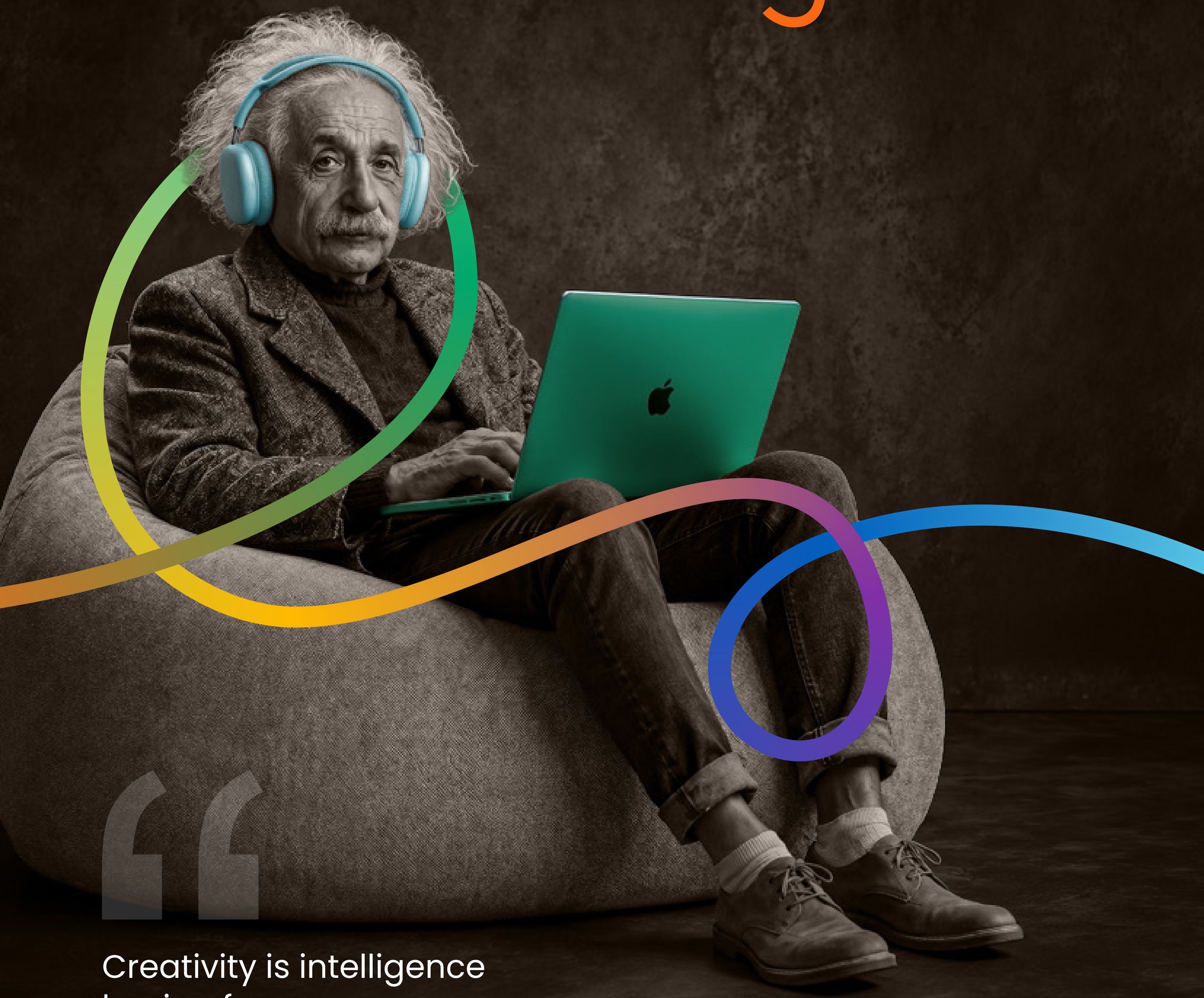
Annual Report 2025-26

toss the coin

Where Experience Meets Intelligence



Creativity is intelligence having fun.

- Albert Einstein

www.tossthe.co.in

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Our Team

Mr. Narayanan Jayan
Chairman Cum Managing Director

Mrs. Reshma Budhia
Whole Time Director

Mr. Sudhanshu Budhia
Non-Executive Director

Mr. Manish Kumar Gupta
Non-Executive Independent Director

Mr. Mohan Varghese Mathew
Non-Executive Independent Director

Chief Financial Officer
Mrs. Reshma Budhia

CS & Compliance Officer
Mrs. Pooja Jain

Statutory Auditors
M/S. CNGSN & Associates LLP
Chartered Accountants

Secretarial Auditors
M/S. Chetan Bafna And Co
Practicing Company Secretaries

Internal Auditors
M/s. Ashok Golechha & Co.
Chartered Accountants

Registrar & Share Transfer Agent

MUFG

MUFG Intime India Private Limited
(Formerly Link Intime India Private Limited)
Surya 35, Mayflower Avenue,
Behind Senthil Nagar, Sowripalayam Road,
Coimbatore – 641 028
Telephone: 042 2231 4792

Designated Depository

CDSL
Convenient • Dependable • Secure

Central Depository Services (India) Ltd
25th Floor, A Wing, Marathon Futurex,
N. M. Joshi Marg, Lower Parel (East)
Mumbai – 400 013
Telephone: 022 6234 3117

Listed With

BSE
The Power of Vibrance

Bombay Stock Exchange Limited (BSE) - SME
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai – 400 001 (Scrip Code: 544303)
Telephone: 022 2272 8561

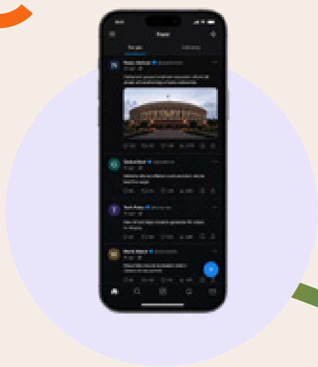
Corporate Identification Number
L72900TN2020PLC138199

Registered Office
Door No.1A, Bheemanna Mudali Street,
Alwarpet, Teynampet, Chennai – 600 018
Email: info@tossthe.co.in
Website: tossthe.co.in
ISO 27001:2022

Where Experience Meets

Intelligence

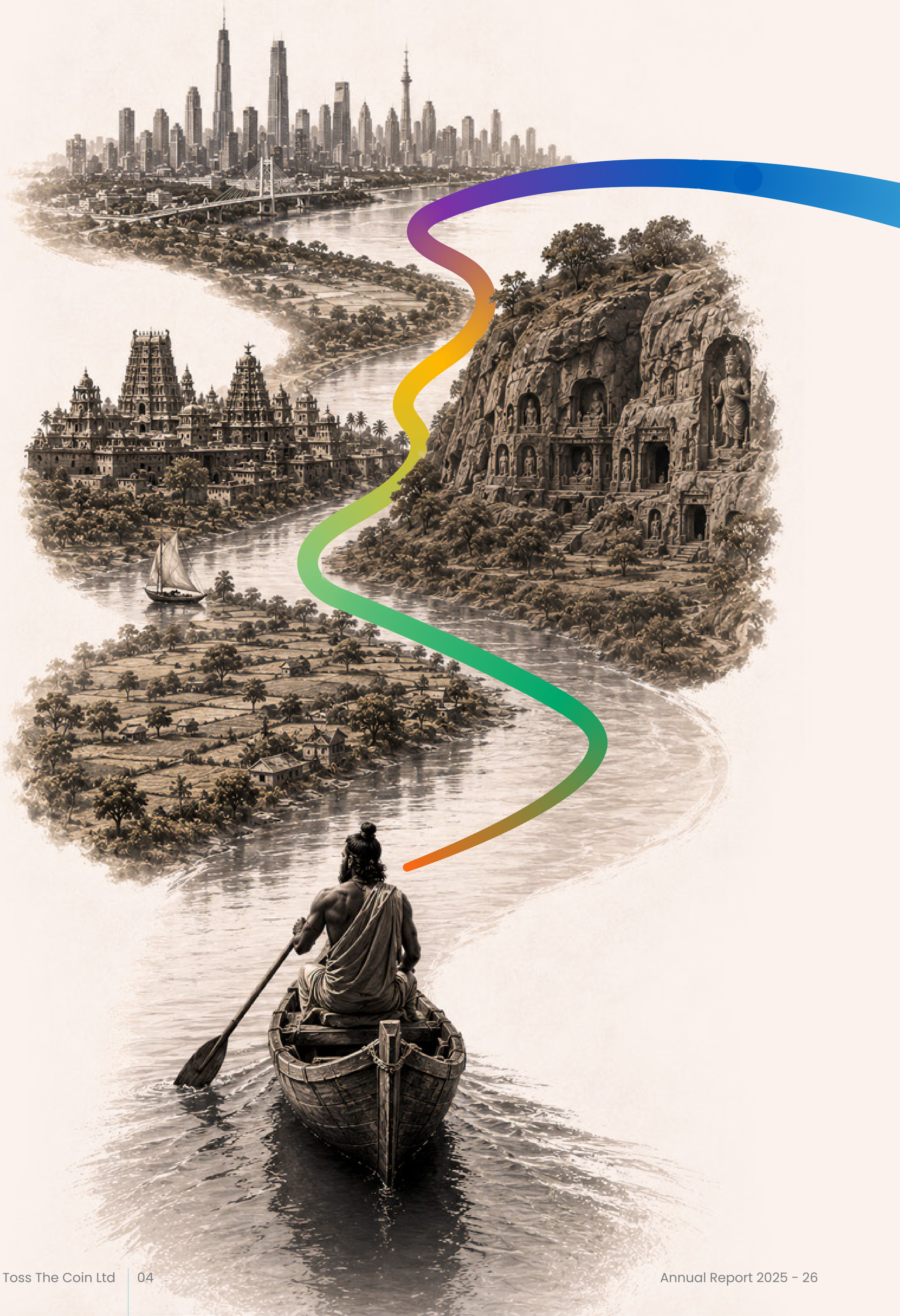
Once the plow was pulled by hand and bone,
reading soil, reading sky alone,
now a shadow lifts from the very same ground,
an eye above where instinct once was found.`

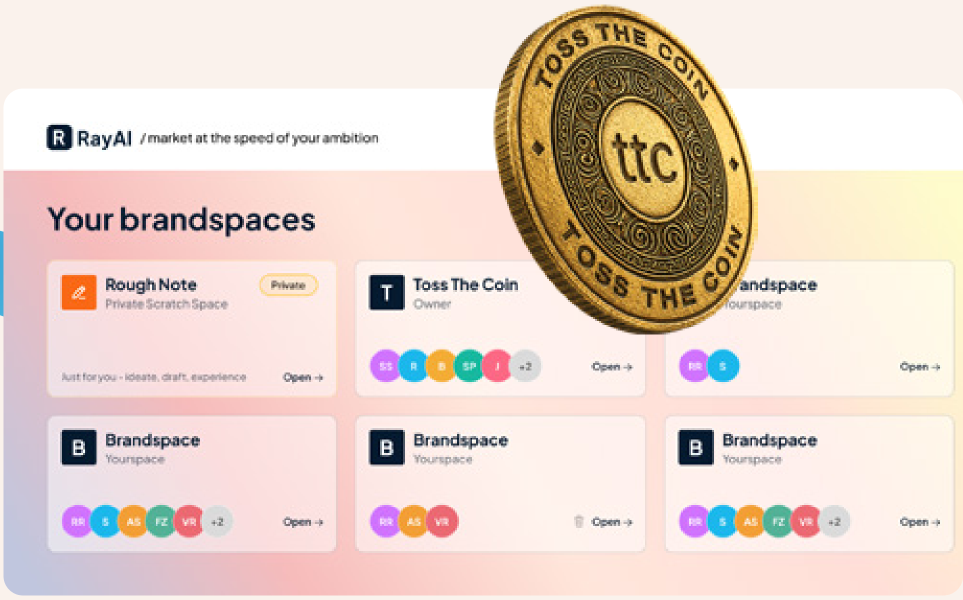


Once the drum sent word across the land,
a pulse of skin beneath a steady hand,
now the signal lives inside a screen,
a thousand voices, broadcast unseen.

