useful life estimated on technical assessment, past trends and differ from those provided in Schedule II of the Companies Act, 2013.

Depreciation for PPE on additions is calculated on pro-rata basis from the date of such additions. For deletion/ disposals, the depreciation is calculated on pro-rata basis up to the date on which such assets have been discarded/ sold. Additions to fixed assets, costing 5000 each or less are fully depreciated retaining its residual value.

The residual values, estimated useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

f) Intangible assets

Intangible assets acquired separately

Intangible assets acquired separately are measured on initial recognition at cost. The cost of a separately acquired intangible asset comprises (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; and (b) any directly attributable cost of preparing the asset for its intended use.

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Intangible assets internally generated

Expenditure on research activities is recognised as an expense in the year in which it is incurred.

An internally -generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, the intangible asset first meets the recognition criteria referred in Ind AS 38 "Intangible Assets". Where no internally-generated intangible asset can be recognised, development expenditure is recognised in the statement of profit and loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Useful life and amortisation of intangible assets
The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intabible assets with indefinite useful life
Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Subsequent cost and measurement
Subsequent costs are capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditures, including expenditure on internally-generated intangibles, are recognised in the statement of profit and loss as incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

g) Investment property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes).

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16 - Property, plant and equipment's requirements for cost model. The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred. Company depreciates investment property as per the useful life prescribed in Schedule II of the Companies Act, 2013.

Though the Company measures investment property using the cost-based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model.

An investment property is derecognised 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 derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss in the period in which the property is derecognised.

h) Non Current Assets Held for Sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

i) Inventories

Inventories are carried at the lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Costs are determined on weighted average basis as follows :

i) Raw materials, packing materials and Store and Spare Parts : At purchase cost including other cost incurred in bringing materials/consumables to their present location and condition.

ii) Work in progress: At material cost, conversion costs and appropriate share of production overheads

(iii) Finished goods and waste : At material cost, conversion costs, appropriate share of production overheads and Excise Duty. Post implementation of GST from July 1, 2017 no excise duty is included in the closing stock of finished goods as at March 31, 2026.

j) Financial Instruments

Financial assets
Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instruments.

Initial recognition and measurement
All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement
For purposes of subsequent measurement, financial assets are classified on the basis of their contractual cash flow characteristics and the entity's business model of managing them.

Financial assets are classified into the following categories:

- Financial instruments (other than equity instruments) at amortised cost
- Financial Instruments (other than equity instruments) at Fair value through Other comprehensive income (FVTOCI)
- Other Financial Instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Financial instruments other than equity instruments at amortised cost

The Company classifies a financial instruments (other than equity instruments) at amortised cost, if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Financial instruments other than equity instruments at FVTOCI

The Company classifies a financial instrument (other than equity instrument) at FVTOCI, if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

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

Financial instruments other than equity instruments at FVTPL

The Company classifies all other financial instruments, which do not meet the criteria for categorization as at amortized cost or as FVTOCI, as at FVTPL.

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

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. Where the Company makes an irrevocable election of equity instruments at FVTOCI, it recognises all subsequent changes in the fair value in other comprehensive income, without any recycling of the amounts from OCI to profit and loss, even on sale of such investments.

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

Financial assets are measured at FVTPL except for those financial assets whose contractual terms give rise to cash flows on specified dates that represents solely payments of principal and interest thereon, are measured as detailed below depending on the business model:

Classification	Name of the financial asset
Amortised cost	Trade receivables, Loans to employees and related parties, deposits, interest receivable, unbilled revenue and other advances recoverable in cash
FVTOCI	Equity investments in companies other than Subsidiaries and Associates as an option exercised at the time of initial recognition.
FVTPL	Other investments in equity instruments, forward exchange contracts. (to the extent not designated as hedging instrument)

Derecognition

A financial asset is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

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

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

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.

b) Financial assets that are debt instruments and are measured at FVTOCI

c) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18.

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 17

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime Expected Credit Loss (ECL) at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 months ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, the Company considers all contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument and Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss, net of lien available on securities held against the receivables. This amount is reflected under the head 'other expenses' in the profit and loss. The balance sheet presentation for various financial instruments is described below:

- **Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables:** ECL is presented as an allowance, which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- **Debt instruments measured at FVTOCI:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

For impairment purposes, significant financial assets are tested on individual basis at each reporting date. Other financial assets are assessed collectively in groups that share similar credit risk characteristics. Accordingly, the impairment testing is done retrospectively on the following basis:

Name of the financial asset	Impairment Testing Methodology
Trade Receivables	Expected Credit Loss model (ECL) is applied. The ECL over lifetime of the assets are estimated by using a provision matrix which is based on historical loss rates reflecting current conditions and forecasts of future economic conditions which are grouped on the basis of similar credit characteristics such as nature of industry, customer segment, past due status and other factors that are relevant to estimate the expected cash loss from these assets.
Other financial assets	When the credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. When there is significant change in credit risk since initial recognition, the impairment is measured based on probability of default over the life time. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 month ECL.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL and as at amortised cost.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

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

Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to profit and loss. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The company has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Derivative financial instruments

The Company holds derivative financial instruments such as foreign exchange forward and options contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

(a) Derivatives fair valued through profit or loss

This category has derivative financial assets or liabilities which are not designated as hedges.

Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the Statement of Profit and Loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets / liabilities in this category are presented as current assets / current liabilities if they are either held for trading or are expected to be realized within 12 months after the Balance Sheet date.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassification and how they are accounted for:

S.No	Original classification	Revised classification	Accounting treatment
1	Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in P&L.
2	FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
3	Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
4	FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
5	FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
6	FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to P&L at the reclassification date.

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

k) Foreign currency transactions and translations

Transactions and balances

Transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. However, for practical reasons, the Company uses an average rate, if the average approximates the actual rate at the date of the transaction.

