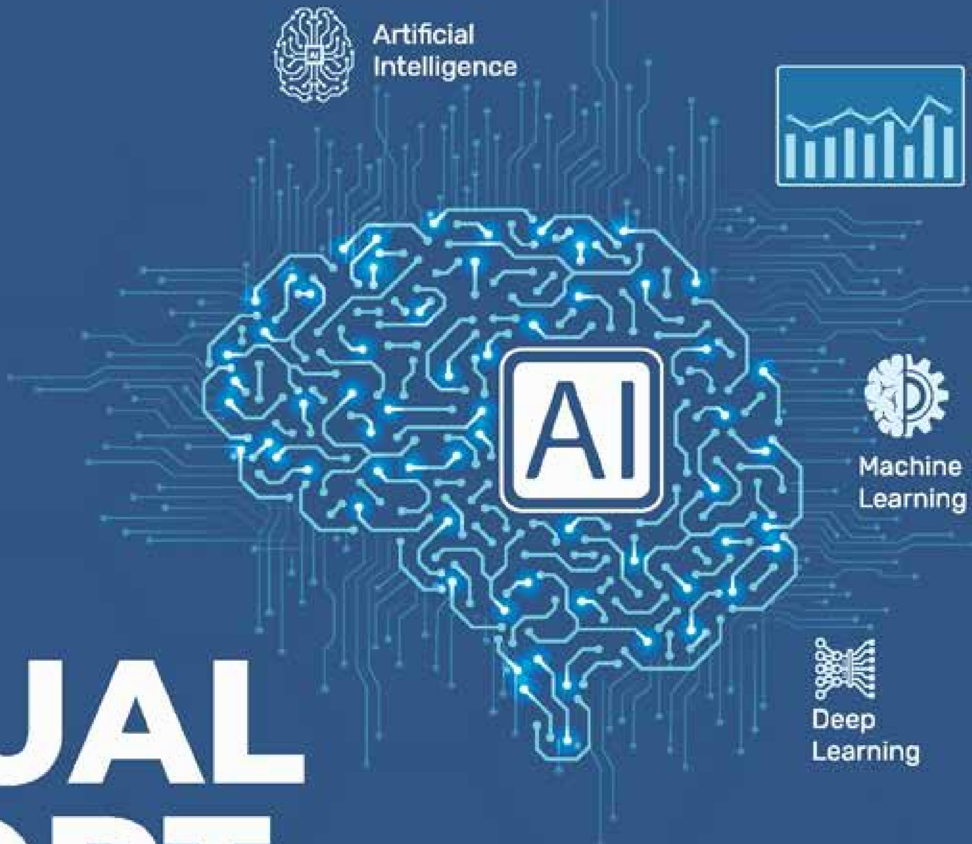
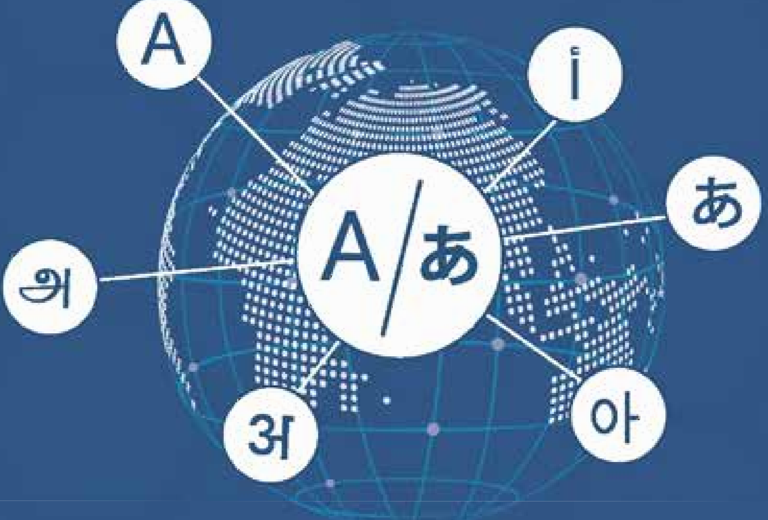
Fidel Softech
AI - Data - LangTech



21st ANNUAL REPORT

2025-26



www.fidelsoftech.com

CORPORATE INFORMATION

Board of Directors

Sunil Kulkarni
Chairman and Executive Director

Prachi Kulkarni
Managing Director

Shyamak Kulkarni
Non-Executive Director

Pradeep Dharane
Independent Director

Dr. Girish Desai
Indepenent Director

Prajakta Kotasthane
Independent Director

Chief Financial officer

Mandar Inamdar

Company Secretary

Sneha Ratnaparkhi

Statutory Auditors

Kirtane & Pandit LLP

Secretarial Auditors

Abhijit Dakhawe

Internal Auditors

Milind Sangoram & Co.

Bankers

Kotak Mahindra Bank
Bank of India

Registrar and Share Transfer Agent Bigshare

Registered and Corporate Office

Unit No. 202, 2nd Floor,
Marisoft 3, West Wing Marigold
Software IT Park,
Vadgaon Sheri, Pune – 411 014
Maharashtra, India.

Listed On -

NSE – Emerge Platform

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BOARD OF DIRECTORS

Sunil Kulkarni

Founder and CEO

Sunil Kulkarni is the Chairman and Promoter of Fidel Softech Limited. An innovative entrepreneur, he is passionate about developing cutting-edge products and expanding into new markets. With extensive experience collaborating with Japanese and Asian markets, Sunil has successfully guided Fidel into a dynamic mid-sized company specializing in Language Technology, IT Services, Enterprise Solutions, and consulting. Under his leadership, Fidel is also actively integrating Artificial Intelligence to enhance their offerings, drive digital transformation, and create smarter, more efficient solutions for clients across various industries. His vision continues to inspire growth and technological innovation.

Prachi Kulkarni

Managing Director

Prachi Kulkarni brings over 20 years of extensive experience in IT and capital markets. She has successfully served as Managing Director for the past two years, demonstrating strong leadership and strategic vision. With a decade of professional experience in Japan and her ongoing work in India since 2012, Prachi is highly skilled in FinTech, specializing in FIX technology-based IT solutions.

Shyamak Kulkarni

Non- Executive Director

Shyamak Kulkarni graduated from Purdue University in 2024 with a major in Economics and Data Analytics. During his academic tenure, he engaged in multiple internships to garner practical experience and actively participated in sports and leadership programs on campus. He is currently working as a Financial Analyst in the USA.

Pradeep Dharane

Independent Director

Pradeep Dharane is a global leader in semiconductor industry with over 30 years deep experience in the field of CPU /SoC Silicon development and has held several senior management positions with leading Silicon design companies. He has proven track record in setting up, growing and operationalising business & organisation of Large Multinationals as well as Start-ups.

Dr. Girish Desai

Independent Director

Dr. Girish Mohan Desai is a distinguished educationist, institution builder, and governance professional with extensive experience in education administration, institutional development, and strategic leadership. He serves as the Executive Director of Pimpri Chinchwad Education Trust (PCET), Pimpri Chinchwad University (PCU), and Nutan Maharashtra Vidya Prasarak Mandal (NMVPM), leading an educational ecosystem that serves over **20,000 students** with the support of more than **2,000 teaching and non-teaching staff**. He is also the Secretary of Shankarrao Patil Charitable Trust, where he contributes to rural development and community empowerment. As an Independent Director of Fidel Softech Limited, Dr. Desai brings valuable expertise in corporate governance, strategic planning, and organizational leadership, providing independent oversight and guidance to the Board.

Prajakta Kotasthane

Prajakta Kotasthane is a second-generation entrepreneur with 20+ years of experience in manufacturing and ites sectors. She serves as the managing director of Shriram rubber products pvt. Ltd., and is leading a team of 150+ people across their three manufacturing plants in MIDC bhosari, pune.

Prajakta has held various honorary positions; she is the past chairperson of the Indo-American chamber of commerce (IACC) and all India rubber industries association (AIRIA) – pune chapter, and continues to serve on trade chamber committees.

CHAIRMAN'S MESSAGE

Dear Shareholders,

It gives me immense pleasure to present the 21st Annual Report of Fidel Softech Limited for the financial year 2025–26.

Over the past four years, Fidel Softech has undergone one of the most significant transformations in its history. We have evolved from being primarily known for language localization services into a diversified technology driven enterprise serving customers across AI, enterprise applications, managed infrastructure services (cloud, cybersecurity), data analytics, digital transformation, multilingual engineering and global bilingual talent solutions. This journey has not been accidental. It has been driven by a conscious strategy of continuously reinventing ourselves to remain relevant in a rapidly changing technology landscape.

The emergence of Artificial Intelligence has understandably raised questions about the future of traditional IT and language services. Our view is fundamentally different.

While AI is automating certain tasks, it is simultaneously creating entirely new opportunities that did not exist just a few years ago. Every AI implementation requires enterprise integration, domain expertise, data engineering, cloud infrastructure, security, governance and in some cases multilingual data collection, annotation, validation and ongoing managed services. Around the world, we are witnessing leading AI companies investing in or acquiring services companies because successful AI adoption requires deep implementation capabilities. This reinforces our conviction that technology services companies with strong execution capabilities will play an even more important role in the AI era.

At Fidel Softech, we have embraced this shift early. We continue to integrate AI across our own delivery processes while simultaneously building new AI-led offerings in enterprise solutions, data analytics, language engineering and software development. Our investments in platforms such as Spoggle.ai, together with our growing expertise in cloud, cybersecurity, managed services as well as bilingual talent solutions position us to participate in the next generation of enterprise technology.

Our expansion into Hi-Tech Solutions is another important milestone. As manufacturers increasingly embrace Industry 4.0, Industrial IoT, predictive analytics and intelligent automation, we see significant opportunities to combine our software engineering expertise with manufacturing technology to deliver measurable business outcomes to SMEs and mid-size global aspiring companies.

Equally important is our continued focus on Japan - a market that has been at the heart of Fidel since our inception over two decades ago. Japan remains one of the world's largest technology markets and the strategic partnership between Japan and India continues to strengthen across manufacturing, semiconductors, AI, digital technologies, defense, supply chains and talent development. Having built trusted relationships in Japan over many years, we believe Fidel occupies a unique position to bridge these two economies and help customers leverage the strengths of both countries.

Our financial performance this year reflects disciplined execution and continued progress. While quarterly performance may fluctuate - as it naturally does in any project-based business - we remain focused on building a company that delivers sustainable value over many years rather than managing for short-term outcomes. We continue to invest in technology, people, leadership and strategic acquisitions that strengthen our long-term competitive position.

Our recent acquisitions have expanded both our customer base and our capabilities & competencies. During the coming years, our focus will remain on integrating these businesses, unlocking cross-selling opportunities, building leadership depth and creating a stronger, more diversified organization capable of sustained long-term growth.

None of this would be possible without the dedication of our employees and their families, our past alumni, the confidence of our customers, the support of our partners, consultants, freelancers & well-wishers and the trust of our shareholders. I sincerely thank each one of you for believing in our journey.

As we look ahead, we remain optimistic - not because the future is certain, but because our organization has repeatedly demonstrated its ability to adapt, innovate and embrace change. Technology will continue to evolve, business models will continue to change and new opportunities will emerge. We believe that companies willing to learn, invest and reinvent themselves will continue to thrive. That has been Fidel's philosophy over the past two decades, and it will continue to guide us in the years ahead.

On behalf of the Board of Directors, I thank all our stakeholders for their continued trust and support. We remain committed to creating sustainable long-term value through innovation, disciplined execution, strong governance and an unwavering focus on customer success.

Warm Regards,
Sunil Kulkarni
Chairman

BUSINESS OVERVIEW

Fidel Softech
A LangTech Consulting firm

BUSINESS OVERVIEW

IT & Consulting Services
Enterprise Solution Implementation, Application Development & Maintenance, Cloud & Infrastructure Services, Cybersecurity, Managed Services, Digital Transformation, Bilingual Staffing, and Technology Consulting.

Language Localization & Engineering Services
Software Localization & Engineering, Translation, Machine Translation Post-Editing (MTPE), Multilingual Content Services, Localization Testing, AI/ML-enabled Language Solutions, Multilingual Large Language Model (LLM) Services, and Language Technology Consulting.

Data Engineering & Analytics Services
Data Platform Modernization, Data Engineering, Data Integration, Data Warehousing, Business Intelligence, Advanced Analytics, Data Governance, and Real-time Data Processing Solutions.

AI Implementation & Intelligent Automation Services
Generative AI Solutions, Enterprise AI Adoption, AI-Powered Assistants, Intelligent Automation, Machine Learning Solutions, AI Integration Services, Knowledge Management Systems, and Custom AI Application Development.

Japan–India Business Consulting Services
Cross-border Business Consulting, Market Entry Support, Business Process Advisory, Localization Strategy, and Technology Partnership Facilitation between Japan and India.
Through this integrated portfolio, Fidel delivers comprehensive business value by combining technology expertise, data intelligence, artificial intelligence capabilities, and linguistic excellence. This differentiated approach enables the Company to support clients throughout their digital transformation journey while helping them effectively engage customers across global markets and diverse languages.

1.1 Embracing Innovation Through Technology, Tools, and Processes

At Fidel, innovation is more than a goal—it's a continuous journey fuelled by our commitment to adopt and implement cutting-edge technologies, modern tools, and robust processes. This forward-thinking approach ensures we deliver optimal solutions with high efficiency and precision to our diverse clientele, including end-user companies, Government and PSU sectors, and system integrators worldwide.

At Fidel Softech and its localization division, innovation continues to remain a core strategic pillar driving operational excellence, customer experience enhancement, and scalable global growth. During the year, the Company undertook several technology-led initiatives focused on accelerating localization delivery, improving translation quality, strengthening digital engagement and enhancing internal process efficiencies through Artificial Intelligence (AI) and Natural Language Processing (NLP) technologies.

- **AI-Powered Localization & Customer Support Initiatives**

  The Company introduced the AI-powered "Linguify Product Support Agent", designed to provide faster, smarter, and more interactive resolution of customer queries. This innovation has significantly enhanced responsiveness, improved support efficiency, and enabled a seamless customer experience through intelligent automated assistance.

  Further strengthening its AI capabilities, LinguaSol deployed a ChatGPT-powered localization validation wrapper to streamline internal Quality Assurance (QA) workflows. The solution assists teams in identifying translation inconsistencies, formatting issues, terminology mismatches, and linguistic errors, thereby improving delivery accuracy and operational efficiency.

- **ImgPro – AI-Driven Image Localization Platform**

  During the year, Fidel Group launched ImgPro, an AI-driven image translation and localization platform that automates text extraction, translation and rendering processes for multilingual visual content. The platform has substantially reduced localization turnaround time by up to 70%, enabling faster project execution while maintaining quality standards and improving overall operational productivity.

- **AI-Based Quality Assurance & Post-Editing Systems**

  The Company is actively developing advanced AI-powered review and post-editing systems aimed at enhancing translation quality management. These systems are designed to automatically review translations for:

  - Terminology consistency
  - Formatting and tag integrity
  - Punctuation and spelling accuracy
  - Locale-specific issues such as dates, currencies, and number formats

  The platform intelligently flags issues and notifies human editors for final review and validation, creating a hybrid AI-human workflow that combines automation efficiency with linguistic expertise. These initiatives are expected to significantly improve precision, scalability, turnaround time, and delivery reliability across multilingual projects.

- **LinguaDrishti – AI-Powered Website Translation Platform**

  The Company is also developing LinguaDrishti, a scalable SaaS-based website translation platform that enables businesses to seamlessly add multilingual capabilities to their websites through a simple script integration, without requiring extensive developer involvement.

  Key capabilities of the platform include:

  - Support for 22+ languages
  - AI-powered translation using multiple engines including NMT, Google, Azure, Bhashini, and phonetic translation technologies
  - Smart caching architecture for faster performance

- Multi-tenant SaaS deployment model
- Flexible billing and subscription capabilities
- Zero-complexity website integration

The platform is designed to support enterprises and SMEs in accelerating digital accessibility and regional language adoption across diverse markets.

- **NLP-Based Conversational AI for Digital Marketing**

  On the digital engagement front, the Company developed a next-generation NLP-based chatbot platform aimed at revolutionizing digital marketing and customer interaction processes. The conversational AI solution is designed to improve customer engagement, automate lead generation, and enhance user interaction experiences through intelligent multilingual conversations.

- **AI-Powered Talent Management & Vendor Resource Optimization**

  The Company has also initiated development of an AI-powered talent management solution to support its Vendor Management Team in identifying, onboarding, and managing linguistic resources more efficiently. The proposed platform is expected to improve resource allocation, streamline vendor engagement processes, and strengthen operational scalability for global localization projects.

- **India-Japan SME Bilingual Trade Portal**

  Expanding beyond traditional localization services, Fidel Group launched the India-Japan SME Bilingual Trade Portal, a digital platform designed to facilitate cross-border collaboration and business opportunities between Indian and Japanese enterprises.

The platform includes:

- Verified business directory
- B2B marketplace functionality
- Multilingual trade support resources
- Cross-border collaboration tools

This initiative aligns with the Company's broader vision of enabling multilingual digital ecosystems and strengthening international business connectivity through language technology solutions.

1.2 Technology Innovation and New Initiatives

- **<u>AI Capability Development</u>**

During FY 2025-26, the Company significantly accelerated its investments in Artificial Intelligence (AI), Data Engineering, and intelligent automation to strengthen operational efficiency, enhance service delivery, and build future-ready capabilities. Recognizing the transformative impact of AI across industries, Fidel continued to invest in both technology platforms and workforce development to create sustainable competitive advantages.

Several AI-driven initiatives were successfully implemented across business functions. These included the development of AI-powered Employee Onboarding Agents for HR processes, intelligent knowledge assistants for internal information retrieval, and AI-enabled tools designed to improve productivity and decision-making. The consulting team also developed an AI-powered enhancement for the iSmart recruitment sourcing platform, enabling automated candidate data cleansing, enrichment, and improved recruitment workflows.

The Company further established a robust AI platform for Retrieval-Augmented Generation (RAG), semantic indexing, and enterprise knowledge management. These capabilities provide a strong foundation for intelligent search, contextual information retrieval, and AI-assisted decision support systems. As part of its organization-wide upskilling initiative, internal AI agents such as the HR Agent and Investor Relations (IR)

Agent were developed and deployed, enabling teams to gain hands-on experience with practical AI applications. Adoption of advanced AI tools continued to grow across the organization, with more than 20 professionals actively utilizing AI platforms to improve productivity, accelerate project delivery, and enhance customer outcomes.

- **Expansion of Data Engineering and Analytics Capabilities**

  During the year, Fidel made strategic investments in strengthening its Data Engineering and Analytics practice to address the growing market demand for data-driven decision-making. The Company expanded its capabilities in data integration, data preparation, analytics, visualization, and AI-ready data management, enabling organizations to unlock greater value from their enterprise data assets.

  A key milestone was the continued enhancement of Spoggle, Fidel's proprietary no-code analytics platform built around the philosophy of "Just Bring Your Data, Instant Insights, Empowered Decisions." Spoggle enables business users, analysts, and decision-makers to seamlessly connect data from multiple sources, perform analysis without coding expertise, and generate actionable insights through intuitive dashboards and visualizations. The platform integrates data engineering, analytics, AI, and business intelligence capabilities within a unified environment, helping organizations accelerate digital transformation and data-driven decision-making initiatives.

  These investments position Fidel to offer end-to-end Data Engineering, Analytics, AI, and Decision Intelligence solutions across industries including financial services, manufacturing, retail, healthcare, and enterprise technology.

- **Advancements in Capital Market Technology Solutions**

  The Company continued to strengthen its Capital Market technology offerings through modernization and innovation initiatives. A major milestone was the successful modernization of the Nintei-X FIX Testing Platform into a web-based, multi-user, multi-session solution equipped with two-factor authentication, centralized license management, enhanced scalability, and improved user experience.

  Significant enhancements were also implemented in the FIX Adapter framework, enabling greater configurability, operational flexibility, and support for multi-user and multi-session environments. In addition, the Company initiated proof-of-concept developments for next-generation market connectivity protocols including FIXML, Open FAST, ITCH, and OUCH, reinforcing its commitment to supporting evolving trading, exchange, and financial market infrastructure requirements.

  These initiatives further strengthen Fidel's positioning as a specialized technology partner for exchanges, brokerages, trading firms, and financial institutions seeking modern, scalable, and standards-compliant capital market solutions.

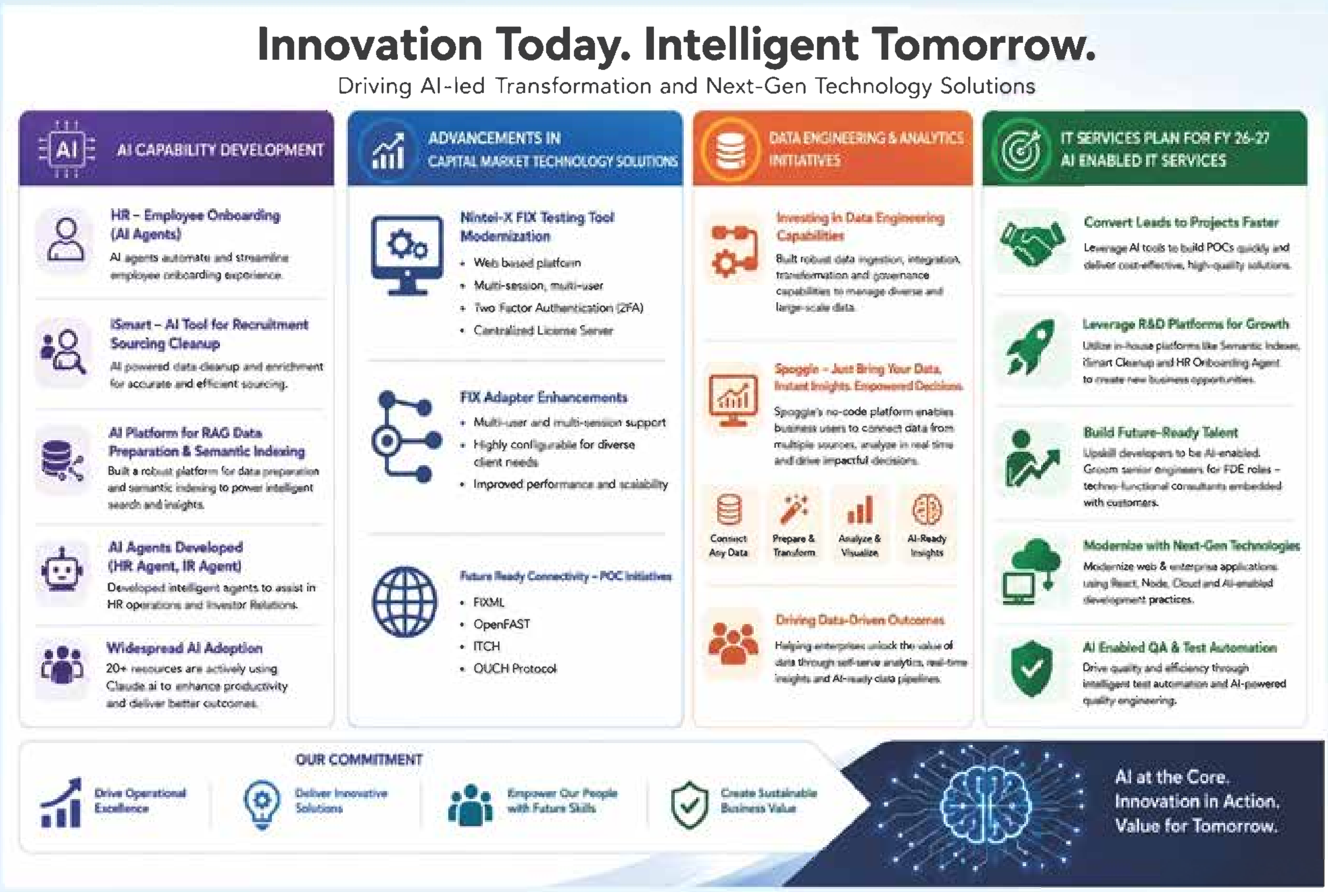
- **Outlook for FY 2026-27 – AI-Enabled IT Services**

  Looking ahead, the Company plans to further transform its IT Services business through the adoption of AI-enabled development, Data Engineering, and intelligent delivery practices. Key priorities include accelerating the conversion of business opportunities into customer engagements through rapid proof-of-concept development, leveraging AI-assisted engineering tools to improve speed, quality, productivity, and cost efficiency.

The Company also intends to commercialize internally developed platforms and solutions such as Spoggle Analytics Platform, Semantic Indexer, iSmart Cleanup Engine, and HR Onboarding Agent, creating new revenue opportunities while delivering enhanced value to customers. Continuous investment in talent development will remain a strategic focus, with initiatives aimed at building AI-enabled engineers, Data Engineering specialists, and Functional Domain Experts (FDEs) capable of bridging business challenges with technology-driven solutions.

Further investments will focus on modernization of enterprise and web applications using contemporary technologies such as React, Node.js, cloud-native architectures, Data Engineering frameworks, and AI-assisted software development practices. The Company also plans to expand its capabilities in AI-enabled quality assurance, test automation, analytics engineering, and intelligent operational monitoring to deliver higher productivity, improved software quality, and faster release cycles for customers.

FIDEL TECHNOLOGY INITIATIVES IN YEAR 2025 – 2026



In this rapidly evolving technology landscape, Fidel remains committed to innovation, continuous learning, and strategic investment in AI, Data Engineering, Analytics, and Capital Market technologies. By combining deep domain expertise with advanced technology capabilities, the Company is well-positioned to deliver scalable, intelligent, and future-ready solutions that empower customers to succeed in an increasingly digital and data-driven world.

BOARD's REPORT

Dear Shareholders,

Your directors are pleased to present the Twenty First Annual Report of **FIDEL SOFTECH LIMTED** along with the Audited Financial Statement for the Financial Year ended March 31, 2026.

1. Highlights of Financial Performance

The Company has recorded the following financial standalone performance, for the year ended March 31, 2026:

(Amount in ₹ Cr)

Particulars	Standalone (in Cr.)		Consolidated (In Cr.)	
	FY25-26	FY24-25	**FY25-26**	FY24-25
Revenue	**48.99**	54.80	**102.35**	55.04
EBITDA	**13.14**	12.57	**19.30**	12.65
Profit Before Tax	**12.60**	12.41	**18.31**	12.50
PBT %	**25.71%**	22.65%	**17.88%**	22.71%
Profit After Tax	**9.30**	9.26	**14.05**	9.33
PAT %	**18.98%**	16.96%	**13.72%**	16.95%
EPS	**6.77**	6.74	**10.04**	6.79

During the financial year under review, the Company recorded revenue from operations of INR 48.99 Crores as against INR 54.80 Crores in the previous financial year, reflecting a decline primarily on account of business and project execution dynamics during the year.

Despite the reduction in revenue, the Company demonstrated improved operational efficiency and cost optimization, resulting in an increase in EBITDA from INR 12.57 Crores in FY 2024-25 to INR 13.14 Crores in FY 2025-26. EBITDA margins improved significantly during the year.

Profit Before Tax ("PBT") stood at INR 12.60 Crores as compared to INR 12.41 Crores in the previous year, registering stable profitability with improvement in PBT margin from 22.65% to 25.71%.

Profit After Tax ("PAT") for the year was INR 9.30 Crores as against INR 9.26 Crores in FY 2024-25. PAT margin improved from 16.96% to 18.98%, reflecting the Company's focus on operational discipline, efficient resource utilization and sustainable profitability.

Earnings Per Share ("EPS") remained stable at INR 6.77 per share during FY 2025-26 as compared to INR 6.74 per share in the previous financial year.

On a consolidated basis, the Company delivered a strong financial performance in FY 2025–26, with revenue increasing to ₹102.35 crore from ₹55.04 crore in FY 2024–25, reflecting robust business growth. EBITDA rose to ₹19.30 crore from ₹12.65 crore, while Profit Before Tax (PBT) increased to ₹18.31 crore from ₹12.50 crore and Profit After Tax (PAT) grew to ₹14.05 crore from ₹9.33 crore. Earnings per Share (EPS) also improved significantly to ₹10.04 from ₹6.79. Although both PBT and PAT margins moderated to 17.88% and 13.72%, respectively, compared with 22.71% and 16.95% in the previous year, the overall increase in revenue and profitability demonstrates the Company's continued operational strength.

The management remains focused on strengthening operational capabilities, expanding business opportunities and maintaining sustainable growth with healthy profitability margins in the coming years.

Your Company has demonstrated exceptional financial growth in FY25–26 compared to the previous fiscal year. The significant increases in revenue, EBITDA, PBT, PAT, and EPS underscore the company's effective strategic initiatives, operational efficiency, and strong market positioning.

2. SUMMARY OF OPERATIONS

Key Developments in FY2025–26

- **Strategic Acquisition Completed** –

  Strategic acquisition of Fidel Technologies KK, IM Corporation (Japan), and Techvine Consulting LLC (USA) are expected to strengthen revenue growth, enhance onsite delivery capabilities, expand access to new clients and markets and create opportunities for cross-selling and upselling services.

Major Contract Wins and Business Milestones

- Secured a JPY 100 million annual managed services contract in Japan, reinforcing the Company's presence in the Japanese market.
- Successfully delivered Railways and Anime language localization projects, demonstrating domain expertise and execution capabilities.
- Won a new language localization contract with a leading OTT platform in India.
- Delivered FIX training and related services to the Baku Exchange, expanding the Company's footprint in the financial services sector.
- Successfully executed a complex solution integration project for a global enterprise in collaboration with a leading Indian e-commerce company.
- Secured a language localization engagement with a major US-based global corporation, expected to contribute approximately ₹3–4 crore in annual revenue during FY 2026-27.
- Received an extension for an AI-assisted software internationalization (I18N) project from an existing US client, reflecting strong customer confidence and continued demand.
- Continued to strengthen market presence and expand customer relationships in the United States, creating a robust pipeline of opportunities.
- Many of the above contract wins and business opportunities are the result of sustained investments and strategic business development initiatives undertaken over the last one to two years, which are now beginning to translate into tangible commercial outcomes and revenue growth.
- **AI-led services gaining traction**

  Growing engagement in AI proof-of-concepts, localization and data solutions — AI services contributed ~₹3 Cr approx. in the year.
- **Strong global positioning**

  US-Japan-India corridor established with unique strength in Japan — high entry barriers, strong differentiation, niche advantage.

Outlook for FY2026–27

The Company has articulated a robust growth strategy focused on **geographic expansion, AI-enabled service offerings, deeper client engagements, and strategic acquisitions** to drive sustainable long-term value creation.

For FY 2026–27, the Company is targeting revenues in the range of **INR 145–150 Crores,** while maintaining **sustained double-digit EBITDA and profitability margins.** The revenue outlook is supported by a strong order pipeline, increasing traction in international markets, expansion of managed services engagements, growth in AI-led localization and internationalization services, and cross-selling opportunities across the Group's global client base.

Looking ahead, the management has established a medium-term vision of achieving approximately **INR 300 Crores in annual revenue over the next 3–3.5 years.** This growth is expected to be driven by:

- Continued expansion across the US–Japan–India corridor and other strategic markets;
- Deepening relationships with existing enterprise customers;
- Increased adoption of AI-enabled language, localization, and technology services;
- Expansion of onsite delivery and consulting capabilities; and
- Selective inorganic growth opportunities that complement the Company's service portfolio, customer base, and geographic presence..

The Company continues to strengthen its organizational foundation and execution capabilities. The broader Fidel Group now comprises a **global workforce of over 500 professionals and** maintains a healthy attrition rate of approximately **15%,** reflecting strong employee engagement, effective talent retention and organizational stability.