Once the chisel struck the stone in turn,
carving stories only hands could learn,
now the print head hums, layer by layer,
shaping form for a newer maker.

Every craft that we have carried through found new hands, but kept its truth, where experience leads, intelligence is bred: this is the engine that waits ahead.





Where Experience Meets

Intelligence

In a world where intelligence is becoming more accessible, experience remains too personal to copy. And to bring the two together, you need creativity.

When everyone has access to the same tools, the difference between good work and forgettable work stops being about who has better software. It comes down to who has better creative instincts using it.

This is how we work. We build rather than buy when it comes to putting our own knowledge to use. We say no to partnerships that look good on paper but do not feel right in practice, and we back plans harder when something in us says they are worth it, even before the data catches up. None of these are purely data decisions. Each one starts with years of experience, gets tested against what the intelligence is telling us, and holds up only because someone in the room was willing to think differently about what to do with both.

One version of that thinking became a system. Instead of letting years of experience live only in people's heads, we used AI to give it structure, built into something the whole business can draw on rather than something that walks out the door when one person does. Creativity brought experience and intelligence together. AI is simply how we made that durable.

That is where experience meets intelligence. It is not one decision or one tool. It is how we choose to make decisions, and it is the foundation on which we intend to keep building.

CMD's Letter

There is a moment every industry goes through when the ground shifts faster than the map can be redrawn. B2B marketing, the space we are in, is living through that moment now. For two years, the conversation around AI was largely theoretical. Conferences were full of predictions, LinkedIn was full of hot takes, boardrooms were full of caution.

Last year, that theory turned into practice, and the gap between agencies that adopted AI as a feature and organizations that rebuilt themselves around it became impossible to ignore. I am proud to report that Toss the Coin sits firmly in the second category, and our numbers this year reflect it.

Three changes are reshaping B2B marketing

Buyers now do most of their research before a salesperson ever enters the picture, often through AI-mediated search rather than a Google results page, which means visibility itself is being redefined; being findable to an answer engine is becoming as important as being findable to a search engine.

The economics of marketing delivery are being rewritten. Clients no longer accept a binary choice between an expensive full-service agency, a slow-to-build in-house team, or a shallow AI tool that produces volume without judgment. They expect senior strategic thinking and production speed in the same breath.

CMOs are being asked to absorb more mandates like brand, demand generation, content, sales enablement, website, analytics without a proportional rise in headcount or budget. The marketing function is being asked to do more with the same resources or fewer.

We built our business this year around a simple conviction

Judgment should stay human, and scale should come from AI, not the other way around. That is the idea behind the newly launched

Marketeroid

(our senior-strategist-plus-RayAI operating model)

where we chose to encode our fourteen years of B2B pattern recognition into a working system rather than simply bolt a chatbot onto our existing process.

The results have validated the bet through faster campaign delivery, meaningful lift in organic engagement on AI-assisted content, and revenue growth achieved without doubling our team. Just as importantly, our clients tell us the work still feels considered, not templated, which was always the real risk of this transition, and the one we were most determined to avoid.

Looking ahead, I believe the next phase of B2B marketing belongs to organizations that treat AI as infrastructure rather than a feature invisible in the output and indispensable in the process. The differentiator ahead will be about whose AI carries the deepest, most specific pattern recognition, and whose humans know what to do with it. We don't intend to follow this shift; we intend to define it, and RayAI already puts us several steps ahead of an industry still catching up to the question. And as more of our clients are asked to do more with smaller teams, our model, senior thinking deployed at production speed, is set to move from a differentiated offering to the way the entire industry works, with Toss the Coin having written the playbook.

None of this happened by accident. Every choice we made this year, including the people we hired, the systems we built, and the clients we chose to deepen our relationships with, was made with this moment in mind, and I could not be prouder of how deliberately we got here. What excites me most isn't just the growth behind us, but how much room there still is ahead: markets we haven't entered, capabilities we're only beginning to build into RayAI, and client relationships that are still in their early chapters.

Our growth ambition for the year ahead is not incremental but structural. Having proven the need for a Marketeroid model in the US and India, we see a clear runway to take it into new geographies where B2B companies face the same pressure to do more with leaner marketing teams, particularly across the UK, Europe, and the Middle East. As we take this model global, our conviction only deepens: We believe the agencies that combine deep human expertise with intelligent scale will define the next era of B2B marketing, and we intend for Toss the Coin to lead that story well beyond the markets we call home today. That calls for strengthening our Growth team on the field closer to the markets we wish to focus on.

To our team, our clients, and our shareholders, thank you for building this with us and for trusting us to build it right. Toss the Coin's best work is still in front of it, and I have never been more certain of that than I am today.

Jayan Narayanan
Chairman & Managing Director
Toss The Coin Limited

CFO's Message

This year, we focused on something more basic. Making sure what we learn doesn't go to waste, and that experience and intelligence work together instead of pulling in different directions.

We closed FY 2025-26 with

₹14.70

crores in revenue

70%

representing year-on-year growth.

What matters more to us is how this growth was built. It came largely from strengthening what we already had, not from constantly chasing something new, and it did not come at the cost of our margins.

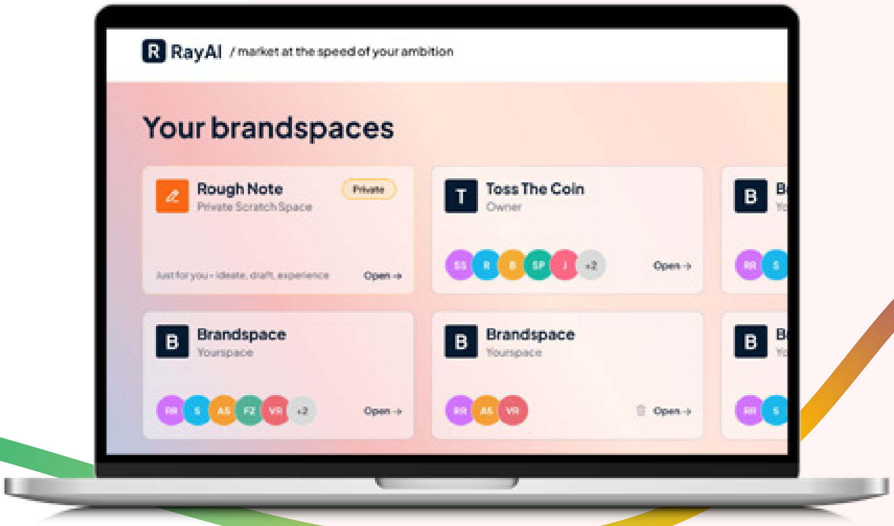
Numbers aside, this was a year of building the systems that will carry us into our next phase. Increasingly, we found that our biggest opportunity sat exactly where our experience and our newer tools could meet, not in choosing one over the other.

One of the biggest shifts this year was building

RayAI

our way of putting our own knowledge into a system instead of leaving it in people's heads. In a services business, that's always the risk. Someone senior leaves, and years of learning walk out with them. RayAI means what we learn on one account doesn't stay with one person. It becomes something everyone on the team can use. We didn't build this just to move faster. We built it so the quality of our work doesn't slip as we grow. That difference also reduces a cost we don't usually put a number on, the cost of relearning what we already knew.

This year we took the step of formalising RayAI as our own intellectual property*. It is no longer just an internal tool we use quietly in the background. It is now an asset the business owns outright, something that sits on our books the same way any other piece of intellectual property would. That matters for a services business like ours, because it means the value of what we have learned does not disappear when a person moves on or a project ends. It stays with the company, and it can be built on, licensed, or expanded in ways a person's individual knowledge never could be.



On the U.S. front, we moved from intent to action. We formalized a partnership for advisory support and lead generation, giving us a structured way to access decision-makers and build a pipeline that does not depend entirely on founder-led relationships. We are also bringing on a fractional sales head in the U.S, someone who can build outbound motion on the ground instead of managing it from a distance.

This ties into a broader shift in how we think about growth. For years, our business grew largely through referrals and reputation. That will always matter, but it is not a scalable engine on its own. This year we made a conscious investment in sales as a function, with a sharper focus on outbound business generation. We are no longer waiting for the right client to find us. We are going out and making the case for why we are the right partner.

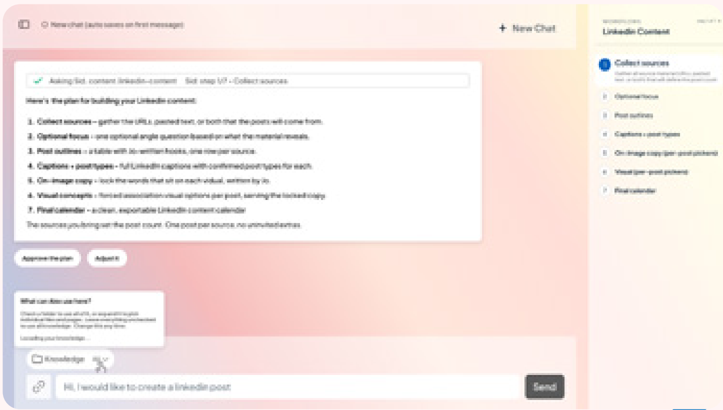
Towards the end of the year, we also began building Branding Before the Bell, an IPO readiness vertical shaped by our own experience going public. It helps companies build the visibility, credibility, and investor narrative that numbers alone don't provide, well before they get to the listing stage.

Together, they represent one idea. A business built on creativity and client trust can also be built to last, with systems that do not depend on any one person or any one deal.

As we look ahead, our priorities today are RayAI, our US presence, sales, and IPO readiness. But we know priorities can shift fast in this market. We are keeping a close eye on where AI and global conditions are heading, so that we can move early rather than catch up late.