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

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

The Company enters into forward exchange contract to hedge its risk associated with Foreign currency fluctuations. The premium or discount arising at the inception of a forward exchange contract is amortized as expense or income over the life of the contract. In case of monetary items which are covered by forward exchange contract, the difference between the yearend rate and rate on the date of the contract is recognized as exchange difference. Any profit or loss arising on cancellation of a forward exchange contract is recognized as income or expense for that year.

l) Borrowing Costs

Borrowing cost include interest computed using Effective Interest Rate method, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs that are directly attributable to the acquisition, construction, production of a qualifying asset are capitalised as part of the cost of that asset which takes substantial period of time to get ready for its intended use. The Company determines the amount of borrowing cost eligible for capitalisation by applying capitalisation rate to the expenditure incurred on such cost. The capitalisation rate is determined based on the weighted average rate of borrowing cost applicable to the borrowings of the Company which are outstanding during the period, other than borrowings made specifically towards purchase of the qualifying asset. The amount of borrowing cost that the Company capitalises during the period does not exceed the amount of borrowing cost incurred during that period. All other borrowings costs are expensed in the period in which they occur.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

m) Government grants

Government grants are recognised at fair value where there is a reasonable assurance that the grant will be received and all the attached conditions are complied with.

In case of revenue related grant, the income is recognised on a systematic basis over the period for which it is intended to compensate an expense and is disclosed under “Other operating revenue” or netted off against corresponding expenses wherever appropriate. Receivables of such grants are shown under “Other Financial Assets”. Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same. Receivables of such benefits are shown under “Other Financial Assets”.

Government grants related to assets, including non-monetary grants at fair value, shall be presented in the balance sheet by setting up the grant as deferred income. The grant set up as deferred income is recognised in profit or loss on a systematic basis over the useful life of the asset.

n) Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future tax liability, is recognised as an asset viz. MAT Credit Entitlement, to the extent there is convincing evidence that the Company will pay normal Income tax and it is highly probable that future economic benefits associated with it will flow to the Company during the specified period. The Company reviews the “MAT Credit Entitlement” at each Balance Sheet date and writes down the carrying amount of the same to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income tax during the specified period.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Where there is deferred tax assets arising from carry forward of unused tax losses and unused tax created, they are recognised to the extent of deferred tax liability.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

o) Retirement and other employee benefits

Short-term employee benefits

A liability is recognised for short-term employee benefit in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Defined contribution plans

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund and super annuation fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Defined benefit plans

The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Compensated absences

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

Other long term employee benefits

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by the employees up to the reporting date.

p) Impairment of non financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

q) Provisions, contingent liabilities and contingent asset

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event 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.

Provisions are discounted, if the effect of the time value of money is material, using pre-tax rates that reflects the risks specific to the liability. When discounting is used, an increase in the provisions due to the passage of time is recognised as finance cost. These provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Necessary provision for doubtful debts, claims, etc., are made if realisation of money is doubtful in the judgement of the management.

Contingent liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. Contingent liabilities are disclosed separately.

Show cause notices issued by various Government authorities are considered for evaluation of contingent liabilities only when converted into demand.

Contingent assets

Where an inflow of economic benefits is probable, the Company discloses a brief description of the nature of the contingent assets at the end of the reporting period, and, where practicable, an estimate of their financial effect. Contingent assets are disclosed but not recognised in the financial statements.

r) Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances with original maturity of less than 3 months, highly liquid investments that are readily convertible into cash, which are subject to insignificant risk of changes in value.

s) Cash Flow Statement

Cash flows are presented using indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

Bank borrowings are generally considered to be financing activities. However, where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents for the purpose of Cash flow statement.

t) Earnings per share

The basic earnings per share are computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

3. PROPERTY, PLANT AND EQUIPMENT

Particulars	Plant and Equipments	Furniture and Fixtures	Computers	Vehicles	Total
Cost as at March 31, 2024	134.62	58.14	486.05	23.54	702.34
Additions	-	12.39	4.82	-	17.21
Disposals / Adjustment	(9.52)	(0.04)	9.52	-	(0.04)
Cost as at March 31, 2025	125.10	70.49	500.39	23.54	719.59
Additions	0.12	8.12	1.09	17.46	26.79
Disposals / Adjustment	-	-	-	-	-
Cost as at March 31, 2026	125.22	78.61	501.48	41.00	746.38
Depreciation/Amortisation					
Cost as at March 31, 2024	120.63	35.11	485.50	22.36	663.60
Charge for the year	1.78	3.77	6.68	-	12.22
On disposals / Adjustment	-	-	-	-	-
As at March 31, 2025	122.41	38.88	492.18	22.36	675.82
Charge for the year	1.51	4.84	4.17	0.34	10.85
On disposals / Adjustment	-	-	-	-	-
As at March 31, 2026	123.92	43.72	496.35	22.70	686.67
Net Block					
As at March 31, 2024	13.99	23.03	0.54	1.18	38.72
As at March 31, 2025	2.70	31.61	8.21	1.18	43.70
As at March 31, 2026	1.31	34.89	5.13	18.30	59.63

3A. RIGHT OF USE ASSET

Gross carrying value

Particulars	Amount
As at March 31, 2024	21.15
Additions	-
Deletions	-
As at Mar 31, 2025	21.15
Additions	-
Deletions	-
As at Mar 31, 2026	21.15

Accumulated depreciation

Particulars	Amount
As at March 31, 2024	3.17
Depreciation charge for the year	4.23
As at Mar 31, 2025	7.40
Depreciation charge for the year	4.23
As at Mar 31, 2026	11.63

Net carrying value	-
As at Mar 31, 2024	17.97
As at Mar 31, 2025	13.75
As at April 1, 2026	9.52