During the year, the Company has strengthened its governance frameworks, operational controls, technology capabilities and employee development initiatives to support its long-term growth strategy and scalability objectives.

3. RESERVES

The Board has not proposed any transfer of amount to Reserves. Consequently, the entire profit of ₹9.30 crore (before dividend distribution) earned during the financial year 2025–26 has been retained in the Profit and Loss Account.

4. DIVIDEND

Your directors are pleased to recommend a dividend of ₹2.25 per share for the current financial year.

5. **STATEMENT OF DEVIATION(S) OR VARIATION(S) IN ACCORDANCE WITH REGULATION 32 OF SEBI LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS (LODR) REGULATION, 2015**

During the year the Company has utilized ₹173 Lakhs towards Funding Working Capital requirements and ₹ 70 Lakhs towards General Corporate Purposes.

Actual utilization since inception was ₹1080.59 Lakhs in total and ₹ 132.68 Lakhs still remained unutilized. There was a shortfall in utilization of funds as the Company had undertaken a conservative approach of spending the funds raised. The Company believes that spending has to be made on the right opportunities and at the right time, rather than spending to meet targets. It was a strategic call to delay the spending.

6. **ANNUAL RETURN**

As per the Companies (Management and Administration) Amendment Rules, 2020 dated 28th August, 2020, of the Companies Act, 2013 (the Act), the Annual Return of the Company is uploaded on the website of the Company at https://www.fidelsoftech.com/other-disclosures/

7. **DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)**

As on March 31, 2026, the Company has 6 Directors with an optimum Combination of Executive and Non-Executive including Women Director. The detailed profile of the Board of Directors is available on the website of the Company at this link: https://www.fidelsoftech.com/board-of-director/ . The constitution of the Board Committees is given elsewhere in this report.

a. Mr. Sunil Kulkarni (DIN 00752937) is liable for retirement by rotation and, being eligible, offers himself for re-appointment at the ensuing Annual General Meeting

The following changes have been made to the Board of Directors of the Company during the year:

b. **Cessation of Directorship:**

Dr. Apurva Joshi ceased to be an Independent Director of the Company with effect from 15 April 2025 upon completion of her first term of 3 years.

The Board places on record its sincere appreciation and gratitude for the valuable contributions made by her during her tenure.

c. **Appointment of Additional Director (Independent):**

Upon the recommendation of the Nomination and Remuneration Committee, Mrs. Prajakta Kotasthane (DIN: 00713512) has been appointed as an Additional Director in the category of Independent Director of the Company with effect from 14th April 2025. Her appointment is regularized in the Annual General Meeting held on 7th August 2025 as Independent Director for First term.

Based on representations received from the Directors, none of the Directors of the Company are disqualified as per section 164(2) of the Companies Act, 2013 and rules made thereunder or any other provisions of the Companies Act, 2013. The Directors have also made necessary disclosures as required under provisions of section 184(1) of the Companies Act, 2013. All members of the Board of Directors and senior management personnel affirmed compliance with the Company's Code of Conduct policy for the financial year 2025-2026.

All Independent Directors of the Company have given a declaration under Section 149(7) of the Act, that they meet the criteria laid down in Section 149(6) of the Act. The Board is of the opinion that all the Independent Directors of the Company possess the requisite qualifications, experience, expertise including proficiency in their respective fields of study.

Further, their names are included 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.

In compliance with Schedule IV of the Companies Act, 2013 a meeting of the Independent Directors of the Company was held during the year. The evaluation process for the Board of Directors pertaining to the Financial Year 2025-26 has been carried out and the same was shared with the Chairman of the Company and Nomination and Remuneration Committee of the Board.

8. **FORMAL ANNUAL EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations. The performance of the board was evaluated by the Board after seeking input from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking input from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

In a separate meeting of Independent Directors, performance of non-independent directors, the Board as a whole and Chairman of the Company was evaluated, taking into account the views of executive directors and non-executive directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors based on criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. At the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the Board, its committees, and individual directors was also discussed. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

9. MEETING OF BOARD OF DIRECTORS

During the year, the composition of Board of Directors is as follows-

1. Mr. Sunil Kulkarni, Chairman and Executive Director
2. Mrs. Prachi Kulkarni, Managing Director
3. Mr. Shyamak Kulkarni, Non-Executive Director
4. Mr. Pradeep Dharane, Independent Director
5. Dr. Girish Desai, Independent Director
6. Ms. Prajakta Kotasthane, Independent Director (w.e,f 14th April, 2025)
7. Dr. Apurva Joshi (upto 14th April 2025)

Total of 9 (Nine) Board Meetings were held during the financial year ended March 31 2026, detailed as under. The maximum gap between any two Board Meetings was less than 120 days.

Sr. No	Meeting dates
1	14th April 2025
2	21st April 2025
3	30th April 2025
4	17th July 2025
5	30th July 2025
6	15th October 2025
7	30th October 2025
8	24th January 2026
9	3rd February 2026

The Board Meeting attended by each Director is as follows –

Sr. No	Name of Directors	No. of Board Meeting attended
1	Mr. Sunil Kulkarni	9
2	Mrs. Prachi Kulkarni	9
3	Mr. Shyamak Kulkarni	9
4	Mr. Pradeep Dharane	9
5	Dr. Girish Desai	8
6	Ms. Prajakta Kotasthane	9
7.	Dr. Apurva Joshi	0

10. COMMITTEES OF THE BOARD

I. <u>AUDIT COMMITTEE</u>

Your Directors have constituted the Audit committee in accordance with Section 177 of the Companies Act, 2013 read with rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014 on April 15, 2022. The said Audit Committee was re-constituted w.e.f 14th April, 2025. The members of the re-constituted Audit Committee are as follows:

1. Mr. Pradeep Dharane, Independent Director, Chairman of the Committee
2. Mr. Sunil Kulkarni, Director
3. Dr. Girish Desai, Independent Director

Total of 7 (Seven) meetings of the Committee were held during the period ended March 31, 2026; detailed as under:

Sr. No	Meeting dates
1	21st April 2025
2	30th April 2025
3	17th July 2025
4	30th July 2025
5	15th October 2025
6	30th October 2025
7	3rd February 2026

The Committee meeting attended by members are as follows:

Names of Members	No of meetings attended
Mr. Pradeep Dharane	7
Mr. Sunil Kulkarni	7
Dr. Girish Desai	7

Further, during the financial year under review, all recommendations made by the Audit Committee were accepted by the Board.

II. <u>NOMINATION AND REMUNERATION COMMITTEE</u>

Your directors have constituted a Nomination and Remuneration Committee as required under the provisions of Section 178 of the Companies Act, 2013. The said committee was re-constituted w.e.f 10th April 2025. The Nomination and Remuneration Committee consists of following members:

1. Dr. Girish Desai, Independent Director, Chairman of the Committee
2. Mr. Pradeep Dharane, Independent Director
3. Mrs. Prajakata Kotasthane, Independent Director
4. Mr. Shyamak Kulkarni, Non-Executive Director

Total of 2 (Two) meetings of the Committee were held during the period ended March 31,2026; detailed as under:

Sr. No	Meeting dates
1	14 April 2025
2	30 April 2025

The Committee meeting attended by members are as follows:

Names of Members	No. of meetings attended
Dr. Girish Desai	2
Mr. Pradeep Dharane	2
Mrs. Prajakta Kotasthane (W.e.f 14th April, 2025)	1
Mr. Shyamak Kulkarni (W.e.f 10th April, 2025)	2

Mr. Shamak Kulkarni, Non -Executive Director has been appointed as a member of Nomination and Remuneration Committee with effect from 10th April, 2025.

Policy on Nomination and Remuneration for the Board and Senior Officials is available on the website of the Company at https://www.fidelsoftech.com/corporate-policies/

III. STAKEHOLDERS RELATIONSHIP COMMITTEE

Your Board has constituted Stakeholders Relationship Committee under the provisions of Section 178(5) of Companies Act, 2013 on April 15, 2022. The said Committee was re-constituted w.e.f 14th April, 2026. The Committee consists of following members:

1. Ms. Prajakta Kotasthane Independent Director- Chairperson of the Committee
2. Mr. Pradeep Dharane, Independent Director
3. Mrs. Prachi Kulkarni, Managing Director

No Meeting held during the year under report.

This Committee is primarily responsible for reviewing all matters connected with the Company's transfer/ transmission of securities and redressal of shareholder's / investor's / security holder's complaints.

11. DETAILS OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

1. During the financial year under review, the Company continued to pursue its strategic growth and international expansion objectives through a series of acquisitions across key global markets. These acquisitions were undertaken to strengthen Fidel's presence in Japan and the United States, expand its service capabilities, enhance access to new customers and talent pools and create long-term value for stakeholders. As a result of these transactions, the Company further strengthened its global footprint and expanded the scale and capabilities of the Fidel Group. In June 2025, the Company acquired 100% of the equity share capital of Fidel Technologies KK, Japan, thereby making it a wholly owned subsidiary of the Company.
2. In August 2025, Fidelsoft Inc., a wholly owned subsidiary of the Company, acquired 100% of the equity share capital of Techvine Consulting LLC, USA. Consequently, Techvine Consulting LLC became a wholly owned subsidiary of Fidelsoft Inc. and an indirect wholly owned subsidiary of the Company.
3. In January 2026, Fidel Technologies KK, Japan, a wholly owned subsidiary of the Company, acquired 83% of the equity share capital of IM Corporation, Japan. Consequently, IM Corporation became a subsidiary of Fidel Technologies KK, Japan, and an indirect subsidiary of the Company.

PERFORMANCE OF SUBSIDIARIES, ASSOCIATE AND JOINT VENTURE COMPANIES AND THEIR CONTRIBUTION TO THE OVERALL PERFORMANCE OF THE COMPANY

FidelSoft Inc. – a wholly owned subsidiary of the Company, was incorporated in September 2024 and has recently commenced its business operations. The financial statements of the subsidiary have been consolidated with those of the Company. During the year, FidelSoft Inc. contributed approximately 1.91% to the overall turnover of the Company. The management remains optimistic about the growth prospects of the subsidiary and expects a positive contribution to the topline in the coming years.

Fidel Technologies KK, Japan – the Company acquired Fidel Technologies KK in June 2025, and the financial results for the relevant period have been consolidated. During the year, the subsidiary contributed approximately 22% to the overall turnover and around 5% to the Profit After Tax (PAT) of the Company. The management is confident about the future growth potential and strategic opportunities arising from the acquisition.

Techvine Consulting LLC, USA – FidelSoft Inc., a wholly owned subsidiary of the Company, acquired Techvine Consulting LLC in August 2025, thereby making it a step-down subsidiary of the Company. The financial results for the relevant period have been consolidated. During the year, Techvine Consulting LLC contributed approximately 18% to the overall turnover of the Company.

IM Corporation, Japan – Fidel Technologies KK, a wholly owned subsidiary of the Company, acquired IM Corporation in January 2026, thereby making it a step-down subsidiary of the Company. The financial results for the relevant period have been consolidated. During the year, IM Corporation contributed approximately 13% to the overall turnover of the Company. The acquisition is expected to strengthen the Company's presence in the Japanese market and support future growth initiatives.

Further details are mentioned in the form **AOC-1** attached as **Annexure I.**

12. INTERNAL FINANCIAL CONTROL AND RIKS MANAGEMENT

The Company has established and maintained an adequate system of internal financial controls commensurate with the size, scale, and complexity of its operations. These controls are designed to provide reasonable assurance regarding the reliability of financial reporting, safeguarding of assets, compliance with applicable laws and regulations, prevention and detection of fraud and errors, and the efficient conduct of business operations.

The effectiveness of the internal financial control framework is periodically reviewed through management oversight and independent internal audit processes. During the financial year under review, the internal financial controls were assessed and found to be operating effectively. No reportable material weaknesses or significant deficiencies were identified.

The Company has a well-defined annual Internal Audit Plan that is approved by the Audit Committee. The scope of internal audit covers key operational, financial, compliance, and information technology processes across the organization. The Internal Auditors function independently and provide objective assurance on the adequacy and effectiveness of the Company's internal control systems and governance processes. Periodic internal audit reports, together with management's responses and corrective action plans, are placed before the Audit Committee for review and monitoring.

The Company has also implemented a comprehensive risk management framework to identify, assess, monitor, and mitigate risks that may impact its business objectives, operations, financial performance, reputation, or long-term sustainability. The framework facilitates the identification of key strategic, operational, financial, regulatory, cybersecurity, and market-related risks and enables timely implementation of appropriate mitigation measures.

The Board of Directors and the Audit Committee periodically review the Company's risk management practices to ensure that emerging risks are appropriately addressed and that adequate controls and mitigation strategies remain in place. The Company continues to strengthen its risk management and internal control environment in line with evolving business requirements and industry best practices.

13. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3) (c) of the Companies Act, 2013 the Board of Directors of the Company to the best of its knowledge and ability confirm that:-

1. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
2. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31,2026 and of the profit of the Company for that period.
3. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. they have prepared the annual accounts on a ‘going concern’ basis.
5. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.
6. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

14. MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT :

Pursuant to Regulation 34 (2) (e) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, Management Discussion & Analysis Report for the year under review forms the part of this report and is marked as **Annexure II**, to this report.

15. WHISTLE BLOWER MECHANISM

The Company has in place a Whistle Blower Policy establishing a vigil mechanism, to provide a formal mechanism to the Directors, employees, and others to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company’s Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail such mechanism and provide for direct access to the Chairman of the Audit Committee. Whistle Blower policy is available on the website of the Company at this link https://www.fidelsoftech.com/corporate-policies/

There were no complaints received under this mechanism during the Financial Year under review.

16. DISCLOSURE REQUIRED UNDER SECTION 134(3) (e)

The Board has adopted a Board Diversity Policy which sets the criterion for appointment as well as continuance of Directors, at the time of re-appointment of director in the Company. As per the policy, the Board has an optimum combination of members with an appropriate balance of skill, experience, background, gender and other qualities of directors required for the effective functioning of the Board.

The Nomination & Remuneration committee recommends remuneration of the Directors, subject to overall limits set under the Act, as outlined in the Remuneration Policy. The Nomination and Remuneration Policy is available on the website of the Company at https://www.fidelsoftech.com/corporate-policies/ .

17. AUDITORS

a. Statutory Auditors-

The Statutory Auditors, M/s. Kirtane & Pandit, Chartered Accountants, Firm Registration No. 105215W/W100057, were appointed to hold office for five years from April 1, 2021.

The Unmodified opinion of Auditors on the Financial Statement of the Company for Financial Year 2025-26 is enclosed with this report. There were no cases of fraud detected and reported by the Auditor under Section 143(12) during the financial year.

Kirtane & Pandit LLP Chartered Accountants (ICAI Firm Registration Number 105215W/W100057(hereinafter referred to as Auditor) were appointed as statutory auditors of the Company at the 16th Annual General Meeting held on 29th Novemener 2021 to hold office from the conclusion of the said meeting till the conclusion of the 21st Annual General Meeting to be held in the calendar year 2026. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company may appoint or reappoint an audit firm as statutory auditors for not more than two (2) terms of five (5) consecutive years. Auditors has confirmed their eligibility for the reappointment for a second term of the four years. Based on the recommendations of the audit committee, the Board of Directors, at its meeting held on 27th April 2026 approved the reappointment of Kirtane & Pandit LLP, Chartered Accountant as the statutory auditors of the Company to hold office for a second term of four consecutive years from the conclusion of the ensuing AGM until the conclusion of the 25th AGM to be held in the year 2030 The reappointment is subject to approval of the shareholders of the Company.

Auditors' Comments and Management reply:

With reference to point no vii (a) of Annexure A to the Independent Auditors report , your directors wish to submit that the Company has initiated necessary corrective steps and all the pending matters as mentioned in the remark column will be closed in due course of time.

b. Secretarial Auditors-

The Company has appointed CS Abhijit Dakhawe (FCS No. 6126, CP No. 4474) as Secretarial Auditor of the Company in the Board Meeting held on 30th April 2025 in accordance with the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the Financial Year 2025-26.

The report of the Secretarial Auditor in Form **MR-3** for the financial year 2025-26 is enclosed as **Annexure 'III'** to this Board's Report, which is self-explanatory. The Secretarial Audit Report has following remarks –

1. In furtherance to the allotment of equity shares made to one overseas Investor, during the year under audit, the company filed an application dated 2nd July, 2025 with Reserve Bank of India ("RBI") through PRAVAH portal of RBI for compounding of delay submission of form FC-GPR. Further, RBI vide its order dated 11th September 2025 has returned the compounding application for reasons mentioned in the said order. Subsequently, no further action has been initiated by the Company.

   Management Response: The Company has taken note of the observations contained in the RBI order and is actively evaluating the available options to regularize the matter in compliance with the applicable FEMA regulations. The management is also coordinating with the Authorised Dealer (AD) Bank to obtain the necessary guidance and clarifications for taking theappropriate course of action. The Company is committed to resolving the matter at the earliest and is making allreasonable efforts to ensure timely compliance with the applicable regulatory requirements.

2. During the year under review, the National Stock Exchange Limited ("NSE") have imposed fine regarding Regulation 44(3) – non filing of voting results in the format specified by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has taken corrective action and initiated the payment of fine of INR 10,000/-.

   Management Response: The Company acknowledges the audit observation regarding the fine imposed by NSE for non-filing of voting results in the prescribed format under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has taken corrective action to address the lapse and has initiated payment of the fine amounting to INR 10,000. Necessary measures have been implemented to ensure compliance going forward.

3. During our Audit, we have observed that there are occasional delays in reporting certain required disclosures under the Act, Rules, Regulations, Guidelines, Standards etc.

   Management Response: The Company acknowledges the audit observation regarding occasional delays in certain statutory and regulatory disclosures. The delays were inadvertent and procedural in nature and did not have any material impact on the Company's operations. The Company has strengthened its internal compliance monitoring processes and implemented corrective measures to ensure timely compliance with applicable laws, regulations, and reporting requirements going forward.

C. Internal Auditors

The Company has appointed M/s Milind Sangoram and Co, Chartered Accountants, Pune (Membership No 151555) as the Internal Auditors of the Company under the provisions of section 138 of the Act, for conducting the internal audit of the Company for the financial year 2025-26.

18. LOANS AND INVESTMENT

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in Note No. 14 of the notes to the Financial Statements.

During the year under review, your Company made an investment in **Fidel Technologies KK, Japan** by way of subscription to equity shares on 27 June 2025 amounting to JPY 113,132,074 (equivalent to INR 6.45 Crore).

Further, your Company extended a loan to its wholly owned subsidiary, FidelSoft Inc, in August 2025 amounting to USD 1,500,975 (equivalent to INR 13 Crore) on August 2025 and USD 250000 in March 2026 to support its business operations and growth initiatives.

During the year, the subsidiaries of the Company also made the following investments:

- FidelSoft Inc acquired Techvine Consulting LLC by way of unit purchase on 14 August 2025 for USD 1,500,975 (equivalent to INR 13 Crore).
- Fidel Technologies KK made an equity investment in IM Corporation, Japan on 26 January 2026 amounting to JPY 2,360,000.

The Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of the aforesaid transactions.

The details of all loans, guarantees and Investment are available in the Register maintained under Section 186 of the Act, which is available for inspection during business hours on all working days (except Saturday and Sunday).

19. RELATED PARTY TRANSACTIONS

All related party transactions (RPT) that were entered into during the Financial Year ended 31st March 2026 were at an arm’s length basis and were in the ordinary course of business. Therefore, the provisions of Section 188 of the Act were not applicable.

In compliance with the provisions of the Act, each transaction as entered by the Company with its related parties is placed before the Audit Committee. Prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are foreseen and repetitive in nature. The transactions pursuant to the omnibus approval so granted, are audited and a detailed quarterly statement of all such RPTs is placed before the Audit Committee for its review.

The details of transactions with Related Parties in the **Form No. AOC-2,** as prescribed by the Rule 8(2) of the Companies (Accounts) Rules 2014 are attached to this report and marked as **Annexure-IV.**

20. SECRETARIAL STANDARDS

The Company generally complies with all applicable secretarial standards, issued by the Council of the Institute of Company Secretaries of India and made applicable as per Section 118(10) of the Act.

21. TECHNOLOGY AND CONSERVATION OF ENERGY

Details of Technology Absorption are given in the Annexure V to the report. We recognize the urgent need to address environmental challenges, and we have implemented several initiatives to reduce our ecological footprint.

22. FOREIGN EXCHNAGE EARNING AND OUTGO

The Company had a total foreign exchange earnings and outgo as provided below during the year ended 31st, March 2026:

Amount in cr.

Particulars	**FY 2025-26 (in Cr.)**	FY 2024-25 (in Cr.)
Foreign Exchange Earnings	**44.16**	51.97
Foreign Exchange Outgo	**5.51**	6.29

23. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Your company has always believed in giving back to society in a meaningful way. The Company has formulated a Corporate Social Responsibility Policy and the Corporate Social Responsibility Committee of the Board oversees formulating, implementing, monitoring and reviewing the impact of the Corporate Social Responsibility (CSR) initiatives of the Company.

A detailed report on the Corporate Social Responsibility is enclosed as an **Annexure VI** to this report.

Your Company firmly believes in the importance of Corporate Social Responsibility (CSR) and strives to make a positive impact on society and the environment. We believe in empowering communities and making a meaningful difference in people's lives. We have partnered with local educational institutions and organizations to provide educational opportunities and skill development programs for underprivileged communities. By focusing on education, we aim to empower individuals and enhance their employability.

24. HUMAN RESOURSES

We are committed to fostering a diverse and inclusive work environment. We promote equal opportunities, respect for all individuals. Our diversity and inclusion initiatives aim to create a workplace that celebrates differences and ensures fairness and equality.

Factors such as a pleasant and safe working environment, fair wages, and opportunities for growth and development contributed to a healthy attrition rate. The details of various Human Resource initiatives are provided elsewhere in the report.

25. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has complied with the provisions relating to constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. (POSH Act). During the year under review, there were no cases filed pursuant to this Act. Training was conducted to raise awareness for rights and obligations, code of conduct under POSH Act.

The Internal Committee is committed to ensure that all the provisions and best practices under the POSH Act are implemented in law and spirit.

1.	No. of complaints received in the year	Nil
2.	No of complaints disposed off in the year	Nil
3.	Cases pending for more than 90 days	NA
4.	No of workshops and awareness programs conducted in the year	1
5	Nature of action by employer or District officer, if any	NA

26. COMPANY'S WEBSITE

Your Company has its fully functional website **LangTech for AI-ML | IT Services | Custom Software Dev - Fidel** which has been designed to exhibit all the relevant details about the Company. The site carries a comprehensive database of information of the Company including the Financial Results of your Company, Shareholding Pattern, details of Board Committees, Corporate Policies/ Codes, business activities and current affairs of your Company. All the mandatory information and disclosures as per the requirements of the Companies Act, 2013, Companies Rules, 2014 and as per Regulation 46 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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

The Company is committed to providing a supportive and inclusive work environment and has complied with all applicable provisions of the Maternity Benefit Act, 1961, as amended from time to time. During the financial year under review, the Company continued to maintain appropriate policies and practices to ensure compliance with statutory requirements relating to maternity benefits and employee welfare.

28. CORPORATE GOVERNANCE

Since the Company is listed on NSE Emerge, the Company is exempt from applicability of certain regulations pertaining to 'Corporate Governance' under Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has been practicing sound Corporate Governance and takes necessary actions at appropriate times for enhancing and meeting stakeholders' expectations while continuing to comply with the mandatory provisions and strive to comply non-mandatory requirements of Corporate Governance.

Report on Corporate Governance Practices and the Auditors Certificate regarding compliance of conditions of Corporate Governance and certification by CEO/Whole time Director & CFO is not applicable to your Company as per regulation 15(2)

(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

29. PARTICULARS OF EMPLOYEES AND MANAGERIAL REMUNERATION:

The details of Managerial Remuneration, Key Managerial Personnel and employees of the Company 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 has been set out as **Annexure VI** to this report.

30. OTHER DISCLOSURE

1. Cash Flow Statement for the financial year ended March 31, 2026, is attached to the Financial Statements.
2. No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.
3. No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.
4. There is nothing report under the Insolvency and Bankruptcy Code, 2016 this for the Financial Year ended March 31, 2026.
5. Nil Disclosures: Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:
   I. The Company has not accepted any deposits during the year under review.
   II. The Company is not required to maintain Cost Accounting records as per Rule 8(5)(ix)(d) of the Companies (Accounts) Rules, 2014.
   III. There were no shares Issued (including sweat equity shares) to employees of the Company under any scheme.
   IV. The Company has subsidiaries and the Managing Director of the Company did not receive any remuneration or commission from any of its subsidiaries, but the Whole Time Director of the Company receive Remuneration from Fidel Technologies KK, one of the subsidiaries of the Company.
   V. There was no instance of a difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan form the Banks or Financial Institutions.

31. REPORTING OF FRAUDS BY AUDITORS:

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor have reported to the Audit Committee, under Section 143(12) of the Act, any instances of fraud committed against the Company by its officers or employees, hence, there is nothing to be mentioned in the Board's report in this regard.

32. ACKNOWLEDGEMENT

As we move forward, we remain committed to transparency, accountability, and delivering sustainable returns on investments of our shareholders. Your feedback and insights continue to shape our strategies and guide our decision-making processes. We value your perspectives and will always strive to uphold the highest standards of corporate governance.

The Directors express their gratitude to the employees and partners for their dedication and contribution to the company's success. We also extend our appreciation to our valued customers, suppliers, and shareholders for their continued support and trust.

We are excited about the future and the opportunities it holds. Together, we will continue to build a brighter and more prosperous future.

For and behalf of the Board of Directors
Of Fidel Softech Limited

Sunil Kulkarni
Chairman & Executive Director
DIN (00752937)
Flat No. 6, Senovar Apartment, Lane No. 5,
Anand Park, Aundh, Pune – 411 007,

Date: April 27, 2026
Place : Pune, India

Annexure I

FORM AOC- 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2O14)

Statement containing salient features of the financial statement of subsidiaries or associate companies or Joint ventures

Part A Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sr. No.	Particulars	Details	Details
1	**Sr. No.**	1	2
2	Name of the subsidiary	Fidelsoft Inc	Fidel Technologies KK
3	The date since when subsidiary was acquired	1st January 2025	6th June 2025
4	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	Same as Holding Company (April to March)	Same as Holding Company (April to March)
5	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Currency – US Dollars Rate – 92.1050/- Avg rate	JPY _ Japanese Yen -0.5820/ Avg Rate
6	Share capital	42,85500/-	19,778,500.00
7	Reserves and surplus	(-) 4844328	11,106,719.00
8	Total assets	175,400,313.00	83,839,604.00
9	Total Liabilities	175,400,313.00	83,839,604.00
10	Investments	133,053,000.00	1,355,466.00
11	Turnover	21,152,557.00	244,326,018.00
12	Profit before taxation	2,673,998.00	13,279,904.00
13	Provision for taxation	588,122.00	3,067,687.00
14	Profit after taxation	2,085,876.00	10,212,217.00
15	Proposed Dividend	--	
16	Extent of shareholding (in percentage)	100% by Fidel Softech Limited	100% by Fidel Softech Limited

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations - NA

2. Names of subsidiaries which have been liquidated or sold during the year. – NA

Part B

Associates and Joint Ventures Statement pursuant to Section 129 (3) of the Companies Act, 2O13, related to Associate Companies and Joint Ventures

The Company does not have any associate and Joint Ventures and hence reporting under the said rule is not applicable to the Company.

For and behalf of the Board of Director
Of Fidel Softech Limited
CIN:L72200PN2004PLC020061

Sunil Kulkarni
Director
DIN:00752937

Place : Pune
Date : 27th April 2026

Prachi Kulkarni
Managing Director
DIN:03618459

Place : Pune
Date : 27th April 2026

Mandar Inamdar
Chief Financial Officer

Place : Pune
Date : 27th April 2026

Sneha Ratnaparkhi
Company Secretary
ACS:42657

Place : Pune
Date : 27th April 2026

Annexure II

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

Annexure II

MANAGEMENT DISCUSSION ANALYSIS

The fiscal year 2025–2026 marked the fourth year since Fidel's listing on the National Stock Exchange SME platform and represented a significant milestone in the Company's growth journey. Over the last sixteen consecutive quarters, Fidel has consistently delivered sustained quarter-on-quarter growth, reflecting the strength of its business model, execution capabilities, and long-term strategic vision. At the time of listing, the Company had recorded revenues of approximately INR 25 Crores and had embarked upon an ambitious vision of achieving "5X growth in 5 years." We are proud to state that Fidel has surpassed INR 100 Crores in revenue within just four years, achieving this milestone ahead of schedule. During the year, the Company also completed three strategic acquisitions and delivered an impressive 85% year-on-year growth in revenue. Despite this strong operational and financial performance, the Company's stock price remained impacted due to broader geopolitical uncertainties and overall market disruptions. This Management Discussion and Analysis (MD&A) report provides a comprehensive overview of the Company's performance, key factors influencing financial outcomes, and management's strategic outlook for the future.

1. GLOBAL & INDIAN ECONOMY

1.1 Global Economy-FY 2025-26

The global economy during FY 2025–26 continued to navigate a complex and evolving landscape shaped by geopolitical tensions, economic fragmentation, persistent inflationary pressures, elevated crude oil prices, and rapid technological disruption driven by Artificial Intelligence (AI). Uncertainty across major economies, coupled with supply chain realignments, changing trade dynamics, and cautious business sentiment, influenced investment decisions and growth trajectories worldwide. While inflation moderated in several markets, it remained above desired levels in some economies, impacting consumer spending patterns, interest rate expectations, and business operating costs. Rising energy prices and continued geopolitical developments further added pressure on global markets, particularly emerging economies.

FY 2025–26 also represented a significant inflection point in the adoption of Artificial Intelligence, with enterprises globally moving beyond experimentation and increasingly integrating AI into core business strategies. Organizations across industries accelerated investments in AI-led transformation initiatives focused on improving operational efficiency, automation, customer experience, data-driven decision-making, and productivity. This transition from AI exploration to enterprise-scale adoption is expected to create significant opportunities for technology and digital service providers as businesses increasingly seek specialized capabilities to implement, manage, and scale AI-driven solutions.

1.2 Indian Economy – FY 2025–26

The Indian economy demonstrated resilience and continued to remain one of the fastest-growing major economies globally during FY 2025–26, supported by strong domestic consumption, sustained infrastructure investments, digital transformation initiatives, and a growing focus on innovation-led growth. Despite global uncertainties, India maintained relative economic stability due to its diversified economic base, improving business environment, and policy measures aimed at strengthening manufacturing, technology adoption, and ease of doing business.

India's technology sector continued to play a critical role in the country's economic growth story, supported by increasing demand for digital transformation, cloud adoption, cybersecurity, artificial intelligence, automation, and industry-specific technology solutions. Enterprises across sectors continued to invest in modernization initiatives, creating opportunities for IT services companies with strong domain expertise and specialized capabilities.

At the same time, FY 2025–26 marked a period of transition for the Indian IT industry. The rapid advancement of AI and automation technologies created discussions around evolving job roles, changing skill requirements, and new models of technology delivery. While these developments introduced short-term uncertainty in certain areas, they also created opportunities for organizations to build deeper expertise in AI, data engineering, cloud technologies, cybersecurity, and domain-driven solutions. The industry is expected to witness a shift toward higher-value services, increased automation-led productivity, and demand for specialized talent capable of supporting next-generation digital initiatives.