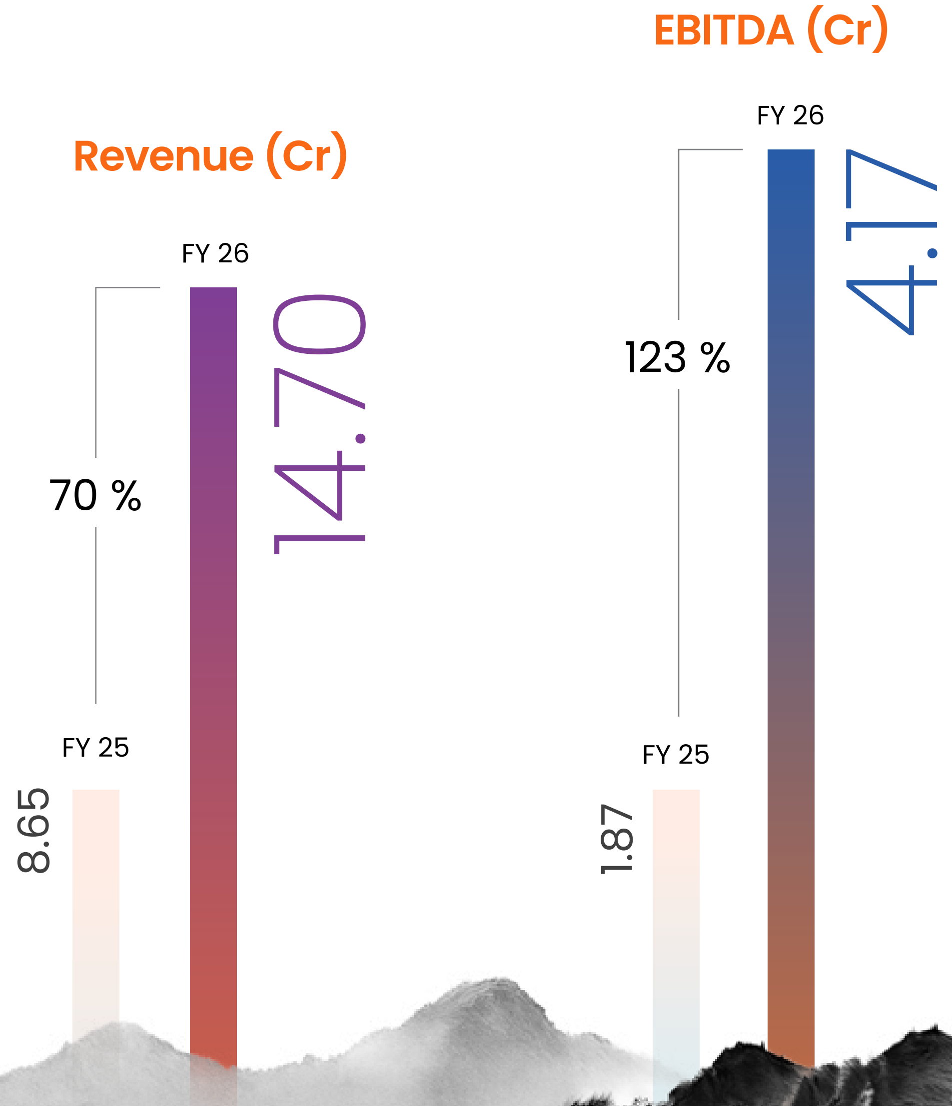
To our clients, our team, our partners and our shareholders, thank you for continuing to back us through this stage of the journey. The trajectory is holding. Now we are building the structure to keep it that way

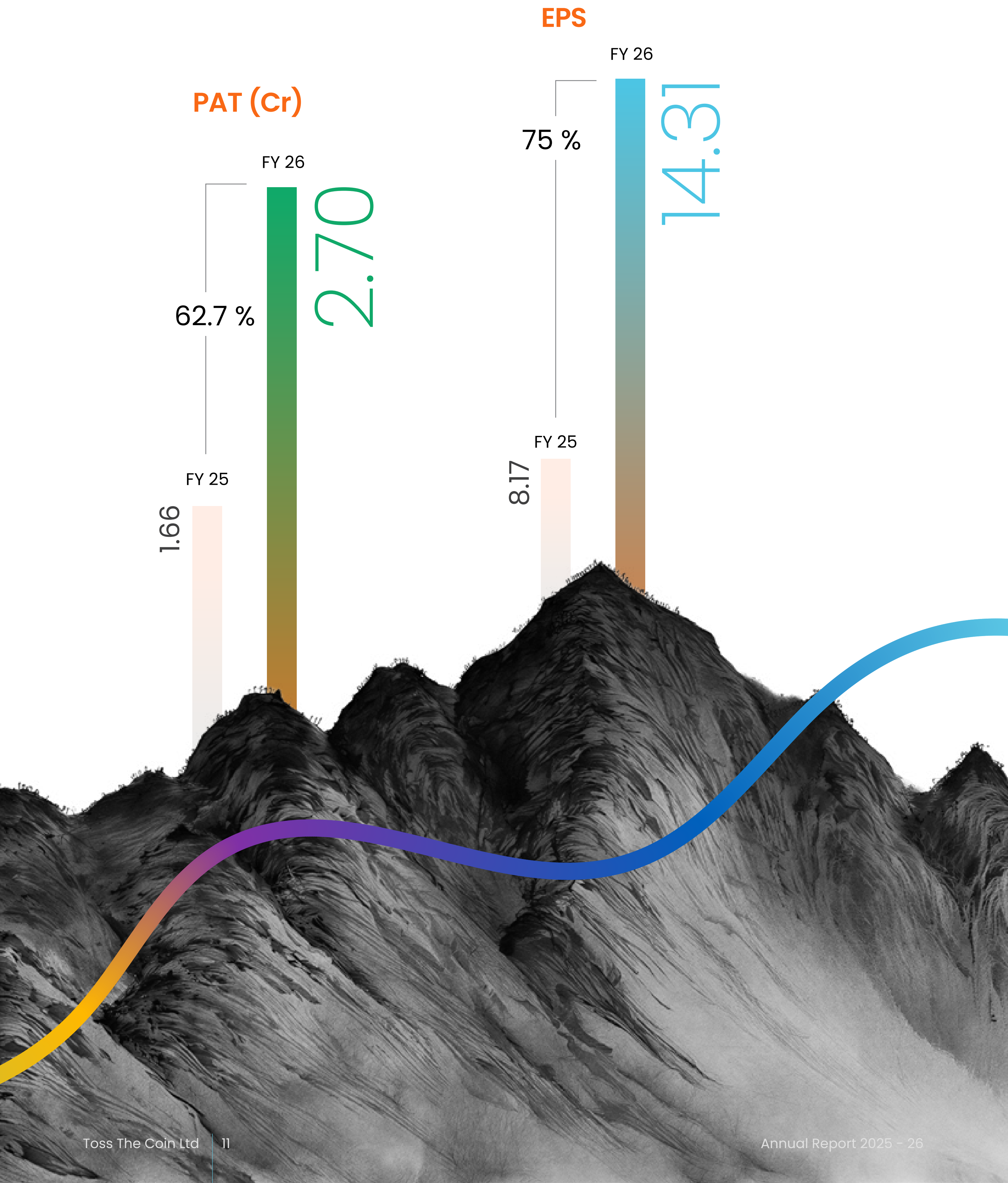
Reshma Budhia
CFO
Toss The Coin Limited



* The Company is taking necessary steps for getting the same registered with trademark authorities.

Financial Highlights




PAT (Cr)
FY 26
2.70
62.7 %
FY 25
1.66
EPS
FY 26
14.31
75 %
FY 25
8.17

PnL Statement	As on 31 Mar 2025	As on 31 Mar 2026
Income from Operations	884.22	1527.06
Expenses	-715.94	-1165.99
Profit before Tax	168.28	361.07
Tax Expenses	-42.77	-90.65
Profit/(Loss) for the period from continuing operations	125.51	270.42
Profit(Loss) for the Period	125.51	270.42
Earnings Per Share	8.17	14.31

Financial Highlights 2025-26

Balance Sheet

Equities & Liabilities	As on 31 Mar 2025	As on 31 Mar 2026
Share Holder Funds	1298.31	1417.54
Non-Current Liabilities	14.3	0
Current Liabilities	110.07	141.11
Total	1422.68	1558.65

Assets		
Non-Current Assets	221.5	335.59
Current Assets	1201.18	1223.06
Total	1422.68	1558.65

Cash Flow Statement

From Operating activities	14.15	221.01
From Investing activities	-487.4	-145.47
From Financing activities	730.48	-153.05
Net Increase in Cash & Cash Equivalents	257.23	-77.51
Cash & Cash Equivalents at beginning of the period	291.7	548.93
Cash & Cash Equivalents at end of the period	548.93	471.42

RayAI

Forward-thinking is becoming the default

Historically, corporate knowledge management functioned as a passive archive a fragmented collection of static repositories and wikis where valuable insights were frequently lost to organizational silos. In 2026, the global enterprise landscape is undergoing a fundamental shift. Driven by advancements in generative and agentic AI, the market for. The market for AI-powered knowledge systems has surged past $11 billion this year.

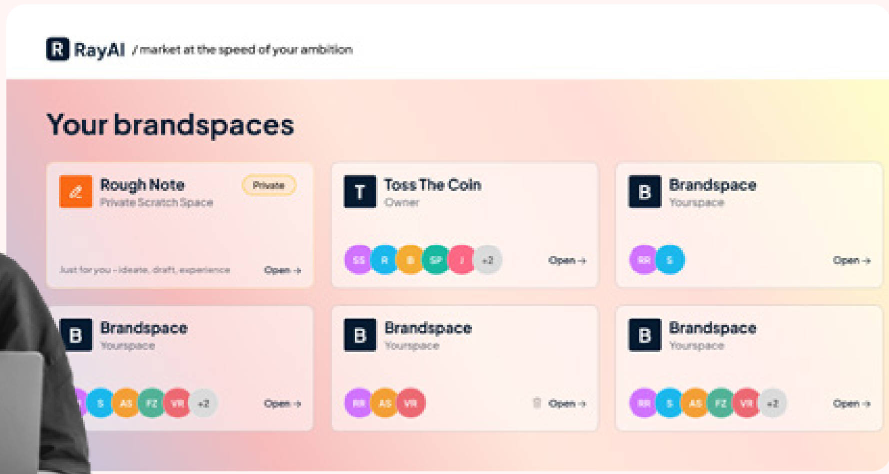
The defining trend of this era is the active institutionalization of institutional memory. Forward-looking organizations are no longer just capturing data; they are transforming unstructured human experience into an active, self-sustaining corporate asset to mitigate the structural risk of "brain drain" and accelerate operational velocity.

The AI-Driven Enterprise: Institutionalizing Knowledge Through RayAI™

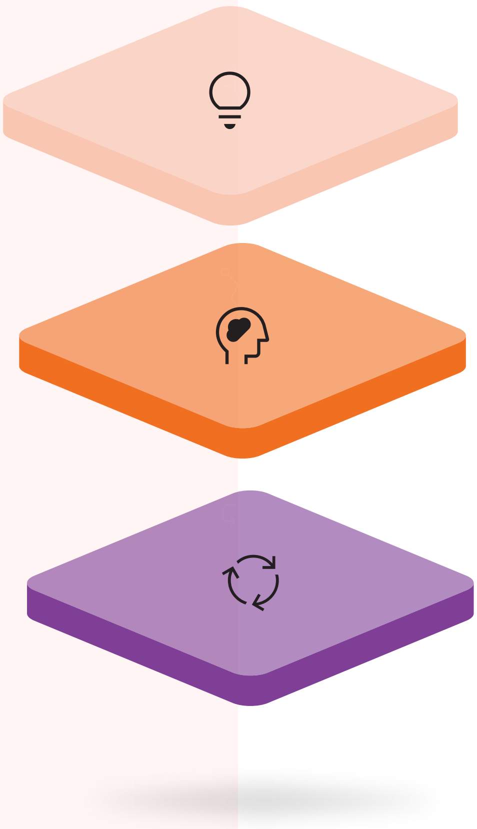
Over the past fourteen years, with every engagement, we have deepened our understanding of how businesses position themselves, communicate value, generate demand, and build enduring brands. Along the way, we developed frameworks, refined methodologies, and sharpened our judgment through thousands of strategic decisions.