4. INTANGIBLE ASSETS & GOODWILL

Particulars	Intangible Assets-	Goodwill	Total
Cost as at March 31, 2024	67,287.65	-	67,287.65
Additions	-	-	-
Disposals / Adjustment	0.01	-	0.01
Cost as at March 31, 2025	67,287.64	-	67,287.64
Additions	-	-	-
Disposals	-	-	0.01
Cost as at March 31, 2026	67,287.64	-	67,287.64
Depreciation/Amortisation			
As at March 31, 2024	67,287.64	-	67,287.64
Charge for the year	-	-	-
On disposals / Adjustment	-	-	-
As at March 31, 2025	67,287.64	-	67,287.64
Charge for the year	-	-	-
On disposals / Adjustment	-	-	-
As at March 31, 2026	67,287.64	-	67,287.64
Net Block			
As at March 31, 2024	0.01	-	0.01
As at March 31, 2025	0.00	-	0.01
As at March 31, 2026	0.00	-	0.00

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	Particulars	As at March 31, 2026	As at March 31, 2025
5	**Capital Work-in-progress**		
	Software	-	-
		-	**-**
6	**Deferred Tax - Net ***		
	Deferred Tax Asset		
	On Property, plant and equipment	0.73	0.60
	Carried Forward Losses	-	-
	Expenditure allowed for tax on accrual basis	111.95	82.47
	Others	-	-
		112.68	**83.07**
	Deferred Tax Liability		
	Net deferred tax (liability) / Asset	**112.68**	**83.07**
7	**Non-current investments**		
	Trade, Long term, Unquoted at Cost		
	Investment in Subsidiaries		
	Total non-current investments		
	Aggregate cost of unquoted investments	-	-
8	**Other Non-current assets - Financial Assets:**		
	(Unsecured, considered good unless otherwise stated)		
	Earnest Money Deposits	-	-
	Security Deposits	19.93	16.73
	Intercorporate Loan	583.99	-
		603.92	**16.73**
9	**Trade receivables**		
	Unsecured		
	Considered Good	666.64	588.55
	Less: Allowances for Credit Loss	**-**	**-**
		666.64	**588.55**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Outstanding for following periods from due date of payment	Undisputed Trade receivables – considered good		Undisputed Trade Receivables – considered doubtful	
	2026	**2025**	**2026**	**2025**
Not due	-	-	-	-
Less than 6 months	241.02	371.49	-	-
Less than -1 year	224.56	73.87	-	-
1-2 years	35.81	5.15	-	-
2-3 years	3.68	28.60	-	-
More than 3 years	161.57	109.45	-	-
Total	666.64	588.56	-	-

Particulars		**As at March 31, 2026**	**As at March 31, 2025**
10A	**Cash and cash equivalents**		
	Cash on hand	0.09	0.16
	Balances with banks		
	In current accounts	20.78	43.03
		20.87	**43.19**
10B	Other bank balances		
	More than 3 months but less than 12 months	2.11	2.15
	Unpaid Dividend Account	6.62	6.62
		8.73	**8.77**
		29.60	**51.96**
11	**Other current assets**		
	(Unsecured, considered good)		
	Prepaid expenses	0.61	2.36
	Advance to suppliers	6.51	1.80
	Interest on ICD receivable	45.93	
	Other advances	853.16	626.27
	Balance with govt authorities	59.05	50.35
	Project Development	28.85	35.47
		994.11	**716.26**
12	**Capital**		
	Authorised Share Capital		
	195,000,000 (195,000,000) Equity shares of Rs. 2 each	10,076.71	10,076.71
		10,276.71	**10,276.71**
	Issued Share Capital		
	15,19,57,225 (117,766,850) Equity shares of Rs. 2 each	9,104.06	9,104.06
	Changes inequity share capital during the year		
		9,104.06	**9,104.06**
	Subscribed and fully paid up share capital		
	15,19,57,225 (117,766,850) Equity shares of Rs. 2 each	3,039.14	2,355.34
	Add: during the year (Issued 4,00,00,000 equity shares of Rs. 2 each	800.00	683.81
		3,839.14	**3,039.14**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Notes:		
(a) **Reconciliation of number of equity shares subscribed**		
Balance as at the beginning of the year	15,16,57,225	11,77,66,850
Add: Issued during the year	4,00,00,000	3,41,90,375
Balance at the end of the year	**19,19,57,225**	**15,19,57,225**

(b) During the year the Compnay has made preferential allotment of 4,00,00,000 equity share having face value of Rs. 2 each at an issue price of Rs. 4.57 each to Mr. Asif Khader. (PY issued 3,41,90,375 equity share having face value of Rs. 2 each at an issue price of Rs. 4.57 each to M/s Techuni Ventures Private Limited against their loan of Rs. 1,562 lakhs)

(c) There are no bonus shares, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date.

(c) **Shareholders holding more than 5% of the total share capital**

Name of the share holder	March 31, 2026		March 31, 2025	
	No of shares	% of Holding	No of shares	% of Holding
IBC Knowledge Park Private Limited	1,31,35,314	6.84%	1,31,35,314	8.64%
Bank of India	1,12,91,723	5.88%	1,12,91,723	7.43%
Techuni Ventures Pvt. Ltd.	3,41,90,375	17.81%	3,41,90,375	22.50%

Details of shares held by each promoter

Name of the Promoter	March 31, 2026		March 31, 2025	
	No of shares	% of Holding	No of shares	% of Holding
Asif Khadar	4,10,01,500	21.36%	10,01,500	0.66%
Mueed Khadar	1,000	0.00%	1,000	0.00%
K and J Telecom Pvt Ltd	20,08,600	1.05%	20,08,600	1.32%
Sea Equity Enterprises Pvt Ltd	20,00,000	1.04%	20,00,000	1.32%
K and J Holdings Private Limited	15,47,000	0.81%	15,47,000	1.02%
Jansons Land and Property Development Private Limited	4,94,600	0.26%	4,94,600	0.33%
Total	**4,70,52,700**	**24.51%**	**70,52,700**	**4.64%**

(d) **Rights, preferences and restrictions in respect of equity shares issued by the Company**

The company has only one class of equity shares having a par value of Rs.2 each. The equity shares of the company having par value of Rs.2/- rank pari-passu in all respects including voting rights and entitlement to dividend.