Looking ahead, the global and Indian economic outlook remains closely linked to the pace of AI adoption, geopolitical developments, inflation trends, energy price stability, and enterprise investment cycles. As businesses worldwide transition toward more resilient, technology-enabled operating models, companies with strong digital capabilities, industry expertise, and the ability to deliver innovative solutions are well positioned to benefit from emerging growth opportunities.

2. INDUSTRY STRUCTURE AND DEVELOPMENTS

Fidel Softech is a technology-led consulting and services company that enables enterprises to expand globally through a unique combination of language technology, digital transformation, data-driven solutions, and AI-powered innovation. The global language localization and language technology market has continued its strong growth trajectory and is now estimated to exceed USD 90 billion (Source is The Business Research Company (TBRC)), driven by increasing globalization, multilingual digital content, software internationalization requirements, and the rapid adoption of Artificial Intelligence across industries.

As organizations accelerate their digital transformation initiatives, there is growing demand for integrated solutions that combine language expertise, data intelligence, automation, and advanced technology implementation. Enterprises are increasingly investing in multilingual customer experiences, AI-enabled applications, data modernization, analytics platforms, cloud transformation, and intelligent automation to enhance operational efficiency and global market reach.

Fidel has strategically evolved its service portfolio to address these emerging market opportunities. By combining deep expertise in language technologies, enterprise software engineering, data engineering, analytics, and AI implementation, the Company delivers end-to-end solutions that help clients modernize operations, improve customer engagement, and scale globally.

3. SEGMENT-WISE / PRODUCT-WISE PERFORMANCE

During FY 2025-26, Fidel Softech continued to strengthen its position across both its core business segments—Language Localization & Engineering Services and IT & Consulting Services. The Company successfully executed several large-scale and complex projects, demonstrating its domain expertise, delivery excellence, and ability to scale operations across geographies and industries.

3.1 Language Localization & Engineering Services

The Localization business witnessed strong momentum during the year, supported by increasing demand for multilingual content, software globalization, digital learning, and AI-driven language solutions.

Fidel successfully delivered localization projects involving complex language combinations such as Dutch–Chinese, Papiamento–English, Arabic–Japanese, English–Bisaya, and several low-resource languages, reinforcing its capability to manage diverse linguistic and cultural requirements.

The Company completed a large-scale medical devices localization project involving translation, desktop publishing (DTP), and quality assurance of over 2,000 pages into 28 languages across Asia, Europe, and Africa. This project demonstrated Fidel's ability to manage highly regulated multilingual content while maintaining quality and consistency across markets.

In the education sector, Fidel commenced localization of teacher training and educational content for a state education board, helping improve accessibility and learning outcomes for regional educators through localized learning materials.

The multimedia localization practice recorded significant growth with projects involving transcreation, dubbing, subtitling, and multimedia adaptation. Fidel successfully localized two video series into Hindi and partnered with a leading e-learning content provider to localize more than 500 training videos into Spanish within a compressed timeline of eight weeks. The project encompassed transcription, translation, voice-over generation, on-screen text localization, and final video integration.

The Company further strengthened its leadership in Japanese language services by delivering over 5,000 pages of high-speed railway engineering documentation and technical drawings, amounting to approximately three million Japanese characters within a three-month period. Additionally, Fidel completed a large-scale Manga publishing localization assignment involving more than three million Japanese characters within a similarly demanding timeframe.

Fidel also demonstrated its scalability by processing over four million words in a single month for a major client in the real estate sector across multiple Indian languages. The project highlighted the Company's ability to combine linguistic expertise, technology platforms, and project management capabilities to deliver high-volume multilingual content within stringent timelines.

The Company continued its engagement with leading digital content and OTT ecosystem players by providing localization and linguistic testing services for mobile applications, content metadata, user interfaces, and streaming content, helping clients enhance user experience and linguistic accuracy across global markets.

3.2 IT & Consulting Services

The IT & Consulting Services segment continued to expand its customer base and strengthen recurring revenue streams through long-term managed services and specialized consulting engagements.

During the year, Fidel added two new UK-based customers, contributing to recurring business opportunities and strengthening its presence in the European market.

The Company successfully delivered specialized consulting and training services on the Financial Information eXchange (FIX) Protocol for the Baku Stock Exchange, Azerbaijan, reaffirming its expertise in capital markets technology and financial systems consulting.

Fidel continues to strengthen its position as a trusted managed services partner for global enterprises operating in Japan. The company provides server replacement and ongoing infrastructure maintenance services for the Japanese subsidiary of a leading Indian banking institution.

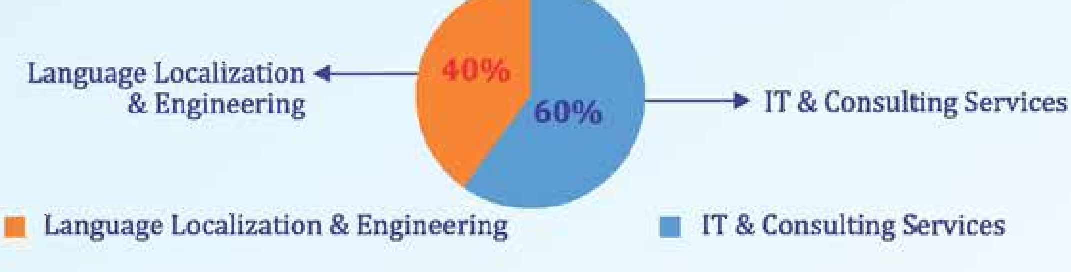
In addition, Fidel delivers comprehensive bilingual (Japanese-English) Level 1 and Level 2 end-user support services to a major global insurance organization in Japan, supporting a workforce of more than 6,000 employees. The scope of services includes service desk operations, support for call center personnel, endpoint lifecycle management, device migration and upgrade projects as well as cloud and data center support services.

Over the years, Fidel has successfully established a robust onsite managed services practice in Japan, encompassing endpoint support, cloud infrastructure management, device lifecycle services and cybersecurity operations. Building on this foundation, the company is expanding its delivery capabilities from India to provide scalable, cost-effective managed services to global clients across multiple geographies. This strategic expansion strengthens Fidel's ability to offer integrated global delivery models while deepening its expertise in digital workplace services, cloud operations and cybersecurity support.

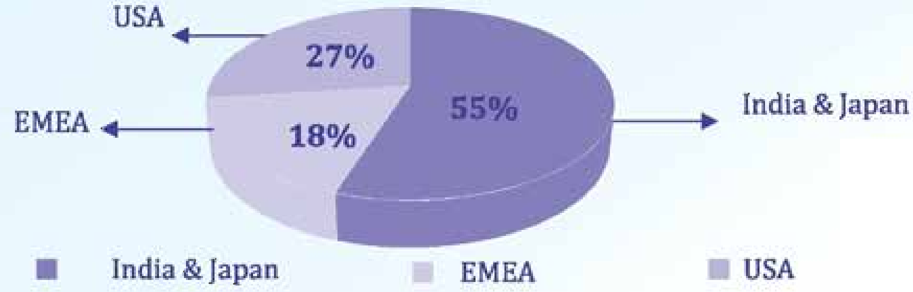
The Company continues to leverage its deep understanding of Japanese business culture, bilingual delivery capabilities, and technology expertise to support customers in their digital transformation initiatives, managed services requirements, and enterprise technology modernization programs.

Overall, both business segments delivered consistent growth during FY 2025-26, supported by strong customer relationships, diversified industry exposure, expanding service offerings, and continued investments in technology, AI-enabled solutions, and multilingual delivery capabilities.

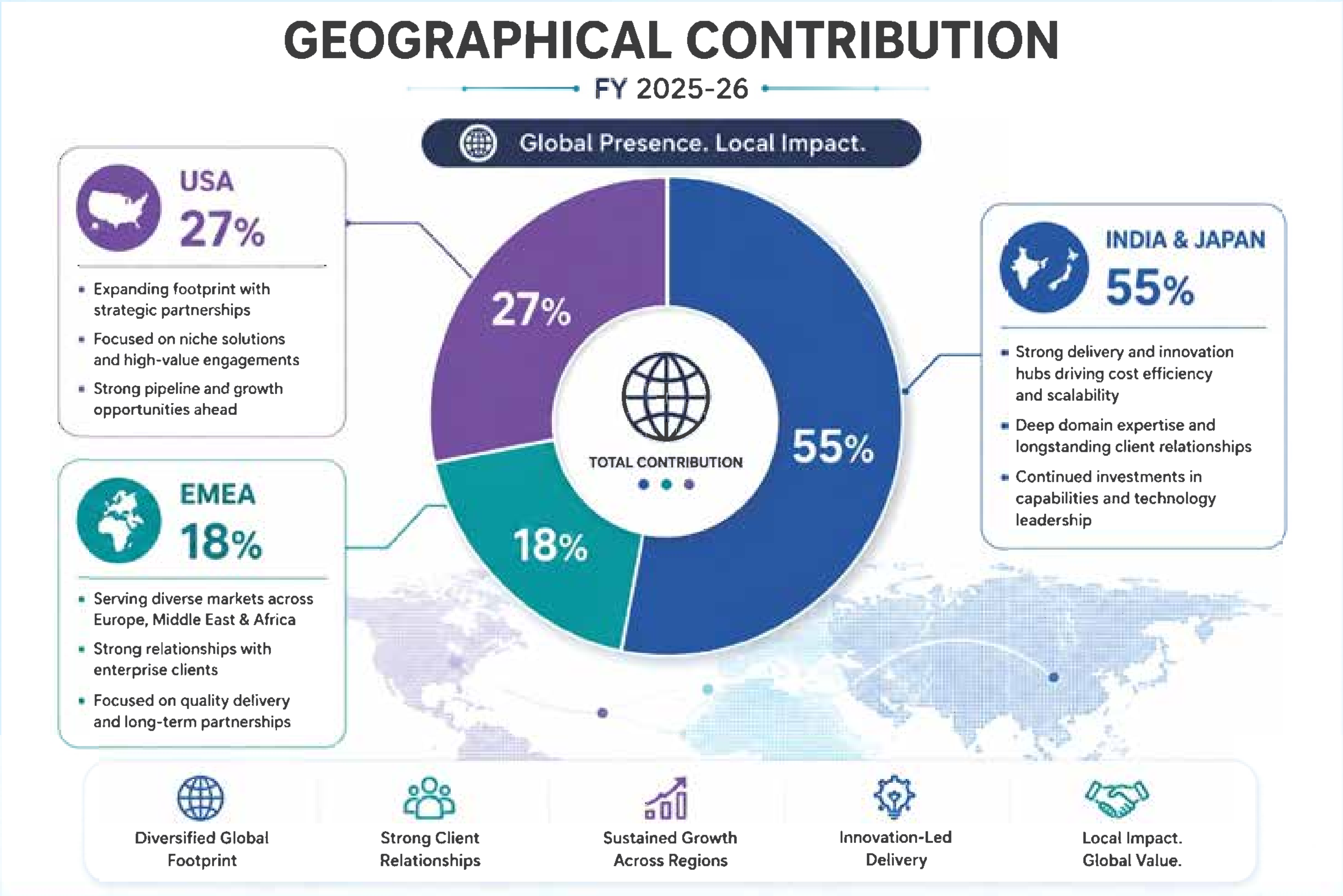
4. SALES DIVISION PERFORMANCE:



5. GEOGRAPHICAL CONTRIBUTION



These achievements underscore Fidel's commitment to delivering high-quality services and expanding its reach across different geographies and industry segments.



Sales Division and region wise sales breakup

6. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Financial Year 2025–26: A Year of Transformation, Scale and Strategic Expansion

FY 2025–26 was a defining year in Fidel's growth journey. The Company successfully crossed the **₹100 crore revenue milestone** while maintaining healthy profitability, positive cash flows, and a disciplined approach to growth. The performance reflects the strength of Fidel's diversified business model, expanding international footprint, strong customer relationships, and continued focus on operational excellence.

The year witnessed robust demand across the Company's core service lines, including localization, managed services, digital transformation, enterprise technology solutions, and consulting services. Growth was driven by a combination of deeper engagements with existing customers, successful acquisition of new clients, expansion into new markets, and the integration of strategic acquisitions.

A key contributor to the Company's performance was the continued expansion of its strategic customer base. Fidel ended the year with approximately 35 strategic clients, with the top 12 customers contributing nearly 60% of total revenue. This reflects both the strength of long-term client relationships and a healthy diversification of revenue sources. The Company also successfully onboarded more than 60 new clients during the year across multiple geographies and industry segments, creating a strong foundation for future growth and recurring business opportunities.

The Company's international business continued to gain momentum, particularly in Japan and the United States. These markets remain central to Fidel's long-term growth strategy and contributed significantly to overall revenue expansion. The Japan business, in particular, continues to be a strategic differentiator owing to the Company's deep market understanding, specialized localization expertise, long-standing customer relationships, and high entry barriers that limit competition. During the year, the Company witnessed increasing demand for managed services, digital transformation initiatives, and AI-related consulting engagements from customers in the region.

Strategic Acquisitions

To further strengthen its global presence and accelerate growth, Fidel executed a series of strategic acquisitions during FY 2025–26. In June 2025, the Company acquired 100% ownership of Fidel Technologies KK, Japan, establishing it as a wholly owned subsidiary and strengthening its direct operational presence in one of its most important markets. Subsequently, Fidelsoft Inc., the Company's wholly owned U.S. subsidiary, acquired Techvine Consulting LLC, USA, enhancing the Group's customer reach and delivery capabilities in North America. In January 2026, Fidel Technologies KK acquired a majority stake in IM Corporation, Japan, providing access to new customer relationships, local expertise, and operational synergies. These acquisitions are expected to support long-term growth through cross-selling opportunities, enhanced service capabilities, and deeper market penetration.

During the year, the Company continued to invest in future-ready capabilities and service offerings. Significant efforts were directed towards strengthening competencies in Artificial Intelligence, Data Analytics, Enterprise Applications, ERP solutions, and Digital Transformation services. Fidel also established strategic partnerships with technology solution providers across the BFSI, AI, ERP, and analytics domains, enabling the Company to offer broader and more integrated solutions to its customers.

As part of its diversification strategy, Fidel established a dedicated business division focused on digital transformation solutions for small and medium-sized manufacturing enterprises. The initiative aims to help manufacturing organizations improve visibility into business and operational data, enabling informed decision-making, enhanced productivity, and improved operational efficiency. The Company believes this segment offers significant long-term growth potential as digital adoption accelerates among SMEs.

Operationally, the Company continued to focus on efficiency, scalability, and disciplined execution. Investments in automation, process optimization, delivery excellence, and resource management enabled Fidel to support rapid business growth while maintaining service quality and customer satisfaction. These initiatives contributed to healthy cash generation and strengthened the Company's ability to invest in growth opportunities without compromising financial stability.

The Company maintained a prudent approach to capital allocation throughout the year. Strategic acquisitions were undertaken through a balanced funding approach while preserving financial flexibility and maintaining a healthy balance sheet. Management also continued to actively monitor currency movements, geopolitical developments, and global economic conditions, implementing appropriate measures to mitigate risks arising from international operations.

The strong operational performance achieved during FY 2025–26 demonstrates the effectiveness of Fidel's growth strategy and its ability to scale sustainably. With a strengthened international presence, expanded customer base, enhanced technology capabilities, strategic acquisitions, and a growing portfolio of recurring business, the Company is well positioned to capitalize on emerging opportunities and deliver sustainable value to all stakeholders in the years ahead.

Financial Performance (FY26 vs FY 25) (Standalone)

Ratios	FY25-26	FY24-25 %	Variance	Reason for variance
Current Ratio	5.58	8.63	-35%	The decline in current ratio is mainly attributable to reduction in current assets namely current investments and trade receivables, coupled with increase in current liabilities namely short -term borrowings and other current liabilities as compared to previous year.
Debt-Equity Ratio	0.29	NIL	29%	In Current Year, Borrowings are there for Acquisition purpose.
Return on Equity Ratio	0.18	0.20	-12%	NA
Trade payables turnover ratio	9.52	11.28	-16%	NA
Trade Receivables turnover ratio	3.48	3.90	-11%	NA
PBIT %	27%	23%	+17%	PBIT % Increased as some reductions in Cost during current year along with Accrual of Foreign Gain

7. OUTLOOK

Fidel enters FY 2026-27 with renewed confidence, supported by a strengthening order pipeline, expanding customer relationships, and increasing demand for language, localization, and technology-enabled business solutions. The Company has demonstrated consistent momentum across key markets and believes that the investments made in recent years in delivery capabilities, technology platforms, and international market development position it well for the next phase of growth.

The Company also continues to expand its presence in emerging growth areas through partnerships with technology solution providers across banking and financial services, artificial intelligence, data analytics, enterprise resource planning (ERP), and digital transformation ecosystems. These collaborations are expected to enhance Fidel's market reach and create opportunities to deliver integrated solutions to a wider customer base.

Geographically, Fidel continues to strengthen its presence in both Japan and the United States. The Japan market remains a strategic differentiator for the Company, supported by deep domain expertise, long-standing customer relationships, and high entry barriers that limit competition. The Company's unique positioning in this market provides a strong foundation for sustainable growth and recurring business opportunities.

Looking ahead, management remains focused on driving profitable growth through operational excellence, customer retention, technology-led innovation, and disciplined execution. The Company expects continued improvement in profitability through scale efficiencies, automation initiatives, and operating leverage as revenues expand.

Over the medium term, Fidel remains committed to its vision of building a significantly larger and more diversified business. Management believes that the current growth trajectory, expanding service portfolio, and strengthening international presence provide a solid platform to achieve its strategic objectives and create sustainable value for all stakeholders.

While global economic conditions, geopolitical developments, and evolving regulatory environments may continue to create uncertainties in the near term, the Company remains vigilant and proactive in managing risks. Supported by a resilient business model, diversified customer base, and strong execution capabilities, Fidel is confident of sustaining its growth momentum and capitalizing on emerging opportunities across its target markets.

8. OPPORTUNITIES AND THREATS

Fidel Softech Limited continues to strengthen its position as a technology-led organization with deep expertise across Localization, Capital Market Technology, and AI-enabled IT Services. With over two decades of industry experience, the Company has built a reputation for delivering specialized solutions to global clients while maintaining high standards of governance, transparency, and operational excellence.

The rapid advancement of Artificial Intelligence is creating transformative opportunities across all business segments. During the year, the Company significantly increased its investments in AI capability development, internal productivity platforms, intelligent automation, and workforce upskilling. The emergence of Large Language Models (LLMs), Agentic AI, Retrieval-Augmented Generation (RAG), and AI-assisted software development presents new avenues for enhancing service delivery, accelerating project execution, and creating innovative products for customers.

In the Localization business, the growing demand for multilingual digital content, global software products, and cross-border communication continues to drive opportunities. Fidel's unique combination of linguistic expertise and technology capabilities positions the Company to leverage AI-powered translation, content management, and language technology solutions while maintaining the quality and domain expertise required by enterprise customers.

The Capital Market Technology segment also presents significant growth opportunities. Increasing modernization initiatives by stock exchanges, brokerage firms, and financial institutions are driving demand for FIX connectivity, testing tools, protocol adapters, and trading infrastructure solutions. The Company's continued investments in modernizing its Nintei-X platform and expanding support for emerging market connectivity protocols strengthen its ability to participate in these evolving opportunities.

The Company's strategic focus on AI-enabled IT Services further expands its addressable market. By leveraging internally developed AI platforms, semantic indexing capabilities, intelligent agents, and accelerated development methodologies, Fidel aims to deliver faster, cost-effective, and higher-value technology solutions to customers across industries.

While these opportunities are substantial, the Company operates in a highly dynamic and competitive environment. Rapid advancements in AI technologies are reshaping business models and customer expectations across industries. Organizations that fail to continuously innovate risk losing relevance in increasingly technology-driven markets. Fidel therefore remains committed to sustained investment in research, product development, and skill enhancement to remain competitive and future-ready.

The Company also faces risks associated with global economic uncertainty, changing customer spending patterns, and geopolitical developments that may impact investment decisions and project timelines. Increasing competition from both global technology companies and AI-native service providers may exert pressure on pricing and margins across business segments.

Cybersecurity, data privacy, and protection of confidential customer information continue to be critical priorities. As AI adoption increases and digital ecosystems become more interconnected, maintaining robust security frameworks, governance controls, and compliance standards remains essential to preserving customer trust and business continuity.

Talent remains a key differentiator in the Company's growth strategy. The demand for professionals skilled in AI, cloud technologies, capital markets, and specialized language services continues to rise globally. Attracting, developing, and retaining high-quality talent while continuously upskilling existing teams is essential to sustaining long-term growth and innovation.

Despite these challenges, the Company views technological disruption as an opportunity rather than a threat. Through its continued investments in AI capabilities, domain-focused products, capital market solutions, and human capital development, Fidel is well-positioned to capitalize on emerging opportunities while effectively managing operational, technological, and market-related risks.

The management remains confident that its balanced approach of innovation, customer focus, prudent risk management, and continuous capability enhancement will support sustainable growth and long-term value creation for all stakeholders

9. EMPOWERING PEOPLE, DRIVING GROWTH

At Fidel Softech, our people remain the foundation of our success. As the Company continues to expand its capabilities across Localization, Technology Services, Data Engineering, Analytics, and Artificial Intelligence, we remain committed to building a high-performance, inclusive, and future-ready workforce. Our human resource strategy focuses on attracting, developing, engaging, and retaining talent while fostering a culture of collaboration, innovation, and continuous learning.

During FY 2025-26, Fidel strengthened its global talent base and organizational capabilities to support its expanding business operations. The Company now has a global workforce of more than 500 employees and consultants across its delivery and business locations. During the year, Fidel successfully onboarded 131 new professionals across various functions, including technology, localization, sales, project management, data engineering, and corporate services, further enhancing its delivery capacity and domain expertise.

The Company continued to strengthen its human capital practices through structured talent management initiatives, employee engagement programs, leadership development efforts, and process-driven HR operations. Regular communication from the HR team ensured employees remained informed about organizational developments, policy updates, learning opportunities, and wellness initiatives, promoting transparency and alignment across the organization.

Performance management remains an integral part of our people strategy. The Company follows a structured framework comprising goal setting, periodic reviews, quarterly performance discussions, and annual appraisal cycles to align individual contributions with organizational objectives. Quarterly performance awards and annual recognition programs were conducted to celebrate excellence, innovation, teamwork, and customer-centricity, reinforcing a culture of meritocracy and achievement.

Employee well-being continues to be a key priority. Comprehensive Mediclaim insurance coverage, employee assistance initiatives, wellness awareness programs, and a supportive work environment contribute to the overall physical, emotional, and financial well-being of our workforce. The Company also conducted regular

Prevention of Sexual Harassment (POSH) awareness programs to reinforce its commitment to maintaining a safe, respectful, and inclusive workplace for all employees.

The Company maintained a strong focus on compliance and employee welfare by proactively incorporating changes arising from evolving labour regulations. During the year, HR policies and compensation structures were reviewed and updated to align with applicable statutory requirements, including revisions related to wage structures, gratuity calculations, and other employee benefits, ensuring continued compliance and employee protection.

Fidel continued to enhance operational efficiency through a process-driven HR management approach. Key employee lifecycle processes—including recruitment, onboarding, attendance management, leave administration, payroll processing, performance management, and employee separation—are governed through standardized procedures and technology-enabled workflows, ensuring consistency, transparency, and compliance.

Leadership development and organizational alignment remained important focus areas during the year. Senior management participated in strategic offsite meetings to review business priorities, strengthen cross-functional collaboration, and align leadership teams with the Company's long-term growth objectives and transformation initiatives.

Employee engagement continued to play a vital role in strengthening workplace culture and fostering a sense of belonging. Throughout the year, Fidel organized a variety of cultural, social, and team-building activities, including the Annual Awards Ceremony, Independence Day celebrations, Ganesh Chaturthi festivities, Monsoon Tour, Fit & Fun wellness initiatives, Christmas celebrations, Makar Sankranti, Republic Day celebrations, International Women's Day events, and the celebration of the acquisition of IM Corporation, Japan. These initiatives provided opportunities for employees to connect, collaborate, and celebrate organizational achievements while reinforcing Fidel's values and culture.

The Company remains committed to creating an environment where employees are empowered to grow professionally, contribute meaningfully, and achieve their full potential. By investing in talent development, employee well-being, workplace culture, and operational excellence, Fidel continues to build a resilient and engaged workforce capable of supporting its long-term growth ambitions and delivering exceptional value to customers worldwide.

The management believes that its people-centric approach, combined with strong governance, continuous learning, and employee engagement, will continue to be a key differentiator in driving sustainable growth and organizational success.

HR HIGHLIGHTS – FY 2025-26

500+
GLOBAL WORKFORCE
Employees & Consultants across the globe

131
NEW HIRES
Onboarded during FY 2025-26

QUARTERLY PERFORMANCE AWARDS
Recognizing excellence, innovation and teamwork

ANNUAL APPRAISAL CYCLE COMPLETED
Structured performance reviews and goal alignment

POSH AWARENESS & COMPLIANCE TRAINING
Ensuring a safe, respectful and inclusive workplace

COMPREHENSIVE MEDICLAIM COVERAGE
Supporting the health and well-being of our people

LEADERSHIP OFFSITE CONDUCTED
Aligning leadership with strategy and growth priorities

PROCESS-DRIVEN HR OPERATIONS
Efficient people processes and statutory compliance with timely updates

Empowering People. Driving Growth.

10. EVENTS PARTICIPATION, MARKETING AND INDUSTRY ENGAGEMENT

During FY 2025-26, Fidel Softech continued to strengthen its market presence and industry positioning through a comprehensive program of global event participation, thought leadership initiatives, digital marketing campaigns, strategic partnerships, and customer engagement activities. The Company follows a structured annual marketing calendar designed to enhance brand visibility, generate business opportunities, strengthen industry relationships, and showcase its capabilities across Localization, Technology Services, Data Engineering, Analytics, and Artificial Intelligence.

Throughout the year, Fidel maintained an active presence across digital and physical channels through regular website enhancements, industry-focused blogs, case studies, newsletters, search engine optimization (SEO) initiatives, social media campaigns, outbound lead generation programs, webinars, and customer engagement activities. The Company further strengthened its marketing effectiveness through the use of integrated CRM platforms and analytics-driven lead management processes, enabling systematic tracking and nurturing of business opportunities.

Fidel actively participated in several prestigious industry conferences, exhibitions, business forums, and technology events across India, Japan, Southeast Asia, Europe, and North America. These engagements provided valuable opportunities to showcase the Company's expertise, engage with existing and prospective customers, and stay aligned with emerging market trends and technological developments.

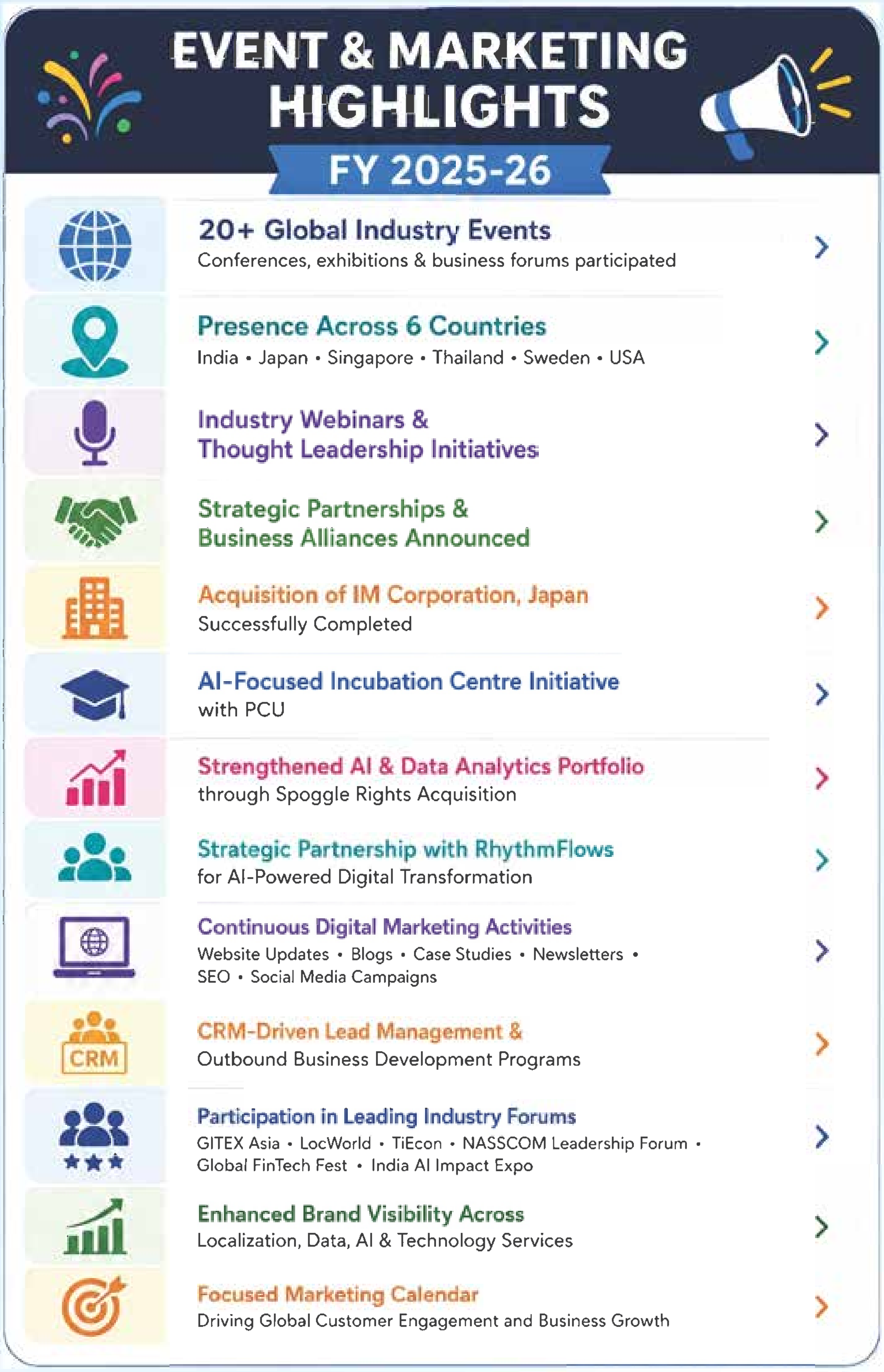
Key events attended during the year included India FIX Conference, Startup Maha Kumbh, GITEX Asia x AI Everything Singapore, TiEcon USA, ET GCC Growth Summit, FBC ASEAN Thailand, Auto Cluster Customer Meet, LocWorld Malmö, Infor Tokyo Velocity Day, Global Fintech Fest, Japan Electronic Trading Conference, Tokyo International Industry Exhibition, NASSCOM Technology and Leadership Forum, India AI Impact Expo, Global FinTech Network Forum, and several Indo-Japan business and technology forums.

The Company also expanded its thought leadership initiatives through webinars, industry discussions, and strategic collaborations. A notable highlight during the year was the webinar on "Scaling Global Products in the Age of AI," which brought together industry leaders and technology professionals to discuss the evolving role of Artificial Intelligence in global business expansion and localization.

FY 2025-26 was also marked by several strategic milestones that received significant industry attention. The successful acquisition of IM Corporation, Japan, along with related press conferences, customer outreach activities, and integration initiatives, enhanced Fidel's presence in the Japanese market and strengthened its position as a trusted partner for global enterprises. The Company further announced strategic initiatives including the launch of an AI-focused incubation centre through a Memorandum of Understanding (MoU) with Pimpri Chinchwad University (PCU), the acquisition of exclusive rights to Spoggle to strengthen its AI and Data Analytics offerings, and a strategic partnership with RhythmFlows to deliver AI-powered digital transformation solutions.