As the organization grew, however, an important question emerged: How could this accumulated experience become an enduring organizational capability rather than remain distributed across individuals, teams, and projects?

That question led to the development of RayAI.



RayAI is our proprietary marketing intelligence infrastructure, built from the knowledge we have gathered across more than a decade of client work. The idea for it took shape through 2025, as our teams found themselves solving similar problems for different clients and repeating work that had already been done before. We started structuring that experience so it could be reused, and by February 2026 this had become RayAI, an internal accelerator that helps our teams work with more speed and accuracy on every assignment. It was never meant to automate creativity or replace strategic thinking. Its purpose is simpler: to make sure that what the organization has already learned is available the moment a new assignment begins, so no team has to start from zero.



Built Around Three Intelligence Layers

RayAI combines three complementary layers that work together to transform accumulated experience into repeatable organizational capability.

01

Knowledge Layer

Captures fourteen years of proprietary B2B marketing expertise developed through real client engagements. It brings together positioning frameworks, demand generation methodologies, buyer insights, messaging architectures, creative approaches, and strategic decisions that have been validated in practice. Unlike publicly available AI models that rely on generalized information, this knowledge reflects the distinctive thinking and experience developed within Toss the Coin.

02

Intelligence Layer

Connects each client's objectives, competitive environment, historical engagements, and market dynamics before retrieving the most relevant knowledge and strategic frameworks. Every engagement therefore begins with context rather than a blank page, enabling better decisions and greater continuity across projects.

03

Workflow Layer

Operationalizes this intelligence through more than 200 production-ready workflows spanning strategy, branding, content, websites, design, demand generation, sales enablement, and marketing operations. These are not demonstration workflows or experimental prompts. They are the operational workflows our teams use every day to deliver work consistently while continuously evolving as new knowledge is added to the platform.

Transforming
the Way We Work

The most significant contribution of RayAI lies not simply in improving operational efficiency, but in changing how the organization learns.

Every successful engagement contributes to a growing body of institutional knowledge. Process improvements become available across teams, while new business challenges expand the organization's understanding. Experience no longer resides solely with the individuals who acquire it. Instead, it becomes part of the firm's collective intelligence, strengthening every subsequent engagement.

This has fundamentally changed the way we work with our clients. Teams enter strategic discussions with deeper context, build on proven approaches more quickly, and devote a greater proportion of their time to solving business problems rather than reconstructing information that already exists. Decisions are informed by both institutional memory and contemporary intelligence, resulting in greater consistency, faster execution, and stronger strategic outcomes.

Delivering Measurable Outcomes

The impact of RayAI has been evident across both operational performance and business outcomes.

75%

Preparation time for a typical engagement has been reduced.

150 hrs

Of senior strategist capacity returned each month

60%

Campaign delivery has accelerated.

40%

Average improvement in organic engagement through AI-assisted content.

Perhaps more significantly, these improvements have enabled the business to scale more efficiently. During a year in which revenue grew by approximately 70%, we achieved this result without a proportional increase in marketing headcount. These are not pilot projects or isolated AI experiments. They are measured outcomes from a system that has become an integral part of how Toss the Coin delivers work every day.

Looking Ahead

Artificial intelligence will continue to evolve, and increasingly capable models will become widely available. We believe, however, that technology alone will not define long-term competitive advantage. The real differentiator will be an organization's ability to combine those capabilities with proprietary knowledge, accumulated experience, and sound business judgment developed through years of solving real business problems.

RayAI represents that investment for Toss the Coin. It captures the knowledge accumulated over fourteen years of client engagements and strengthens how we serve clients today. Every engagement adds to a growing body of institutional knowledge, enabling the organization to learn continuously rather than repeatedly starting from scratch. In doing so, experience becomes an enduring organizational asset instead of remaining confined to individuals.

As our experience continues to grow, RayAI grows with it. Every project adds to its understanding. Every successful outcome strengthens its recommendations. Every new challenge expands its capabilities. In doing so, RayAI ensures that the experience we earn today becomes the foundation for the decisions we make tomorrow, enabling the organization to create greater value for our clients year after year.

Branding Before the Bell

Helping companies build the brand their numbers deserve

Every year, companies with strong fundamentals walk into an IPO with a weak public presence. Their order books look healthy, their capacity is expanding, and their financials are in order. But when an analyst searches for them online, they find very little. The uncomfortable truth is that being ready on paper is not the same as being ready in the market's eyes.

This is the gap Branding Before the Bell was built to close. It is our advisory offering for companies preparing to go public, and It draws directly from something few marketing firms can claim: We have been through the process ourselves. From a marketing and brand visibility standpoint, we know what analysts look for, what investors expect to see before they commit, and how the visibility gap actually plays out in the weeks before a listing. As a BSE-listed company, we have lived that gap firsthand, not just advised on it from the outside.

Our own track record backs this up.

1,025×

Overall Subscription

90%

Listing Day Premium

We built that outcome using the same playbook we now offer our clients.

The engagement covers the full brand journey a company needs before and after listing. It begins with a narrative blueprint, covering category positioning, brand architecture, and an investor-grade website. From there, we move into building visibility through PR, media credibility, and digital authority, followed by preparing the company to be market ready, with an investor narrative an analyst-facing presence that stays within SEBI's advertising and communication guidelines. The final piece is building founder capital, through a strategic LinkedIn presence and thought leadership that positions the founder as a credible voice in their category.

In practice, this means we act as a company's dedicated brand office through the IPO journey, from preparation through six months after listing. A senior specialist leads each account, involved not only in execution but in the strategic decisions that shape how the market perceives the company. This includes the investor grade website, digital authority and AI search visibility, market recognition through awards and rankings, investor relations preparation for roadshows, brand positioning, and media strategy across trade press and financial media.

We are able to offer this with credibility because of who we are, a BSE listed, full suite marketing company with fourteen years of B2B experience and more than 150 clients willing to serve as references, ranging from startups to large organizations.

For companies weighing an IPO, the offer starts simple. A free brand readiness audit, to see exactly where the gaps are before the market finds them first.

Experiential Gifting

Every Gift Has a Story. We Design Both.

Corporate gifting has traditionally been approached as a procurement exercise. A product is selected, branded, packaged, and delivered. While this process is efficient, it often overlooks why the gift exists in the first place, to make someone feel valued, bring a smile to their face, spark conversations, and ensure they remember not just the gift, but the person who sent it.

We believe every memorable gift begins long before the box is assembled. It begins with understanding the person receiving it, the relationship it represents, and the moment it is meant to celebrate. That philosophy became the foundation of everything **Experiential Gifting,** a solution within Toss the Coin's Experience Studio that treats gifting as a creative discipline rather than a sourcing exercise.

Instead of selecting products from a catalog, we begin with a blank page. Every engagement starts with a story, who the recipient is, why the moment matters, and what the gift should make them feel. From there, our team develops a concept that is unique to the occasion, supported by carefully curated contents, thoughtful packaging, and a memorable unboxing experience. The result is more than a gift. It is an experience that reflects the relationship it represents.

The need for this approach continues to grow. The global corporate gifting market is expanding rapidly, yet recipients increasingly seek gifts that feel personal, relevant, and meaningful rather than generic or transactional. Companies are investing more in gifting, but memorable experiences remain surprisingly rare.

Our portfolio is built around four key moments across the customer lifecycle: **Swag Worth Saving**, which replaces generic event merchandise with desirable, sustainably sourced items; **The Account Break-In**, designed to initiate high-impact conversations with strategic prospects; **The C-Suite Gesture**, created to honor significant leadership milestones; and **The Valued Client**, tailored to nurture long-term partnerships. While each targets a distinct stage, they all reflect the same core philosophy - prioritizing human connection and environmental stewardship over generic product placement

Creativity requires courage, and every now and then, a little bit of weird.

Every idea begins with insight and strategy, but we are not afraid to explore an unexpected direction when it serves the story. We think of it as 80 percent creative discipline and 20 percent unexpected thinking. Strategy keeps every concept grounded. The unexpected is what transforms a gift into something people remember, talk about, and smile about long after it has been received.

What makes this solution distinctive is the perspective behind it. The same strategists who help clients build brands, understand buyers, and develop go-to-market strategies also shape these gifting experiences. That combination of strategic insight and creative thinking enables us to create gifts that are personal, purposeful, and memorable.

Everything Experiential Gifting is not intended to replace high-volume promotional merchandise or catalog suppliers. It is designed for organizations that believe important relationships deserve greater thought and creativity. Sometimes the strongest business relationships begin not with a presentation or a proposal, but with a gift that tells a story worth remembering.

Our Operating Principles

At Toss the Coin, our values are the operating system for how we make decisions, build relationships, and deliver outstanding results. As we navigate a rapidly shifting AI and technology space, these four non-negotiable pillars guide our path forward.

01

Creativity Always

Creativity is not a spark; it is a muscle we hone every single day. And it is our ultimate moat.

In a world increasingly saturated with automated, commoditized content, true creativity is the ultimate differentiator. At Toss the Coin, we treat creativity as a discipline. It is a muscle we flex, stretch, and strengthen daily through rigorous experimentation, collaborative brainstorming, and a refusal to settle for the status quo.

This relentless focus on creative excellence is what protects our clients' brands from the noise of the marketplace; it is our competitive moat. It is also a philosophy that yields tangible and industry-recognized success. By combining human-centered storytelling with bold innovation, we ensure our work always retains a soul.

Our Daily Practice

We foster structured spaces for creative play, design thinking, and cross-functional brainstorming to push past conventional boundaries.

The Strategic Moat

In an era of generic AI outputs, our uniquely human creative touch is what drives real brand recall, emotional connection, and sustained market leadership.

02

Value-First

We succeed only when our ecosystem thrives. We design every strategy to deliver outsized value to our employees, clients, and shareholders.

We believe in a compounding ecosystem of value. When we invest in our people, they design stronger solutions for our clients, driving sustainable growth for our shareholders.

For Our Employees

We provide a workplace that respects their growth, fosters psychological safety, and offers challenging, meaningful work that builds their careers.

For Our Clients

We move beyond the traditional vendor dynamic to act as true solutions architects. We build tailored strategies designed to solve complex business problems, optimize marketing tech stacks, and drive measurable, high-impact ROI.

For Our Shareholders

We maintain operational discipline and target high-yield, sustainable growth models that ensure Toss the Coin remains a resilient, highly valued enterprise for years to come.

03

Storytellers at Heart

Data gives us the blueprint, but stories give us the soul. We anchor every technical framework in a human narrative.

Behind every modern consumer, B2B buyer, or corporate stakeholder is a human being who responds to emotion, resonance, and connection. While we take pride in building sophisticated technical frameworks and optimizing complex marketing engines, we know that technology is only as powerful as the narrative it carries.

At TTC, storytelling is the heartbeat of our strategy. We dig deep to uncover the authentic human truth behind a brand, translating data points into compelling narratives that inspire action, build community, and leave a lasting impression.

The Human Touch

We maintain a dedicated human-in-the-loop approach to preserve soul, empathy, and creative nuance across all digital channels.

Narrative-Driven Strategy

We build marketing architectures that don't just capture attention, but sustain it by telling stories that matter to the audience

04

Integrity as Non-Negotiable

Trust takes years to build, seconds to break, and a lifetime to repair. For us, integrity is absolute.

