Transcript of Sixth Annual General Meeting ("AGM") of Toss The Coin Limited held on Friday, 11th September, 2026 at 10.00 A.M (IST) through Video Conference ("VC") and Other Audio-Visual Means ("OAVM")

S.No	Speaker	Particulars
1	Moderator	Dear shareholders, good morning and a very warm welcome to the Sixth Annual General Meeting of Toss The Coin Limited through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). Please note that as per the requirements, the proceedings of the Annual General Meeting will be recorded and will be made available on the website of the Company. I now hand over the proceedings to Mr. Narayanan Jayan, Chairman cum Managing Director of Toss The Coin Limited. Over to you, Sir.
2	Mr. Narayanan Jayan	Thank you, Mr. Basheer. I hope that I am audible. Dear members and invitees, a very good morning. I am Narayanan Jayan., Chairman cum Managing Director of the Company. I have joined the meeting from the registered office in Chennai. On behalf of the Board of Directors, it is my privilege to welcome you all to the Sixth Annual General Meeting of Toss The Coin Limited. I trust that all of you and your family are safe and healthy. This meeting is being held through video conference in accordance with the circulars issued by the Ministry of Corporate Affairs and SEBI. The Company has made all feasible efforts to enable members to participate through video conference and electronically vote on the items being considered for this meeting. Now, with the requisite quorum of shareholders being present, I call this meeting to order. Before we start the main proceedings of the meetings, I would now request my colleagues on the Board and our Key Managerial Personnel to introduce themselves and confirm the place from where they are attending this meeting. Let me first invite Mrs. Reshma Budhia.
3	Mrs. Reshma Budhia	Thank you, Jayan. I welcome everyone, Good morning. I am Reshma Budhia, Whole Time Director and CFO of Toss The Coin Limited, attending the meeting from the registered office in Chennai. A warm welcome to all of you. And thank you again. And over to you, Sudhanshu.
4	Mr. Sudhanshu Budhia	Good morning, everyone. This is Sudhanshu Budhia and a warm welcome to all our shareholders. I am joining the AGM of Toss The Coin Limited from the registered office in Chennai. Thank you. Over to you, Manishji.
5	Mr. Manish Kumar Gupta	Thank you, Sudhanshu. Good morning, everyone. I am Manish Kumar Gupta, Independent Director of the Company. I am attending the meeting from Bangalore. Thank you and over to Mohan.

6	Mr. Mohan Varghese Mathew	Thank you, Manish. My name is Mohan Varghese Mathew, Independent Director of Toss The Coin Limited. I am attending this meeting from Trivandrum. Thank you very much. Over to you, Pooja.
7	Mrs. Pooja Jain	Good morning, everyone. I am Pooja Jain, Company Secretary of Toss The Coin Limited. I am attending the meeting from the registered office of the Company located at Chennai. Thank you. And back to Jayan Sir.
8	Mr. Narayanan Jayan	Thank you, Pooja. In addition to the board members and our key managerial personnel, we also have key executives joining from their respective locations which include: - **Statutory Auditors**: Mr. Srivatsan, representing M/s. CNGSN & Associates LLP, Chartered Accountants - **Secretarial Auditors**: Mr. Chetan Bafna, representing M/s. Chetan Bafna and Co, Practicing Company Secretaries - **Internal Auditors**: Mr. Naren P, representing M/s. Ashok Golechha & Co, Chartered Accountants Now, I request Mrs. Pooja Jain, our Company Secretary, to provide general instructions to the members regarding participation in this meeting and other voting procedures.
9	Mrs. Pooja Jain	Thank You Jayan Sir. Welcome, everyone. Members may note that this Annual General Meeting is being held through video conferencing in accordance with the provisions of the Companies Act 2013 and SEBI LODR regulations read with circulars issued there under. The facility for attending this meeting through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) is made available for the members on a first-come, first-served basis. The Register of Directors and Key Managerial Personnel, Shareholding and other documents mentioned in the notice of the AGM has been made available electronically for inspection by the members during this AGM. Members seeking to inspect any of these documents after the meeting may send the request to info@tosstheco.in. As the AGM is being held through video conferencing, the facility for appointment of proxies is not applicable. The Company has received a few queries from its shareholders and the Company will try to answer them at this AGM. It may be noted that the Company reserves the right to limit the number of members asking questions depending on the availability of time at this AGM. The Company has provided the facility to cast votes electronically on all the resolutions set forth in the notice. Members who have not cast their votes electronically and who are participating in this meeting will have an opportunity to cast their votes during the meeting through e-voting system provided by MUFG Intime India Private Limited. Members are requested to refer to the instructions provided in the notice of the AGM for a seamless participation through video conferencing and also for e-voting. If you face any difficulty, you may reach out to the help line numbers or email provided in the notice of the AGM.