The Company's participation in industry events was complemented by continuous engagement with customers, partners, technology providers, educational institutions, and industry associations. These initiatives enabled Fidel to generate new business opportunities, strengthen strategic alliances, enhance brand recognition, and reinforce its position as a leading provider of language technology, digital transformation, data engineering, analytics, and AI-driven solutions.

Looking ahead, Fidel remains committed to expanding its global outreach, strengthening its thought leadership presence, and actively participating in industry ecosystems that drive innovation and business growth. Through a combination of physical events, digital engagement, strategic partnerships, and content-driven marketing, the Company aims to further strengthen its market presence and create sustainable long-term value for all stakeholders.



11. MEMBERSHIPS

Fidel recognizes that membership in a professional organization can provide numerous benefits, from access to valuable resources and recognition to advocacy and influence within the industry. Some of these associations include:

GALA
Globalization & Localization Association

NASSCOM
National Association of Software and Service Companies

MCCIA
Mahratta Chamber of Commerce Pune

CitLob
Confederation of Interpreting, Translation and Localization Businesses

IJBC
Indo-Japan Business Council

Global Sake
Collective community of Global Tech leaders

DUN & BRADSTREET
Commercial business data analytics providers

DCCIA
Deccan Chamber Of Commerce Industries & Agriculture, Pune

IACC
Indo American Chamber Of Commerce

AATIA
Austin Area Translators & Interpreters Association

12. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Fidel Softech Limited maintains a comprehensive internal control framework designed to provide reasonable assurance regarding the safeguarding of assets, accuracy and reliability of financial reporting, operational efficiency, and compliance with applicable laws, regulations, and internal policies. The Company's internal control systems are commensurate with the nature, size, and complexity of its business operations and are continuously reviewed to ensure their effectiveness in a dynamic business environment.

The Company has established well-defined financial, operational, compliance, and information technology controls supported by documented policies, standard operating procedures, delegated authority matrices, and periodic management reviews. These controls facilitate effective monitoring of business activities, prudent resource utilization, risk management, and timely decision-making.

Financial controls include robust budgeting processes, periodic performance reviews, variance analysis, approval mechanisms, and regular monitoring of financial transactions. Operational controls encompass structured project management practices, quality assurance processes, service delivery standards, and defined organizational responsibilities across business functions. Compliance controls ensure adherence to statutory requirements, corporate governance norms, and regulatory obligations applicable to the Company's operations.

Given the technology-driven nature of its business, Fidel places significant emphasis on information security and data protection. The Company maintains secure IT infrastructure, access management controls, data backup and disaster recovery mechanisms, cybersecurity monitoring processes, and business continuity measures to protect critical information assets and ensure uninterrupted service delivery.

The effectiveness of the internal control framework is further reinforced through periodic internal audits, statutory audits, secretarial audits, and management reviews. Independent audit observations and recommendations are reviewed by the management, and necessary corrective actions are implemented in a timely manner. During the year under review, no material weaknesses or significant deficiencies were identified in the design or operation of the Company's internal control systems.

The Company's commitment to quality, information security, and process excellence is reflected through internationally recognized certifications, including ISO 9001:2015 for Quality Management Systems, ISO/IEC 27001:2022 for Information Security Management Systems, ISO 17100:2015 for Translation Services, and ISO 18587:2017 for Machine Translation Post-Editing Services. These certifications demonstrate the Company's focus on maintaining globally accepted standards across its service delivery and operational processes.

As part of its enterprise risk management framework, the Company has also maintained comprehensive insurance coverage, including Cyber Insurance, Commercial General Liability (CGL) Insurance, and Professional Indemnity (PI) Insurance policies, providing protection against a broad spectrum of operational, professional, and cyber-related risks.

The Board of Directors and management believe that the Company's internal control systems are adequate and effective and provide reasonable assurance regarding the reliability of financial reporting, operational effectiveness, protection of assets, and compliance with applicable laws and regulations.

OUR ISO & REGISTRATION CERTIFICATIONS

ISO 9001:2015
Quality Management System

Fidel is ISO 9001:2015 certified for Quality Management System (QMS) ensuring high customer satisfaction and continual improvement.

ISO/IEC 27001:2022
Information Security Management System

Fidel is ISO/IEC 27001:2022 certified for Information Security Management System (ISMS) to ensure the confidentiality, integrity and availability of information assets.

ISO 17100:2015
Translation Services

Fidel is ISO 17100:2015 certified for Translation services – Requirements for Translation services.

ISO 18587:2017
Post-editing of Machine Translation Output

Fidel is ISO 18587:2017 certified for Translation services – Post-editing of machine translation output – Requirements.

MSME UDYAM Registration

Fidel is MSME Udyam Registration certified by Ministry of MSME, Government of India.

OUR INSURANCE COVERAGE

Fidel maintains comprehensive insurance coverage to mitigate operational, legal and cyber-related risks and safeguard our business and stakeholders.

CYBER INSURANCE

Provides financial protection against cyber threats, data breaches, network interruptions and related liabilities.

COMMERCIAL GENERAL LIABILITY (CGL) INSURANCE

Covers third-party bodily injury, property damage and other liability claims arising from our business operations.

PROFESSIONAL INDEMNITY (PI) INSURANCE

Provides coverage against claims of negligence, errors or omissions in the professional services we deliver.

These certifications and insurance coverages reinforce our commitment to quality, security, compliance and risk management across all our business operations.

Fidel Softech
LangTech · Data · AI

13. CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

At Fidel, Corporate Social Responsibility (CSR) is viewed as an integral part of sustainable business growth and social development. The Company's CSR philosophy is centered on creating long-term societal impact through initiatives that promote education, skill development, employability, entrepreneurship, and inclusive growth. By supporting organizations working at the grassroots level, Fidel aims to empower individuals and communities with the knowledge, skills, and opportunities required to build sustainable livelihoods.

During FY 2025-26, the Company continued to align its CSR efforts with the broader objective of enhancing human capital development and fostering economic self-reliance. Particular emphasis was placed on supporting educational institutions, vocational training programs, initiatives for differently-abled individuals, and entrepreneurship-oriented projects that contribute to employment generation and innovation.

The Company spent ₹18.20 lakh towards CSR activities during the year, fully meeting its statutory CSR obligation. Key initiatives supported during the year included:

Skill Development and Employability Enhancement: Financial support was extended to organizations conducting vocational training and employment-oriented skill development programs, helping individuals improve their employability and access better livelihood opportunities.

Education and Student Support: Contributions were made to educational institutions and student welfare organizations that provide academic assistance, scholarships, and learning support to deserving students from economically weaker sections, enabling them to pursue higher education and professional development.

A notable social-impact initiative undertaken during the year involved supporting a global organization in expanding AI education to remote communities across India.

Support for Differently-Abled Communities: The Company supported institutions working for visually impaired individuals, including educational and developmental programs aimed at improving accessibility, learning opportunities, and social inclusion.

Entrepreneurship and Innovation Promotion: Fidel contributed towards initiatives that encourage innovation, technology-led research, and entrepreneurship development, including support for incubation and emerging technology programs. These initiatives are expected to foster future job creation and strengthen the innovation ecosystem.

Community Development and Social Awareness: The Company also supported selected community welfare initiatives focused on social development, awareness creation, and improving quality of life for underserved sections of society.

Beyond financial contributions, Fidel continues to encourage employee participation in social initiatives through knowledge-sharing, mentoring, and volunteering activities. The Company believes that meaningful engagement between employees and communities amplifies the impact of CSR efforts and contributes to creating sustainable social value.

Going forward, Fidel remains committed to deploying its CSR resources in areas that deliver measurable outcomes in education, skill enhancement, entrepreneurship, and employment generation, thereby contributing to inclusive and sustainable development.

CSR HIGHLIGHTS FY 2025-26

14. SHAREHOLDING AND INVESTOR COMMUNICATION

Fidel remains committed to maintaining high standards of corporate governance, transparency, and proactive engagement with its shareholders and the broader investment community. The Company believes that consistent communication and timely dissemination of information are essential for building long-term investor trust and creating sustainable shareholder value.

The promoter group continues to maintain a significant stake in the Company, reflecting its long-term commitment to Fidel's growth strategy and confidence in the future prospects of the business. During the year, the Company's shareholder base remained stable and supportive, with several long-standing stakeholders continuing their association with the Company.

A notable reflection of stakeholder confidence is that several of Fidel's key customers have also continued as shareholders of the Company. Many of these strategic customers have maintained their investments over the years while simultaneously expanding their business engagements with Fidel, underscoring ssterm vision.

As a company listed on the NSE SME platform, Fidel places strong emphasis on timely and transparent disclosures. The Company regularly communicates material developments, business milestones, corporate announcements, and other relevant information through the NSE platform in accordance with applicable regulatory requirements. Management believes that keeping investors informed about significant business developments contributes to greater transparency and stronger stakeholder relationships.

To strengthen investor outreach, the Company continues to conduct structured investor interactions, including half-yearly and annual investor conference calls, where management provides updates on business performance, strategic initiatives, industry trends, and future growth opportunities. These interactions also provide investors with an opportunity to directly engage with management and seek clarifications on matters relating to the Company's operations and performance.

In addition to formal investor communication channels, the management team remains accessible to existing and prospective investors throughout the year. The Company actively responds to investor queries through meetings, conference calls, and one-on-one interactions, ensuring that stakeholders have a clear understanding of the Company's business model, growth strategy, and long-term objectives.

The Company remains focused on delivering sustainable value creation for its shareholders through profitable growth, prudent capital allocation, and disciplined execution. Reflecting its confidence in the business and commitment to shareholder returns, FY 2025–26 marks the fourth consecutive year in which the Company has recommended a dividend, subject to shareholder approval. The consistent dividend track record demonstrates management's commitment to balancing growth investments with shareholder rewards while maintaining financial prudence.

Going forward, Fidel will continue to strengthen its investor communication practices and uphold the principles of transparency, accountability, and responsible corporate governance as it pursues its next phase of growth.

- *Summarize the current shareholding structure (Promoters, Institutional Investors, Public Shareholding).*
  - *Promotors >>*

#No.	Name of the Person	No. of Shares	% Of Share Capital
1	Sunil Kulkarni	7637996	55.54%
2	Prachi Kulkarni	2408000	17.51%

15. CAUTIONARY STATEMENT

The statement in the Management Discussion and Analysis Report cannot be construed as holding out any forecasts, projections, expectations, invitations, offers, etc. within the meaning of applicable securities, laws and regulations. This report basically seeks to furnish information, as laid down within the different headings to meet the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Annexure III

FORM NO. MR-3

Secretarial Audit Report

For the Financial Year Ended 31.03.2026

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

To,

The Members,

Fidel Softech Limited

Unit No. 202, 2nd Floor, Marisoft 3,

West Wing, Marigold Software IT Park,

Vadgaon Sheri, Pune 411014

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Fidel Softech Limited (CIN: L72200PN2004PLC020061)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

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

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

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

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.

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

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

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

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (during the year under review not applicable to the Company);

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (during the year under review not applicable to the Company);

  (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (during the year under review not applicable to the Company);

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with Client;

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (during the year under review not applicable to the Company);

  (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (during the year under review not applicable to the Company); and

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

(vi) As informed by the Company, no other law(s) is applicable specifically to the Company.

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

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

(ii) The Listing Agreement entered by the Company with National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards etc. mentioned above, subject to the following observations:

1. In furtherance to the allotment of equity shares made to one overseas Investor, during the year under audit, the company filed an application dated 2nd July, 2025 with Reserve Bank of India ("RBI") through PRAVAH portal of RBI for compounding of delay submission of form FC-GPR. Further, RBI vide its order dated 11th September 2025 has returned the compounding application for reasons mentioned in the said order. Subsequently, no further action has been initiated by the Company.

2. During the year under review, the National Stock Exchange Limited ("NSE") have imposed fine regarding Regulation 44(3) – non filing of voting results in the format specified by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has taken corrective action and paid a fine of INR 10,000/-.

3. During our Audit, I observed that there are occasional delays in reporting certain required disclosures under the Act, Rules, Regulations, Guidelines, Standards etc.

I further report that

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at

shorter notice and a system exist for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously. As per the records provided by the Company, none of the members of the Board or Committees of the Board dissented on any resolution(s) passed at the meetings.

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

I further report that during the audit period:

a) The Company acquired 100% shareholding in Fidel Technologies KK, Japan in June 2025, thereby making it a wholly owned subsidiary of the Company.

b) Fidelsoft Inc., USA, a wholly owned subsidiary of the Company, acquired 100% stake in Techvine Consulting LLC, USA in August 2025.

c) Fidel Technologies KK, Japan, a subsidiary of the Company, acquired 83% stake in IM Corporation, Japan in January 2026, thereby making it a subsidiary of Fidel Technologies KK.

d) The Company has provided financial assistance in the form of a loan amounting to USD 1,500,975 to Fidelsoft Inc., USA in August 2025.

e) The Company has provided financial assistance in the form of a loan amounting to USD 250,000 to Fidelsoft Inc., USA in March 2026.

f) The Company has obtained approval of the shareholders by way of a special resolution, through postal ballot in May 2025, in accordance with the provisions of Section 186 of the Companies Act, 2013, for making loans, investments, guarantees and securities up to an aggregate limit of INR 100 crores.

Abhijit Dakhawe
Company Secretary
FCS # 6126, CP # 4474
PR No. 5690/2024
UDIN: F006126H000203081

Place: Pune
Date: 27th April 2026
This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.

Annexure to the Secretarial Audit Report-

To,
The Members,
Fidel Softech Limited
Unit No. 202, 2nd Floor, Marisoft 3,
West Wing, Marigold Software IT Park,
Vadgaon Sheri, Pune 411014

Auditor's responsibility

Based on audit, my responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. I conducted the audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on audit.

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

3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.

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

Abhijit Dakhawe
Company Secretary
FCS # 6126, CP # 4474
PR No. 5690/2024
UDIN: F006126H000203081

Place: Pune
Date: 27th April 2026

Annexure IV

FORM NO. AOC.2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act 2013
and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered 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 or transactions not at arm's length basis**

   Fidel Softech Limited has not entered any contract /arrangement /transaction with its related parties which is not in ordinary course of business or at Arm's length during Financial Year 2025-26

2. **Details of contracts or arrangements or transactions at an arm's length basis –**

No.	Particulars	Details	Details
(a)	Name(s) of the related party and nature of relationship	**Fidel Technologies KK, Japan, Related Party under Section 2(76)(vi) of Companies Act, 2013**	**Fidel Consulting KK, Japan, Related Party under Section 2(76)(vi) of Companies Act, 2013**
(b)	Nature of Contracts/arrangements/ transactions	**Sale of Services**	**Sale of Services**
(c)	Duration of the contracts/ arrangements/ transactions	**On-going transactions**	**On-going transactions**
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	**As per Purchase order/Agreement**	**As per Purchase order/ Agreement**
(e)	Date(s) of approval by the Board, if any	**All the transaction are in the ordinary course of business and are at arm length basis.**	**All the transaction are in the ordinary course of business and are at arm length basis.**
(f)	Amount paid as advances, if any	**Nil**	**Nil**

For and behalf of the Board of Directors
Of Fidel Softech Limited

Sunil Kulkarni
Chairman & Executive Director
DIN (00752937)
Flat No. 6, Senovar Apartment, Lane No. 5,
Anand Park, Aundh, Pune – 411 007,

Date: April 27, 2026
Place : Pune, India

Annexure V

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

Pursuant to the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, the particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo are as follows:

A. Conservation of Energy

The Company's operations are primarily knowledge and technology-driven and, therefore, are not energy intensive. Nevertheless, the Company is committed to minimizing its environmental footprint by promoting efficient use of energy and adopting sustainable business practices.

During the year, the Company undertook the following initiatives:

- Continued use of energy-efficient IT equipment, including laptops, desktops, servers and networking devices.
- Installation and use of LED lighting and energy-efficient electrical fixtures across office premises.
- Adoption of digital workflows, electronic documentation and paperless processes to reduce resource consumption.
- Encouragement of virtual meetings and hybrid working practices, thereby reducing travel-related energy consumption.
- Regular monitoring and maintenance of IT infrastructure and office facilities to ensure optimal energy utilization.
- Implementation of power management features on computing devices and other office equipment.

These measures have helped the Company improve operational efficiency while supporting its sustainability objectives.

B. Technology Absorption

The Company continues to leverage emerging technologies to strengthen its service offerings, operational efficiency and information security.

(i) Efforts made towards technology absorption

- Adoption of cloud-based infrastructure and modern software development tools.
- Continuous enhancement of cybersecurity systems, data protection mechanisms and IT governance practices.
- Automation of business processes to improve operational efficiency and service quality.
- Regular upgradation of enterprise applications and digital collaboration platforms.
- Continuous investment in employee training and capability development on emerging technologies.

(ii) Benefits derived

The above initiatives have resulted in:

- Improved operational efficiency and productivity.
- Enhanced quality and reliability of services.
- Strengthened cybersecurity and data privacy framework.
- Better customer experience through technology-enabled service delivery.
- Improved scalability and business continuity.

(iii) Information regarding imported technology

The Company has not imported any technology during the financial year requiring disclosure under Rule 8(3) of the Companies (Accounts) Rules, 2014.

(iv) Expenditure incurred on Research and Development

The Company continues to invest in innovation, product enhancement and process improvement as part of its normal business operations. However, no separate expenditure on Research and Development requiring disclosure under the aforesaid Rules was incurred during the year.

Annexure VI

Annual Report on CSR Activities for Financial Year ended March 31, 2025

1. Brief outline on CSR Policy of the Company:

   Our commitments towards Corporate Social Responsibility include but not limited to, promotion of education and healthcare, energy and climate change, and betterment of the society through respect for universal human rights and the environment, acting with integrity and transparency. The policy and Projects can be accessed on the website of the Company https://www.fidelsoftech.com/corporate-policies/

   The Company has identified and considered areas of operations as per Schedule VII of the Companies Act, 2013 and is being spending accordingly

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of CSR Committee Meetings held	Number of Meetings attended by member during the year
1	Prachi Kulkarni	Chairperson	1	1
2	Sunil Kulkarni	Member	1	1
3	Girish Desai	Member	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company: https://www.fidelsoftech.com/corporate-policies/
4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. – **Not Applicable for the financial year under review.**
5. (a) Average net profit of the company as per section 135(5). **- INR 9,09,87,386 /-**

   (b) Two percent of average net profit of the company as per sub-section (5) of section 135: **INR 18,19,747.72 /-**

   (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years –NIL

   (d) Amount required to be set-off for the financial year, if any - NIL

   (e) Total CSR obligation for the financial year [(b)+(c)-(d)] - **INR 18,19,747.72 /-**
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) – INR 18,20,000/-

   (b) Amount spent in Administrative Overheads - NIL

   (c) Amount spent on Impact Assessment, if applicable - NIL

   (d) Total amount spent for the Financial Year [(a)+(b)+(c)] -. **INR 18,20,000 /-**

   (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
18,20,000/-	0	NA	NA	0	NA

7. (a) Details of Unspent CSR amount for the preceding three financial years: NA

Sr. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
NA							
	Total						

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

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
NA							

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

Sd/-
Prachi Kulkarni
DIN 03618459
(Managing Director).

Sd/-
Girish Desai
DIN 08328701
(Chairman CSR Committee).

Annexure VII

Disclosure as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014

1. The ratio of remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year ended March 31, 2026

As on March 31, 2026	**As on March 31, 2025**
Chairman & Executive Director: 3.99:1 Managing Director: 3.99:1 Non – Executive Directors: NA Median Remuneration is INR 9,00,960/-	Chairman & Executive Director: 3.99:1 Managing Director: 3.99:1 Non – Executive Directors: NA # Median Remuneration is INR 9,01,992/-

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year ended March 31, 2026

Name and Designation	**% Increase in the remuneration**	**The ratio of remuneration to the median remuneration of the employees**
Mr. Mandar Inamdar,	4.86%	6.69:1
Chief Financial Officer		
Mrs. Sneha Ratnaparkhi Company Secretary	13.8%	1.26:1

3. The percentage increase in the median remuneration of employees in the Financial Year March 31, 2024

As on March 31, 2026	**As on March 31, 2025**
1%	21%

3. The percentage increase in the median remuneration of employees in the Financial Year March 31, 2024

As on March 31, 2026	**As on March 31, 2025**
1%	21%

4. The number of permanent employees on the role of the Company:

As on March 31, 2026	**As on March 31, 2025**
222	204

5. Average percentiles increase already made in the salaries of the employees other than the managerial personnel in the financial year 2025-26 was 13.21%.
6. It is hereby affirmed that the remuneration paid during the year ended 31st March, 2026 is as per the Remuneration Policy of the Company.
7. There is nothing to report under Rule 5(2) of the Companies (Appointment & Remuneration) Rules, 2014

All the Non-Executive Directors were not paid any Remuneration except sitting fees in the Financial Year ended March 31, 2026

Details of Top Ten Employees of the Company will be provided to the Shareholder who makes a request for the same.

For and behalf of the Board of Directors
Of Fidel Softech Limited

Sunil Kulkarni
Chairman & Executive Director
DIN (00752937)
Flat No. 6, Senovar Apartment, Lane No. 5,
Anand Park, Aundh, Pune – 411 007,

Date: April 27, 2026
Place : Pune, India

INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS

To the Members of
Fidel Softech Limited
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the Standalone Financial Statements of Fidel Softech Limited ("the Company"), which comprises the Balance Sheet as at 31st March 2026, the Statement of Profit and Loss, Statement of Cash Flows for the year then ended and notes to the Standalone Financial Statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid the 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 Companies (Accounts) Rules, 2014 as amended ("Accounting Standards") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2026, and its profit and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

We have determined the matters described below to be the key audit matters to be communicated in our report.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Standalone Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Standalone Financial Statements.

Sr. No.	Key Audit Matter	How our audit addressed the key audit matter
1.	**Revenue Recognition** The Company has various streams of revenue with multiple types of customer contracts characterized by a large volume of transactions. Revenue recognition involves certain key judgments relating to identification of contracts with customers, determination of transaction price, achievement of milestones and completion of contracts. Due to multiple types of revenue contracts with large volume of transactions and judgment required by the management, this matter is considered as a key audit matter.	Our audit procedures included the following: • Assessed the appropriateness of the revenue recognition accounting policies and its compliances with applicable accounting standards. We selected samples from various types of customer contracts and tested the occurrence, completeness and measurement of those transactions by inspecting the underlying documents. • Performed testing for samples of revenue transactions recorded closer to the year-end by verifying underlying documents, to assess the accuracy of the period in which revenue was recognized also inspected relevant ledgers, purchase orders, agreements and other information that indicate the existence of related party relationships or transactions.

Sr. No.	Key Audit Matter	How our audit addressed the key audit matter
		• Assessed the appropriateness of accounting policies for unbilled revenue and their compliance with applicable accounting standards by testing samples of contracts and evaluating timing and measurement of revenue recognition. • Reviewed management's estimates and assumptions for recognizing unbilled revenue, including billing schedules and customer acceptance.
2.	**Transaction with Related Parties** Revenue from transactions with related parties, subsidiaries and others comprises around 28% (approximate) of revenues in FY 2025-26. Receivables and loans to related parties, subsidiaries and others comprise around 34% of total assets as on 31st March 2026. Due to large volume of transactions with related parties this matter is considered as a key audit matter.	• Evaluated the completeness, adequacy and appropriateness of disclosures made in the Standalone Financial Statements of transactions (related parties) in accordance with the requirements of AS. • Tested recoverability of loans, receivables and investments in related parties including management's basis of considering such amounts recoverable and checking the repayment of such balances over the year. • Obtained and read the personal guarantee provided by promoters of the Company in relation to loans and receivables from related party namely LinguaSol Private Limited. • Evaluated the design and tested operating effectiveness of the relevant internal financial controls to identify and disclose revenue of related parties and ensuring compliance with statutory requirements, assessing recoverability of the amount due from the related parties.

Information Other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Management and Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report, including annexures thereto, but does not include the Standalone Financial Statements and our auditor's report thereon.

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

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained 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.

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

The Company's Management and 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 Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these the Standalone 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 Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

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

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

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

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

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

   d) In our opinion, the aforesaid the Standalone 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) On the basis of the written representations received from the directors for the as on 31st March 2026 taken on record by the Board of Directors, none of the directors are disqualified for the as on 31st March 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) In our opinion, the managerial remuneration for the year ended 31st March 2026 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to 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”.** Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.

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

      i. The Company has no pending litigations which may have an impact on its financial position.

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

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

      iv. With respect to clause (e) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended:

         a. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) except those disclosed in the Note 43 in Notes to the standalone financial statements by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the 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, as disclosed in the Note 43 in Notes to the standalone financial statements, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“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 attention 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.

      v. The final dividend paid by the Company during the year ended 31st March 2026 in respect of the dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend. (Refer Note 44 to the Standalone Financial Statements). The Board of Directors has recommended a dividend of Rs. 2.25/- per share i.e. 22.50% of Face Value for FY 2025-26 in the Board meeting held on 27th April 2026.

vi. Based on our examination, which included test checks, the Company has used Tally Prime Edit Log accounting software for maintaining its books of account, which has a feature to record an audit trail (edit log) of transactions.

Further, where enabled, audit trail feature has operated for all relevant transactions recorded in the accounting software. Also, during the course of our audit, we did not come across any instance of audit trail feature being tampered with in respect of such accounting software. Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in respective years.

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration No.105215W/W100057

Anand Jog
Partner
Membership No.: 108177
UDIN: 26108177GLUMMK3105

Pune, April 27, 2026

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

The annexure referred to in paragraph 1 in Report on Other Legal and Regulatory Requirements of the Independent Auditors' Report to the members of the Company on the Standalone Financial Statements for the year ended 31st March 2026

We report that:

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

(B) The Company has maintained proper records showing full particulars of Intangible Assets.

(b) The Company has a program of physical verification of property, plant and equipment wherein all items of property, plant and equipment are verified once every year. Accordingly, such verification was carried out during the year in line with the fixed asset verification policy. No material discrepancies were noticed during such verification.

(c) As disclosed in Note 12 of Property, Plant and Equipment schedule in the financial statements the Company does not hold any immovable properties. Accordingly, Clause 3(i)(c) of the Order regarding title deeds of immovable properties is not applicable.

(d) According to the information and explanations given and represented to us by the management of the company, The Company has not revalued its Property, Plant and Equipment (PPE) & intangible assets during the year. Accordingly, Clause 3(i)(d) of the Order regarding Revaluation of PPE and intangible assets is not applicable.

(e) According to the information and explanations given and represented to us by the management of the company, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) (a) The Company is a service company, primarily engaged in content localization services, manpower staffing services and other related services. Accordingly, the Company does not hold any inventory. Thus, clause 3(ii)(a) of the Order is not applicable.

(b) During the year, the Company has been sanctioned working capital limits of ₹1.5 Crore from bank, which is less than limit prescribed of ₹ 5 crores under sub-clause 3(ii)(b). Hence, reporting under paragraph 3 (ii)(b) of the Order is not applicable.

(iii) (a) During the year, the Company has provided unsecured loans to companies (other entities). However, the Company has not provided any guarantee, security or advances in nature of loans to any other entity.

Particulars	Loans (₹ In Lakhs)
Aggregate amount provided during the year	
- Subsidiaries	1,552.96
- Joint Venture and Associates	-
- Others	-
Balance outstanding as at balance sheet date in respect of above cases	
- Subsidiaries	1688.05
- Joint Venture and Associates	-
- Others	-

(b) According to the information and explanations given and represented to us and based on the audit procedures conducted by us, in our opinion the terms and conditions of the grant of all loans provided are prima facie not prejudicial to the Company's interest.

(c) According to the information and explanations given and represented to us and based on the audit procedures conducted by us, in our opinion, in respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated in respect of loans granted to parties other than subsidiaries, and the repayments/receipts are regular as per the stipulated terms. In respect of loans granted to subsidiary companies, such loans are repayable on demand and accordingly, no schedule of repayment of principal and payment of interest has been stipulated; hence, reporting on the regularity of repayments/receipts is not applicable.

(d) According to the information and explanations given and represented to us and based on the audit procedures conducted by us, there are no amounts overdue for more than ninety days in respect of loans and advances in the nature of loans granted by the Company. In respect of loans granted to subsidiary companies which are repayable on demand, the terms do not stipulate any repayment schedule and therefore, the question of overdue amounts does not arise unless a demand for repayment has been made.

(e) According to the information and explanations given and represented to us and based on the audit procedures conducted by us, and based on our audit procedures, no loans or advances in the nature of loans granted by the Company which have fallen due during the year have been renewed or extended, nor have any fresh loans been granted to settle the over dues of existing loans given to the same parties.

(f) According to the information and explanations given and represented to us and based on the audit procedures conducted by us, and on the basis of our examination of the records of the Company, the Company has granted loans or advances in the nature of loan that are repayable on demand or without specifying any term or period of repayment to promoters and related parties as defined in clause (76) of section 2 of the Companies Act, 2013

Particulars	**All Parties**	Related Parties
Aggregate amount of loans/advances in the nature of loan.	-	-
- Repayable on demand (A)	1688.05	1688.05
- Agreement does not specify any terms or period of repayment (B)		-
Total (A+B)	**1688.05**	**1688.05**
Percentage of loans/advances in nature of loan to the total loans	86.17%	86.17%

(iv) According to the information and explanations given and represented to us and based on the audit procedures con ducted by us, on the basis of our examination of the records, in respect of investments made and loans, guarantees and security given by the Company, in our opinion the provisions of Section 185 and Section 186 of the Companies Act, 2013 in respect of loans, guarantees and securities, wherever applicable have been complied with.

(v) According to the information and explanations given and represented to us, the Company has not accepted any deposits from the public under Section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed thereunder. As informed and represented to us, no order has been passed by the Company Law Board or National Com pany Law Tribunal or Reserve Bank of India or any Court or any other Tribunals. Accordingly, reporting under paragraph 3(v) of the Order is not applicable.

(vi) According to the information and explanations given and represented to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Act, for any of the products and services ren dered by the company. Accordingly, reporting under paragraph 3(vi) of the Order is not applicable.

(vii) According to the information and explanations given and represented to us and on the basis of our examination of the records of the Company:

(a) The Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods and Services Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities, though there have been slight delays in deposit of certain statutory dues in few cases during the year. There were no undisputed amounts payable in respect of Employees' State Insurance, Income Tax, Goods and Services Tax, Customs Duty, Cess and other material statutory dues in arrears as at 31st March 2026 for a period of more than six months from the date they became payable except Tax Deducted at Source (TDS).