At TTC, integrity is the foundation of our existence. We hold ourselves to the highest ethical standards, prioritizing long-term trust over short-term wins. Whether we are managing complex marketing datasets, reporting performance metrics, or navigating partner relationships, we lead with radical transparency and accountability.

Radical Transparency

We speak the truth to our clients, our team, and our stakeholders, even when the conversations are difficult.

Absolute Accountability

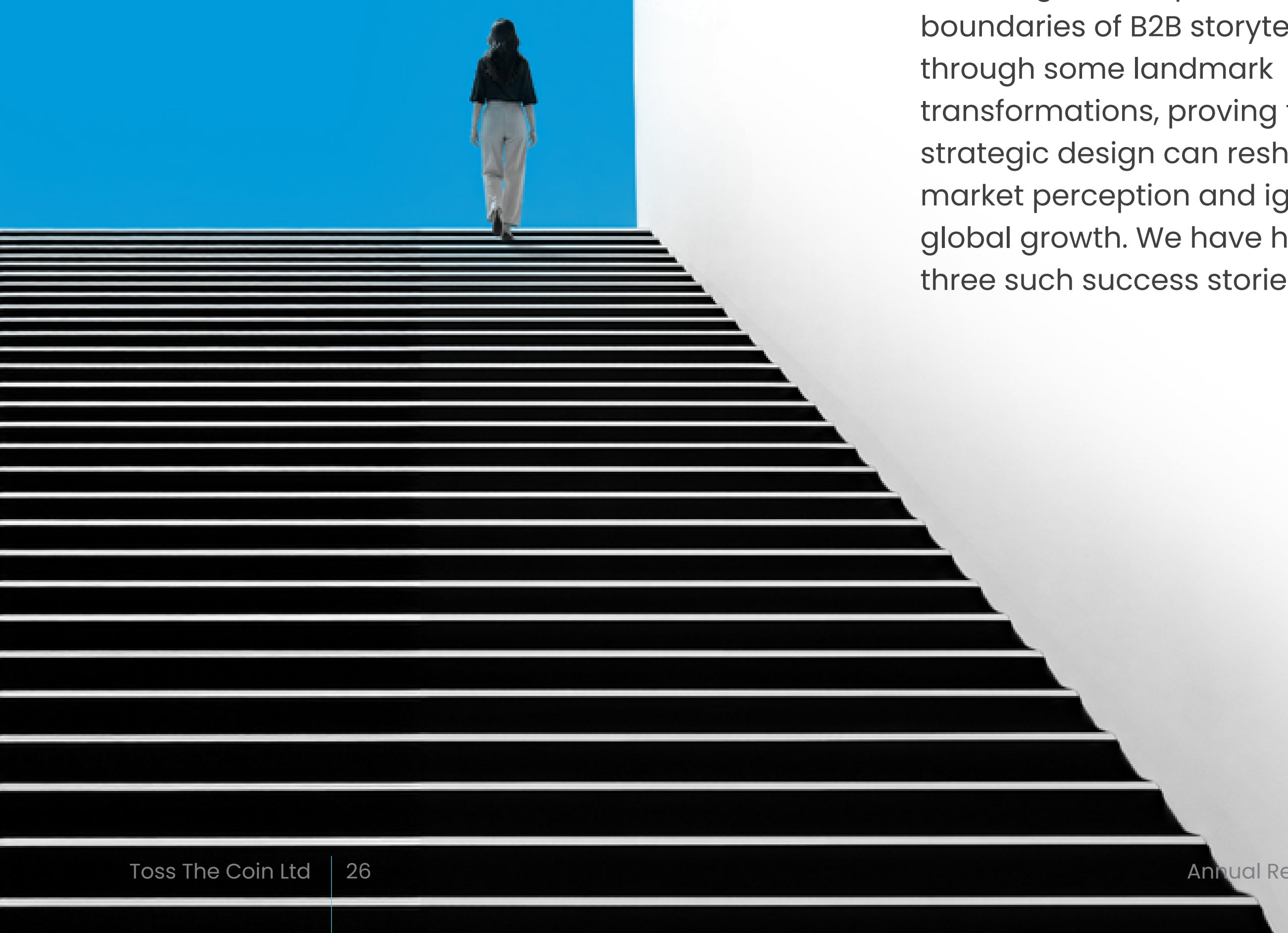
We own our results, celebrate our successes, and quickly course-correct our failures with honest reflections and actionable solutions.

Ethical Governance

We implement strict human-in-the-loop oversight to ensure that as we adopt cutting-edge marketing technologies, our work remains ethically sound and aligned with client values.

Success Stories

Showcasing B2B Creativity



Turning Complexity into Strategic Identity

True creativity in the B2B space goes beyond aesthetics. It is about translating complex operational strengths into powerful market realities.

This year, our creative and branding studios pushed the boundaries of B2B storytelling through some landmark transformations, proving that strategic design can reshape market perception and ignite global growth. We have highlighted three such success stories here.

THOUGHTFOCUS

Redefining an AI-Led Enterprise

The Challenge

As a global technology services firm with over 3,000 employees, ThoughtFocus was rapidly shifting from a traditional IT provider to an AI-driven innovation powerhouse. They needed a bold, mature brand identity capable of reflecting this massive evolution to global stakeholders and enterprise clients.

The Creative Solution

Grounded in the core theme of "Clarity in Complexity," we designed a unified visual architecture centered around two symbolic anchors: The Thought Bubble (representing intellectual curiosity and AI-led intelligence) and The Focus Lens (embodying precision and strategic decision-making).

The Impact

This complete brand strategy and identity rework successfully positioned ThoughtFocus as a future-ready innovation partner. The project achieved major industry validation, winning Best Brand Guidelines Design at the Economic Times Awards for Design & Creativity, establishing our ability to stand out against traditional B2C creative giants.

Karkhana

Elevating an Aggregator to a Strategic OEM Partner

The Challenge

Despite their incredible operational speed and precision, Karkhana faced a critical perception gap. Larger OEMs often viewed them as a young, transactional digital aggregator rather than a mature, long-term partner.

The Creative Solution

We executed a comprehensive brand overhaul, discarding transactional vendor language in favor of a structured, authoritative messaging framework. Visually, we engineered a new identity anchored in a stylized "K" built entirely from connected nodes and circuit-like geometry, embedding electronics manufacturing directly into the DNA of the logo. This was extended into a highly scalable visual language using precise, geometric patterns rather than generic decorative graphics.

The Impact

The rebrand successfully shifted Karkhana's market position from a vendor to an indispensable electronics manufacturing services (EMS) partner. The new identity systematically addresses credibility gaps, projects operational maturity, and gives Karkhana a strategic runway. to dominate the domestic manufacturing ecosystem.

Whether we were distilling the intricate patterns of global AI labs or engineering visual credibility for advanced manufacturing, our work this year proved that deep strategic clarity paired with bold design is the ultimate multiplier for B2B brands.

Lunamé
Medical Aesthetics

Rebuilding a Founder-Led Practice into a Brand Built to Scale

The Challenge

Gambhir Cosmetic Medicine was a highly trusted, 20-year medical aesthetics practice looking to scale across new locations. However, the brand was deeply founder-dependent, relied heavily on low-value promotional discount messaging, and its exceptional clinical standards and philosophy of ethical restraint were completely invisible from the outside.

The Creative Solution

Utilizing our proprietary PRISM+ framework and extensive research from 1,400 patients, we executed a complete strategic transformation. We transitioned the practice from procedure-led marketing to a premium position anchored in restraint as expertise. We decoupled the business from founder dependency by engineering the name Lunamé - fusing luna (the moon, symbolizing natural phases without losing core identity) with aimé (loved), and brought it to life visually through a luxury palette of sage green and soft neutrals, paired with a custom logo animation where a crescent moon gently tucks into the typography.

The Impact

The rebrand successfully institutionalized 20 years of trust, shifting the narrative from a local, founder-led clinic to a premium, scalable authority in medical aesthetics. By mapping a clear transition and delivering an internal playbook with reusable Canva design templates, Lunamé is now structurally and visually equipped to replicate its signature, premium patient experience seamlessly across a second, third, or tenth location.

Notice to the Shareholders

Notice is hereby given that the SIXTH ANNUAL GENERAL MEETING of the shareholders of the Company will be held on Friday the 11th day of September 2026 at 10.00 A.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and if deemed fit, to pass, the following as an **ORDINARY RESOLUTION:**

"RESOLVED THAT the Audited Financial Statement for the year ended 31st March 2026, together with the Auditors Report thereon and the Report of the Board of Directors for the financial year ended on that date be and are hereby approved and adopted."

2. To consider and if deemed fit, to pass, the following as an **ORDINARY RESOLUTION:**

"RESOLVED THAT Mrs. Reshma Budhia (holding DIN 08893679), Whole Time Director cum CFO, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as Whole Time Director cum CFO of the Company."

3. To consider and if deemed fit, to pass, the following as an **ORDINARY RESOLUTION:**

"RESOLVED THAT Mr. Sudhanshu Budhia (holding DIN 07115984), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company."

By order of the Board
For **M/s. Toss The Coin Limited**

Place:	Chennai	Narayanan Jayan
		-Sd-
Date	14.08.2026	Chairman cum Managing Director DIN: 08893678

NOTES

1. Members are informed that the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India (SEBI) vide their circulars issued from time to time (collectively referred to as "MCA and SEBI Circulars"), has permitted the conduct of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the in-person presence of the members at a common venue. The deemed venue for the Sixth AGM shall be the Registered Office of the Company situated at Door No.1A, Bheemanna Mudali Street, Alwarpet, Teynampet, Chennai – 600 018.

In compliance with the applicable provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the MCA and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Members desirous of participating in the AGM through VC / OAVM, may refer to the procedures mentioned below.

2. **Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA and SEBI Circulars, the physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.**

3. Institutional / Corporate members intending to appoint their authorized representatives for attending the meeting through VC / OAVM are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting to the Scrutinizer by email at their email address chetanbafnanadco@gmail.com with a copy marked to the company's e-mail address cs@tossthe.co.in.

4. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India ("ICSI") in respect of the director(s) seeking appointment / re-appointment at the ensuing Annual General Meeting are furnished as annexure and forms part of this notice.

5. The register of members and share transfer books of the company will remain closed from Saturday, 5th September, 2026 to Friday, 11th September, 2026 (both days inclusive) as per Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013.

6. Members holding shares in electronic form may note that bank particulars registered against their depository accounts will be used by the company for payment of dividend, if any. The Company or its registrar and share transfer agent, M/s. MUFG Intime India Private Limited (formerly known as "M/s. Link Intime India Private Limited") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository participant by the members. Members holding shares in physical form and desirous of registering bank particulars against their respective folios for payment of dividend, are requested to write to the registrar and share transfer agent of the Company.

7. Members are advised to utilize the National Electronic Clearing System (NECS) for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participants for availing NECS facility. Members holding shares in physical form are requested to download the ECS form from the website of the Company and the same, duly filled up and signed along with original cancelled cheque leaf may be sent to the Company or to the Registrar and Share Transfer Agent.

8. Dividend of prior years: Pursuant to Section 124 of the Companies Act, 2013, the dividend which remained unpaid / unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred along with the shares to the "Investor Education and Protection Fund" established by the Central Government.