13 Other Equity		
a) General reserve	18,430.00	18,430.00
b) Securities Premium Reserve	19,804.95	18,776.95
c) FCCB Premium Redemption Reserve	2,400.00	2,400.00
d) Foreign Currency Translation Reserve	6,134.15	4,263.40
e) Retained earnings	(1,36,623.76)	(1,35,027.09)
	(89,854.66)	**(91,156.74)**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
a) General reserve		
Balance at the beginning of the year	18,430.00	18,430.00
Additions during the year	-	-
Balance at the end of the year	**18,430.00**	**18,430.00**
b) Securities Premium Reserve		
Balance at the beginning and beginning of the year	18,776.95	17,898.26
Additions during the year	1,028.00	878.69
Balance at the end of the year	**19,804.95**	**18,776.95**
c) FCCB Premium Redemption Reserve		
Balance at the beginning of the year	2,400.00	2,400.00
Additions during the year	**-**	-
Balance at the end of the year	**2,400.00**	**2,400.00**
d) Foreign Currency Translation Reserve		
Balance at the beginning of the year	4,263.40	3,754.88
Tranfer on account of Adjustment	1,870.75	508.52
Adjustement on account of closure		
Balance at the end of the year	**6,134.15**	**4,263.40**
e) Retained earnings		
Balance at the beginning of the year	(1,35,027.09)	(1,33,590.65)
Net profit for the period	(1,439.34)	(1,436.44)
Other cpmprehensive Income	3.68	-
Ind AS adjustments	(161.01	-
Balance at the end of the year	**(1,36,623.76)**	**(1,35,027.09)**
14 Provisions (Non -current)		
Provision for Employee Benefits		
Compensated absences	22.53	9.95
Gratuity	51.92	56.41
	74.44	**66.36**
15 Current liabilities - Financial Liabilities: Short term Borrowings*		
Unsecured		
CSIL Employees Comprehensive Gratuity Trust	43.78	43.78
Loan from Directors	3,931.62	3,651.62
Intercorporate Loan	1,808.03	3,085.63
Term Loans from Banks		
Bank of India*	31,270.35	31,270.35
(Amount Sanction Rs.14000 Lakhs and Rate of interest 13.25% PA)		
Terms loans from Kotak Mahindra Bank	12.05	-
Cash Credit facilities from Banks		
Bank of India*	7,735.86	7,735.86
(Amount Sanction Rs.300 Lakhs and Rate of interest 10% PA)		
	44,801.69	**45,787.24**
**Term Loan and Cash Credit from Bank of India account has been declared as NPA from 2009*		
15A Lease Liabilities	4.62	3.99
	4.62	**3.99**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
16 Trade payables		
- total outstanding dues of micro enterprises and small enterprises	-	0.39
- total outstanding dues of creditors other than micro and small enterprises	1,091.84	551.89
	1,091.84	**552.28**

*Refer Note No. 29 related to Disclosures required under section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006.

Trade payable ageing schedule

Outstanding for following periods from due date of payment	MSME		Others	
	2026	2025	2026	2025
Not due	-	-	-	-
Less than 1 year	-	-	398.87	149.17
1-2 years	-	0.39	14.32	24.60
2-3 years	-	-	4.51	9.99
More than 3 years	-	-	674.15	368.13
Total	**-**	**0.39**	**1,091.84**	**551.892**

16A Other Financial Liabilities		
Liabilities for Expenses	92.41	34.61
Interest Payable on unsecured Loan	51.45	-
Deposit Collected	-	0.26
Employees dues payable	171.06	122.55
	314.92	**157.42**
17 Other current liabilities		
Current maturities of long term debt		
Bondholders of Foreign Currency Convertible bonds		
(42,000 units of 1,000/- Euros each fully paid up)	29,085.00	29,085.00
Interest payable to FCCB Bondholders	9,609.75	9,609.75
Foreign Currency Term Loan from UPS Capital	696.37	696.37
Advance from customers	189.29	220.57
Employee payables	163.98	160.84
Directors Current Account	424.55	424.55
Amounts due and payable to Investor Education and Protection Fund	7.21	7.21
Statutory dues payable	1,556.78	1,432.53
Unpaid Dividend Distribution Tax	273.88	273.88
Others	38.81	247.20
	42,045.61	**42,157.90**
18 Provisions		
Provision for tax	147.77	207.07
Provision for gratuity	2.45	2.18
Provision for compensated absenses leave	1.48	0.75
	151.70	**210.00**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
19	**Revenue from operations**		
	Sales		
	Domestic	138.71	202.63
	Export	43.02	53.33
	Sale of services	504.73	564.67
		686.46	**820.63**
20 & 21	**Other income**		
	Interest Income [refer note 21 (a) below}	38.40	0.67
	Other non-operating Income [refer note 21 (b) below}	66.43	89.18
		104.82	**89.85**
21(a)	**Interest Income**		
	Interest on Fixed Deposit	0.03	0.64
	Interest received-Others	38.37	0.03
		38.40	**0.67**
21(b)	**Other non-operating Income**		
	Gratuity Written back	-	1.13
	Exchange gain (Net)	1.19	-
	Other Income	17.05	1.09
	Sundry Credit Balances Writtern off	48.18	86.98
		66.43	**89.19**
22	**Purchase of stock-in-trade-traded goods**		
	Purchases during the year	59.06	112.51
		59.06	**112.51**
23	**Employee benefits expense**		
	Salaries, wages and bonus	433.85	420.77
	Contribution to Provident Fund	11.55	10.60
	Leave encashment	5.92	0.15
	Gratuity Fund	8.07	6.33
	Staff welfare expenses	6.19	4.85
	Out sourced manpower charges	69.57	70.60
		535.15	**513.30**
24	**Finance Cost**		
	Interest on Statutory dues	8.93	9.65
	Interest to others	42.64	36.13
	Interest on lease liabilities	2.02	-
		53.59	**45.78**
4	**Depreciation and amortisation expense**		
	Depreciation of property, plant and equipment	15.08	16.45
	Amortization of Intangible assets	-	-
		15.08	**16.45**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
25	**Other expenses**		
	Power & Fuel	22.11	23.71
	Bank Charges	6.84	6.58
	Repairs and Maintenance	41.94	15.74
	Legal and General Expenses	198.29	297.76
	Penalty Paid	3.60	10.94
	Insurance	1.14	1.81
	Telephone and Communication	7.68	6.42
	Travelling & Conveyance expenses	37.54	30.32
	Rents	15.33	6.47
	Rates and Taxes	7.65	4.83
	Auditors' Remuneration	23.67	23.75
	Sundry Balances writternoff	0.09	-
	Allowances for credit loss	-	12.58
	Exchange Loss	22.98	0.64
	Marketing Expenses	27.64	48.16
	Management fees	17.28	19.46
	Sitting Free	1.75	3.00
		435.53	**512.18**
	Auditors' Remuneration		
	As Auditor	23.51	23.75
	Others	0.16	-
		23.67	**23.75**
26	**Income tax expense**		
	(a) Income tax expense		
	Current tax		
	Current tax on profits for the year	23.07	45.75
	Prior period tax adjustment	-	(3.93)
	Total current tax expense	**23.07**	**41.82**
	Deferred tax		
	Deferred tax recognised for the year	(30.85)	(35.12)
	Total deferred tax expense/(benefit)	**(30.85)**	**(35.12)**
	Income Tax expense	**(7.78)**	**6.70**
	b) The income tax expense for the year can be reconciled to the accounting profit as follows:		
	Profit / (Loss) before tax from continuing operations	(1,447.13)	(1,429.74)
	Income tax expense calculated at 22.88%	-	-
	Effect of carried forward losses not recognexpenses that are not deductible in determining taxable profit	-	(3.93)
	Income tax expense	**-**	**(3.93)**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