Name of the Statute	**Nature of the Dues**	**Amount (₹)**	**Period to which the amount relates**	**Due Date**	**Date of Pay-ment**	**Remarks**
Income Tax Act, 1961	Interest on Late Payment of TDS u/s 201(1A)	34,560	Q1 FY 2022-23	07-Aug-2022	NA	Outstanding on TRACES
Income Tax Act, 1961	Short Deduc-tion of TDS u/s 201(1)	7,820	Q1 FY 2022-23	07-Aug-2022	NA	Outstanding on TRACES
Income Tax Act, 1961	Late Filing Levy u/s 234E	4,370	Q2 FY 2022-23	31-Oct-2022	NA	Outstanding on TRACES
Income Tax Act, 1961	Short Deduction of TDS u/s 201(1)	1,370	Q2 FY 2022-23	31-Oct-2022	NA	Outstanding on TRACES

Name of the Statute	Nature of the Dues	Amount (₹)	Period to which the amount relates	Due Date	Date of Payment	Remarks
Income Tax Act, 1961	Short Payment of TDS u/s 201(1A)	600	Q3 FY 2022-23	31-Jan-2023	NA	Outstanding on TRACES
Income Tax Act, 1961	Late Filing Levy u/s 234E	200	Q3 FY 2022-23	31-Jan-2023	NA	Outstanding on TRACES
Income Tax Act, 1961	Additional Late Payment Interest u/s 201(1A)	1,480	Q1 FY 2023-24	07-Aug-2023	NA	Outstanding on TRACES
Income Tax Act, 1961	Short Deduction of TDS u/s 201(1)	12,260	Q4 FY 2023-24	31-May-2024	NA	Outstanding on TRACES
Income Tax Act, 1961	Short Deduction of TDS u/s 201(1)	16,390	Q4 FY 2024-25	31-May-2025	NA	Outstanding on TRACES

(b) There are no dues on account of Income Tax, Goods and service tax, Profession Tax, Provident Fund, Maharashtra Labour Welfare Fund, and any other material statutory dues as may be applicable, that have not been deposited on account of any dispute as on 31st March 2026.

(viii) According to the information and explanations given and represented to us, we have not come across any transactions, not recorded in the books of account, which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix) According to the information and explanations given and represented to us by the management:

(a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company is not declared as a wilful defaulter by any bank or financial institution or other lender.

(c) The term loans were applied for the purpose for which the loans were obtained.

(d) No funds raised on short term basis have been utilized for long term purposes.

(e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) The Company not has raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies

(x) According to the information and explanations given and represented to us:

(a) Moneys raised by way of initial public offer of the equity shares of the Company during the FY 22-23, have been, prima facie, applied by the Company during the year for the purposes for which they were raised. The unutilized portion has been invested in debt mutual funds and fixed deposits with scheduled bank.

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

(xi) Based upon the audit procedures performed for the purpose of reporting upon the true and fair view of the Standalone Financial Statements, to the best of our knowledge and according to the information and explanations given to us:

(a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

(b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, a report under Section 143(12) of the Act in Form ADT-4, as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting requirement of clause (xi)(b) of paragraph 3 of the Order is not applicable to the Company.

(c) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, no whistle-blower complaints have been received by the Company during the year.

(xii) According to the information and explanations given and represented to us, the Company is not a Nidhi Company. Accordingly, reporting under paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given and represented to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given and represented to us:

(a) The company has an internal audit system commensurate with the size and nature of its business.

(b) The reports of the Internal Auditors for the period under audit were considered during the course of our audit.

(xv) According to the information and explanations given and represented to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, reporting under paragraph 3(xv) of the Order is not applicable.

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

(a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under paragraph 3(xvi)(a) of the Order is not applicable.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Accordingly, reporting under paragraph 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under paragraph 3(xvi)(c) of the Order is not applicable.

(d) The Group does not have any CIC. Accordingly, reporting under paragraph 3(xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred any cash loss during the financial year ended on 31st March 2026 and the immediately preceding financial year. Accordingly, reporting under paragraph 3(xvii) of the Order is not applicable.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under paragraph 3(xviii) of the Order is not applicable.

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

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

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

(b) There are no unspent amounts with respect to ongoing projects that would be required to be transferred to a special account in compliance of provisions of Section 135(6) of the Act. Accordingly reporting under paragraph 3(xx) of the Order is not applicable.

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration No.105215W/W100057

Anand Jog
Partner
Membership No.: 108177
UDIN: 26108177GLUMMK3105

Pune, April 27, 2026

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

The annexure as referred to in paragraph 2(g) in Report on Other Legal and Regulatory Requirements of the Independent Auditors’ Report to the members of Fidel Softech Limited on the Standalone Financial Statements of even date

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

We have audited the internal financial controls over financial reporting of Fidel Softech Limited (“the Company”) as of 31st March 2026 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st 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.

Management and Board of Director’s responsibility for Internal Financial Controls

The Company’s management and Board of Directors 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. 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 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 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the Standalone 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

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration No.105215W/W100057

Anand Jog
Partner
Membership No.: 108177
UDIN: 26108177GLUMMK3105

Pune, April 27, 2026

Standalone Balance sheet as at 31st March 2026

(₹ in lakhs)

Particulars	Note No.	As at 31 March 2026	As at 31 March 2025
EQUITY AND LIABILITIES			
Shareholder's funds			
Share capital	3	1,375.06	1,375.06
Reserves and surplus	4	3,805.15	3,149.80
		5,180.21	**4,524.86**
Non-current liabilities			
Long-term borrowings	5	1,145.35	-
Long-term provisions	6	282.80	224.88
		1,428.15	**224.88**
Current liabilities			
Short-term borrowings	7	338.45	-
Trade payables	8		
Total outstanding dues of micro enterprises and small enterprises; and		6.28	11.35
Total outstanding dues of creditors other than micro and small enterprises		105.52	180.43
Other current liabilities	9	284.87	318.63
Short-term provisions	10	58.30	47.30
		793.42	**557.71**
Total		**7,401.78**	**5,307.45**
ASSETS			
Non-current assets			
Property, Plant and Equipment and Intangible assets	11		
Property, Plant and Equipment		11.80	14.08
Intangible assets		144.48	2.00
Non-current investments	12	725.04	42.86
Deferred tax assets (net)	13	85.30	74.53
Long-term loans and advances	14	1,879.02	252.09
Other non-current assets	15	125.87	108.70
		2,971.51	**494.25**
Current assets			
Current investments	16	2,104.90	2,186.95
Trade receivables	17	1,216.33	1,602.80
Cash and bank balances	18	838.42	768.61
Short-term loans and advances	19	199.19	251.78
Other current assets	20	71.43	3.06
		4,430.27	**4,813.20**
Total		**7,401.78**	**5,307.45**
Summary of material accounting policies	2		
Notes to the Financial Statements	3-53		

The notes referred to above form an integral part of the financial statements

For **Kirtane & Pandit LLP**
Chartered Accountants
FRN - 105215W/ W100057

Anand Jog
Partner
Membership No.: 108177
Place: Pune
Date: April 27, 2026

For and on behalf of the Board of Directors of
Fidel Softech Limited
CIN: L72200PN2004PLC020061

Sunil Kulkarni
Director
DIN: 00752937
Place: Pune
Date: April 27, 2026

Prachi Kulkarni
Director
DIN: 03618459
Place: Pune
Date: April 27, 2026

Mandar Inamdar
Chief Financial Officer

Place: Pune
Date: April 27, 2026

Sneha Ratnaparkhi
Company Secretary
ICSI M.No. : A42657
Place: Pune
Date: April 27, 2026

Standalone Statement of Profit and Loss for the year ended 31 March 2026

(₹ in lakhs)

Particulars	**Note No.**	**Year Ended 31 March 2026**	**Year Ended 31 March 2025**
Revenue			
Revenue from operations	21	4,899.35	5,480.54
Other income	22	234.83	98.20
Total Income		**5,134.18**	**5,578.74**
Expenses			
Cost of Services	23	1,314.21	1,656.89
Employee benefits expense	24	2,336.14	2,302.21
Finance costs	25	41.58	-
Depreciation and amortization expense	11	12.35	15.82
Other expenses	26	130.28	362.34
Total Expenses		3,834.56	4,337.26
Profit before exceptional items and tax		**1,299.62**	**1,241.48**
Exceptional items	45	38.78	-
Profit before tax		**1,260.84**	**1,241.48**
Tax expense			
Current tax		332.37	325.65
Short/ (Excess) provision of earlier years (net)		8.89	4.64
Deferred tax		-10.78	(15.10)
Profit for the year		**930.36**	**926.29**
Earnings per share (Face value of ₹10 each)			
Basic and diluted (₹)	27	6.77	6.74
Summary of material accounting policies	2		
Notes to the financial statements	3-53		

The notes referred to above form an integral part of the financial statements
As per our report of even date attached

For **Kirtane & Pandit LLP**
Chartered Accountants
FRN - 105215W/ W100057

Anand Jog
Partner
Membership No.: 108177
Place: Pune
Date: April 27, 2026

For and on behalf of the Board of Directors of
Fidel Softech Limited
CIN: L72200PN2004PLC020061

Sunil Kulkarni
Director
DIN: 00752937
Place: Pune
Date: April 27, 2026

Prachi Kulkarni
Director
DIN: 03618459
Place: Pune
Date: April 27, 2026

Mandar Inamdar
Chief Financial Officer

Place: Pune
Date: April 27, 2026

Sneha Ratnaparkhi
Company Secretary
ICSI M.No. : A42657
Place: Pune
Date: April 27, 2026

Statement of Standalone Cash Flow for the year ended March 31,2026

(₹ in lakhs)

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
Cash flow from operating activities		
Profit before tax	1,260.84	1,241.48
Adjustments for:		
Depreciation and amortisation expenses	12.35	15.82
Interest income	-89.57	-58.16
Loss / (profit) on sale of investments	-133.55	-3.88
Finance cost	41.58	-
Bad debt (Inclusive of Provision for doubtful debt)	-0.67	-4.33
Sundry balances written back	-	-0.71
	-169.86	-51.26
Operating (loss)/profit before working capital changes	**1,090.98**	**1,190.22**
Adjustment for changes in working capital		
Decrease/(Increase) in Trade receivables	387.14	-393.32
Decrease/(Increase) in Short-term loans and advances	31.02	253.90
Decrease/(Increase) in Other current assets	-62.52	32.60
Increase/(Decrease) in Long-term provisions	57.92	54.55
Increase/(Decrease) in Trade payables	-79.99	26.26
Increase/(Decrease) in Other current liabilities	-33.77	32.44
Increase/(Decrease) in Short-term provisions	11.00	17.66
		-
Cash (used in) operations	1,401.78	1,214.31
Income tax paid	**-319.62**	**-307.97**
Net cash (used in)/generated from operating activities (A)	1,082.16	906.34
Cash flow from investing activities		
Purchase of tangible fixed assets	-152.54	-13.73
Interest received on bank deposits	27.54	32.20
Proceeds from sale/(purchase) of investments	82.05	-619.62
Proceeds from sale/(purchase) of Non-current investments	-682.19	-42.86
Proceeds from sale/(purchase) of Non-current Deposits	-17.17	218.89
(Increase)/Decrease in Current deposits	-102.32	-49.11
(Increase)/Decrease in Loans given	-1,626.93	46.17
Interest received on intercorporate loans	56.11	36.32
Profit earned on sale of investments	133.55	3.88
Net cash (used in)/generated from investing activities (B)	**-2,281.90**	**-387.86**

(Contd.)

Statement of Standalone Cash Flow for the year ended March 31, 2026 (Contd.)

(₹ in lakhs)

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
Cash flow from financing activties		
Increase/(Repayment) of borrowings	1,483.80	-
Finance cost	-41.58	-
Dividend paid	-275.01	-151.26
Net cash (used in)/generated from financing activities (C)	**1,167.21**	**-151.26**
Net (decrease)/increase in cash and cash equivalents (D=A+B+C)	-32.53	367.22
Cash and cash equivalents:		
At the beginning of the year	666.40	299.14
At the end of the year	633.87	666.40
Cash & cash equivalents breakup:		
Cash on hand	0.94	0.81
Balances with banks	632.93	665.57

The above Statement of Cash flows has been prepared under the 'Indirect Method' as set out in AS3, 'Statement of Cash Flows'.

As per our report of even date attached

For **Kirtane & Pandit LLP**
Chartered Accountants
FRN - 105215W/ W100057

Anand Jog
Partner
Membership No.: 108177
Place: Pune
Date: April 27, 2026

For and on behalf of the Board of Directors of
Fidel Softech Limited
CIN: L72200PN2004PLC020061

Sunil Kulkarni
Director
DIN: 00752937
Place: Pune
Date: April 27, 2026

Prachi Kulkarni
Director
DIN: 03618459
Place: Pune
Date: April 27, 2026

Mandar Inamdar
Chief Financial Officer

Place: Pune
Date: April 27, 2026

Sneha Ratnaparkhi
Company Secretary
ICSI M.No. : A42657
Place: Pune
Date: April 27, 2026

Notes to the financial statements (continued)

1. **Corporate Information**

   Fidel Softech Private Limited was incorporated on 24th December 2004. It is classified as Non-govt company and is registered at Registrar of Companies, Pune. The Company is involved in implementing innovative technology solutions & services with local language delivery & support. It specializes in language engineering, enterprise product services & cloud infrastructure services. Fidel Softech Private Limited was converted to Public Limited Company on 13th April 2022, now named as Fidel Softech Limited. It was listed on SME Platform of National Stock Exchange of India Ltd. (NSE EMERGE) on 10th June 2022.

2. **Summary of material accounting policies**

   a) Basis of preparation

   The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention.

   b) Use of Estimates

   The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

   c) (i) Property, Plant and Equipment

   Fixed assets are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses.

   (ii) Depreciation

   Depreciation on tangible fixed assets has been provided on the written down value method as per the useful life prescribed in Schedule II to the Companies Act, 2013

   The useful lives are reviewed by the management at each financial year-end and revised, if appropriate. In case of a revision, the unamortized depreciable amount is charged over the revised remaining useful life.

   Property, Plant and Equipment are eliminated from the financial statements on disposal or when no further benefits are expected from their use and disposal.

Type of asset	Useful Lives
Computers & Peripherals	3 years
Computers on Lease	Lease term
Office Equipments	5 years

   d) (i) Intangible Fixed Assets

   Intangible fixed assets that are acquired by the Company i.e. Software are measured initially at cost. After initial recognition, intangible assets are carried at cost less any accumulated amortization and impairment loss, if any. Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it relates.

   Product development costs are recognized as intangible fixed assets, when feasibility has been established, the Company has committed technical, financial and other resources to complete the development and it is probable that the asset will generate probable future economic benefits.

Notes to the financial statements (continued)

(ii) Amortization

Amortization method and useful lives are reviewed at each reporting date. If the useful life of an asset is estimated to be significantly different from the previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern.

e) Impairment of Assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

f) Revenue Recognition

(i) Revenue from Localisation and Consulting projects:

Revenues from customer contracts are considered for recognition and measurement when the contract has been approved in writing by the parties to the contract, the parties to the contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. Revenue is recognized upon transfer of control of promised products or services ("performance obligations") to customers in an amount that reflects the consideration the Company has received or expects to receive in exchange for these products or services ("transaction price"). When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved.

Revenue with respect to time and-material contracts is recognized over the period of time as the related services are performed.

Revenue with respect to fixed price contracts where performance obligation is transferred over time and where there is no uncertainty as to measurability or collection of consideration is recognized in accordance with the completion of milestones defined in customer contracts or based on proportionate performance method. In case of short term contracts, such revenue is recognised using completed contract method.

(ii). Interest Income

Interest Income is recognised on time proportion basis taking into account the amounts invested and the rate of interest.

g) Foreign currency transactions

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Foreign currency monetary items (other than derivative contracts) of the Company, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost.

Exchange differences arising on settlement / restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

h) (i) Employee benefits

1) Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, and short term compensated absences etc. and the expected cost of bonus, ex-gratia are recognized in the period in which the employee renders the related service.

Notes to the financial statements (continued)

(ii) Post Employment Benefits

(1) Defined Contribution Plans: The Company's state governed provident fund scheme is defined contribution plans. The contribution paid/payable under the scheme is recognized during the period in which the employee renders the related service

(2) Defined Benefit Plans: The employees' have gratuity scheme in accordance with the Payment of Gratuity Act, 1972 and is a defined benefit plan. The present value of the obligation under such defined benefit plans is determined based on actuarial valuation carried as at Balance Sheet date using the Projected Unit Credit Method which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date having maturity periods approximating to the terms of related obligations. Actuarial gain and losses are recognized immediately in the profit & loss account.

(iii) Long Term Employee Benefits

The obligation for long term employee benefits such as long term compensated absences is recognized in the same manner as in the case of defined benefit plans as mentioned in note above.

i) Taxes on Income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

j) (i) Operating Leases

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss over the lease term.

(ii) Finance Leases

The lower of the fair value of the assets and present value of the minimum lease rentals is capitalised as Fixed Assets with corresponding amount disclosed as lease liability. The principal component in the lease rental is adjusted against the lease liability and the interest component is charged to Profit and Loss Statement.

k) Investments

Investments that are readily realizable and intended to be held for not more than a year from the date of the acquisition are classified as current investments. All other investments are classified as long-term investments. However, that portion of long-term investments which is expected to be realized within 12 months after the reporting date is also presented under 'current investment' as current portion of long term investments in consonance with the current/non-current classification scheme of Schedule II of Act. Long-term investments are valued at cost less any other-than-temporary diminution in value, determined separately for each individual investment.

Current investments are valued at lower of cost and fair value. The comparison of cost and fair value is done separately

Notes to the financial statements (continued)

in respect of each category of investments. Any reduction in the carrying amount and any reversal of such reduction is charged or credited to the Statement of Profit and Loss.

l) Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

m) Cash flow statement

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

n) Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

o) Earnings per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year..

p) Operating Cycle:

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current. As a result, current assets comprise elements that are expected to be realised within 12 months after the reporting date and current liabilities comprise elements that are due for settlement within 12 months after the reporting date.

q) Segment Reporting:

The Company is operating only in one segment, namely Language Technology Services and Consultancy Services. As a part of secondary reporting geographical segments are considered based on the location of customer. The Company operates in two geographical segments viz in India and outside India.

The accounting policies adopted for segment reporting are in line with the Accounting Standard 17 with the following additional policies for segment reporting:

(i) Revenue have been identified to segments on the basis of their relationship to the operating activities of the segment

(ii) Segment assets include those directly identifiable with the respective segments based on location of assets .

Unallocable assets represent the assets that relate to the Company as a whole and not allocable to any segment.

Notes to the financial statements (continued)

3. Share Capital

(₹ in lakhs)

Particulars	As at 31 March 2026		As at 31 March 2025	
	Number of shares	Amount	Number of shares	Amount
Authorised				
Equity shares of face value ₹10/- each	20,000,000	2,000.00	20,000,000	2,000.00
	20,000,000	**2,000**	20,000,000	2,000.00
Issued, Subscribed and Paid up				
Equity shares of face value of ₹10/- each fully paid up	13,750,560	1,375.06	13,750,560	1,375.06
Total	**13,750,560**	**1,375.06**	**13,750,560**	**1,375.06**

3.1 Reconciliation of shares outstanding

Particulars	As at 31st March 2026		As at 31 March 2025	
	Number of shares	Amount	Number of shares	Amount
Equity Shares				
At the commencement and at the end of the year	13,750,560	1,375.06	13,750,560	1,375.06
Bonus Shares Issued during the year	-	-	-	-
Equity Shares Issued during the year	-	-	-	-
At the end of the year	**13,750,560**	**1,375.06**	13,750,560	1,375.06

3.2 Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time.

The voting rights of an equity share holder

a) On show of hands, every member present in person shall have one vote;

b) On a poll,the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid Failure to pay any amount called up on shares may lead to forfeiture of the shares.

On winding up of the Company, the holders of equity shares will be entitled to whole or any part of the assets of the company, whether they shall consist of the property of the same kind or not.

3.3 Particulars of shareholders holding more than 5% shares is set out below:

Name of the shareholder	As at 31st March 2026		As at 31st March 2025	
	Number of shares	% held	Number of shares	% held
Equity Shares				
Sunil Sudhakar Kulkarni	7,637,996	55.55%	7,626,996	55.47%
Prachi Sunil Kulkarni	2,408,000	17.51%	2,407,000	17.50%

Equity share movement during five years preceeding 31st March 2026

A) Equity shares issued as bonus in FY2021-22

The Company allotted 98,49,996 equity shares as fully paid up bonus shares by capitalisation of profits transferred from retained earnings amounting to ₹ 9,84,99,960, pursuant to an ordinary resolution passed after taking the consent of shareholders through postal ballot.

B) Equity shares after listing on National Stock Exchange in FY2022-23

The Company was listed on National Stock Exchange (NSE) during FY 2022-23 and issued 36,48,000 equity shares amounting to ₹ 3,64,80,000.

Notes to the financial statements (continued)

3.4 Shares held by promoters at the end of the year

Name of the promoter	**As at 31st March 2026**			As at 31 March 2025		
	Number of shares	**% held**	**% change in shareholding**	Number of shares	% held	% change in shareholding
Sunil Sudhakar Kulkarni	7,637,996	55.55%	**0.08%**	7,626,996	55.47%	0.20%
Prachi Sunil Kulkarni	2,408,000	17.51%	**0.01%**	2,407,000	17.50%	0.01%

4. Reserves and surplus

(₹ in lakhs)

Particulars	**As at 31 March 2026**	As at 31 March 2025
Capital reserve		
At the commencement of the year	-	-
Capital Reserve on acquisition of undertaking under business transfer agreement	-	-
	-	-
Balance in the Statement of Profit and Loss		
At the commencement of the year	3,149.80	2,374.77
Add: Profit/Loss for the year	930.36	926.29
Less: Dividend Paid during the year	-275.01	-151.26
Balance in the statement of Profit and Loss	3,805.15	3,149.80
Total	**3,805.15**	**3,149.80**

5. Long term Borrowings

(₹ in lakhs)

Particulars	**As at 31 March 2026**	As at 31 March 2025
Secured Term Loan		
(Secured against Mutual Fund investment - Lien Marked Mutual Fund)		
1) Loan Account No. 1785FC0500000014 , ROI 3.65%, FCTL JPY Loan,		
Start Date -01st July 2025 , End Date 01st July 2030	441.35	-
2) Loan Account No. 1785FC0500000015, ROI 3.65%, FCTL JPY Loan,		
Start Date -01st Sept. 2025 , End Date 01st Aug 2030	704.00	-
Total	**1,145.35**	**-**

6. Long-term provisions

(₹ in lakhs)

Particulars	**As at 31 March 2026**	As at 31 March 2025
Provision for employee benefits		
Compensated absences (Refer note 32)	54.61	44.38
Gratuity (Refer note 32)	228.19	180.50
Total	**282.80**	**224.88**

Notes to the financial statements (continued)

7. Short-term Borrowings

(₹ in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Secured		
(Secured against Mutual Fund investment -Lien Marked Mutual Fund)		
Current maturities of long-term borrowings		
1) Loan Account No. 1785FC0500000014 , ROI 3.65%, FCTL JPY Loan, Start Date -01st July 2025 , End Date- 01st July 2030	132.40	-
2) Loan Account No. 1785FC0500000015, ROI 3.65%, FCTL JPY Loan, Start Date -01st Sept. 2025, End date - 01st Aug 2030	206.05	-
Total	**338.45**	**-**

8. Trade payables

(₹ in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Total Outstanding dues of micro and small enterprises	6.28	11.35
Total Outstanding dues of creditors other than micro and small enterprises	105.52	180.43
Total	**111.80**	**191.78**

Trade Payable Ageing Schedule for the Financial Year 2025-26

Particulars	Unbilled Payables	Not Due	Outstanding for following periods from due date of payment as on 31st March 2026				
			Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	-	6.28	-	-	-	-	6.28
Others	-	104.31	0.36	0.85			105.52
Disputed dues - MSME	-	-	-	-	-	-	-
Disputed dues - Other	-	-	-	-	-	-	-
Total :	**-**	**110.58**	**0.36**	**0.85**	**-**	**-**	**111.79**

Trade Payable Aging Schedule for the Financial Year 2024-25

Particulars	Unbilled Payables	Not Due	Outstanding for following periods from due date of payment as on 31st March 2025				
			Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	-	11.35	-	-	-	-	11.35
Others	-	173.20	3.75	3.19	0.23	0.05	180.43
Disputed dues - MSME	-	-	-	-	-	-	-
Disputed dues - Other	-	-	-	-	-	-	-
Total :	**-**	**184.55**	**3.75**	**3.19**	**0.23**	**0.05**	**191.78**

Notes to the financial statements (continued)

Compliance with Micro, Small and Medium Enterprises Development Act, 2006

The Company had requested confirmation from all the creditors regarding their status under the Micro, Small, and Medium Enterprises Development Act, 2006. As per the replies received from the creditors, provision for interest that may be payable (in accordance with the provisions of the Micro, Small, and Medium Enterprises Development Act, 2006) on delayed payments to its micro or small suppliers is recorded.

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at 31 March 2026	As at 31 March 2025
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	6.28	11.35
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

9. Other current liabilities

(₹ in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Finance Lease	-	-
Statutory dues payable:	38.60	48.67
Employee Dues Payable	176.89	145.53
Dividend Payable	3.28	1.50
Advance from Customers	0.01	1.80
Interest Payable for MSME Vendors	-	-
Provision for other expenses	66.02	119.65
Other Liabilities	0.07	1.48
Total	**284.87**	**318.63**

10. Short-term provisions

(₹ in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Provision for employee benefits:		
Compensated absences (Refer note 32)	15.53	12.44
Gratuity (Refer note 32)	41.93	34.86
Others:		
Provision for income tax (Net of Advance tax)	0.84	-
Total	**58.30**	**47.30**

11. Property, Plant and Equipment and Intangible assets

Sr. No.	Particulars	Gross Block				Accumulated Depreciation (Depreciation as per Written Down Value method)					Net Block	
		Gross carrying Value as on 1st April 2025	Additions/ Adjustments	Deletions/ Transfer/ Adjustments	Gross carrying Value as on 31st March 2026	Balance as at 1st April 2025	Depreciation charge for the year	Impairment loss	Deletions/ Transfer/ Adjustment	Balance as at 31st March 2026	Net carrying value as at 31st March 2026	Net carrying Value as at 31st March 2025
(1)	Property, Plant and Equipment:											
	Computers & Peripherals	99.02	3.41	-	102.43	85.62	6.54	-	-	92.16	10.27	13.40
	Computers on Lease	33.79	-	-	33.79	33.79	-	-	-	33.79	-	-
	Office & Other Equipments	4.70	1.18	-	5.88	4.01	0.34	-	-	4.35	1.53	0.68
(2)	Intangible assets:											
	Software - Licences	25.39	-	-	25.39	23.39	1.12	-	-	24.52	0.88	2.00
	In House - Internally Generated Assets	-	147.95		147.95	-	4.35			4.35	143.60	-
	Total	162.89	152.54	-	315.44	146.81	12.35	-	-	159.16	156.27	16.08

Sr. No.	Particulars	Gross Block				Accumulated Depreciation (Depreciation as per Written Down Value method)					Net Block	
		Gross carrying Value as on 1st April 2024	Additions/ Adjustments	Deletions/ Transfer/ Adjustments	Gross carrying Value as on 31st March 2025	Balance as at 1st April 2024	Depreciation charge for the year	Impairment loss	Deletions/ Transfer/ Adjustment	Balance as at 31st March 2025	Net carrying value as at 31st March 2025	Net carrying Value as at 31st March 2024
(1)	**Property, Plant and Equipment:**											
	Computers & Peripherals	85.29	13.73	-	99.02	73.67	**11.95**	**-**	**-**	**85.62**	**13.40**	**11.62**
	Computers on Lease	33.79	-	-	33.79	33.79	**-**	**-**	**-**	**33.79**	**-**	**-**
	Office & Other Equipments	4.70	-	-	4.70	3.56	**0.45**	**-**	**-**	**4.01**	**0.68**	**1.14**
(2)	**Intangible assets:**											
	Software - Licences	**25.39**	**-**	**-**	**25.39**	**19.97**	**3.42**	**-**	**-**	**23.39**	**2.00**	**5.42**
	Total	**149.17**	**13.73**	**-**	**162.89**	**130.99**	**15.82**	**-**	**-**	**146.81**	**16.08**	**18.18**

Notes:

a) The Company does not hold any benami property under the Benami Transactions (Prohibition) Act, 1988 and no proceeding has been initiated or is pending against the Company for holding any benami property.

b) Company has not revalued any property, plant and equipment as well as intangible assets during the year.

c) During the quarter ended 31st March 2026, the Company incurred expenditure amounting to ₹1.48 Crores towards development of technological products. Considering that the projects had achieved technical feasibility and commercial development had commenced during the period, the management has assessed that the recognition criteria prescribed under AS 26 – Intangible Assets have been satisfied. Accordingly, the said expenditure has been capitalized as intangible assets in the books of account.

Notes to the financial statements (continued)

12. Non-current investments

(₹ in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Non Current Investments		
Investments in Equity Instruments (unquoted)		
Fidel Soft Inc (5 Million Shares of face value of USD 0.01 each)	42.86	42.86
Fidel Technologies KK (388 Fully Paid Shares with Face Value of 1,00,000 JPY)	682.19	-
Total	**725.04**	**42.86**

The Company has complied with the number of Layers prescribed under clause (87) of Sec 2 of the Act read with The Companies (Restriction on number of layers) Rules, 2017.