		Thank you very much. With this, I hand it over to the Chairman.
10	Mr. Narayanan Jayan	**Chairman's Speech** Every AGM is a chance to look back at the year gone by, and more importantly, to talk about where we are going. FY 2025-26 has been a very good year for us. Revenue grew 70% to ₹14.70 crore. EBITDA grew 123% to ₹4.17 crore. Profit after tax grew 62.7% to ₹2.70 crore. And EPS grew 75% to ₹14.31. We are happy with these numbers. But something more interesting is happening: we are beginning to move from being a good marketing services company to a company with new capabilities, new offerings and multiple avenues for growth. That is what I want to talk about today. **Where Experience Meets Intelligence** We have been doing B2B marketing for 14 years, across many industries, markets and problems. We have learnt a lot, and much of that experience sits with our people. Someone who has seen a problem ten times knows exactly where to start; someone seeing it for the first time takes far longer. So we asked a simple question: can we capture some of this experience and make it available to more people, more consistently? And that is the thinking behind out AI platform which is **RayAI**. The objective is not to automate creativity, but to make organizational learning reusable. It brings together three layers: a **Knowledge Layer,** an **Intelligence Layer** and a **Workflow Layer.** The Knowledge Layer of 14 years of proprietary B2B marketing expertise; an Intelligence Layer of the client's objectives, competition and market context; and a Workflow Layer of more than 200 production-ready workflows. RayAI is still being built. We are not chasing AI because it is the flavour of the moment. We are starting with what we know well and using AI to do it better. That, to me, is the sensible way to approach AI. **Expanding What We Are Good At** We have also been thinking about how to take our understanding of brands and relationships into adjacent businesses. One such area is **experiential gifting**. We don't see gifting as merchandise with a logo on it. We see it as a relationship experience. A meaningful gift shows that you understand the recipient, the occasion, the relationship and the message you want to convey. We approach it not as a procurement business, but as marketers and strategists.

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Whether it is a prospect you want to open a conversation with, a leader celebrating a milestone, a long-standing client you want to thank, or an event gift people actually want to take home, the product is only one part. The thought behind it is what makes it valuable. Our proposition is simple: **every gift has a story, and we design both**.

Branding Before the Bell

We are also thinking about branding for companies preparing for an IPO. Financial readiness matters, but so does another question: **are you ready for the market to see you?** Can an investor understand what you stand for? Is the category clearly defined? Does the founder have a credible voice? Does the website reflect the ambition of the business?

So we have put together **Branding Before the Bell**, bringing together category positioning, brand architecture, founder thought leadership, the website, investor communication, PR and media. Our belief is simple: companies should start building their public identity before they need it.

The Road Ahead

We have identified four areas of focus.

First, the United States. We see a significant opportunity, and are building a presence through an advisory and lead-generation partnership and a fractional US based sales head. We won't rush in simply because it is a large market; we want to enter it the right way.

Second, Outbound Sales. Much of our growth has come through referrals and relationships, and we are very grateful for that. But to build a larger organisation we need a sales engine we can build, measure and scale.

Third, RayAI. There is no shortage of AI tools today, but there is a shortage of good domain knowledge. We have the domain knowledge; now we are finding the right way to make it usable at scale.

Fourth, Experiential Gifting. We want to build this into an Experience Studio around relationship moments. It is early, but the potential is real.

Finally

When we started Toss the Coin, we were a marketing company. Today we still are, but we are becoming much more than one that simply delivers marketing services. We are exploring how our experience can become technology and, over time, intellectual property; building new offerings around the knowledge we have accumulated; and looking at markets outside India.