9. The Company has entered into agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding to electronic mode.

10. Members holding shares in electronic form may please note that as per the regulations of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company is obliged to print the details on the dividend warrants as furnished by these depositories to the Company and the Company cannot entertain any request for deletion / change of bank details already printed on dividend warrants as per the information received from the concerned depositories. In this regard, members should contact their depository participants (DP) and furnish particulars of any changes desired by them.

11. In accordance with SEBI's Master Circular dated 17th May 2023 and amendment circular dated 17th November 2023, 7th May 2024 and 10th June 2024, Members holding shares in physical form, whose folio(s) are updated with PAN, nomination details, contact details, Bank Account details or updated specimen signature, will only be eligible for payment of dividend, through electronic mode effective from 1st April 2024. Therefore, Members holding shares in physical form are requested to update the above-mentioned details by providing the appropriate requests through ISR forms with the Registrar and Share Transfer Agent to ensure receipt of dividend.

12. The relevant formats for Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and SEBI circular are available on Company's website as well as the website of M/s. MUFG Intime India Private Limited (formerly known as "M/s. Link Intime India Private Limited"), the Registrar and Share Transfer Agent of the Company. Original cancelled cheque leaf bearing the name of the first holder failing which first security holder is required to submit copy of bank passbook / statement attested by the bank which is mandatory for registering the new bank details.

13. The Securities and Exchange Board of India ("SEBI") has mandated that the transfer of securities held in physical form, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from 1st April, 2019. Further, the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated that the Company or its Registrars and Share Transfer Agents shall issue the securities in dematerialized form only while dealing the requests for issue of duplicate share certificate, sub-division or consolidation of certificates / folios, transmission or transposition, with effect from 25th January, 2022. Therefore, the members, who are holding share(s) in physical form, are requested to immediately dematerialize their shareholding in the Company. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat / electronic form to get inherent benefits of dematerialisation. Members can contact the Company or RTA, for assistance in this regard.

14. In case of transmission / transposition, the members are requested to forward their requests and other communications directly to the Registrar and Share Transfer Agent (RTA) of the Company, M/s. MUFG Intime India Private Limited (formerly known as "M/s. Link Intime India Private Limited"), Surya 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028, Tamil Nadu, India.

15. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members may file nomination forms in respect of their physical shareholdings. Any member wishing to avail this facility may submit to the Company's Registrar & Share Transfer Agent in the prescribed Form SH-13 (hosted on the website of the Company and RTA). Should any assistance be desired, members shall get in touch with the Company's Registrar & Share Transfer Agent. Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.

16. Change of Address: Members holding shares in physical form are requested to notify immediately any change in their address along with respective address proof viz, Aadhar / Electricity Bill / Telephone Bill / Ration Card / Voter ID Card / Passport etc. and bank particulars to the Company or its registrar & share transfer agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective depository participants and not to the Company / Registrar and Share Transfer Agent.

17. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participant(s), as the case may be, immediately:

a) the change in the residential status on return to India for permanent settlement (or)

b) the particulars of the NRE / NRO Account with a Bank in India, if not furnished earlier.

18. Members are requested to update their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., in respect of shares held in dematerialized form with their respective depository participants and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agent, M/s. MUFG Intime India Private Limited (formerly known as "M/s. Link Intime India Private Limited") in prescribed Form ISR-1 and other forms as notified by the Securities and Exchange Board of India (SEBI) from time to time.

19. As per the green initiative taken by the Ministry of Corporate Affairs, members are advised to register their email address with the Company in respect of shares held in physical form and with the concerned depository participant in respect of shares held in demat form to enable the Company to serve documents in electronic form.

20. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the Sixth AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / RTA / Depositories. Further, a letter providing the web link including the exact path where the complete details of the Annual Report is available will be sent to the Shareholders who have not registered their email address. Members may note that the Notice of the Sixth Annual General Meeting and the Annual Report for the financial year 2025-26 will also be available on the Company's website www.tossthe.co.in, website of the Bombay Stock Exchange of India Limited (BSE) at www.bseindia.com and on the website of M/s. MUFG Intime India Private Limited (formerly known as "M/s. Link Intime India Private Limited") https://instavote.linkintime.co.in. Members can attend and participate in the Annual General Meeting through VC / OAVM facility only.

21. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company Secretary of the Company or its Registrar and Share Transfer Agent, M/s. MUFG Intime India Private Limited (formerly known as "M/s. Link Intime India Private Limited"), Surya 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028, Tamil Nadu, India, by quoting the Folio number or the Client ID number with DP ID number.

22. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his / her queries by email to the Company at info@tossthe.co.in at least seven working days prior to the date of the Annual General Meeting. Such queries will be replied by the Company suitably during the AGM or through a separate e-mail.

23. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

24. Members are requested to note that the Sixth Annual General Meeting is scheduled to be held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) and hence, the route map of the venue as required under Secretarial Standards on General Meetings (SS- 2) is not annexed to this Notice.

25. Annual financial statements and related details are posted on the Company's website and are also kept for inspection at the Registered Office of the Company during normal business hours. A copy of the same will also be provided to the members on request.

26. Soft copies the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the AGM.

27. Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company / its Registrar & Share Transfer Agent "RTA" / Depositories, login details for e-voting are being sent to the registered email address. In case the shareholders have not registered his / her / their email address with the Company / its RTA / Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

a) In case of shares held in physical form, kindly submit your updation request in the prescribed Form ISR-1 (hosted on the website of Company and RTA) to our RTA, Link Intime India Private Limited.

b) In the case of Shares held in Demat mode, the shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

28. Voting through electronic means:

a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), amendments, clarifications, exemptions or re-enactments thereof for the time being in force) and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS - 2), the Company is pleased to provide its members the facility to cast their vote electronically from a place other than the venue of the Annual General Meeting ("remote e-Voting") at the Annual General Meeting (AGM) by electronic means and all the business items as set out in this notice of Annual General Meeting which shall be transacted through the remote e-voting / e-voting services provided by M/s. MUFG Intime India Private Limited (formerly known as "M/s. Link Intime India Private Limited").

b) Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e. Friday, 4th September, 2026, may refer to this Notice of the Annual General Meeting, posted on Company's website www.tossthe.co.in for detailed procedure with regard to remote e-voting. Any person who ceases to be a member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purposes only.

c) The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote(s) again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

d) The instructions for members for voting electronically are as under:-

   i. The remote e-voting period begins on Tuesday, 8th September, 2026 at 09:00 AM (IST) and ends on Thursday, 10th September, 2026 at 05:00 PM (IST).

   ii. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 4th September, 2026 (the cut-off date), may cast their vote electronically. The e-voting module shall be disabled by MUFG for voting thereafter.

Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Click on "Beneficial Owner" icon under "IDeAS Login Section".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/ SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

METHOD 2 - NSDL e-voting website:

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password / OTP and a Verification Code as shown on the screen.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login:

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi / Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi / Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com & click on New System Myeasi Tab.

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi / Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/ Registration/EasiestRegistration

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page:

a) Visit URL: https://www.cdslindia.com

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:

c) User ID: Enter User ID

1. Password: Enter existing Password
2. Enter Image Verification (CAPTCHA) Code
3. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   - Shareholders holding shares in NSDL form, shall provide 'D' above
   - Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
5. Set the password of your choice.

   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote:

a) Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.

b) Select ‘View’ icon. E-voting page will appear.

c) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

d) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

e) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration:

a) Visit URL: https://instavote.linkintime.co.in

b) Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta. vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping:

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on “Investor Mapping” tab under the Menu Section

c) Map the Investor with the following details:

1. Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2. Investor's Name - Enter Investor's Name as updated with DP.

3. Investor PAN' - Enter your 10-digit PAN.

4. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

d) Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote:

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY:

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

   Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD:

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-22-5533

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his / her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository / depository participants website.

In case Custodian / Corporate Body / Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB / DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders / members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

InstaVote Support Desk

M/s. MUFG Intime India Private Limited (formerly known as "M/s. Link Intime India Private Limited") Instameet VC Instructions for Shareholders:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30th September 2026 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility. Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on "Login".

b) Select the "Company Name" and register with your following details:

c) Select Check Box - Demat Account No. / Folio No. / PAN

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the Company.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

*Shareholders are requested to speak only when moderator of the meeting / management will announce the name and serial number for speaking.

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number / registered email Id) received during registration for InstaMEET

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour / Against" for voting.

e) Cast your vote by selecting appropriate option i.e. "Favour / Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour / Against'.

f) After selecting the appropriate option i.e. Favour / Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders / Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders / Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend / participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders / Members are encouraged to join the Meeting through Tablets / Laptops connected through broadband for better experience.

Shareholders / Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders / Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio / Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

InstaMeet Support Desk

M/s. MUFG Intime India Private Limited (formerly known as "M/s. Link Intime India Private Limited") Other information:

a) The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the company as on the cut-off date i.e. Friday, 4th September, 2026.

b) Once the vote on a resolution is cast by a Member through electronic means, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote by remote e-voting shall not vote by e-voting conducted during the Meeting.

c) Mr. Chetan Bafna (ACS 55464 and CP No. 21201), proprietor of Chetan Bafna and Co, Practicing Company Secretaries, Chennai has been appointed as the scrutinizer to scrutinize the remote e-voting and e-voting process at the meeting in a fair and transparent manner and for the purpose of ascertaining the majority.

d) The Scrutinizer shall, after the conclusion of the e-voting at the Annual General Meeting, will first count the votes cast by e-voting during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, within the prescribed time to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

e) The results shall be declared within the time stipulated under the applicable laws. The results declared along with the consolidated scrutinizer's report shall be placed on the company's website www.tossthe.co.in and on the website of MUFG and the same will be communicated to the Stock Exchange where the Company's shares are listed within the stipulated time.

Additional Information of Directors (relating to Item No.2 and 3) with regard to appointment / re-appointment, as required under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) by ICSI:

Nature of Appointment	Retirement by rotation and seeking reappointment	Retirement by rotation and seeking reappointment
Name of the Director	Mrs. Reshma Budhia	Mr. Sudhanshu Budhia
Director Identification number (DIN)	08893679	07115984
Date of Birth and Age	09.12.1980 (45 Years)	08.02.1978 (48 Years)
Date of first appointment on the Board	25.09.2020	15.01.2024
Brief resume, Qualification, Experience and nature of expertise in specific functional areas	With over 21 years of experience in the B2B space, she is an expert at building persona-based marketing campaigns to deliver high-impact sales results. Qualification: MBA (Marketing), Certified Design Thinking Specialist and PG Diploma in Innovation & Design Thinking	Experienced and results-driven Director with a proven track record in developing and executing successful strategies. Qualification: Bachelor of Engineering
No. of Board meetings attended during the year as Director	All the meetings held during the financial year 2025-2026	All the meetings held during the financial year 2025-2026
Memberships/Chairmanships of committees of the Board of the Company	Nil	Member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee.
Directorships held in listed entities (along with listed entities from which the person resigned in the past three years)	She does not hold any Directorship in any other listed entity. She has not resigned from any listed entities during the past three years	He does not hold any Directorship in any other listed entity. He has not resigned from any listed entities during the past three years
Memberships/Chairmanships of Committees of other Boards	Nil	Nil
Remuneration last drawn	Rs. 34.37 Lakhs per annum	Nil
Remuneration sought to be paid	Remuneration as discussed by the board	Nil

Nature of Appointment	Retirement by rotation and seeking reappointment	Retirement by rotation and seeking reappointment
Skills and capabilities	Design Thinking Specialist, Author, B2B Growth Consultant etc.	Strategic planning, team leadership, finance etc.
Shareholding in the Company	5,54,400 Equity Shares	4,200 Equity Shares
Relationship with other Directors and Key Managerial Personnel of the Company	Wife of Mr. Sudhanshu Budhia	Husband of Mrs. Reshma Budhia

Members may also note that the Notice of the Annual General Meeting and the Annual Report will also be available on the Company's website www.tossthe.co.in for download. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The physical copies of such documents will also be available at the Company's registered office in Chennai for inspection during normal business hours on working days.