13. Deferred tax liabilities/assets

(₹ in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Deferred Tax Asset on		
Depreciation	-0.33	5.86
Provision for Employee benefits	85.63	68.50
Other Disallowances	-	0.17
Deferred tax (liability)/asset [Net]	**85.30**	**74.53**

14. Long-term loans and advances

(₹ in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
(Unsecured and considered good unless otherwise stated)		
Loan to LinguaSol Private Limited bearing interest @ 7% p.a.		
compounded annually (Refer Note 42)	190.97	252.09
Loan to Fidel Soft Inc bearing interest @ 4% p.a. compounded annually (Refer Note 42)	1,688.05	-
Total	**1,879.02**	**252.09**

15. Other non-current assets

(₹ in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Secured, considered good:		
Bank deposits more than 12 months:		
Other Deposits in Bank	78.38	63.60
Other Deposits	47.49	45.10
Total	**125.87**	**108.70**

Notes to the financial statements (continued)

16. Current investments

(₹ in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Mutual Funds (Refer Note 35)	2,104.90	2,186.95
Total	**2,104.90**	**2,186.95**

17. Trade receivables

(₹ in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Unsecured		
Undisputed -		
Considered good	1,216.33	1,602.80
Considered doubtful	-	0.67
Less: Provision for doubtful debts	-	(0.67)
Disputed -		
Considered good	-	-
Considered doubtful	-	-
Less: Provision for doubtful debts	-	-
Total	**1,216.33**	**1,602.80**

Trade Receivable Aging Schedule for FY 2025-26

(₹ in lakhs)

Trade Receivable	Unbilled Receivables	Not Due	Outstanding for followign periods from due date of Payment					
			Less than 6 Months	6 Months to 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
Considered Good								
Undisputed	60.53	790.73	335.02	1.20	5.45	1.27	82.67	1,216.33
Disputed	-	-	-	-	-	-	-	-
Sub Total (i)	**60.53**	**790.73**	**335.02**	**1.20**	**5.45**	**1.27**	**82.67**	**1,216.33**
Considered doubtful								
Undisputed	-	-	-	-	-	-	-	-
Disputed	-	-	-	-	-	-	-	-
Sub Total (ii)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Less: Provision for Doubtful Debts	-	-	-	-	-	-	-	-
Sub Total (iii)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total (i+ii+iii)	**60.53**	**790.73**	**335.02**	**1.20**	**5.45**	**1.27**	**82.67**	**1,216.33**

Notes to the financial statements (continued)

Trade Receivable Aging Schedule for FY 2024-25

(₹ in lakhs)

Trade Receivable	Unbilled Receivables	Not Due	Outstanding for followign periods from due date of Payment					
			Less than 6 Months	6 Months to 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
Considered Good								
Undisputed	1.40	1,169.46	246.67	29.68	63.35	64.42	29.22	1,602.80
Disputed	-							-
Sub Total (i)	**1.40**	**1,169.46**	**246.67**	**29.68**	**63.35**	**64.42**	**29.22**	**1,602.80**
Considered doubtful								
Undisputed	-	-	-	-	0.67	-	-	0.67
Disputed	**-**	**-**	**-**	**-**				**-**
Sub Total (ii)	-	-	-	-	0.67	-	-	0.67
Less: Provision for Doubtful Debts	**-**	**-**		**-**	**-0.67**	**-**		**-0.67**
Sub Total (iii)	**-**	**-**	**-**	**-**	**-0.67**	**-**	**-**	**-0.67**
Total (i+ii+iii)	**1.40**	**1,169.46**	**246.67**	**29.68**	**63.35**	**64.42**	**29.22**	**1,602.80**

18. Cash and bank balances

(₹ in lakhs)

Particulars	**As at 31 March 2026**	As at 31 March 2025
Cash and cash equivalents		
Cash on hand	0.94	0.82
Balances with banks		
- on current accounts	344.39	356.52
-bank deposits with remaining maturity less than three months	285.26	307.55
-dividend accounts	3.28	1.50
(A) Subtotal	**633.87**	**666.39**
Other bank balances		
-bank deposits with remaining maturity more than three months and less than twelve months.	**204.55**	102.22
(B) Subtotal	204.55	102.22
Total (A+B)	**838.42**	**768.61**

Details of bank balances/deposits	**As at 31 March 2026**	As at 31 March 2025
Bank balances available on demand/deposits with remaining maturity of 3 months or less included under 'Cash and cash equivalents'.	629.65	664.07
Bank deposits due to mature within 12 months of the reporting date included under 'Other bank balances'.	204.55	102.22
Bank deposits due to mature after 12 months of the reporting date included under ‘Other non current assets’	78.38	63.60
Total	**912.57**	**829.89**

Notes to the financial statements (continued)

19. Short-term loans and advances

(₹ in lakhs)

Particulars	**As at 31 March 2026**	As at 31 March 2025
(Unsecured, considered good unless otherwise stated)		
Balance with Government Authorities		
GST Authorities	70.20	111.94
Prepaid expenses	43.37	32.38
Advance income tax and tax deducted at source (net of provisions)	-	21.56
Loan to LinguaSol Pvt.Ltd. (Refer Note 42) (Unsecured and considered good unless otherwise stated)	80.00	80.00
Other Deposits	5.62	5.90
Total	**199.19**	**251.78**

20. Other current assets

(₹ in lakhs)

Particulars	**As at 31 March 2026**	As at 31 March 2025
(Unsecured, considered good unless otherwise stated)		
Unbilled revenue	60.53	1.40
Advances to Employees	3.39	1.03
Advances to Suppliers	1.66	0.63
Interest accrued on Fixed Deposit	5.85	-
Total	**71.43**	**3.06**

21. Revenue from operations

(₹ in lakhs)

Particulars	**Year Ended 31 March 2026**	Year Ended 31 March 2025
Domestic Sales & Services	482.47	**283.23**
Export Sales & Services	4,416.88	**5,197.31**
Total	**4,899.35**	5,480.54

Notes to the financial statements (continued)

22. Other income

(₹ in lakhs)

Particulars	Year Ended 31 March 2026	Year Ended 31 March 2025
Interest on Deposits	33.39	31.38
Interest on Loan to Related Parties	56.11	24.98
Short Term Capital Gain	31.30	3.04
Miscellaneous Income	11.71	36.17
Interest Received on Income Tax Refund	0.08	1.79
Long Term Capital Gain	102.25	0.84
Total	**234.83**	**98.20**

23. Cost of services

(₹ in lakhs)

Particulars	Year Ended 31 March 2026	Year Ended 31 March 2025
Broadband & Other Direct Expenses	50.57	40.50
Computer Rent	54.39	80.87
Office Rent	155.51	149.50
Professional Fees	1,053.73	1,386.02
Total	**1,314.21**	**1,656.89**

24. Employee benefit expenses

(₹ in lakhs)

Particulars	Year Ended 31 March 2026	Year Ended 31 March 2025
Salaries, allowances and bonus	2,163.13	2,134.74
Salaries, allowances and bonus - Directors	72.00	72.00
Contribution to Provident and other Funds (also refer Note 32)	65.19	61.13
Staff welfare expenses	35.82	34.34
Total	**2,336.14**	**2,302.21**

25. Finance costs

(₹ in lakhs)

Particulars	Year Ended 31 March 2026	Year Ended 31 March 2025
Interest on loan	36.58	-
Other processing costs	5.00	-
Total	**41.58**	**-**

Notes to the financial statements (continued)

25. Other expenses

(₹ in lakhs)

Particulars	**Year Ended 31 March 2026**	Year Ended 31 March 2025
Legal and professional fees	124.88	167.04
Director Sitting Fees	5.70	4.50
Travelling and Conveyance expenses	60.19	50.35
License Fees	21.19	20.87
Rates and taxes	25.82	8.67
Courier Charges	0.60	0.48
Insurance Charges	5.48	0.80
Bank Charges	4.57	4.96
Office Expenses	10.81	7.47
Miscellaneous Expenses	13.32	12.46
Advertising and Marketing Expense	36.11	25.32
Payment to auditors	10.44	9.18
Printing and Stationery	1.21	2.42
Brokerage and Commission	5.50	5.30
Bad Debts/ (Write back)	-0.67	-4.33
Prior Period Expense (Refer Note 37)	2.58	0.29
Foreign Exchange (Gain)/ Loss	-216.30	31.44
CSR Expenses	18.20	14.34
Telephone Expenses	0.64	0.78
Total	**130.28**	**362.34**

27 Earnings per share

(₹ in lakhs)

Particulars		**Year Ended 31 March 2026**	Year Ended 31 March 2025
Net profit for the year attributable to equity shareholders	A	930.36	926.29
Weighted average number of equity shares of face value of ₹ 10 each outstanding during the year	B	137,505,600	137,505,600
Basic and Diluted profit per equity share of face value ₹10 each (in INR)	(A/B)	**6.77**	**6.74**

Notes to the financial statements (continued)

28 Auditors' remuneration

(₹ in lakhs)

Particulars	Year Ended 31 March 2026	Year Ended 31 March 2025
Statutory audit	6.60	5.70
Tax audit	1.20	1.20
For Other Services	2.64	2.13
Out of Pocket Expenses	-	0.15
Total	**10.44**	**9.18**

29 Earnings in foreign currency (accrual basis)

(₹ in lakhs)

Particulars	Year Ended 31 March 2026	Year Ended 31 March 2025
Translation Services	2,870.71	3,482.86
Software Professional and Consulting	1,546.17	1,714.46
Total	**4,416.88**	**5,197.31**

30 Expenses in foreign currency (accrual basis)

(₹ in lakhs)

Particulars	Year Ended 31 March 2026	Year Ended 31 March 2025
Professional Fees	510.41	583.09
Licence Fees	21.61	21.76
Membership and Sponsorship Fees	5.45	5.41
Travelling spend	9.26	14.78
Marketing spend	0.13	0.65
Others	3.82	3.32
Total	**550.68**	**629.01**

Notes to the financial statements (continued)

31 Related Party Disclosures

(₹ in lakhs)

a) Key management personnel and persons exercising significant influence.

1 Prachi Kulkarni (Managing Director)
2 Sunil Kulkarni (Director)
3 Mandar Inamdar (Chief Financial Officer)
4 Sneha Ratnaparkhi (Company Secretary)

b) Subsidiaries and step down subsidiaries

1 Fidel Technologies KK (Japan) - 100% Wholly Owned Subsidiary (WOS)
2 Fidel Soft Inc (USA) - 100% Wholly Owned Subsidiary (WOS)
3 Techvine Consulting LLC (USA) - 100% Wholly Owned Subsidiary (WOS) of Fidel Soft Inc.
4 IM Corporation (Japan) - Majority Stake 83% by Fidel Technologies KK

c) Enterprises over which key management personnel exercise significant influence.

1 CoolPro International Private Limited
2 LinguaSol Private Limited
3 Fidel Consulting KK (Japan)

c) Disclosure of related party transactions:

(₹ in lakhs)

Sr. No.	Nature of transaction	**Year ended 31st March 2026**	Year ended 31st March 2025
1	**Fidel Consulting KK**		
	Export of Sevices	657.28	530.26
2	**Fidel Technologies KK**		
	Export of Services	483.1	926.23
	Reimbursement (Paid/Payable)/Receivable (net)	436.0	-474.51
3	**Linguasol Private Limited**		
	Loan to Linguasol - Repayment receipts	-80.00	-80.00
	Interest accrued during the year on loan	20.97	24.98
	Office Rent Expenses Paid	6.00	4.00
4	**CoolPro International Private Limited**		
	Domestic Professional Services	137.00	5.58
5	**Sunil Kulkarni**		
	Directors Remuneration	36.29	36.00
	Dividend Paid	152.54	83.60
6	**Prachi Kulkarni**		
	Directors Remuneration	36.69	36.00
	Dividend Paid	48.14	26.48
7	**Mandar Inamdar**		
	Remuneration	53.45	47.82
8	**Sneha Ratnaparkhi**		
	Remuneration	11.04	9.16
10	**Fidel Soft Inc**		
	Export of Services	77.49	10.28
	Loan Given	1,552.96	-
	Interest accrued during the year on loan	35.13	
11	**Investment in Fidel Technologies KK**	682.19	-
	(Payment made to promoter Mr. Sunil Kulkarni for acquisition of subsidiary)		
	Total	**4,346.35**	**1,185.88**

Notes to the financial statements (continued)

e) Amount due to/from related parties

(₹ in lakhs)

Sr. No.	Nature of transaction	Year ended 31st March 2026	Year ended 31st March 2025
1	**Receivables (Net)**		
	Linguasol Private Limited		
	Loan to Linguasol (including accrued interest)	270.96	332.09
	Trade Receivables -Software Professional Service, Underwriter Translation & Manpower Recruitment Services	82.67	93.65
	Fidel Consulting KK		
	Export of Sevices	97.15	138.39
	Fidel Technologies KK	-	0.00
	Export of services	239.87	482.54
	Coolpro International Pvt Ltd	-	0.00
	Software Professional Service	86.14	0.09
	Fidel Soft Inc	-	0.00
	Trade Receivables -Software Professional Service	65.42	10.28
	Loan Receivables from Fidel Soft Inc (including accrued interest)	1,688.05	0.00
	Total Receivable	**2,530.25**	**1,057.04**
2	**Payable (Net)**		
	Remuneration Payable to Prachi Kulkarni	2.39	2.36
	Remuneration Payable to Sunil Kulkarni	2.42	2.36
	Reimbursement Payable to Sunil Kulkarni	-	0.05
	Reimbursement Payable to Prachi Kulkarni	-	0.13
	Remuneration Payable to Sneha Ratnaparkhi	0.80	0.66
	Remuneration Payable to Mandar Inamdar	2.27	2.49
	Trade Payable to Fidel Technologies KK	22.69	35.77
	Total Payable	**30.57**	**43.82**
3	**Investment in Equity Shares**		
	FidelSoft Inc	42.86	42.86
	Fidel Technologies KK	682.19	-
	Total	**725.04**	**42.86**

32 Employee benefits

b) Defined contribution plans

The Company has recognized ₹ 63,81,522 (2024-25: ₹ 60,11,191) towards provident fund, ₹ 26,100 (2024-25: ₹ 25,050) towards labour welfare fund and ₹ 1,11, 755 (2024-2025 : ₹ 76,929) towards employee state insurance in the Statement of Profit and Loss.

c) Defined benefit plans

Gratuity:

In accordance with the Payment of Gratuity Act, 1972, the Company is required to provide post employment benefit to its employees in the form of gratuity.

The disclosures relating to actuarial assumptions in accordance with AS 15 (Revised) are provided below:

Notes to the financial statements (continued)

Particulars	31-Mar-26	31-Mar-25
Mortality table	IALM(2012-14) ult	IALM(2012-14) ult
Discount rate	6.90%	6.60%
Rate of increase in compensation levels	10%	10%
Expected average remaining working lives of employees (in years)	4.81	4.84
Retirement Age	**60 years**	60 years
Withdrawal Rate		
Age upto 30 years	20%	20%
Age 31 - 40 years	20%	20%
Age 41 - 50 years	20%	20%
Age above 50 years	20%	20%

The plan has not been funded as on the valuation date.

Discount rate

The discount rate is based on the prevailing market yields on Government bonds as at the Balance Sheet date for the estimated terms of the obligations.

Salary escalation

The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

Methodology

Projected unit credit method (PUC) is used to assess the present value of obligation and the related current service cost and interest cost.

Table Showing Change in the Present Value of Projected Benefit Obligation	31-Mar-26	31-Mar-25
Present Value of Benefit Obligation at the Beginning of the Period	215.36	157.04
Interest Cost	13.62	11.17
Past Service Cost	39.42	-
Service cost Curtailment	50.35	40.86
Actuarial (Gains)/Losses on Obligations	-30.53	10.19
Benefits Paid	-18.11	-3.90
Present Value of Benefit Obligation at the End of the Period	**270.11**	**215.36**

(₹ in lakhs)

Expenses Recognized in the Statement of Profit or Loss for Current Period	31-Mar-26	31-Mar-25
Current Service Cost	50.35	40.86
Net Interest Cost	13.62	11.17
Actuarial (Gains)/Losses	-30.53	10.19
Past Service Cost	30.30	-
Expenses Recognized in the Statement of Profit or Loss	**63.74**	**62.22**

Notes to the financial statements (continued)

(₹ in lakhs)

Balance Sheet Reconciliation	31-Mar-26	31-Mar-25
Opening Net Liability	-215.36	-157.04
Expense Recognized in Statement of Profit or Loss	-63.74	-62.22
Net Liability/(Asset) Transfer In	-	-
Net (Liability)/Asset Transfer Out	-	-
(Benefit Paid Directly by the Employer)	18.11	3.90
(Employer's Contribution)	-	-
Net Liability/(Asset) Recognized in the Balance Sheet	**-261.00**	-215.36

Leave Encashment:

Data Summary	31-Mar-26	31-Mar-25
Number of Employees	213	204
Total Salary (Leave Encashment)	97.31	73.54
Total Salary (Leave Availment)	210.85	190.56
Average Age	35.24	34.5
Average Past Service	3.84	3.74
Total Leave Days	**3,298**	3,207

(₹ in lakhs)

Valuation Results	31-Mar-26	31-Mar-25
Discontinuance Liability	64.31	49.93
Projected Benefit Obligation	70.14	56.82

(₹ in lakhs)

Current & Non-Current Liability	31-Mar-26	31-Mar-25
Funding Status	Unfunded	Unfunded
Fund Balance	N.A.	N.A.
Current Liability	15.53	12.44
Non-Current Liability	54.61	44.38

Valuation Assumptions	31-Mar-26	31-Mar-25
(i) Financial Assumptions		
Salary Escalation Rate		
For first year	00.00% p.a.	00.00% p.a.
For subsequent years	10.00% p.a.	10.00% p.a.
Discount Rate	6.90% p.a.	6.60% p.a.
	(Indicative G. Bonds referenced on 31-03-2026)	(Indicative G. Bonds referenced on 31-03-20254)
(ii) Demographic Assumptions		
Mortality Rate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate

Notes to the financial statements (continued)

33 Operating lease

(₹ in lakhs)

Particulars	31 March 2026 Amount	31 March 2025 Amount
Lease payment debited to Statement of Profit & Loss (Net of GST)	209.91	230.37

34 Foreign currency exposures outstanding at the year end

The following foreign currency receivables/payables balances are not covered by derivative instruments at the Balance Sheet date:

(Currency in Lakhs)

Particulars	Currency	Amount in foreign currency	Equivalent Amount in Indian Rupees	Amount in foreign currency	Equivalent Amount in Indian Rupees
		31-Mar-26	31-Mar-26	31-Mar-25	31-Mar-25
Trade Receivables	EUR	2.15	228.85	5.76	529.07
Trade Receivables	JPY	761.47	434.57	1,143.19	649.33
Trade Receivables	CNY	0.00	0.01	-	-
Trade Receivables	USD	3.38	312.86	2.21	190.03
Trade Payables	USD	0.00	0.44	0.05	4.97
Trade Payables	JPY	39.76	22.69	62.98	35.77
Trade Payables	CAD	0.04	2.78	0.05	2.86
Trade Payables	EUR	-	-	0.00	0.04
Loans	JPY	2,599.97	1,483.80	-	-

Notes to the financial statements (continued)

35 Investments

Investments in Mutual Funds

Quoted

Basis of Valuation: Cost or Net Realisable Value whichever is lower

(₹ in lakhs)

Sr. No.	Particulars	No of Units as on 31st March 2026	Per Unit value as on 31st March 2026 ₹	Market Value as on 31st March 2026	Book Value as on 31st March 2026	Market Value as on 31st March 2025	Book Value as on 31st March 2025
1	Aditya Birla Sun Life Banking and PSU Debt Fund Regular Plan Growth (Erstwhile Aditya Birla Sun Life Treasury Optimisier)	33,898	377.51	127.97	100.00	121.66	99.99
2	Aditya Birla Sun Life Savings Fund Growth	-	-	-	-	6.05	5.07
3	Axis Corporate Debt Fundgrowth (Erstwhile Axis Corporate Debt Opportunities)	428,439	17.64	75.60	58.83	71.46	58.83
4	DSP Bond Fund Retail Plan Growth	53,065	83.97	44.56	34.74	42.45	34.74
5	HDFC Corporate Bond Fund Regular Plan Normal Dividend (Erstwhile HDFC Corporate Bond Normal) - DP	-	-	-	-	-	-
6	HDFC Income Fund - Growth	277,601	58.27	161.75	129.99	158.96	129.99
7	HSBC Short Duration Fund Regular Plan Growth (Erstwhile HSBC Short Term Bond Fund - Regular Plan - Growth	-	-	-	-	120.74	100.00
8	ICICI Prudential All Seasons Bond Fund Growth (Erstwhile ICICI prudential long term)	-	-	-	-	238.91	205.08
9	ICICI Prudential Banking and PSU Debt Fund Growth	197	33.83	0.07	0.04	0.06	0.04
10	ICICI Prudential Short Term Fund Growth Option (Erstwhile Icici Prudential Short Term)	385,497	62.48	240.87	189.99	279.83	229.99
11	Kotak Balanced Advantage Fund Regular Plan Growth	-	-	-	-	-	-
12	Kotak Corporate Bond Fund Regular Plan Growth	-	-	-	-	116.57	95.45
13	Kotak Dynamic Bond Fund Regular Plan Growth (Erstwhile Kotak Flexi Debt Fund)	1,152,304	37.93	437.12	394.99	416.99	374.99
14	NIPPON INDIA Dynamic Bond Fund Growth Plan Growth Option	1,754,827	38.24	671.10	604.99	639.20	604.99
15	NIPPON INDIA Short Term Fund - Growth Plan	698,547	54.67	381.87	364.78	75.41	64.78
16	NIPPON INDIA Ultra Short Duration Fund Growth (Erstwhile NIPPON INDIA Liquid Cash)	-	-	-	-	112.03	100.00
17	Sbi Short Term Debt Fund Regular Plan Growth	273,829	33.23	90.99	68.00	85.97	68.00
18	Sundaram Corporate Bond Fund - Regular - Growth	53,515	41.38	22.15	15.00	21.03	15.00
19	Kotak Liquid Fund Regular Plan Growth(Erstwhile Kotak Liquid Scheme - Regular Plan Growth	1,852.04	5,509	102.02	100.00	-	-
20	NIPPON INDIA Ultra Short Duration Fund Growth (Erstwhile NIPPON INDIA Liquid Cash)	1,210	4,204	50.87	43.54	-	-
				2,406.93	**2,104.90**	**2,507.32**	**2,186.95**

Notes to the financial statements (continued)

36 Ratios

(₹ in lakhs)

Ratios	Numerator	Denominator	Current Year	Previous Year	% Variance	Reason for variance
Current Ratio	Current Assets	Current Liabilities	5.58	8.63	-35%	The decline in current ratio is mainly attributable to reduction in current assets namely current investments and trade receivables, coupled with increase in current liabilities namely short-term borrowings and other current liabilities as compared to previous year.
Debt-Equity Ratio	Debt	Equity	0.29	NA	0%	-
Debt Service Coverage Ratio	Net Operating Income	Debt Service	2.91	NA	0%	-
Return on Equity Ratio	Net Income	Shareholder's equity	0.18	0.20	-12%	-
Trade payables turnover ratio	Total Purchases	Average of Trade Payables	9.52	11.28	-16%	-
Trade Receivables turnover ratio	Net Credit Sale	Average of Trade Receivables	3.48	3.90	-11%	-
Net capital turnover ratio	Net Sales	Working Capital	1.35	1.29	4%	-
Net profit ratio	Net Profit	Total Sales	0.19	0.17	12%	-
Return on Capital employed	EBIT	Networth + Total Debt + DTL	0.17	0.28	-40%	The decline in ROCE mainly attributable to increase in long-term borrowings, wherein no such borrowings existed in the previous year.
Return on investment	Gain on investments	Average Investment	0.06	0.02	213%	The increase in Return on Investments is mainly attributable to higher realised gains arising from increased redemption of investments as compared to previous year.

37 Prior period expenses

(₹ in lakhs)

Particulars	**Year ended 31 March 2026**	Year ended 31 March 2025
Miscellaneous Expense	**2.58**	0.29

Notes to the financial statements (continued)

38 Segment reporting

The Company is operating only in one segment, namely Language Technology Services and Consultancy Services. As a part of secondary reporting geographical segments are considered based on the location of customer. The Company operates in two geographical segments viz in India and outside India.

The Financial Information about the Secondary Segments is as given below:

(₹ in lakhs)

	Particulars	Year Ended 31st March 2026			Year Ended 31st March 2025		
		Geographical Segments			Geographical Segments		
		India	Outside India	Total	India	Outside India	Total
A	Segment Revenue						
	Total Sales	482.47	4,416.88	4,899.35	283.23	5,197.31	5,480.54
	Total Revenue	**482.47**	**4,416.88**	**4,899.35**	**283.23**	**5,197.31**	**5,480.54**
B	Segment Assets						
	Segment Assets	3,779.18	3,537.28	7,316.47	3,823.29	1,409.62	5,232.91
	Unallocated assets	-	-	85.30	-	-	74.54
	Total Assets	**3,779.18**	**3,537.28**	**7,401.77**	**3,823.29**	**1,409.62**	**5,307.45**

39 Corporate Social Responsibility (CSR)

(₹ in lakhs)

	Particulars	**Year ended 31st March 2026**	Year ended 31st March 2025
(a)	Amount required to be spent during the year	18.20	14.31
(b)	Amount of expenditure incurred	18.20	14.34
(c)	Shortfall / (Excess) at the end of the year	0.00	-0.03
(d)	Total of previous years shortfall	NA	NA
(e)	Reasons for shortfall	NA	NA
(f)	Nature of CSR activities: Promotion of education, contribution to incubators & ensuring environmental sustainability	Non-Project Expense	Non-Project Expense
(g)	Details of related party transactions	NA	NA
(h)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	NA	NA

40 There are no contingent liabilities as on 31st March 2026. (Nil as on 31st March 2025)

41 (i) The Company does not have any long-term contracts including derivative contracts for which there are material foreseeable losses.

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

42 Details of loans given, investment made and guarantee given covered u/s 186(4) of the Companies Act, 2013

(i) Loans given

Sr. No.	Name of the Company	As at 31st March 2026	As at 31st March 2025	Purpose
1	Linguasol Private Limited	270.97	332.09	Working capital loan
2	Fidelsoft Inc	1,688.05	-	Working Capital and Capital Expenditure

Notes to the financial statements (continued)

(₹ in lakhs)

The Company had granted unsecured long term loan to LinguaSol Private Limited ("LinguaSol") in previous years out of which principal amount of ₹ 270.97 lakhs is outstanding at 31st March 2026. LinguaSol has repaid ₹ 80 lakhs towards principal in FY 2025-26.

Director of LinguaSol has given personal guarantee as security for the loan. In light of steps taken together with future projection of cashflows, the Management is confident of turnaround and repayment of loan given to them. Further, in respect of loan granted by the Company, the schedule of repayment of loan (inclusive of interest at rate of 7% p.a. compounding annually) has been stipulated.

The borrower has agreed to repay principal amount in quarterly instalments of ₹ 20 lakhs each.

The loan along with interest shall be fully repaid by FY 2029-30.

Accordingly, the Company has not considered any adjustments including provision for impairment to the carrying value of the loan (including interest outstanding) as at the year end.

(ii) Investment Made

	Particulars	**Year Ended 31st March, 2026**	Year Ended 31st March, 2025
1	Fidel Soft Inc	42.86	42.86
2	Fidel Technologies KK	682.19	-

43 To the best of our knowledge and belief,

a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b) Also no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("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.

44 Dividend Distribution made & proposed

Particulars	**Year Ended 31st March, 2026**	Year Ended 31st March, 2025
Cash Dividends on equity shares declared and paid:		
Final dividend for the year ended on 31st March 2025: ₹ 2 /- per share (i.e. 20 % of face value)	275.01	151.26
Total Dividend Paid	**273.23**	**150.32**

The Board of Director has recommended dividend of ₹ 2.25/- per share i.e. 22.50% of Face Value for FY 2025-26 in the Board meeting held on 27th April 2026. This proposed dividend on equity shares are subject to approval at AGM and not recognised as liability on reporting date.

45 Exceptional Items:

On 21st November 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 - consolidating 29 existing labour laws. The Company has assessed and estimated the incremental impact of

Notes to the financial statements (continued)

these changes on the basis of information available, consistent with the guidance provided by the Institute of Chartered Accountants of India Considering the materiality and non-recurring nature of this impact, the Company has presented such incremental impact as "Statutory impact of new Labour Codes" under "Exceptional Items" in the statement of profit and loss. The incremental impact on employee benefit expenses of ₹ 38.78 Lakhs primarily arises due to change in wage definition. The Company continues to monitor the finalisation of Central / State Rules and clarifications from the Government on other aspects of the Labour Code and impact of these if any, will be evaluated and accounted for in accordance with applicable accounting standards in the period in which they are notified.

46 The Company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 during financial year 2025-26.

47 The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year 2025-26.

48 The Company has no capital commitments as at 31st March 2026. (Nil as on 31st March 2025)

49 The Company has not been declared as a wilful defaulter by any lender who has powers to declare a company as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when financial statements are approved.

50 The Company has created Charge on Term loan amounting to ₹ 29.06 crores. (Nil as on 31st March 2025)

51 The Company has not surrendered or disclosed any income during the year in the tax assessments under the Income Tax Act, 1961.

52 The Company was not party to any approved scheme which needs approval from competent authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year ended 31st March 2026

53 The previous year's figures have been regrouped/ reclassified, wherever necessary to conform to the current year presentation.

For **Kirtane & Pandit LLP**
Chartered Accountants
FRN - 105215W/ W100057

Anand Jog
Partner
Membership No.: 108177
Place: Pune
Date: April 27, 2026

For and on behalf of the Board of Directors of
Fidel Softech Limited
CIN: L72200PN2004PLC020061

Sunil Kulkarni
Chairman and Executive Director
DIN: 00752937
Place: Pune
Date: April 30, 2025

Prachi Kulkarni
Managing Director
DIN: 03618459
Place: Pune
Date: April 30, 2025

Mandar Inamdar
Chief Financial Officer

Place: Pune
Date: April 27, 2026

Sneha Ratnaparkhi
Company Secretary
ICSI M.No. : A42657
Place: Pune
Date: April 27, 2026

INDEPENDENT AUDITORS 'REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the Members of
Fidel Softech Limited
Report on the audit of Consolidated Financial Statements

Opinion

We have audited the Consolidated Financial Statements of **Fidel Softech Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March 2026, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards and accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2026, their consolidated profit and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as 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 Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and ICAI's the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements

Key Audit Matters

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

We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	How our audit addressed the key audit matter
1.	**Revenue Recognition** The Group has various streams of revenue with multiple types of customer contracts characterized by a large volume of transactions. Revenue recognition involves certain key judgments relating to identification of contracts with customers, determination of transaction price, achievement of milestones and completion of contracts. Due to multiple types of revenue contracts with large volume of transactions and judgment required by the management this matter is considered as a key audit matter.	**Our audit procedures included the following:** • Assessed the appropriateness of the revenue recognition accounting policies and its compliances with applicable accounting standards. We selected samples from various types of customer contracts and tested the occurrence, completeness and measurement of those transactions by inspecting the underlying documents. • Performed testing for samples of revenue transactions recorded closer to the year-end by verifying underlying documents, to assess the accuracy of the period in which revenue was recognized also inspected relevant ledgers, purchase orders, agreements and other information that indicate the existence of related party relationships or transactions.

Sr. No.	Key Audit Matter	How our audit addressed the key audit matter
		• Assessed the appropriateness of accounting policies for unbilled revenue and their compliance with applicable accounting standards by testing samples of contracts and evaluating timing and measurement of revenue recognition. • Reviewed management's estimates and assumptions for recognizing unbilled revenue, including billing schedules and customer acceptance.

Information Other than the Consolidated Financial Statements and Auditor's Report thereon

The Holding Company's Management and Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Holding Company's Annual Report but does not include the Consolidated Financial Statements and our auditor's report thereon.

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

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it related to the subsidiaries, is traced from their financial statements audited by other auditors.

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.

Responsibility of Management and Board of Directors for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirement of 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. The respective Management and 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 of the assets of their respective companies 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 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of their respective companies 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.

The respective Managements and Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of their respective companies.

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

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these the Consolidated 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 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 Companies Act, 2013, 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 Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Also refer Other Matter paragraph below in the audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated 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 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.

Other Matters

We did not audit the financial statement/information of three entities (a subsidiary and two stepdown subsidiaries) incorporated outside India whose interim financial information before consolidation adjustments reflects total assets of ₹838.40 Lakhs, ₹ 826.20 Lakhs and ₹3,632.28 Lakhs as at 31st March 2026, total revenue of ₹ 2,443.26 Lakhs, ₹ 2,003.27 lakhs and ₹ 1,519.31 Lakhs and net profit after tax (before consolidation adjustments) of ₹ 99.58 lakhs, ₹ 201.92 lakhs and ₹ 141.86 Lakhs for the year ended 31st March 2026 respectively and as considered in the consolidated financial statements.

These financial statements and other financial information have been audited by other auditors, whose financial statements, other financial information and auditor's reports have been furnished to us by the management.

Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and stepdown subsidiaries, and our report in terms of sub-section (3) of section 143 of the Act, in so far as it relates to the aforesaid subsidiary and joint operation, is based solely on the reports of such other auditors.

Our opinion above 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 management.

Report on Other Legal and Regulatory Requirements

1. With the respect to 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 142(11) of the Act, to be included in the Auditor's report, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiaries, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure A" a statement on the matters specified in paragraph 3(xxi) of the Order.

2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'Other Matter' paragraph 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 consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements

   d) In our opinion, the aforesaid the 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) On the basis of the written representations received from the directors of the Holding Company as on 31st March 2026 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group companies incorporated in India is disqualified for the as on 31st March 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) In our opinion, the managerial remuneration for the year ended 31st March 2026 has been paid / provided by the Holding Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.

   g) With respect to the adequacy of the internal financial controls over financial reporting with reference to Consolidated Financial Statements of the Holding Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"** to this report.

   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 and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:

      i. The Group has no pending litigations which may have an impact on its financial position.