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		That is exciting for us. But we will not lose sight of what got us here: good people doing good work for good clients. Technology can make us faster and processes more efficient, but our reputation will always come down to the quality of our work and the relationships we build. The numbers this year give us confidence. What we have built over 14 years gives us our foundation. And the opportunities ahead give us a lot to look forward to. On behalf of the Board, I thank our clients for their trust, our team for their work every day, and our shareholders for their continued confidence in Toss the Coin. We have had a very good year, and I believe we have an even more interesting one ahead. Thank you everyone. I now request Mrs. Pooja Jain, our Company Secretary, to read out the resolutions proposed for this meeting and provide a summary of the Auditor's Report.
11	Mrs. Pooja Jain	Thank you Jayan Sir. We will now take up the resolutions as set forth in the notice: **Item number one**: Adoption of Audited Financial Statements, along with the reports of the Board of Directors and of the Auditors thereon. **Item number two**: Reappointment of Mrs. Reshma Budhia, (holding DIN 08893679) Whole Time Director cum CFO, liable to retire by rotation. **Item number three**: Reappointment of Mr. Sudhanshu Budhia, (holding DIN 07115984) Non-Executive Director, liable to retire by rotation. Since all the resolutions have already been put to vote through remote e-voting, there will be no proposing or seconding of the resolutions and that there will not be any show of hands. The Statutory Auditors, M/s. CNGSN & Associates LLP, Chartered Accountants and the Internal Auditors, M/s. Ashok Golechha & Co, Chartered Accountants have expressed unqualified opinion in their respective reports for the financial year ended 31st March 2026. The observations made by the Secretarial Auditors, M/s. Chetan Bafna And Co, Practicing Company Secretaries, in their report for the Financial Year ended 31st March 2026, and the corresponding replies given by the management have been annexed as Annexure – A to MR – 3 and forms part in page no. 66 of the Annual Report.

		There were no adverse comments on the financial statements and matters which may have material impact on the functioning of the Company. Thank you. With this, I hand it over to the Chairman.
12	Mr. Narayanan Jayan	Thank you, Pooja. With this, notice of the AGM and report of the Auditors circulated to the shareholders will be considered as read at the meeting. I now request Mrs. Pooja Jain, our Company Secretary, to read out the queries raised by the shareholders. To avoid repetition, answers to all the questions will be provided towards the end.
13	Mrs. Pooja Jain	Thank you Jayan Sir. The following are the queries received from the shareholders: 1. **Growth Outlook**: What are the Company's growth plans and key growth drivers for the next 3–5 years? What revenue growth and margin trajectory does the management believe is achievable as the company scales? 2. **Dividend Continuation**: The Company has started rewarding shareholders through dividends. Can shareholders expect the company to continue paying and potentially increasing dividends in the coming years? 3. **Acquisitions & Inorganic Growth**: Is TTC actively evaluating acquisitions or other inorganic growth opportunities? 4. **How has the Company's business performed** during Q1 FY27 compared with Q1 FY26? Without sharing specific financial numbers, has the Company seen an improvement in business activity, customer additions, order flow and overall performance compared with the same quarter last year? 5. **EBITDA margin**: Can the current EBITDA margin be maintained or improved over the next 3–5 years? 6. **On-hand revenue visibility**: What is the current on-hand revenue visibility for FY27 from existing customers and confirmed contracts? Without disclosing specific revenue numbers, how much of the expected FY27 business is already secured or visible at this stage? Now I hand over back to the Chairman to conduct the further proceedings of the meeting. Over to you.
14	Mr. Narayanan Jayan	Sure, thank you. May I request Mrs. Reshma Budhia, to address the questions of the Shareholders
15	Mrs. Reshma Budhia	Thank you, Jayan. A lot of questions are merging with each other and so lets, get into the answers in that sense. Regarding **Growth Outlook**, the point that I would like to mention that, we see a good opportunity to grow over the next three to five years. It is an exciting time with AI and again with global market and our focus therefore will continue to be on growing relationships with our existing clients because reference are