In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2025-26 and Notice of the AGM of the Company, may send request to the company via email at cs@tossthe.co.in mentioning DP ID and Client ID or raise a service request with MUFG Intime India Private Limited (formerly Link Intime India Private Limited), Company's RTA at https://web.in.mpms.mufg.com/helpdesk/Service Request.html.

Board's Report to the Shareholders

The Directors have pleasure in submitting the Sixth Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2026.

1. FINANCIAL SUMMARY OR HIGHLIGHTS / PERFORMANCE OF THE COMPANY:

(Rupees in Lakhs)

Particulars	For the year ended	
	March 31, 2026	March 31, 2025
Total income	1,527.06	884.22
Less: Total expenditure	1,165.99	715.94
Less: Prior Period Item	–	–
Profit before tax	361.07	168.28
Current Tax	86.09	45.14
Deferred tax	4.56	(2.37)
Profit after tax	270.42	125.51

During the financial year (FY) 2025-2026, the company has achieved a total income of 1,527.06 lakhs as compared to 884.22 lakhs in the financial year 2024-2025. The profit before tax for 2025-2026 stood at 361.07 lakhs compared to 168.28 lakhs in the financial year 2024-2025. The profit after tax for 2025-2026 stood at 270.42 lakhs compared to 125.51 lakhs in the financial year 2024-2025.

2. DIVIDEND AND RESERVES:

In terms of Regulation 43A of the Listing Regulations the Board of the Company has adopted a Dividend Distribution Policy, which can be accessed on the website of the Company
www.tossthe.co.in/assets/investor/2.%20Policies/4.%20Dividend%20Distribution%20Policy.pdf.

The Company had declared the interim dividends during the year:

S.No	Date	Description of Interim Dividend	Type of Meeting	Amount of Dividend (face value of Rs. 10/- each)
1	30.05.2025	(1st for FY 2025-26)	Board Meeting	Rs. 0.50/- per equity share
2	07.07.2025	(2nd for FY 2025-26)	Board Meeting	Rs. 2.50/- per equity share
3	09.03.2026	(3rd for FY 2025-26)	Board Meeting	Rs. 5/- per equity share

In view of the aforesaid interim dividends, the Board does not propose to recommend any final dividend for the year under review.

The details of unpaid dividends have been disclosed on the website of the Company as required under Section 124 of the Companies Act, 2013. Further the Company did not have any amounts due or outstanding as on the Balance Sheet date to be credited to the Investor Education and Protection Fund.

The Board of Directors has not proposed any transfer to the General Reserve for the financial year ended 31st March, 2026, and has recommended that the entire profits for the year be retained in the Profit and Loss Account.

3. NATURE OF BUSINESS & CHANGE IN BUSINESS:

The Company is carrying on the business as marketing consulting firm that offers go-to-market strategies to organizations of all sizes - from a startup to large corporations to equip them to go after their pursuits. There is no change in the nature of business during the year under review.

The Company has paid the Listing Fees for the financial year 2025-26.

4. MATERIAL CHANGES AND COMMITMENTS:

There are no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

5. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

6. DETAILS OF SUBSIDIARY / JOINT VENTURES / ASSOCIATE COMPANIES AND PERFORMANCE THEREOF:

The Company does not have any subsidiary / joint venture / associate companies. Hence, the reporting under this clause is not applicable.

7. DEPOSITS:

The Company has not accepted nor renewed any deposits falling within the purview of section 73 of Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 as amended from time to time, during the year under the review and therefore details mentioned in Rule 8(5)(v) & (vi) of Companies (Accounts) Rules, 2014 relating to deposits covered under chapter V is not required to be given.

8. AUDITORS AND THEIR REPORTS:

a) Statutory Auditors:

The shareholders at their Fourth Annual General Meeting dated 14.06.2024 had approved the appointment of M/s. CNGSN & Associates LLP., Chartered Accountants, Chennai, as the Statutory Auditors of the Company for a period of five years i.e, from the conclusion of the Fourth AGM till the conclusion of the Ninth AGM of the Company to be held in the year 2029. The Statutory Auditors have confirmed their eligibility and qualification under Section 141 of the Companies Act, 2013 and rules framed there under for holding office as Statutory Auditors of the Company.

The Auditors' Report does not contain any qualification, reservation, or adverse remark on the Financial Statements for the Financial Year ended 31.03.2026. The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

b) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. Chetan Bafna and Co, Practicing Company Secretaries, were appointed as the Secretarial Auditors to conduct the Secretarial Audit for the year under review. The Secretarial Audit report pursuant to the Act read with Rules made thereunder and Regulation 24A of the Listing Regulations for the year under review in prescribed Form MR – 3 is annexed to this Report as **"Annexure – A".**

The observations made by the Secretarial Auditors in their report for the Financial Year ended 31.03.2026 and the reply given by the management have been annexed as Annexure – A to MR – 3 and forms part of the Report.

Further the Board of Directors at their meeting dated 29.05.2026 had appointed M/s. Chetan Bafna and Co, Practicing Company Secretaries, as the Secretarial Auditors to conduct the Secretarial Audit of the Company for the financial year 2026-27.

c) Internal Auditors:

Pursuant to the provisions of Section 138 of the Act and the Companies (Accounts) Rules, 2014, M/s. Ashok Golechha & Co, Chartered Accountants, were appointed as the Internal Auditors to conduct the audit for the year under review.

The Internal Auditor of the Company reports functionally to the Audit Committee of the Company, which reviews and approves risk based annual internal audit plan. The Audit Committee periodically reviews the performance of internal audit function. The recommendations of the internal audit team on improvements required in the operating procedures and control systems are also presented to the Audit Committee, for the teams to use these tools to strengthen the operating procedures.

Further the Board of Directors at their meeting dated 29.05.2026 had appointed M/s. Ashok Golechha & Co, Chartered Accountants, as the Internal Auditors of the Company for the financial year 2026-27.

9. SHARE CAPITAL:

The paid-up equity share capital as on 31st March 2026 was Rs. 1,89,00,000/-. The Company has not issued Equity Shares, Sweat Equity Shares, Employee Stock Option and not called for Buy back of Shares during the current financial year.

10. EXTRACT OF THE ANNUAL RETURN:

Pursuant to the amendments to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return (Form MGT-7) for the financial year ended March 31, 2026, will be made available on the Company's website and can be accessed at www.tossthe.co.in/investor.

11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company is committed to sustainable growth, and it recognizes energy conservation as a critical component of the environmental stewardship. The Company's efforts are aligned with national and global goals to reduce carbon emissions, improve energy efficiency, and promote sustainable operational practices.

The Company being into the business of Marketing Consultancy, over the past several years has significantly accelerated its organization-wide efforts in absorbing and deploying deep technologies with the help of applications such as Adobe Creative Cloud, Adobe Stock, Freepik, Shutterstock, Figma, Envato, Canva, SharePoint, Mid Journey etc.

Details of foreign earnings and outgo during the year are as follows:

(Rupees in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Expenditure in Foreign Currency	140.67	19.77
Earning in Foreign Exchange	1,253.90	524.44

12. DIRECTORS:

The Company is currently managed by the following Signatories:

1. Mr. Narayanan Jayan	Chairman Managing Director
2. Mrs. Reshma Budhia	Whole Time Director cum CFO
3. Mr. Sudhanshu Budhia	Non Executive Director
4. Mr. Manish Kumar Gupta	Independent Director
5. Mr. Mohan Varghese Mathew	Independent Director
6. Mrs. Pooja Jain	Company Secretary (CS)

Mrs. Reshma Budhia (DIN 08893679), Whole Time Director cum CFO is liable to retire by rotation at the ensuing Annual General Meeting, being eligible offers herself for re-appointment.

Mr. Sudhanshu Budhia (DIN 07115984), Director is liable to retire by rotation at the ensuing Annual General Meeting, being eligible offers himself for re-appointment.

Necessary resolution for the re-appointment of Directors liable to retire by rotation is being placed for approval of the members at the AGM. The board recommends their re-appointment as Directors of the Company.

None of the Directors of the Company are disqualified as per the provisions of Section 164 of the Act. The Directors of the Company have made necessary disclosures under Section 184 and other relevant provisions of the Act.

13. MANAGEMENT DISCUSSION & ANALYSIS REPORT:

Pursuant to Regulation 34(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, a Management Discussion and Analysis Report is attached as **Annexure - B.**

14. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

Six Board Meetings were held during the Current Financial year and the gap between two meetings were not more than 120 days, the details of which are as follows:

Date	Mr. Narayanan Jayan	Mrs. Reshma Budhia	Mr. Sudhanshu Budhia	Mr. Manish Kumar Gupta	Mr. Mohan Varghese Mathew
25.04.2025	Present	Present	Present	Granted LOA	Present
30.05.2025	Present	Present	Present	Granted LOA	Granted LOA
07.07.2025	Present	Present	Present	Granted LOA	Granted LOA
16.08.2025	Present	Present	Present	Granted LOA	Present
13.11.2025	Present	Present	Present	Present	Present
09.03.2026	Present	Present	Present	Present	Present

15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The Company has not advanced any loans, given any guarantees or made any investments under Sec 186 of Companies Act, 2013.

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SEC 188(1) COMPANIES ACT 2013:

There were no contracts or arrangements with related parties referred to in sub-section (1) of Section 188. Hence, Form AOC-2 pursuant to the Companies (Accounts) Rules 2014 is not required to be enclosed.

The Company has adopted policy on Related Party Transactions and can be accessed on the Company's website at www.tossthe.co.in/assets/investor/2.%20Policies/7.%20Related%20Part%20Transaction%20Policy.pdf.

17. PARTICULARS OF REMUNERATION TO DIRECTOR AND EMPLOYEES:

The remuneration paid to the directors is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Act and Regulation 19(4) read with Part D of Schedule II of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

Details of ratio of remuneration to each Director to the median employee's remuneration and details of remuneration paid to employees is annexed to this report as "**Annexure – C**".

18. RISK MANAGEMENT POLICY:

The Company had identified certain business risks and also the measures for dealing with such risks which it faces in day to day operations of the Company. However the Company faces operational risks relating to people, process, legal environment and external factors, investment risk and regulatory risks. The Company manages these risks by prudently investing its funds, managing its people and complying with all the regulations. These risks are continuously reviewed and monitored by the management. The Board also reviews the risks and corrective actions and mitigation measures are taken as and when needed.