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

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

      iv. With respect to clause (e) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended:

         a. The management of the Holding Company whose financial statements have been audited under the Act have has represented that, to the best of its knowledge and belief, as disclosed in the Note 42 in Notes to the Accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

         b. The management the Holding Company whose financial statements have been audited under the Act have has represented that, to the best of its knowledge and belief, as disclosed in the Note 42 in Notes to the Accounts, no funds have been received by the Group from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group 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 performed by us, nothing has come to our attention that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material misstatement.

v. The final dividend paid by the Holding Company during the year ended 31 March 2026 in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

vi. Based on our examination, which included test checks, the Holding Company has used accounting software for maintaining its books of account, which has a feature to record an audit trail (edit log) of transactions.

Further, where enabled, audit trail feature has operated for all relevant transactions recorded in the accounting software. Also, during the course of our audit, we did not come across any instance of audit trail feature being tampered with in respect of such accounting software. Additionally, the audit trail of prior year has been preserved by the Holding Company as per the statutory requirements for record retention to the extent it was enabled and recorded in respective years.

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration No.105215W/W100057

Anand Jog
Partner
Membership No.: 108177
UDIN: 26108177AUCRAQ5901

Pune, April 27, 2026

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

The annexure referred to in paragraph 1 in Report on Other Legal and Regulatory Requirements of the Independent Auditors' Report on the Consolidated Financial Statements of even date)

In terms of the information and explanations sought by us and given by the Holding Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(xxi) Qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

Entity Name	CIN	Holding / Subsidiary / Joint Operation	Clause number of the CARO report which is qualified or is adverse
Fidel Softech Limited	L72200PN2004PLC020061	Holding Company	Paragraph (vii) (a)

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration No.105215W/W100057

Anand Jog
Partner
Membership No.: 108177
UDIN: 26108177AUCRAQ5901

Pune, April 27, 2026

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

The annexure as referred to in paragraph 2(g) in Report on Other Legal and Regulatory Requirements of the Independent Auditors’ Report to the members of Holding Company on the Consolidated Financial Statements of even date

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

Opinion

We have audited the internal financial controls over financial reporting of Fidel Softech Limited (“the Holding Company”) as of March 31, 2026 in conjunction with our audit of the Consolidated Financial Statements of the Holding Company for the year ended on that date. Reporting under clause (i) of sub-section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements is not applicable to any of subsidiaries as they are incorporated outside India.

In our opinion, to the best of our information and according to the explanations given to us, the Holding 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 Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management’s Responsibility for Internal Financial Controls

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

Auditors Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Consolidated 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 Holding Company

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated 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 Consolidated Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(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 Consolidated 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.

For Kirtane & Pandit LLP
Chartered Accountants
Firm Registration No.105215W/W100057

Anand Jog
Partner
Membership No.: 108177
UDIN: 26108177AUCRAQ5901

Pune, April 27, 2026

Consolidated Balance Sheet as at 31st March 2026

(₹ in lakhs)

Particulars	Note No.	As at 31 March 2026	As at 31 March 2025
EQUITY AND LIABILITIES			
Shareholder's funds			
Share capital	3	1,375.06	1,375.06
Reserves and surplus	4	4,220.65	3,157.02
		5,595.71	**4,532.08**
Minority Interest			
Minority Interest in subsidiaries	5	28.88	-
Non-current liabilities			
Long-term borrowings	6	3,537.99	-
Long-term provisions	7	532.19	224.88
		4,099.06	**224.88**
Current liabilities			
Short-term borrowings	8	748.77	-
Trade payables	9		
Total outstanding dues of micro enterprises and small enterprises; and		6.28	11.36
Total outstanding dues of creditors other than micro and small enterprises		831.31	194.92
Other current liabilities	10	481.59	320.55
Short-term provisions	11	152.01	47.30
		2,219.96	**574.13**
Total		**11,914.73**	5,331.09
ASSETS			
Non-current assets	12		
Property, Plant and Equipment		37.71	14.09
Intangible assets		887.50	2.00
Goodwill on consolidation		1,856.84	-
Deferred tax assets (net)	13	**88.30**	74.53
Long-term loans and advances	14	**1,821.89**	252.09
Other non-current assets	15	301.00	108.70
		4,993.24	**451.41**
Current assets			
Current investments	16	2,163.91	2,186.95
Trade receivables	17	2,693.32	1,615.24
Cash and bank balances	18	1,246.58	822.65
Short-term loans and advances	19	229.87	251.78
Other current assets	20	587.81	3.06
		6,921.49	**4,879.68**
Total		**11,914.73**	**5,331.09**

Summary of material accounting policies	2
Notes to the Financial Statements	3-53

The notes referred to above form an integral part of the financial statements

For **Kirtane & Pandit LLP**
Chartered Accountants
FRN - 105215W/ W100057

Anand Jog
Partner
Membership No.: 108177
Place: Pune
Date: April 27, 2026

For and on behalf of the Board of Directors of
Fidel Softech Limited
CIN: L72200PN2004PLC020061

Sunil Kulkarni
Director
DIN: 00752937
Place: Pune
Date: April 27, 2026

Prachi Kulkarni
Director
DIN: 03618459
Place: Pune
Date: April 27, 2026

Mandar Inamdar
Chief Financial Officer

Place: Pune
Date: April 27, 2026

Sneha Ratnaparkhi
Company Secretary
ICSI M.No. : A42657
Place: Pune
Date: April 27, 2026

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

(₹ in lakhs)

Particulars	**Note No.**	**Year Ended 31 March 2026**	Year Ended 31 March 2025
Revenue			
Revenue from operations	21	10,235.86	5,504.30
Other income	22	256.40	98.20
Total Income		**10,492.26**	**5,602.50**
Expenses			
Cost of Services	23	4,187.70	1,667.35
Employee benefits expenses	24	3,937.24	2,302.21
Finance costs	25	61.46	-
Depreciation and amortization expenses	26	35.77	15.82
Other expenses	27	399.33	366.48
Total Expenses		**8,621.50**	**4,351.86**
Profit before exceptional items and tax		1,870.76	1,250.64
Exceptional items	45	38.78	-
Profit before tax		**1,831.98**	**1,250.64**
Tax expenses			
Current tax		431.75	327.57
Short/ (Excess) provision of earlier years (net)		8.95	4.64
Deferred tax		-13.73	-15.10
Profit for the year		**1,405.01**	**933.53**
Less: Minority Interest		24.12	-
Profit for the year after Minority Interest		**1,380.89**	**933.53**
Earnings per share (Face value of ₹10 each)			
Basic and diluted (₹)	28	10.04	6.79
Summary of material accounting policies	2		
Notes to the Financial Statements	3-53		

The notes referred to above form an integral part of the financial statements
As per our report of even date attached

For **Kirtane & Pandit LLP**
Chartered Accountants
FRN - 105215W/ W100057

Anand Jog
Partner
Membership No.: 108177
Place: Pune
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Date: April 27, 2026

Statement of Consolidated Cash Flow for the year ended March 31st, 2026

(₹ in lakhs)

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
Cash flow from operating activities		
Profit before tax	1,831.98	1,250.64
Adjustments for:		
Depreciation and amortisation expenses	35.77	15.82
Interest income	-88.75	-58.16
Loss / (profit) on sale of investments	-133.55	-3.88
Finance cost	61.47	-
Bad debt (Inclusive of Provision for doubtful debt)	-0.67	-4.33
Sundry balances written back	-	-0.71
Foreign exchange difference	-62.35	-
	-188.08	-51.26
Operating (loss)/profit before working capital changes	**1,643.90**	**1,199.38**
Adjustment for changes in working capital:		
Decrease/(Increase) in Trade receivables	-1,077.42	-405.77
Decrease/(Increase) in Short-term loans and advances	0.35	253.90
Decrease/(Increase) in Other current assets	-578.91	32.60
Increase/(Decrease) in Long-term provisions	307.31	54.55
Increase/(Decrease) in Trade payables	631.31	40.76
Increase/(Decrease) in Other current liabilities	161.04	34.36
Increase/(Decrease) in Short-term provisions	104.71	17.66
Cash (used in) operations	1,192.29	1,227.44
Income tax paid	-419.06	-309.90
Net cash (used in)/generated from operating activities (A)	**773.23**	**917.54**
Cash flow from investing activities		
Purchase of tangible fixed assets	-944.90	-13.73
Payment for acquisitions	-1,831.99	-
Interest received on bank deposits	61.85	32.20
Proceeds from sale/(purchase) of investments	23.04	-619.62
Proceeds from sale/(purchase) of Non-current Deposits	-192.31	218.89
(Increase)/ Decrease in Current deposits	-102.32	-49.11
(Increase)/ Decrease in Loans given	-1,569.80	46.17
Interest received on intercorporate loans	20.97	36.32
Profit earned on sale of investments	133.55	3.88
Net cash (used in)/generated from investing activities (B)	**-4,401.91**	**-345.00**

(Contd.)

Statement of Consolidated Cash Flow for the year ended March 31st, 2026

(₹ in lakhs)

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
Cash flow from financing activties		
Increase/(Repayment) of borrowings	4,286.76	-
Finance cost	-61.47	-
Dividend paid	-275.01	-151.26
Net cash (used in)/generated from financing activities (C)	**3,950.28**	**-151.26**
Net (decrease)/increase in cash and cash equivalents (D=A+B+C)	321.60	421.28
Cash and cash equivalents:		
At the beginning of the year	720.43	299.14
At the end of the year	1,042.03	720.43
Cash & cash equivalents breakup:		
Cash on hand	0.94	0.81
Balances with banks	1,041.09	719.62

The above Statement of Cash flows has been prepared under the 'Indirect Method' as set out in AS 3, 'Statement of Cash Flows'.

For **Kirtane & Pandit LLP**
Chartered Accountants
FRN - 105215W/ W100057

Anand Jog
Partner
Membership No.: 108177
Place: Pune
Date: April 27, 2026

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Place: Pune
Date: April 27, 2026

Notes to the Consolidated Financial Statements

1. Corporate Information

The Holding Company Fidel Softech Private Limited was incorporated on 24th December 2004. It is classified as Non-govt company and is registered at Registrar of Companies, Pune. The Holding Company is involved in implementing innovative technology solutions & services with local language delivery & support. It specializes in language engineering, enterprise product services & cloud infrastructure services. Fidel Softech Private Limited was converted to Public Limited Company on 13th April 2022, now named as Fidel Softech Limited. It was listed on SME Platform of National Stock Exchange of India Ltd. (NSE EMERGE) on 10th June 2022.

2 Summary of material accounting policies

a) Basis of consolidation

The Consolidated Financial Statements ("CFS") comprise the financial statements of Fidel Softech Limited ("the Holding Company"), its subsidiaries and step-down subsidiaries (collectively referred to as "the Group"). The CFS have been prepared in accordance with the Generally Accepted Accounting Principles in India ("Indian GAAP"), Accounting Standard (AS) 21 – "Consolidated Financial Statements" prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Accounting Standards) Rules, 2021, as amended and other accounting principles generally accepted in India.

The CFS have been prepared on the accrual basis of accounting under the historical cost convention unless otherwise stated and are presented, to the extent possible, in the same manner as the Holding Company's standalone financial statements.

b) Principles of Consolidation

The consolidated financial statements relate to Fidel Softech Limited (hereinafter referred to as the "Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"). The consolidated financial statements have been prepared on the following basis:

(i) The financial statements of the subsidiaries and step-down subsidiaries used for consolidation are drawn up to the same reporting date as that of the Holding Company. The consolidated financial statements have been prepared by combining, on a line-by-line basis, the book values of like items of assets, liabilities, income and expenses of the Holding Company, its subsidiaries and step-down subsidiaries using uniform accounting policies for like transactions and other events in similar circumstances. Where necessary, adjustments are made to the financial statements of subsidiaries and step-down subsidiaries to ensure consistency with the accounting policies adopted by the Group

(ii) Intra-group balances, intra-group transactions and unrealised profits or losses arising from intra-group transactions have been eliminated in full.

(iii) The carrying amount of the Holding Company's investment in each subsidiary is eliminated against the Holding Company's portion of equity in such subsidiary as at the date on which the investment in the subsidiary is made. The excess of the cost to the Holding Company of its investment in subsidiaries over its portion of equity in such subsidiaries at the date on which the investment is made is recognised in the consolidated financial statements as Goodwill on Consolidation.

(iv) Minority Interest represents the portion of net assets and net results of operations of subsidiaries attributable to equity interests not owned, directly or indirectly, by the Holding Company and is disclosed separately in the consolidated financial statements.

(v) In respect of foreign subsidiaries and step-down subsidiaries, assets and liabilities are translated at the exchange rates prevailing at the Balance Sheet date and income and expenditure are translated at the average exchange rates prevailing during the year. Exchange differences arising on translation of such financial statements are accumulated in Foreign Currency Translation Reserve and disclosed under Reserves and Surplus.

(vi) The subsidiaries considered in the preparation of the Consolidated Financial Statements:

(1) Fidel Soft Inc

(2) Fidel Technologies KK

(3) Techvine Consulting LLC

(4) IM Corporation

Notes to the Consolidated Financial Statements (continued)

c) Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management of Holding Company believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

d) (i) Property, Plant and Equipment

Fixed assets are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses.

(ii) Depreciation

Depreciation on tangible fixed assets has been provided on the written down value method as per the useful life prescribed in Schedule II to the Companies Act, 2013

The useful lives are reviewed by the management at each financial year-end and revised, if appropriate. In case of a revision, the unamortized depreciable amount is charged over the revised remaining useful life. Property, Plant and Equipment are eliminated from the financial statements on disposal or when no further benefits are expected from their use and disposal.

Type of asset	**Useful Lives**
Computers & Peripherals	3 years
Computers on Lease	Lease term
Office & Other Equipments	5 years
Building and Facilities	15 years
Furniture and Fixtures	6 years

e) (i) Intangible Fixed Assets

Intangible fixed assets that are acquired by the Group i.e. Software are measured initially at cost. After initial recognition, intangible assets are carried at cost less any accumulated amortization and impairment loss, if any. Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it relates.

Product development costs are recognized as intangible fixed assets, when feasibility has been established, the Group has committed technical, financial and other resources to complete the development and it is probable that the asset will generate probable future economic benefits.

(ii) Goodwill

Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities less accumulated impairment losses, if any. Goodwill is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount. *(Refer note 42)*

(iii) Amortization

Amortization method and useful lives are reviewed at each reporting date. If the useful life of an asset is estimated to be significantly different from the previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern.

f) Impairment of assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable

Notes to the Consolidated Financial Statements (continued)

amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

g) Revenue Recognition

(i) Revenue from Localisation and Consulting projects:

Revenues from customer contracts are considered for recognition and measurement when the contract has been approved in writing by the parties to the contract, the parties to the contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. Revenue is recognized upon transfer of control of promised products or services ("performance obligations") to customers in an amount that reflects the consideration the Group has received or expects to receive in exchange for these products or services ("transaction price"). When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved.

Revenue with respect to time and-material contracts is recognized over the period of time as the related services are performed.

Revenue with respect to fixed price contracts where performance obligation is transferred over time and where there is no uncertainty as to measurability or collection of consideration is recognized in accordance with the completion of milestones defined in customer contracts or based on proportionate performance method. In case of short term contracts, such revenue is recognised using completed contract method.

2. Interest Income

Interest Income is recognised on time proportion basis taking into account the amounts invested and the rate of interest.

h) Foreign currency transactions

Transactions in foreign currencies entered into by the Group are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Foreign currency monetary items (other than derivative contracts) of the Group, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Group are carried at historical cost.

Exchange differences arising on settlement / restatement of foreign currency monetary assets and liabilities of the Group are recognised as income or expense in the Statement of Profit and Loss.

i) (i) Employee benefits

1) Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, and short term compensated absences etc. and the expected cost of bonus, ex-gratia are recognized in the period in which the employee renders the related service.

2) Post Employment Benefits

(1) Defined Contribution Plans: The Group's state governed provident fund scheme is defined contribution plans. The contribution paid/payable under the scheme is recognized during the period in which the employee renders the related service

(2) Defined Benefit Plans: The employees' have gratuity scheme in accordance with the Payment of Gratuity Act, 1972 and is a defined benefit plan. The present value of the obligation under such defined benefit plans is determined based on actuarial valuation carried as at Balance Sheet date

Notes to the Consolidated Financial Statements (continued)

using the Projected Unit Credit Method which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date having maturity periods approximating to the terms of related obligations. Actuarial gain and losses are recognized immediately in the profit & loss account.

(iii) Long Term Employee Benefits

The obligation for long term employee benefits such as long term compensated absences is recognized in the same manner as in the case of defined benefit plans as mentioned in note above.

j) Taxes on Income

The current income tax expense includes income taxes payable by the Holding Company and its subsidiaries in India and overseas.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Group has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

k) (i) Operating Leases

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss over the lease term.

(ii) Finance Leases

The lower of the fair value of the assets and present value of the minimum lease rentals is capitalised as Fixed Assets with corresponding amount disclosed as lease liability. The principal component in the lease rental is adjusted against the lease liability and the interest component is charged to Profit and Loss Statement.

l) Investments

Investments that are readily realizable and intended to be held for not more than a year from the date of the acquisition are classified as current investments. All other investments are classified as long-term investments. However, that portion of long-term investments which is expected to be realized within 12 months after the reporting date is also presented under 'current investment' as current portion of long term investments in consonance with the current/non-current classification scheme of Schedule II of Act. Long-term investments are valued at cost less any other-than-temporary diminution in value, determined separately for each individual investment.

Current investments are valued at lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments. Any reduction in the carrying amount and any reversal of such reduction is charged or credited to the Statement of Profit and Loss.

m) Provisions and contingencies

A provision is recognised when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made.

Notes to the Consolidated Financial Statements (continued)

Provisions (excluding retirement benefits) are not discounted to their present value and are determined based onthe best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

n) Cash flow statement

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

o) Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

p) Earnings per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

q) Operating Cycle:

Based on the nature of products / activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current. As a result, current assets comprise elements that are expected to be realised within 12 months after the reporting date and current liabilities comprise elements that are due for settlement within 12 months after the reporting date.

r) Segment Reporting:

The Group is operating only in one segment, namely Language Technology Services and Consultancy Services. As a part of secondary reporting geographical segments are considered based on the location of customer

The Group operates in two geographical segments viz in India and outside India.

The accounting policies adopted for segment reporting are in line with the Accounting Standard 17 with the following additional policies for segment reporting:

(i) Revenue have been identified to segments on the basis of their relationship to the operating activities of the segment

(ii) Segment assets include those directly identifiable with the respective segments based on location of assets. Unallocable assets represent the assets that relate to the Group as a whole and not allocable to any segment.

Notes to the Consolidated Financial Statements (continued)

3. Share Capital

(₹ in lakhs)

Particulars	**As at 31st March 2026**		As at 31st March 2025	
	Number of shares	**Amount**	Number of shares	Amount
Authorised				
Equity shares of face value ₹10 each	20,000,000	2,000.00	20,000,000	2,000.00
	20,000,000	2,000.00	20,000,000	2,000.00
Issued , Subscribed and Paid up				
Equity shares of face value of ₹10 each fully paid up	13,750,560	1,375.06	13,750,560	1,375.06
Total	**13,750,560**	**1,375.06**	13,750,560	1,375.06

3.1 Reconciliation of shares outstanding

Particulars	**As at 31st March 2026**		As at 31st March 2025	
	Number of shares	**Amount**	**Number of shares**	**Amount**
Equity Shares				
At the commencement and at the end of the year	13,750,560	1,375.06	13,750,560	1,375.06
Bonus Shares Issued during the year	-	-	-	-
Equity Shares Issued during the year	-	-	-	-
At the end of the year	**13,750,560**	**1,375.06**	13,750,560	1,375.06

3.2 Rights, preferences and restrictions attached to equity shares

The Holding Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Holding Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time

The voting rights of an equity share holder

a) On show of hands,every member present in person shall have one vote;

b) On a poll,the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the holding company.Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Failure to pay any amount called up on shares may lead to forfeiture of the shares.

On winding up of the Holding Company, the holders of equity shares will be entitled to whole or any part of the assets of the holding company , whether they shall consist of the property of the same kind or not.

3.3 Particulars of shareholders holding more than 5% shares is set out below:

Name of the shareholder	**As at 31st March 2026**		As at 31st March 2025	
	Number of shares	**% held**	**Number of shares**	**% held**
Equity Shares				
Sunil Sudhakar Kulkarni	7,637,996	55.55%	7,626,996	55.47%
Prachi Sunil Kulkarni	2,408,000	17.51%	2,407,000	17.50%

Equity share movement during five years preceeding 31st March 2026

A) Equity shares issued as bonus in FY2021-22

The Holding Company allotted 98,49,996 equity shares as fully paid up bonus shares by capitalisation of profits transferred from retained earnings amounting to ₹ 9,84,99,960, pursuant to an ordinary resolution passed after taking the consent of shareholders through postal ballot.

Notes to the Consolidated Financial Statements (continued)

B) Equity shares after listing on National Stock Exchange in FY2022-23

The Holding Company was listed on National Stock Exchange (NSE) during FY 2022-23 and issued 36,48,000 equity shares amounting to ₹ 3,64,80,000.

3.4 Shares held by promoters at the end of the year

Name of the promoter	As at 31st March 2026			As at 31st March 2025		
	Number of shares	% held	% change in shareholding	Number of shares	% held	% change in shareholding
Sunil Sudhakar Kulkarni	7,637,996	55.55%	0.08%	7,626,996	55.47%	0.20%
Prachi Sunil Kulkarni	2,408,000	17.51%	0.01%	2,407,000	17.50%	0.01%

4. Reserves and surplus

(₹ in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Capital reserve		
At the commencement of the year	-	-
Capital Reserve on acquisition of undertaking under business transfer agreement	-	-
	-	-
Balance in the Statement of Profit and Loss		
At the commencement of the year	3,157.02	2,374.75
Add: Profit/Loss for the year	1,380.89	933.53
Adjustments in reserves post acquisition	20.48	-
Less: Dividend Paid during the year		
	-275.01	-151.26
Balance in the statement of profit and loss	4,283.38	3,157.02
Foreign Exchange Translation Reserve At the commencement of the year	-	-
Add: Profit/Loss on Foreign Exchange Translation	-62.73	-
Balance in Foreign Exchange Translation Reserve	-62.73	-
Total	**4,220.65**	**3,157.02**

5. Minority Interest

(₹ in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Minority Share Holding at the time of Acquisition		
Minority Interest	29.29	-
Less: Pre-acquisition Reserves	-28.99	-
	0.30	-
Post-acquisition Profit/Reserves	28.19	-
Translation Difference	0.39	-
Total	**28.88**	**-**

Notes to the Consolidated Financial Statements (continued)

6. Long-term borrowings

(₹ in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Secured		
(Loan Secured against Mutual Fund investment - Lien Marked Mutual Fund)		
Foreign Currency loans from bank (refer note 1 below)	1,145.35	-
Unsecured		
Foreign Currency loans from bank (refer note 2 below)	2,392.64	-
Total	**3,537.99**	**-**

1. Foreign currency loan from Banks of ₹ 441.35 lakhs and ₹ 704 lakhs (Previous Year - NIL) @3.65% p.a. repayable in sixty monthly equal installments each.
2. Foreign currency loan from Banks of ₹ 2392.64 lakhs (Previous Year - NIL).

Key terms of loan is as below:

Sr no.	Repayment Terms	As at 31st March 2026	As at 31st March 2025
1	Repayable over a period of three years with interest at 2.125% p.a.	70.81	-
2	Repayble over a period of 1-10 years with interest rates ranging from 0.50% - 3.15% p.a.	2,321.83	-
	Total	**2,392.64**	**-**

7. Long-term provisions

(₹ in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Provision for employee benefits		
Compensated absences (Refer note 32)	54.61	44.38
Gratuity (Refer note 32)	228.19	180.50
Retirement benefit reserve	249.39	-
Total	**532.19**	**224.88**

Notes to the Consolidated Financial Statements (continued)

8. Short-term borrowings

(₹ in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Secured		
Current maturities of long-term borrowings		
(Loan Secured against Mutual Fund investment -Lien Marked Mutual Fund)		
Foreign Currency loans from bank (refer note 1 below)	373.86	-
1) Loan Account No. 1785FC0500000014 , ROI 3.65% , FCTL JPY Loan, Start Date -01St July 2025 , End Date- 01st July 2030	-	-
2) Loan Account No. 1785FC0500000015, ROI 3.65%, FCTL JPY Loan, Start Date -01St Sept. 2025, End date - 01st Aug 2030	-	-
Unsecured		
Foreign Currency loans from bank (refer note 2 below)	374.91	-
Total	**748.77**	**-**

Note 1: Foreign currency loan from Banks of ₹373.86 lakhs (Previous Year - NIL).

Key terms of loan is as below:

Sr no.	Repayment Terms	As at 31st March 2026	As at 31st March 2025
1	Repayable over a period of five years with interest at 3.65% p.a.	132.41	-
2	Repayable over a period of five years with interest at 3.65% p.a.	206.05	-
3	Repayable over a period of three years with interest at 2.125% p.a.	35.41	-
	Total	**373.87**	**-**

Note 2: Foreign currency loan from Banks of ₹ 374.91 lakhs (Previous Year - NIL) repayable over a period of less than one year with interest rates ranging from 3.18% - 3.90% p.a.

9. Trade payables

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Total Outstanding dues of micro and small enterprises	6.28	11.36
Total Outstanding dues of creditors other than micro and small enterprises	831.31	194.92
Total	**837.59**	**206.28**

Trade Payable Aging Schedule for the Financial Year 2025-26

(₹ in lakhs)

Particulars	Unbilled Payables	Not Due	Outstanding for following periods from due date of payment as on 31st March 2026				
			Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	-	6.28	-	-	-	-	6.28
Others	-	294.96	535.50	0.85	-	-	831.31
Disputed dues - MSME	-	-	-	-	-	-	-
Disputed dues - Other	-	-	-	-	-	-	-
Total	**-**	**301.24**	**535.50**	**0.85**	**-**	**-**	**837.59**

Notes to the Consolidated Financial Statements (continued)

Trade Payable Aging Schedule for the Financial Year 2024-25

(₹ in lakhs)

Particulars	Unbilled Payables	Not Due	Outstanding for following periods from due date of payment as on 31st March 2025				
			Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	-	11.36	-	-	-	-	11.36
Others	-	187.70	3.75	3.19	0.23	0.05	194.92
Disputed dues - MSME	-	-	-	-	-	-	-
Disputed dues - Other	-	-	-	-	-	-	-
Total	**-**	**199.06**	**3.75**	**3.19**	**0.23**	**0.05**	**206.28**

Compliance with Micro, Small and Medium Enterprises Development Act, 2006

The Holding Company had requested confirmation from all the creditors regarding their status under the Micro, Small, and Medium Enterprises Development Act, 2006. As per the replies received from the creditors, provision for interest that may be payable (in accordance with the provisions of the Micro, Small, and Medium Enterprises Development Act, 2006) on delayed payments to its micro or small suppliers is done.

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

(₹ in lakhs)

Particulars	**As at 31st March 2026**	As at 31st March 2025
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	6.28	11.35
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	**-**	**-**

10. Other current liabilities

(₹ in lakhs)

Particulars	**As at 31st March 2026**	As at 31st March 2025
Statutory dues payable:	58.65	48.67
Employee Dues Payable	176.89	145.53
Dividend Payable	3.28	1.50
Advance from Customers	0.01	1.80
Interest Payable for MSME Vendors	-	-
Provision for other expenses	170.74	121.57
Other Liabilities	72.02	1.48
Total	**481.59**	**320.55**

Notes to the Consolidated Financial Statements (continued)

11. Short-term provisions

(₹ in lakhs)

Particulars	As at 31st March 2026	As at 31st March 2025
Provision for employee benefits:		
Compensated absences (Refer note 32)	15.53	12.44
Gratuity (Refer note 32)	41.93	34.86
Others:		
Provision for income tax (Net of Advance tax)	94.55	-
Total	**152.01**	**47.30**

Notes to the Consolidated Financial Statements (continued)

12. Property, Plant and Equipment and Intangible assets

Sr. No.	Particulars	Gross Block					Accumulated Depreciation (Depreciation as per Written Down Value method)						Net Block	
		Gross carrying Value as on 1st April 2025	On acquisition of subsidiaries during the year	Additions/ Adjustments	Deletions/ Transfer/ Adjustments	Gross carrying Value as on 31st March 2026	Balance as at 1st April 2025	On acquisition of subsidiaries during the year	Depreciation charge for the year	Impairment loss	Deletions/ Transfer/ Adjustment	Balance as at 31st March 2026	Net carrying value as at 31st March 2026	Net carrying Value as at 31st March 2025
(1)	**Property, Plant and Equipment:**													
	Computers & Peripherals	99.02	-	3.41	-	102.43	85.62	-	6.54	-	-	92.16	10.27	13.40
	Computers on Lease	33.79	-	-	-	33.79	33.79	-	-	-	-	33.79	-	-
	Office & Other Equipments	4.70	-	1.18	-	5.88	4.01	-	0.34	-	-	4.35	1.53	0.69
	Building and Facilities	-	11.30	8.83	2.13	18.00	-	1.77	0.93	1.77	-	0.93	17.07	-
	Furniture and Fixtures	-	-	9.82	-	9.82	-	-	0.98	-	-	0.98	8.84	-
		137.51	**11.30**	**23.24**	**2.13**	**169.92**	**123.42**	**1.77**	**8.79**	**1.77**	**-**	**132.21**	**37.71**	**14.09**
(2)	**Intangible assets:**													
	Software - Licences	25.39	682.16	143.82	59.01	792.36	23.39	2.43	22.63	-	-	48.45	743.90	2.00
	In House - Internally Generated Assets	-	-	147.95	-	147.95	-	-	4.35	-	-	4.35	143.60	-
		25.39	682.16	291.77	59.01	940.31	23.39	2.43	26.98	-	-	52.80	887.50	2.00
	Total	**162.90**	**693.46**	**315.01**	**61.14**	**1,110.23**	**146.81**	**4.20**	**35.77**	**1.77**	**-**	**185.01**	**925.21**	**16.09**

12. Property, Plant and Equipment and Intangible assets

Sr. No.	Particulars	Gross Block					Accumulated Depreciation (Depreciation as per Written Down Value method)						Net Block	
		Gross carrying Value as on 1st April 2024	On acquisition of subsidiaries during the year	Additions/ Adjustments	Deletions/ Transfer/ Adjustments	Gross carrying Value as on 31st March 2025	Balance as at 1st April 2024	On acquisition of subsidiaries during the year	Depreciation charge for the year	Impairment loss	Deletions/ Transfer/ Adjustment	Balance as at 31st March 2025	Net carrying value as at 31st March 2025	Net carrying Value as at 31st March 2024
(1)	**Property, Plant and Equipment:**													
	Computers & Peripherals	85.29	-	13.73	-	99.02	73.67	-	11.95	-	-	85.62	13.40	11.62
	Computers on Lease	33.79	-	-	-	33.79	33.79	-	-	-	-	33.79	-	-
	Office & Other Equipments	4.70	-	-	-	4.70	3.56	-	0.45	-	-	4.01	0.69	1.14
		123.78	**-**	**13.73**	**-**	**137.51**	**111.02**	**-**	**12.40**	**-**	**-**	**123.42**	**14.09**	**12.76**
(2)	**Intangible assets:**													
	Software - Licences	25.39	-	-	-	25.39	19.97	-	3.42	-	-	23.39	2.00	5.42
		25.39	-	-	-	25.39	19.97	-	3.42	-	-	23.39	2.00	5.42
	Total	**149.17**	**-**	**13.73**	**-**	**162.90**	**130.99**	**-**	**15.82**	**-**	**-**	**146.81**	**16.09**	**18.18**

Notes:

a) The Group does not hold any benami property under the Benami Transactions (Prohibition) Act, 1988 and no proceeding has been initiated or is pending against the Group for holding any benami property.

b) The Group has not revalued any property, plant and equipment as well as intangible assets during the year.

c) During the quarter ended 31st March 2026, the Parent Company incurred expenditure amounting to ₹1.48 Crores towards development of technological products. Considering that the projects had achieved technical feasibility and commercial development had commenced during the period, the management has assessed that the recognition criteria prescribed under AS 26 – Intangible Assets have been satisfied. Accordingly, the said expenditure has been capitalized as intangible assets in the books of account.

d) Impairment of Building and Facilities has been made due to reassessment of residual value.