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		going to help us to open new doors, but we are also building a sales engine for adding new clients. We have always been in the US Market but for us now it is important to expand into US market as a business, and we are going to use AI tool RayAI to complement all of these growth stories and take it to the market because when you add experience and creativity that we brought and automate it into a workflow, is going to become a reusable factor for our organization. Like Jayan had mentioned in his speech earlier, we will also continue to focus on adjacent services, such as Experiential Gifting, we see huge hope and huge demand there, for the creativity that we bringing to the table and merging that with marketing. As we grow, we do expect our margins to improve as well, because we have already made investments in people, senior hires, technology, tools and processes that will support a larger business. We are confident about delivering strong and sustainable growth, but it will be immature to put a rigid number on revenue or margins at this stage. Our focus is to continue growing the business profitably and creating long-term value for our shareholders. As far as **Dividend Continuation** is concerned, we too understand dividends as an important way of sharing the value we create with our shareholders. Having started this journey, our intention has always been to is to maintain a consistent and sustainable dividend policy, while ensuring that we balance the investments that are needed for running and growing the business. As the business grows and our cash flows strengthen, we would naturally like our shareholders to benefit from that growth. The quantum of dividend, however, it is still going to depend on the Company's performance, the cash generation and all different opportunities we see in reinvesting back into the business. About **Acquisitions & Inorganic Growth**, like always we are exploring and we are open to acquisitions and other inorganic opportunities which can help accelerate our growth and even add new capabilities to our business. But we are very careful about acquisitions as we donot want to simply look at it for the sake of adding revenue. Any opportunity we consider has to make strategic sense, it has to complement what we have already built as a capability, and it has to create value for our shareholders. So, we are evaluating a lot of opportunities and we continue to be disciplined about it, and will only pursue them when we truly think that we are adding some value at the right opportunity for us.

		With respect to the **Business Performance**, I believe that Q1 of FY27 was a mixed quarter. Honestly, the geopolitical situation led to some decision paralysis for our clients, and there was a rapid adoption and appeal of AI, which has created some disruptions because the clients are taking time or took time to reassess their new requirements and workflows. However, things have started to settle down considerably, we did add new logos in the last five months than we did in the same period in FY26, we are seeing healthier business activity and a stronger pipeline. So, while the environment has had its challenges, we are encouraged by the momentum that we are seeing in the market. For us the **EBITDA Margin** has always been at a healthy level, and maintaining this level of profitability is going to be a key priority for us. As the business scales, we will continue to focus on efficiency, use of technology, to improve it, and use AI for better processes. This should help us absorb growth without putting pressure on margins. While there may be opportunities to improve margins further, I think that our primary focus is going to be about maintaining the current healthy margins while delivering sustainable growth. Regarding **On-Hand Revenue Visibility**, I would like to mention that, we have good visibility for FY27. Over the last five months, we have retained some of our large ongoing client contracts and also added a number of new logos. Our pipeline is looking healthy, we are having good conversations, opening opportunities across existing and new clients. Unfortunately, while I would not like to put a specific number on the FY27 revenue visibility, we are comfortable with the position we are in today and are confident about the year ahead. Thank you for your interest and for asking these questions as they help us keep honest. With this, I hand it over to the Chairman.
16	Mr. Narayanan Jayan	Thank you, Reshma, for an extensive answer covering all the questions that we got from our shareholders. I would like to thank our shareholders for all the comments, inputs, questions and the trust you have in us.

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		Thanks to all the participants of the meeting. The members who have not already cast their vote by means of remote e-voting may do so now through venue e-voting, which will be available for the next 30 minutes. M/s. Chetan Bafna And Co, Practicing Company Secretaries, from Chennai, have been appointed as a scrutinizer to report on the combined voting results of remote e-voting and the venue e-voting. The results will be declared and submitted to the stock exchanges within 2 working days from the conclusion of this meeting and disseminated on the Company's website along with the scrutinizer's report. I authorize the Company Secretary, Mrs. Pooja Jain, to do the needful. Resolutions, as set forth in the notice, shall be deemed to be passed today subject to the receipt of a requisite number of votes. With this, the AGM concludes. I am grateful to all the members and to our Board of Directors who have taken their time to attend this meeting. With your permission, I hereby declare the proceedings closed. Thank you very much.

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