c) Income tax recognised in other comprehensive income

Deferred tax

Remeasurement of defined benefit obligation	-	-
Total income tax recognised in other comprehensive income	-	-

d) Movement of deferred tax expense during the year ended March 31, 2026

Deferred tax (liabilities) / assets in relation to	Opening Balance	Recognised in Profit or loss	Recognised in other comprehensive Income	Closing balance
Property, plant, and equipment and Intangible Assets	5.46	(1.24)	-	4.22
Expenses allowable on Payment basis	-	-	-	-
Provision for Retirement Benefits	-	-	-	-
Provision For Bad Debts	-	-	-	-
Brought forward losses	77.61	30.85	-	108.46
	83.07	**29.61**	**-**	**112.68**
MAT Credit entitlement	-	-	-	-
	83.07	**29.61**	**-**	**112.68**

e) Movement of deferred tax expense during the year ended March 31, 2025

Deferred tax (liabilities)/ assets in relation to	Opening balance	Recognised in profit or loss	Recognised in Other comprehensive Income	Closing balance
Property, plant, and equipment and Intangible Assets	-	5.46	-	5.46
Expenses allowable on Payment basis	-	-	-	-
Provision for Retirement Benefits	-	-	-	-
Provision For Bad Debts	-	-	-	-
Brought forward losses	42.49	35.12	-	77.61
	42.49	**40.58**	**-**	**83.07**
MAT Credit entitlement	-	-	-	-
	42.49	**40.58**	**-**	**83.07**

f) Unused tax credits

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
27 Earnings per share		
Profit / (Loss) for the year attributable to owners of the Company	(1,435.66)	(1,452.64)
Weighted average number of ordinary shares outstanding	16,40,12,020	14,54,00,167
Basic earnings per share (Rs)	(0.88)	(1.00)
Diluted earnings per share (Rs)	(0.88)	(1.00)

28 Commitments and contingent liability

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Contingent Liability *		
Bank Guarantees	19.32	137.80
Disputed demands from Service tax authorities	1,260.90	1,260.90
Income tax liabilities (TDS)	369.24	369.24
Directorate of Enforcement	580.00	580.00

Undisputed Statutory Dues remaining unpaid as at March 31, 2026		
Employee's Provident Fund & Miscellaneous Provision Act	93.57	57.40
Commercial Taxes Act	9.33	6.18
Employees State Insurance Act	0.91	0.91
Income Tax Act (Tax Deducted at Source)	439.33	412.18
Service Tax Act	239.48	239.48
VAT	86.36	89.71
Income Tax Act	268.04	231.59
Income Tax Act	273.88	273.88
Investor Education Protection Fund	7.21	7.21
Goods and Service Tax Act	406.59	222.94

* The management believes, based on internal assessment and / or legal advice, that the probability of an ultimate adverse decision and outflow of resources of the company is not probable and accordingly, no provision for the same is considered necessary.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Name of Institution	Amount of Claim (In Lakhs)	In which Forum
A. Under Section 434 of Companies Act, 1956		
Bank of India	39,006.21	High Court of Karnataka Bangalore
B. Under Section 138 of Negotiable Instruments Act, 1881		
Bank of India	500.00	Metropolitan Court, Bangalore
C. Under Debt Recovery Act, 1993		
Bank of India	19,688.48	Debt Recovery Tribunal, Chennai
D. Income Tax Act, 1961		
Income Tax Liabilities (TDS)	879.25	High Court of Karnataka Bangalore

29 Disclosures required under section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 are as under

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
(a) The principal amount remaining unpaid at the end of the year	-	0.39
(b) The delayed payments of principal amount paid	-	-
(c) Interest actually paid under Section 16 of MSMED Act	-	-
(d) Normal Interest due and payable during the year, for all the delayed payments, as per the agreed terms	-	-
(e) Total interest accrued during the year and remaining unpaid	-	-
*This information has been determined to the extent such parties have been identified on the basis of information available with the Company.		