Notes to the Consolidated Financial Statements (continued)

13. Deferred tax liabilities/assets

(₹ in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Deferred Tax Asset on		
Depreciation	-0.33	5.86
Provision for Employee benefits	88.63	68.50
Other Disallowances	-	0.17
Deferred tax (liability)/asset [Net]	**88.30**	**74.53**

14. Long-term loans and advances

(₹ in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
(Unsecured and considered good unless otherwise stated)		
Loan to LinguaSol Private Limited bearing interest @ 7% p.a.		
compounded annually (Refer Note 41)	190.96	252.09
Others advances (non interest bearing)	1,630.93	-
Total	**1,821.89**	**252.09**

15. Other non-current assets

(₹ in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Secured, considered good:		
Bank deposits more than 12 months:		
Other Deposits in Bank	78.38	63.60
Other Deposits	222.62	45.10
Total	**301.00**	**108.70**

16. Current investments

(₹ in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Mutual Funds (Refer Note 30)	2,104.90	2,186.95
Unquoted equity investments	59.01	-
Total	**2,163.91**	**2,186.95**

Notes to the Consolidated Financial Statements (continued)

17. Trade receivables

(₹ in lakhs)

Particulars	**As at 31 March 2026**	As at 31 March 2025
Unsecured		
Undisputed -		
Considered good	2,693.32	1,615.24
Considered doubtful	16.88	0.67
Less: Provision for doubtful debts	-16.88	-0.67
Disputed - Considered good	-	-
Considered doubtful	-	-
Less: Provision for doubtful debts	-	-
Total	**2,693.32**	**1,615.24**

Trade Receivable Aging Schedule for FY 2025-26

(₹ in lakhs)

Trade Receivable	**Unbilled Receiv-ables**	**Not Due**	**Outstanding for following periods from due date of payment as on 31st March 2026**					
			Less than 6 Months	**6 Months to 1 Year**	**1 - 2 Years**	**2 - 3 Years**	**More than 3 Years**	**Total**
Considered Good								
Undisputed	60.53	1,267.13	1,335.61	1.20	5.45	1.27	82.66	2,693.32
Disputed	-	-	-	-	-	-	-	-
Sub Total (i)	**60.53**	**1,267.13**	**1,335.61**	**1.20**	**5.45**	**1.27**	**82.66**	**2,693.32**
Considered doubtful								
Undisputed	-	-	16.88	-	-	-	-	16.88
Disputed	-	-	-	-	-	-	-	-
Sub Total (ii)	**-**	**-**	**16.88**	**-**	**-**	**-**	**-**	**16.88**
Less: Provision for Doubtful Debts	-	-	-16.88	-	-	-	-	-16.88
Sub Total (iii)	-	-	-16.88	-	-	-	-	-16.88
Total (i+ii+iii)	**60.53**	**1,267.13**	**1,335.61**	**1.20**	**5.45**	**1.27**	**82.66**	**2,693.32**

Trade Receivable Aging Schedule for FY 2024-25

(₹ in lakhs)

Trade Receivable	**Unbilled Receivables**	**Not Due**	**Outstanding for following periods from due date of pay-ment as on 31st March 2025**					
			Less than 6 Months	**6 Months to 1 Year**	**1 - 2 Years**	**2 - 3 Years**	**More than 3 Years**	**Total**
Considered Good								
Undisputed	1.40	1,181.89	246.67	29.68	63.35	64.42	29.23	1,615.24
Disputed	-							-
Sub Total (i)	**1.40**	**1,181.89**	**246.67**	**29.68**	**63.35**	**64.42**	**29.23**	**1,615.24**
Considered doubtful								
Undisputed	-	-	-	-	0.67	-	-	0.67
Disputed	-	-	-	-	-			-
Sub Total (ii)	**-**	**-**	**-**	**-**	**0.67**	**-**	**-**	**0.67**
Less: Provision for Doubtful Debts	-	-	-	-	-0.67	-		-0.67
Sub Total (iii)	**-**	**-**	**-**	**-**	**-0.67**	**-**	**-**	**-0.67**
Total (i+ii+iii)	**1.40**	**1,181.89**	**246.67**	**29.68**	**63.35**	**64.42**	**29.23**	**1,615.24**

Notes to the Consolidated Financial Statements (continued)

18. Cash and bank balances

(₹ in lakhs)

Particulars		As at 31 March 2026	As at 31 March 2025
Cash and cash equivalents			
Cash on hand		0.94	0.81
Balances with banks			
-on current accounts		752.55	410.57
-bank deposits with remaining maturity less than three months		285.26	307.55
-dividend accounts		**3.28**	1.50
	(A) Subtotal	**1,042.03**	**720.43**
Other bank balances			
-bank deposits with remaining maturity more than three months and less than twelve months.		204.55	102.22
	(B) Subtotal	**204.55**	**102.22**
Total (A+B)		**1,246.58**	**822.65**

Details of bank balances/deposits

(₹ in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
Bank balances available on demand/deposits with remaining maturity of 3 months or less included under 'Cash and cash equivalents	1,037.81	718.13
Bank deposits due to mature within 12 months of the reporting date included under 'Other bank balances	204.55	102.22
Bank deposits due to mature after 12 months of the reporting date included under ‘Other non current assets	78.38	63.60
Total	**1,320.74**	**883.95**

19. Short-term loans and advances

(₹ in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
(Unsecured, considered good unless otherwise stated)		
Balance with Government Authorities	73.82	111.94
Prepaid expenses	70.43	32.38
Advance income tax and tax deducted at source (net of provisions)	-	21.56
Loan to LinguaSol Private Limited bearing interest @ 7% p.a. compounded annually (Refer Note 41)	80.00	80.00
Other Deposits	5.62	5.90
Total	**229.87**	**251.78**

Notes to the Consolidated Financial Statements (continued)

20. Other current assets

(₹ in lakhs)

Particulars	As at 31 March 2026	As at 31 March 2025
(Unsecured, considered good unless otherwise stated)		
Unbilled revenue	464.46	1.40
Advances to Employees	96.65	1.03
Advances to Suppliers	20.85	0.63
Interest accrued on Fixed Deposit	5.85	-
Total	**587.81**	**3.06**

21. Revenue from operations

(₹ in lakhs)

Particulars	Year Ended 31 March 2026	Year Ended 31 March 2025
Domestic Sales & Services	6,523.88	317.09
Export Sales & Services	3,711.98	5,187.21
Total	**10,235.86**	**5,504.30**

22. Other income

(₹ in lakhs)

Particulars	Year Ended 31 March 2026	Year Ended 31 March 2025
Interest on Deposits	67.70	31.38
Interest on Loan Advanced	20.97	24.98
Short Term Capital Gain	31.30	3.04
Miscellaneous Income	34.10	36.17
Interest Received on Income Tax Refund	0.08	1.79
Long Term Capital Gain	102.25	0.84
Total	**256.40**	**98.20**

23. Cost of services

(₹ in lakhs)

Particulars	Year Ended 31 March 2026	Year Ended 31 March 2025
Broadband & Other Direct Expenses	50.57	40.50
Computer Rent	54.74	80.87
Office Rent	191.12	149.50
Professional Fees	3,891.27	1,396.48
Total	**4,187.70**	**1,667.35**

Notes to the Consolidated Financial Statements (continued)

24. Employee benefit expenses

(₹ in lakhs)

Particulars	Year Ended 31 March 2026	Year Ended 31 March 2025
Salaries, allowances and bonus	3,445.86	2,134.74
Salaries, allowances and bonus - Directors	140.40	72.00
Contribution to Provident and other Funds (also refer Note 32)	241.68	61.13
Staff welfare expenses	109.30	34.34
Total	**3,937.24**	**2,302.21**

25. Finance Costs

(₹ in lakhs)

Particulars	Year Ended 31 March 2026	Year Ended 31 March 2025
Interest on loan	56.46	-
Other processing costs	5.00	-
Total	**61.46**	**-**

26. Depreciation and amortization expenses

(₹ in lakhs)

Particulars	Year Ended 31 March 2026	Year Ended 31 March 2025
-on Property, Plant & Equipment	8.79	12.40
-on Intangible Assets	26.98	3.42
Total	**35.77**	**15.82**

Notes to the Consolidated Financial Statements (continued)

27. Other expenses

(₹ in lakhs)

Particulars	**Year Ended 31 March 2026**	Year Ended 31 March 2025
Legal and professional fees	94.89	167.04
Director Sitting Fees	5.70	4.50
Travelling and Conveyance expenses	131.41	50.35
License Fees	21.85	20.87
Rates and taxes	50.01	8.67
Courier Charges	1.14	0.48
Insurance Charges	8.11	0.80
Membership and Subscription Charges	2.95	-
Bank Charges	40.18	4.98
Office Expenses	21.31	7.47
Miscellaneous Expenses	59.60	12.46
Advertising and Marketing Expense	118.32	29.42
Payment to auditors	13.15	9.18
Printing and Stationery	1.37	2.42
Brokerage and Commission	5.50	5.30
Donation	0.70	-
Bad Debts/ (Write back)	-0.67	-4.33
Prior Period Expense (Refer Note 35)	2.58	0.29
Foreign Exchange (Gain)/ Loss	-214.49	31.46
CSR Expenses	18.20	14.34
Telephone Expenses	17.52	0.78
Total	**399.33**	**366.48**

28 Earnings per share

(₹ in lakhs)

Particulars		**Year Ended 31 March 2026**	Year Ended 31 March 2025
Net profit for the year attributable to equity shareholders	A	1,380.90	933.53
Weighted average number of equity shares of face value of Rs 10 each outstanding during the year	B	**1,375.06**	1,375.06
Basic and diluted profit per equity share of face value ₹ 10 each	(A/B)	**10.04**	6.79

Notes to the Consolidated Financial Statements (continued)

29 Auditors' remuneration

(₹ in lakhs)

Particulars	Year Ended 31 March 2026	Year Ended 31 March 2025
Statutory audit	9.31	5.70
Tax audit	1.20	1.20
For Other Services	2.64	2.13
Out of Pocket Expenses	-	0.15
Total	**13.15**	**9.18**

30 Investments

Investments in Mutual Funds

Quoted

Basis of Valuation: Cost or Net Realisable Value whichever is lower

(₹ in lakhs)

Sr. No.	Particulars	No of Units as on 31st March 2026	Per Unit value as on 31st March 2026 ₹	Market Value as on 31st March 2026	Book Value as on 31st March 2026	Market Value as on 31st March 2025	Book Value as on 31st March 2025
1	Aditya Birla Sun Life Banking and PSU Debt Fund Regular Plan Growth (Erstwhile Aditya Birla Sun Life Treasury Optimisier)	33,898	377.51	127.97	100.00	121.66	99.99
2	Aditya Birla Sun Life Savings Fund Growth	-	-	-	-	6.05	5.07
3	Axis Corporate Debt Fundgrowth (Erstwhile Axis Corporate Debt Opportunities)	428,439	17.64	75.60	58.83	71.46	58.83
4	DSP Bond Fund Retail Plan Growth	53,065	83.97	44.56	34.74	42.45	34.74
5	HDFC Income Fund - Growth	277,601	58.27	161.75	129.99	158.96	129.99
6	HSBC Short Duration Fund Regular Plan Growth (Erstwhile HSBC Short Term Bond Fund - Regular Plan - Growth	-	-	-	-	120.74	100.00
7	ICICI Prudential All Seasons Bond Fund Growth (Erstwhile ICICI prudential long term)	-	-	-	-	238.91	205.08
8	ICICI Prudential Banking and PSU Debt Fund Growth	197	33.83	0.07	0.04	0.06	0.04
9	ICICI Prudential Short Term Fund Growth Option (Erstwhile Icici Prudential Short Term)	385,497	62.48	240.87	189.99	279.83	229.99
10	Kotak Corporate Bond Fund Regular Plan Growth	-	-	-	-	116.57	95.45
11	Kotak Dynamic Bond Fund Regular Plan Growth (Erstwhile Kotak Flexi Debt Fund)	1,152,304	37.93	437.12	394.99	416.99	374.99
12	NIPPON INDIA Dynamic Bond Fund Growth Plan Growth Option	1,754,827	38.24	671.10	604.99	639.20	604.99
13	NIPPON INDIA Short Term Fund - Growth Plan	698,547	54.67	381.87	364.78	75.41	64.78
14	NIPPON INDIA Ultra Short Duration Fund Growth (Erstwhile NIPPON INDIA Liquid Cash)	-	-	-	-	112.03	100.00
15	Sbi Short Term Debt Fund Regular Plan Growth	273,829	33.23	90.99	68.00	85.97	68.00
16	Sundaram Corporate Bond Fund - Regular - Growth	53,515	41.38	22.15	15.00	21.03	15.00
19	Kotak Liquid Fund Regular Plan Growth (Erstwhile Kotak Liquid Scheme - Regular Plan Growth	1,852.04	5,508.58	102.02	100.00	-	-
20	NIPPON INDIA Ultra Short Duration Fund Growth (Erstwhile NIPPON INDIA Liquid Cash)	1,210	4,204.24	50.87	43.54	-	-
	Total		**10,551.97**	**2,406.94**	**2,104.89**	**2,507.32**	**2,186.94**

Notes to the Consolidated Financial Statements (continued)

31 Related Party Disclosures

(₹ in lakhs)

a) Key management personnel and persons exercising significant influence.

1 Prachi Kulkarni (Managing Director)
2 Sunil Kulkarni (Director)
3 Mandar Inamdar (Chief Financial Officer)
4 Sneha Ratnaparkhi (Company Secretary)

b) Subsidiaries and step down subsidiaries

1 Fidel Technologies KK -Wholly Owned Subsidiary
2 Fidel Soft Inc - Wholly Owned Subsidiary
3 Techvine Consulting LLC -Wholly Owned Subsidiary of Fidel Soft Inc
4 IM Corporation - Majority Stake 83% by Fidel Technologies KK

c) Enterprises over which key management personnel exercise significant influence.

1 CoolPro International Private Limited
2 LinguaSol Private Limited
3 Fidel Consulting KK

d) Disclosure of related party transactions:

(₹ in lakhs)

Sr. No.	Nature of transaction	Year ended 31st March 2026	Year ended 31st March 2025
1	**Fidel Consulting KK**		
	Export of Sevices	657.28	530.26
2	**Linguasol Private Limited**		
	Loan to Linguasol		
	Loan to Linguasol - Repayment receipts	-80.00	-80.00
	Interest accrued during the year on loan	20.97	24.98
	Office Rent Expenses Paid	6.00	4.00
3	**CoolPro International Private Limited**		
	Domestic Professional Services	137.00	5.58
4	**Sunil Kulkarni**		
	Directors Remuneration	36.29	36.00
	Dividend Paid	152.54	83.60
5	**Prachi Kulkarni**		
	Directors Remuneration	36.69	36.00
	Dividend Paid	48.14	26.48
6	**Mandar Inamdar**		
	Remuneration	53.45	47.82
7	**Sneha Ratnaparkhi**		
	Remuneration	11.04	9.16
8	**Investment in Fidel Technologies KK**	682.19	-
	(Payment made to promoter Mr. Sunil Kulkarni for acquisition of subsidiary)		
	Total	**1,761.59**	**723.88**

Notes to the Consolidated Financial Statements (continued)

e) Amount due to/from related parties

(₹ in lakhs)

Sr. No.	Nature of transaction	**Year ended 31st March 2026**	Year ended 31st March 2025
1	**Receivables (Net)**		
	Linguasol Private Limited		
	Loan to Linguasol (Receivable)	270.96	332.09
	Trade Receivables -Software Professional Service, Underwriter Translation & Manpower Recruitment Services (Receivable)	82.67	93.65
	Fidel Consulting KK		
	Export of Sevices	97.15	138.39
	Coolpro International Pvt Ltd		
	Software Professional Service (Receivable)	86.14	0.09
	Total Receivable	**536.92**	**564.22**
2	**Payable (Net)**		
	Remuneration Payable to Prachi Kulkarni	2.39	2.36
	Remuneration Payable to Sunil Kulkarni	2.42	2.36
	Reimbursement Payable to Sunil Kulkarni	-	0.05
	Reimbursement Payable to Prachi Kulkarni	-	0.13
	Remuneration Payable to Sneha Ratnaparkhi	0.80	0.66
	Remuneration Payable to Mandar Inamdar	2.27	2.49
	Total Payable	7.88	8.05

32 Employee Benefits

a) Defined contribution plans

The Holding Company has recognized ₹ 63,81,522 (2024-25: ₹ 60,11,191) towards provident fund, ₹ 26,100 (2024-25: ₹ 25,050) towards labour welfare fund and ₹ 1,11, 755 (2024-2025 : ₹ 76,929) towards employee state insurance in the Statement of Profit and Loss.

b) Defined benefit plans

Gratuity:

In accordance with the Payment of Gratuity Act, 1972, the Holding Company was required to provide post employment benefit to its employees in the form of gratuity.

The disclosures relating to actuarial assumptions in accordance with AS 15 (Revised) are provided below:

(₹ in lakhs)

Particulars	**31 March 2026**	31 March 2025
Mortality table	IALM(2012-14) ult	IALM(2012-14) ult
Discount rate	6.90%	6.60%
Rate of increase in compensation levels	10%	10%
Expected average remaining working lives of employees (in years)	4.81	4.84
Retirement Age	60 years	60 years
Withdrawal Rate		
Age upto 30 years	20%	20%
Age 31 - 40 years	20%	20%
Age 41 - 50 years	20%	20%
Age above 50 years	20%	20%

Notes to the Consolidated Financial Statements (continued)

The plan has not been funded as on the valuation date.

Discount rate

The discount rate is based on the prevailing market yields on Government bonds as at the Balance Sheet date for the estimated terms of the obligations.

Salary escalation

The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

Methodology

Projected unit credit method (PUC) is used to assess the present value of obligation and the related current service cost and interest cost.

Table Showing Change in the Present Value of Projected Benefit Obligation	**31-Mar-26**	31-Mar-25
Present Value of Benefit Obligation at the Beginning of the Period	215.36	157.04
Interest Cost	13.62	11.17
Past Service Cost	39.42	0.00
Service cost Curtailment	50.35	40.86
Actuarial (Gains)/Losses on Obligations	-30.53	10.19
Benefits Paid	-18.11	-3.90
Present Value of Benefit Obligation at the End of the Period	**270.11**	**215.36**

(₹ in lakhs)

Expenses Recognized in the Statement of Profit or Loss for Current Period	**31-Mar-26**	31-Mar-25
Current Service Cost	50.35	40.86
Net Interest Cost	13.62	11.17
Actuarial (Gains)/Losses	-30.53	10.19
Past Service Cost	30.30	0.00
Expenses Recognized in the Statement of Profit or Loss	**63.74**	**62.22**

(₹ in lakhs)

Balance Sheet Reconciliation	**31-Mar-26**	31-Mar-25
Opening Net Liability	-215.36	-157.04
Expense Recognized in Statement of Profit or Loss	-63.74	-62.22
Net Liability/(Asset) Transfer In	0.00	0.00
Net (Liability)/Asset Transfer Out	0.00	0.00
(Benefit Paid Directly by the Employer)	18.11	3.90
(Employer's Contribution)	0.00	0.00
Net Liability/(Asset) Recognized in the Balance Sheet	**-261.00**	**-215.36**

Notes to the Consolidated Financial Statements (continued)

Leave Encashment:

(₹ in lakhs)

Data Summary	**31-Mar-26**	31-Mar-25
Number of Employees	213	204
Total Salary (Leave Encashment)	97.31	73.54
Total Salary (Leave Availment)	210.85	190.56
Average Age	35.24	34.5
Average Past Service	3.84	3.74
Total Leave Days	3,298	3,207

(₹ in lakhs)

Valuation Results	**31-Mar-26**	31-Mar-25
Discontinuance Liability	64.31	49.93
Projected Benefit Obligation	70.14	56.82

(₹ in lakhs)

Current & Non-Current Liability	**31-Mar-26**	31-Mar-25
Funding Status	Unfunded	Unfunded
Fund Balance	N.A.	N.A.
Current Liability	15.53	12.44
Non-Current Liability	54.61	44.38

(₹ in lakhs)

Valuation Assumptions	**31-Mar-26**	31-Mar-25
(i) Financial Assumptions		
Salary Escalation Rate		
For first year	00.00% p.a.	00.00% p.a.
For subsequent years	10.00% p.a.	10.00% p.a.
Discount Rate	6.90% p.a (Indicative G. Bonds referenced on 31-03-2026)	6.60% p.a. (Indicative G. Bonds referenced on 31-03-2025)
(ii) Demographic Assumptions		
Mortality Rate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate

c) One of the subsidiaries of the Holding Company provides retirement benefits to employees.

Accordingly, a provision of ₹249.39 lakhs has been recognised in financial statements based on management's estimate of the obligation.

Notes to the Consolidated Financial Statements (continued)

33 Operating Lease

(₹ in lakhs)

Particulars	Year Ended 31 March 2026	Year Ended 31 March 2025
Lease payment debited to Statement of Profit & Loss (Net of GST)	209.91	230.37

34 Ratios

(₹ in lakhs)

Ratios	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance*
Current Ratio	Current Assets	Current Liabilities	3.12	8.50	-63%	The decline in current ratio is mainly attributable to reduction in current assets namely current investments and trade receivables, coupled with increase in current liabilities namely short-term borrowings and other current liabilities as compared to previous year.
Debt-Equity Ratio	Debt	Equity	0.77	NA	NA	-
Debt Service Coverage Ratio	Net Operating Income	Debt Service	2.07	NA	NA	-
Return on Equity Ratio	Net Income	Shareholder's equity	0.25	0.21	20%	-
Trade payables turn-over ratio	Total Purchases	Average of Trade P ayables	8.79	10.92	-20%	-
Trade Receivables turnover ratio	Net Credit Sale	Average of Trade Receivables	4.75	3.90	22%	-
Net capital turnover ratio	Net Sales	Working Capital	2.18	1.28	70%	The increase in net capital turnover ratio is attributable to high revenue growth as compared to previous year.
Net profit ratio	Net Profit	Total Sales	0.13	0.17	-21%	-
Return on Capital employed	EBIT	Networth + Total Debt + DTL	0.17	0.28	-39%	The decline in ROCE mainly attributable to increase in long-term borrowings, wherein no such borrowings existed in the previous year.
Return on investment	Gain on investments	Average Investment	0.07	0.02	273%	The increase in Return on Investments is mainly attributable to higher realised gains arising from increased redemption of investments as compared to previous year.

Notes to the Consolidated Financial Statements (continued)

35 Prior Period Expenses

(₹ in lakhs)

Particulars	Year Ended 31 March 2026	Year Ended 31 March 2025
Miscellaneous Expense	2.58	0.29

36 Segment Reporting

The Group is operating only in one segment, namely Language Technology Services and Consultancy Services. As a part of secondary reporting geographical segments are considered based on the location of customer. The Holding Company operates in two geographical segments viz in India and outside India.

The Financial Information about the Secondary Segments is as given below:

(₹ in lakhs)

	Particulars	Year Ended 31st March 2026			Year Ended 31st March 2025		
		Geographical Segments			Geographical Segments		
		India	Outside India	Total	India	Outside India	Total
A	**Segment Revenue**						
	Total Sales	482.46	9,753.40	10,235.86	317.09	5,187.21	5,504.30
	Total Revenue	**482.46**	**9,753.40**	**10,235.86**	**317.09**	**5,187.21**	**5,504.30**
B	**Segment Assets**						
	Segment Assets	3,779.18	6,190.42	9,969.60	236.43	1,408.82	1,645.25
	Unallocated assets	-	-	1,945.14	-	-	3,685.84
	Total Assets	**3,779.18**	**6,190.42**	**11,914.74**	**236.43**	**1,408.82**	**5,331.09**

37 Statutory Group Information

Additional information on the entities included in the consolidated financial statements - For year ended 31st March 2026

Name of the entity in the Group	Net Asset i.e. total assets minus total liabilities		Share in profit or loss	
	As a % of consolidated net assets	Amount in Lakhs	As a % of consolidated profit	Amount in Lakhs
Parent				
Fidel Softech Limited	92.10%	5180.17	66.21%	930.32
Subsidiaries				
Foreign				
Fidel Soft Inc	-0.10%	-5.59	1.48%	20.86
Fidel Technologies KK	5.49%	308.85	7.27%	102.12
Techvine Consulting LLC	3.26%	183.51	14.37%	201.92
IM Corporation	2.51%	141.05	8.38%	117.75
Minority interest in subsidiaries				
Foreign				
IM Corporation	0.51%	28.88	1.72%	24.12
Elimination	3.77%	212.29	-0.56%	-7.93
Total	**100.00%**	**5624.59**	**100.00%**	**1405.02**

Notes to the Consolidated Financial Statements (continued)

Additional information on the entities included in the consolidated financial statements - For year ended 31st March 2025

(₹ in lakhs)

Name of the entity in the Group	Net Asset i.e. total assets minus total liabilities		Share in profit or loss	
	As a % of consolidated net assets	Amount in Lakhs	As a % of consolidated profit	Amount in Lakhs
Parent				
Fidel Softech Limited	99.84%	4524.84	99.22%	926.29
Subsidiaries				
Foreign				
Fidel Soft Inc	1.11%	50.08	0.78%	7.24
Elimination	0.95%	42.86	0.00%	-
Total	**100.00%**	**4532.08**	**100.00%**	**933.53**

38 There are no contingent liabilities as on 31st March 2026. (Nil as on 31st March 2025)

39 (i) The Group does not have any long-term contracts including derivative contracts for which there are material foreseeable losses.

(ii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

40 The Parent Company has complied with the number of Layers prescribed under clause (87) of Sec 2 of the Act read with The Companies (Restriction on number of layers) Rules, 2017.

41 Details of loans given, investment made and guarantee given covered u/s 186(4) of the Companies Act, 2013

(i) Loans given

Sr. No.	Name of the Company	As at 31st March 2026	As at 31st March 2025	Purpose
1	LinguaSol Private Limited	270.97	332.09	Working capital loan

The Parent Company had granted unsecured long term loan to LinguaSol Private Limited ("LinguaSol") in previous years out of which principal amount of ₹ 270.97 lakhs is outstanding at 31st March 2026. LinguaSol has repaid ₹ 80 lakhs towards principal in FY 2025-26.

Director of LinguaSol has given personal guarantee as security for the loan. In light of steps taken together with future projection of cashflows, the Management is confident of turnaround and repayment of loan given to them. Further, in respect of loan granted by the Parent Company, the schedule of repayment of loan (inclusive of interest at rate of 7% p.a. compounding annually) has been stipulated.

The borrower has agreed to repay principal amount in quarterly instalments of ₹ 20 lakhs each.

The loan along with interest shall be fully repaid by FY 2029-30.

Accordingly, the Parent Company has not considered any adjustments including provision for impairment to the carrying value of the loan (including interest outstanding) as at the year end.

42 During the year, the Group acquired 100% equity stake in Fidel Technologies KK, Japan on 12 June 2025, resulting in recognition of goodwill of ₹481.74 lakhs on consolidation.

Further, the Group acquired 100% equity stake in Techvine LLC, USA on 01 August 2025, resulting in recognition of goodwill of ₹1,363.04 lakhs on consolidation.

Notes to the Consolidated Financial Statements (continued)

Additionally, the Group acquired 83% equity stake in IM Corporation, Japan on 06 January 2026 for a cash consideration of ₹13.63 lakhs, resulting in recognition of goodwill of ₹12.06 lakhs on consolidation.

Accordingly, the aggregate goodwill recognised on these acquisitions amounts to ₹1,856.84 lakhs.

The financial results of the acquired entities have been consolidated in the Group's consolidated financial statements from their respective acquisition dates.

43 a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities (“Inter mediaries”), 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 Group (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b) Also no funds have been received by the Group from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Group 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.

44 Dividend Distribution made & proposed

(₹ in lakhs)

Particulars	**Year Ended 31 March 2026**	Year Ended 31 March 2025
Cash Dividends on equity shares declared and paid:		
Final dividend for the year ended on 31st March 2025: ₹ 2 /- per share (i.e. 20 % of face value)	275.01	151.26
Total Dividend Paid	273.23	150.32

The Board of Director of the Holding Company has recommended dividend of ` 2.25/- per share i.e. 22.50% of Face Value for FY 2025-26 in the Board meeting held on 27th April 2026. This proposed dividend on equity shares are subject to approval at AGM and not recognised as liability on reporting date.

45 Exceptional Items:

On November 21, 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 - consolidating 29 existing labour laws. The Holding Company has assessed and estimated the incremental impact of these changes on the basis of information available, consistent with the guidance provided by the Institute of Chartered Accountants of India Considering the materiality and non-recurring nature of this impact, the Holding Company has presented such incremental impact as "Statutory impact of new Labour Codes" under "Exceptional Items" in the statement of profit and loss for the period ended December 31, 2025. The incremental impact on employee benefit expenses of ₹ 38.78 Lakhs primarily arises due to change in wage definition. The Holding Company continues to monitor the finalisation of Central / State Rules and clarifications from the Government on other aspects of the Labour Code and impact of these if any, will be evaluated and accounted for in accordance with applicable accounting standards in the period in which they are notified.

46 The Group has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 during financial year 2025-26.

47 The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year 2025-26.

48 The Group has no capital commitments as at 31st March 2026. (Nil as on 31st March 2025)

49 The Group has not been declared as a wilful defaulter by any lender who has powers to declare the Group as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when financial statements are approved.

50 The Group has created Charge on Term loan amounting to ₹ 29.06 crores. (Nil as on 31st March 2025)

Notes to the Consolidated Financial Statements (continued)

(₹ in lakhs)

51 The Group has not surrendered or disclosed any income during the year in the tax assessments under the Income Tax Act, 1961.

52 The Group was not party to any approved scheme which needs approval from competent authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year ended 31st March 2026

53 The previous year's figures have been regrouped/ reclassified, wherever necessary to conform to the current year presentation.

For **Kirtane & Pandit LLP**
Chartered Accountants
FRN - 105215W/ W100057

Anand Jog
Partner
Membership No.: 108177
Place: Pune
Date: April 27, 2026

For and on behalf of the Board of Directors of
Fidel Softech Limited
CIN: L72200PN2004PLC020061

Sunil Kulkarni
Chairman and Executive Director
DIN: 00752937
Place: Pune
Date: April 27, 2026

Prachi Kulkarni
Managing Director
DIN: 03618459
Place: Pune
Date: April 27, 2026

Mandar Inamdar
Chief Financial Officer

Place: Pune
Date: April 27, 2026

Sneha Ratnaparkhi
Company Secretary
ICSI M.No. : A42657
Place: Pune
Date: April 27, 2026

Fidel Softech
AI - Data - LangTech

Artificial Intelligence

Data Analytics

LangTech

Fidel Softech Limited

AI-Data-LangTech

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