30 Operating Segments

The Business of the Company falls under a single primary segment 'i e IT/ITES in accordance with Ind AS 108 'Operating Segments' and hence reporting on various segments do not arise.

31 Impairment of Assets

The company assessed its fixed assets for impairment as at 31st March 2026 and concluded that there has been no significant impaired fixed asset that needs to be recognized in the books of account. However, the company had assessed its tangible Assets for impairment as at 31st March 2026 and concluded that there has been no significant impaired fixed asset that needs to be recognized in the books of account.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

32 Operating lease arrangements (as lessor)

The Company has given certain properties on operating lease arrangements. The leases are cancellable at the option of either party to lease and may be renewed based on mutual agreement of the parties. The total lease income recognised on such contracts for the year is Rs Nil (Previous year Rs. Nil).

33 Confirmation of balances in respect of Trade Receivables and Trade Payables has not been obtained in a few cases.

34 Foreign Currency Convertible Bonds

The Foreign Currency Convertible Bonds carry coupon rate of 2.50 %, payable half yearly. In case of default of payment of interest the coupon rate stands increased to 4.80 %.

During March 2011, the convertible foreign currency bonds had become due for conversion to Equity Shares and none of the bond holders have exercised their option for conversion. Correspondingly, the amounts had become due for payment as on the closure of such exercise and is yet to be redeemed as on the date of the balance sheet. These funds fall within the meaning of 'deposit' as defined under section 73 of the Companies Act 2013. The Company has not complied with the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 of the Companies Act, 2013 and the rules framed thereunder

On a petition filed by the Foreign currency convertible bond holders, The Hon'ble High Court of Karnataka issued a winding up order against the company. The Company had received an intimation from the "Ministry of Corporate affairs" during August 2019, stating that a winding up order is issued against the Company by the Hon'ble High Court of Karnataka vide order dated 28th November 2017. Further, based on the plea submitted by the Company, the Hon'ble High Court of Karnataka had granted a stay during June 2022 directing the official liquidator not to precipitate the process of the winding up order and the matter was extended till the next date of hearing as the petitioner and the company were exploring the possibility of amicable settlement. Now, the Hon'ble High Court of Karnataka has withdrawn the winding up order on behalf of the Foreign Currency Bond Holders.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

35 Financial Instruments

Capital management

The Company manages its capital to ensure that entities in the Company will be able to continue as going concern, while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity, long-term borrowings and other short-term borrowings.

For the purposes of the Company's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders.

Gearing Ratio:	March 31, 2026	March 31, 2025
Debt	84,192.81	85,178.36
Less: Cash and bank balances	20.87	43.19
Net debt	84,171.93	85,135.17
Total equity	(86,015.51)	(87,432.60)
Net debt to equity ratio (%)	-97.86%	-97.37%

Categories of Financial Instruments	March 31, 2026	March 31, 2025
Financial assets		
a. Measured at amortised cost		
Other non-current financial assets	603.92	16.73
Trade receivables	666.64	588.55
Cash and cash equivalents	20.87	43.19
Other Financial Assets	-	-
b. Mandatorily measured at fair value through profit or loss (FVTPL)		
Investments	-	-
Derivative instruments	-	-
Financial liabilities		
a. Measured at amortised cost		
Borrowings (short term)	44,801.69	45,787.24
Trade payables	1,091.84	552.28
b. Mandatorily measured at fair value through profit or loss (FVTPL)		
Derivative instruments	-	-

Financial risk management objectives

The treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

The Company seeks to minimise the effects of these risks by using natural hedging financial instruments and forward contracts to hedge risk exposures. The use of financial derivatives is governed by the Company's policies approved by the board of directors, which provide written principles on foreign exchange risk, the use of financial derivatives, and the investment of excess liquidity. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

Market risk

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The Company actively manages its currency and interest rate exposures through its finance division and uses derivative instruments such as forward contracts and currency swaps, wherever required, to mitigate the risks from such exposures. The use of derivative instruments is subject to limits and regular monitoring by appropriate levels of management.

Foreign currency risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Company actively manages its currency rate exposures through a centralised treasury division and uses natural hedging principles to mitigate the risks from such exposures. The use of derivative instruments, if any, is subject to limits and regular monitoring by appropriate levels of management.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Disclosure of hedged and unheadged foreign currency exposure

The carrying amount of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows :

As on March 31, 2026 **Rs In Lakhs**

Currency	Liabilities			Assets			Net overall exposure on the currency - net assets / (net liabilities)
	Gross exposure	Exposure hedged using derivatives	Net liability exposure on the currency	Gross exposure	Exposure hedged using derivatives	Net asset exposure on the currency	
USD	10.07	-	10.07	45.41	-	45.41	35.34
Euro	381.28	-	381.28	-	-	-	(381.28)
Pound	-	-	-	4.30	-	4.30	4.30
In INR (Rs. In lacs)	39,391.12	-	39,391.12	2,619.02	-	2,619.02	(36,772.10)

As on March 31, 2025 **Rs In Lakhs**

Currency	Liabilities			Assets			Net overall exposure on the currency - net assets / (net liabilities)
	Gross exposure	Exposure hedged using derivatives	Net liability exposure on the currency	Gross exposure	Exposure hedged using derivatives	Net asset exposure on the currency	
USD	10.07	-	10.07	62.35	-	62.35	52.28
Euro	426.02	-	426.02	-	-	-	(426.02)
Pound	-	-	-	4.30	-	4.30	4.30
In INR (Rs. In lacs)	39,391.12	-	39,391.12	5,788.34	-	5,788.34	(33,602.78)

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Foreign currency sensitivity analysis

Movement in the functional currencies of the various operations of the Company against major foreign currencies may impact the Company's revenues from its operations. Any weakening of the functional currency may impact the Company's cost of borrowings. The foreign exchange rate sensitivity is calculated for each currency by aggregation of the net foreign exchange rate exposure of a currency and a simultaneous parallel foreign exchange rates shift in the foreign exchange rates of each currency by 2%, which represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 2% change in foreign currency rates.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Interest rate risk management

The Company is exposed to interest rate risk because it borrow funds at both fixed and floating interest rates. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings and by the use of interest rate swap contracts. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied. Further, in appropriate cases, the Company also effects changes in the borrowing arrangements to convert floating interest rates to fixed interest rates.

Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 25 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Credit risk management

Credit risk arises when a customer or counterparty does not meet its obligations under a customer contract or financial instrument, leading to a financial loss. The Company is exposed to credit risk from its operating activities primarily trade receivables and from its financing/ investing activities, including deposits with banks, mutual fund investments, investments in debt securities and foreign exchange transactions. The Company has no significant concentration of credit risk with any counterparty.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure is the total of the carrying amount of balances with banks, short term deposits with banks, trade receivables, margin money and other financial assets excluding equity investments.

(a) Trade Receivables

Trade receivables are consisting of a large number of customers. The Company has credit evaluation policy for each customer and, based on the evaluation, credit limit of each customer is defined. Wherever the Company assesses the credit risk as high, the exposure is backed by either bank, guarantee/letter of credit or security deposits.

The Company does not have higher concentration of credit risks to a single customer. As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default in payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

(b) Investments, Derivative Instruments, Cash and Cash Equivalents and Bank deposits

Credit Risk on cash and cash equivalents, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions, who have been assigned high credit rating by international and domestic rating agencies.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Credit Risk on Derivative Instruments is generally low as the Company enters into the Derivative Contracts with the reputed Banks.

Investments of surplus funds are made only with approved Financial Institutions/ Counterparty. The Company has standard operating procedures and investment policy for deployment of surplus liquidity, which allows investment in debt securities and mutual fund schemes of debt and arbitrage categories and restricts the exposure in equity markets.

Offsetting related disclosures

Offsetting of cash and cash equivalents to borrowings as per the consortium agreement is available only to the bank in the event of a default. Company does not have the right to offset in case of the counter party's bankruptcy, therefore, these disclosures are not required.

Liquidity risk management

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company invests its surplus funds in bank fixed deposit and mutual funds, which carry minimal mark to market risks. The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

36 Related party disclosures

(a) Name of related party and nature of relationship

Key management personnel

Asif Khader	Managing Director
Mueed Khader	Director
Apeksha Nagori	Company Secretary
Manjunath H.	CFO

Other Enterprises with which promoter has significant influence

Systat Software Inc, USA
Systat Software Asia Pacific Limited
Systat Software GmbH, Germany
Analytix Systems Private Limited
Caravel Info Systems Pvt Ltd
Proland Software Pvt Ltd
Cranes Varsity Pvt Ltd

Other Enterprises which are Indirect Subsidiaries

Systat Software UK Ltd

Other Related Parties

Orca Infotech Private Limited
K & J Holdings Private Limited
K & J Telecom Private Limited
Jansons Land & Property Development Pvt. Ltd.
Spice Capital Fund Private Limited
Sea Equity Enterprises Private Limited

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

37 Retirement benefit plans

Defined contribution plans

In accordance with Indian law, eligible employees of the Company are entitled to receive benefits in respect of provident fund and super annuation fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the Provident Fund.

Defined benefit plans

(a) Gratuity

Gratuity is payable as per Payment of Gratuity Act, 1972. In terms of the same, gratuity is computed by multiplying last drawn salary (basic salary including dearness Allowance if any) by completed years of continuous service with part thereof in excess of six months and again by 15/26. The Act provides for a vesting period of 5 years for withdrawal and retirement and a monetary ceiling on gratuity payable to an employee on separation, as may be prescribed under the Payment of Gratuity Act, 1972, from time to time. However, in cases where an enterprise has more favourable terms in this regard the same has been adopted.

These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk and salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to the market yields on government bonds denominated in Indian Rupees. If the actual return on plan asset is below this rate, it will create a plan deficit.
Interest risk	A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

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

Particulars	March 31, 2026	March 31, 2025
Discount Rate	6.92%	6.75%
Rate of increase in compensation level	7%	7%
Rate of Return on Plan Assets	-	-
Attrition rate	2.00%	2.00%

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Amounts recognised in total comprehensive income in respect of these defined benefit plans are as follows:

	March 31, 2026 Rs. Lakhs	March 31, 2025 Rs. Lakhs
Current service cost	0.70	0.70
Net interest expense	0.52	0.64
Return on plan assets (excluding amounts included in net interest expense)	-	-
Components of defined benefit costs recognised in profit or loss	**1.24**	**1.34**
Remeasurement on the net defined benefit liability comprising:		
Actuarial (gains)/losses recognised during the period		
Actuarial (gains)/losses	(0.39)	(2.47)
Components of defined benefit costs recognised in other comprehensive income	**(0.39)**	**(2.47)**
	0.85	**(1.13)**

i) The current service cost and the net interest expense for the year are included in the 'employee benefits expense' in profit or loss.

ii) The remeasurement of the net defined benefit liability is included in other comprehensive income.

The amount included in the balance sheet arising from the Company's obligation in respect of its defined benefit plans is as follows:

Present value of defined benefit obligation	-	-
Fair value of plan assets	-	-
Net liability/ (asset) arising from defined benefit obligation	**-**	**-**
Funded	-	-
Unfunded	8.60	7.77
	8.60	**7.77**

The above provisions are reflected under 'Provision for employee benefits- gratuity' as per details below

Non Current provisions (refer note 14)	8.06	6.96
Current provisions (refer note 18)	0.55	0.80
	8.60	**7.77**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Movements in the present value of the defined benefit obligation in the current year were as follows:

	March 31, 2026	March 31, 2025
Opening defined benefit obligation	7.77	8.89
Present value of obligation of subsidiary companies taken over	-	-
Current service cost	0.70	0.70
Interest cost	0.52	0.64
Actuarial (gains) /losses	(0.39)	(2.47)
Benefits paid	-	-
Others	-	-
Closing defined benefit obligation	**8.60**	**7.77**

Sensitivity analysis

In view of the fact that the Company for preparing the sensitivity analysis considers the present value of the defined benefit obligation which has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

(b) Compensated absences

The leave scheme is a final salary defined benefit plan, that provides for a lumpsum payment at the time of separation; based on scheme rules the benefits are calculated on the basis of last drawn salary and the leave count at the time of separation and paid as lumpsum.

The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date.

The design entitles the following risk

Interest rate risk	The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.
Salary inflation risk	Higher than expected increases in salary will increase the defined benefit obligation.
Demographic risk	This is the risk of volatility of results due to unexpected nature of decrements that include mortality attrition, disability and retirement. The effects of these decrement on the DBO depends upon the combination salary increase, discount rate, and vesting criteria and therefore not very straight forward. It is important not to overstate withdrawal rate because the cost of retirement benefit of a short caring employees will be less compared to long service employees.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Amounts recognised in total comprehensive income in respect of these defined benefit plans are as follows:

	March 31, 2026 Rs. Lakhs	March 31, 2025 Rs. Lakhs
Current service cost	0.14	0.07
Net interest expense	2.07	1.07
Return on plan assets (excluding amounts included in net interest expense)	-	-
Components of defined benefit costs recognised in profit or loss	**2.20**	**1.15**
Remeasurement on the net defined benefit liability comprising: Actuarial (gains)/losses recognised during the period	(1.15)	(1.00)
Components of defined benefit costs recognised in other comprehensive income	**(1.15)**	**(1.00)**
	0.06	**0.15**

i) The current service cost and the net interest expense for the year are included in the 'employee benefits expense' in profit or loss.

ii) The remeasurement of the net defined benefit liability is included in other comprehensive income.

The amount included in the balance sheet arising from the Company's obligation in respect of its defined benefit plans is as follows:

Present value of defined benefit obligation	1.06	0.15
Fair value of plan assets	-	-
Net liability/ (asset) arising from defined benefit obligation	**1.06**	**0.15**
Funded	-	-
Unfunded	1.06	0.15
	1.06	**0.15**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2026 CIN : L05190KA1984PLC031621
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

38 The table below provides financial ratios

Ratio/Measure	Methodology	March 31, 2026	March 31, 2025
Current ratio	Current assets over current liabilities	0.02	0.02
Debt-equity ratio	Debt over total shareholders equity	(1.03)	(1.02)
Debt service coverage ratio	EBITDA over current debt	(0.02)	(0.02)
Return on equity ratio	PAT over total average equity	0.02	0.02
Trade receivable turnover ratio	Revenue from operations over trade receivables	1.09	1.08
Trade payable turnover ratio	Adjusted expenses over trade payables	1.25	2.42
Net capital turnover ratio	Revenue from operations over working capital	(0.02)	(0.02)
Net profit ratio	Net profit over Net Sales	(2.09)	(2.04)
Return on capital employed	EBIT over capital employed	0.02	0.02

Notes:

EBITDA - Earnings before interest, taxes, depreciation and amortisation.
PAT - Profit after taxes.
EBIT - Earnings before interest and taxes.
Debt includes current and non-current lease liabilities.
Adjusted expenses derived from total expenses excluding depreciation and finance cost.
working capital derived from current assets in excess of current liabilities excluding borrowings.

Explanation for variances exceeding 25%:

(a) Trade payable turnover ratio decreased on account of decrease in Trade payables during the year ended March 31,2026.

The significant accounting policies and the accompanying notes form an integral part of the financial statements

For and on behalf of the Board

Asif Khader
Managing Director
DIN : 00104893

Mueed Khader
Director
DIN : 00106674

Manjunath.H
CFO

As per our report of even date attached
For M/s. Chaturvedi Sohan & Co
Chartered Accountants
Firm Registration No.118424W

Vivekanand Chaturvedi
Partner
Membership No.106403

Date: June 15th, 2026
Place: Bengaluru

Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiries

Amount in Lakhs

Name of the Subsidiary Company	Systat Software GmbH	Systat Software Inc	Systat Software Asia Pacific Ltd	Caravel Info Systems Pvt. Ltd.	Analytix Systems Pvt. Ltd.	Proland Software Pvt. Ltd.	Cranes Varsity Pvt. Ltd.
Reporting Currency	EURO	USD	INR	INR	INR INR		INR
Financial period ended	**31.03.2026**	**31.03.2026**	**31.03.2026**	**31.03.2026**	**31.03.2026**	**31.03.2026**	**31.03.2026**
Reporting Currency	Euro	USD	INR	INR	INR	INR	INR
Issued & Subscribed Capital	0.25	38.95	38.00	12.00	2.00	4.84	1.00
Reserves	1.18	(64.33)	(129.61)	(694.65)	(0.72)	(682.93)	(118.67)
Total Assets	3.25	6.08	51.04	1,095.22	7.81	-	1,735.78
Total Liabilities	3.25	6.08	51.04	1,095.22	7.81	-	1,735.78
Investments	-	-	-	-	-	-	-
Turnover	0.42	-	-	121.77	-	-	577.33
Profit/(Loss)before Tax	0.25	19.56	(0.30)	11.94	(0.34)	(0.30)	(78.32)
Provision for Tax	(0.06)	0.01	-	-	-	-	14.27
Profit/(Loss) After Tax	0.31	19.55	(0.30)	11.94	(0.34)	(0.30)	(64.05)
Proposed Dividend	-	-	-	-	-	-	-
% on Shareholding	100.00	100.00	100.00	100.00	100.00	100.00	100.00

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