The Company has adopted a Risk Management policy and can be accessed on the Company's website at www.tossthe.co.in/assets/investor/2.%20Policies/8.%20Risk%20Management%20Policy.pdf

19. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3) (c) of the Companies Act, 2013, the Director report state that:

a) In the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made for the same.

b) Appropriate accounting policies have been selected and applied consistently, and have 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 31st March 2026 and of the Profits of the Company for the year ended 31st March 2026.

c) Proper and sufficient care have been taken for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

d) The annual accounts have been prepared on a going concern basis.

e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

20. DECLARATION BY INDEPENDENT DIRECTORS

Both the Independent Directors have submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as laid down section 149(6) of the Companies Act, 2013. In the opinion of the board, the Independent Directors fulfill the conditions specified in the Act and the rules made there under for appointment as Independent Directors and confirm that they are independent of the management.

None of the Independent / Non-Executive Directors have any pecuniary relationship or transactions with the Company which in the Judgement of the Board may affect the independence of the Directors.

In terms of requirements under Schedule IV of the Companies Act, 2013 and Regulation 25 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors was held on 05.03.2026. The Independent Directors at the meeting, inter alia, reviewed the following:

- Performance of Non-Independent Directors and Board as a whole.
- Performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors.
- Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors of the Company have registered themselves with the Indian Institute of Corporate Affairs ('IICA') towards the inclusion of their names in the data bank and they meet the requirements of proficiency self-assessment test. The Company has received declarations of independence in accordance with the provisions of the Act as well as the LODR Regulations from all the Independent Directors

21. COMMITTEES OF THE BOARD

Currently, in line with the statutory requirement, the Board has the following committees:

a) Audit Committee:

Composition:

The Committee as on 31st March 2026 comprised of the following Directors as its Members:

Name of the Director	Status in Committee
Mr. Manish Kumar Gupta	Chairman
Mr. Sudhanshu Budhia	Member
Mr. Mohan Varghese Mathew	Member

Terms of Reference:

The terms of reference of the Audit Committee interalia include the following:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval, with particular reference to;

- matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

- changes, if any, in accounting policies and practices and reasons for the same;

- major accounting entries involving estimates based on the exercise of judgment by management;

- significant adjustments made in the financial statements arising out of audit findings;

- compliance with listing and other legal requirements relating to financial statements;

- disclosure of any related party transactions;

- modified opinion(s) in the draft audit report;

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

8. Approval or any subsequent modification of transactions of the listed entity with related parties;

9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;

11. Evaluation of internal financial controls and risk management systems;

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up there on;

15. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.

16. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

19. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(4) of Companies Act 2013 or referred to it by the Board.

20. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

21. To review the functioning of the whistle blower mechanism;

22. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and;

23. Audit committee shall oversee the vigil mechanism.

24. Audit Committee will facilitate KMP/auditor(s) of the Company to be heard in its meetings.

25. Carrying out any other function as is mentioned in the terms of reference of the audit committee or containing into SEBI Listing Regulations 2015.

Further, the Audit Committee shall mandatorily review the following:

a) Management discussion and analysis of financial condition and results of operations;

b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;

c) Management letters / letters of internal control weaknesses issued by the statutory auditors;

d) Internal audit reports relating to internal control weaknesses; and

e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

f) Statement of deviations:

   - Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

   - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Details of Meetings:

The Committee met five times during year under review, the details of meetings and attendance are as follows:

Date	Mr. Manish Kumar Gupta	Mr. Sudhanshu Budhia	Mr. Mohan Varghese Mathew
30.05.2025	Yes	Yes	Granted LOA
07.07.2025	Granted LOA	Yes	Yes
16.08.2025	Granted LOA	Yes	Yes
13.11.2025	Granted LOA	Yes	Yes
09.03.2026	Yes	Yes	Yes

g) Nomination and Remuneration Committee:

Composition:

The Committee as on 31st March 2026 comprised of the following Directors as its Members:

Name of the Director	Status in Committee
Mr. Manish Kumar Gupta	Chairman
Mr. Sudhanshu Budhia	Member
Mr. Mohan Varghese Mathew	Member

Terms of Reference:

The terms of reference of the Nomination and Remuneration Committee interalia include the following:

- Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;

- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for directors, KMPs and other employees;

- Formulation of criteria for evaluation of performance of independent directors and the board of directors;

- Devising a policy on diversity of board of directors;

- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

- Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights;

- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;

- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.

- Decide the amount of Commission payable to the Whole Time Directors;

- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc; and

- To formulate and administer the Employee Stock Option Scheme.

The Committee met on 05.03.2026 and the details of attendance are as follows:

Date	**Mr. Manish Kumar Gupta**	**Mr. Sudhanshu Budhia**	**Mr. Mohan Varghese Mathew**
05.03.2026	Yes	Yes	Yes

h) Stakeholders Relationship Committee:

Composition:

The Committee as on 31st March 2026 comprised of the following Directors as its Members:

Name of the Director	**Status in Committee**
Mr. Manish Kumar Gupta	Chairman
Mr. Sudhanshu Budhia	Member
Mr. Mohan Varghese Mathew	Member

Terms of Reference:

The terms of reference of the Stakeholders Relationship Committee interalia include the following:

- Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized.
- Issue of duplicate certificates and new certificates on split / consolidation / renewal, etc.;
- Review the process and mechanism of redressal of Shareholders' / Investor's grievance and suggest measures of improving the system of redressal of Shareholders' / Investors' grievances.
- Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest / dividend warrants, non-receipt of annual report and any other grievance / complaints with Company or any officer of the Company arising out in discharge of his duties.
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time.
- Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
- Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

Details of Meetings:

The Committee met four times during year under review, the details of meetings and attendance are as follows:

Date	Mr. Manish Kumar Gupta	Mr. Sudhanshu Budhia	Mr. Mohan Varghese Mathew
28.06.2025	Granted LOA	Yes	Yes
16.08.2025	Granted LOA	Yes	Yes
13.11.2025	Granted LOA	Yes	Yes
05.03.2026	Yes	Yes	Yes

22. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has adequate system of internal financial controls to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The Company confirms that there are proper and adequate internal control systems and procedures commensurate with its size and nature of its business for ensuring the orderly and efficient conduct of its business for safeguarding its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial information. The Company has not noticed any major weakness in the internal financial control procedures.

23. BOARD EVALUATION:

The Companies Act 2013 states that a formal annual evaluation needs to be made by the Board and Schedule IV of the Companies Act 2013 states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated. The performance of the Board was evaluated by the Board and after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information flow, frequency of meetings and functioning etc. The performance of the Committees was evaluated by the Board and after seeking inputs from the Committee Members. The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee Meetings. The Chairman was also evaluated on the key aspects of his role. In a separate Meeting of Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated.

24. MAINTENANCE OF COST RECORDS:

The Central Government has not prescribed the maintenance of Cost Records under Section 148(1) of the Companies Act, 2013 for the Company.

25. VIGIL MECHANISM / WHISTLE-BLOWER POLICY FOR DIRECTORS AND EMPLOYEES

The Company has formulated a comprehensive Whistle-blower Policy in line with the provisions of Section 177(9) and Section 177(10) of the Companies Act, 2013 with a view to enable the stakeholders, including Directors, individual employees to freely communicate their concerns about illegal or unethical practices and to report genuine concerns to the Audit Committee of the Company. The mechanism provides adequate safeguards against victimization of Directors or employees who avail of the mechanism. The Vigil Mechanism has been placed in the website of the Company at www.tossthe.co.in/assets/investor/2.%20Policies/9.%20Whistle%20Blower%20Policy.pdf.

26. SEXUAL HARRASMENT OF WOMEN AT WORKPLACE:

The Company is dedicated to providing a healthy work environment to all employees, free from any form of prejudice or gender bias. In line with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and the applicable rules Company has implemented a gender-neutral Policy for Prevention, Prohibition and Redressal of Sexual Harassment at Workplace (“POSH”) and constituted an Internal Complaints Committee (“ICC”). The Company has also established a grievance procedure for protection against victimization.

The Policy for Prevention, Prohibition and Redressal of Sexual Harassment at Workplace is available on the website of the Company at www.tossthe.co.in/assets/investor/2.%20Policies/6.%20POSH%20Policy.pdf.

During the year under review, the Company had not received any compliant relating to sexual harassment at workplace.

27. SECRETARIAL STANDARDS

Pursuant to the provisions of Section 118(10) of the Act, the Company complies with all applicable mandatory Secretarial Standards as issued by the Institute of Company Secretaries of India ("ICSI").

28. CODE FOR PREVENTION OF INSIDER TRADING:

In accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has in place following policies / codes and the same are available in the website of the Company at www.tossthe.co.in/assets/investor/2.%20Policies/:

- Code of Conduct for Prevention of Insider Trading
- Fair Disclosure Policy
- Code Of Business Conduct & Ethics for Director & Senior Management Executives
- Policy on Determination of Materiality and Disclosure of Information

These policies lays down guidelines advising the management, Designated Persons and other connected persons, on procedures to be followed and disclosures to be made by them while dealing with the shares of the Company, and while handling any Unpublished Price Sensitive Information, cautioning them of the consequences of violations.

In Compliance with the abovementioned Regulations, Structural Digital Database (SDD) was maintained by the Company and necessary entries were made to monitor and record the flow of sharing of Unpublished Price Sensitive Information. Adequate training was provided to all employees on the compliance procedures provided in the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Declaration on Code of Conduct is annexed to this report as "**Annexure – D**".

29. OTHER DISCLOSURES:

During the year, there were no transactions requiring disclosure or reporting in respect of matters relating to:

a) Issue of equity shares with differential rights as to dividend, voting or otherwise;

b) Issue of shares (including sweat equity shares) to employees of the Company under any scheme;

c) Raising of funds through preferential allotment or qualified institutions placement;

d) Instance of one-time settlement with any bank or financial institution

e) Disclosures pertaining to Corporate Social Responsibility

f) Proceeding pending under the Insolvency and Bankruptcy Code, 2016

30. ACKNOWLEDGEMENTS:

Your Directors take this opportunity to place on record their gratitude for all the guidance and co-operation received from all its clients, vendors, bankers, financial institutions, business associates, advisors, and regulatory and government authorities. Your Directors also take this opportunity to thank all its shareholders and stakeholders for their continued support and all the employees for their valuable contribution and dedicated service, with whose help, cooperation and hard work the Company is able to achieve the results.

By Order of the Board of Directors

For **M/s. Toss The Coin Limited**

Place: Chennai

Date: 14.08.2026

Narayanan Jayan	Reshma Budhia
-Sd-	-Sd-
Chairman cum Managing Director	Whole Time Director cum CFO
DIN: 08893678	DIN: 08893679

FORM NO. MR – 3

Secretarial Audit Report
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
TOSS THE COIN LIMITED
Door No.1A, Bheemanna Mudali Street,
Alwarpet, Teynampet,
Chennai – 600 018

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TOSS THE COIN LIMITED** (CIN: L72900TN2020PLC138199) (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

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

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

1. The Companies Act, 2013 ('Act') and the Rules made thereunder, as amended from time to time;

2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder, as amended from time to time;

3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder, as amended from time to time;

4. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), as amended from time to time:

    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;

    d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

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

f) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

5. All other relevant applicable laws including those specifically applicable to the Company, a list of which has been provided by the management. The examination and reporting of these laws and rules are limited to whether there are adequate systems and processes are in place to monitor and ensure compliance with those laws.

We report that, the following Regulations and Guidelines were not applicable to the Company during the audit period:

a) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

b) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,2021;

c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018-

We further report that, the Company has no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing.

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

1. Secretarial Standards issued by the Institute of Company Secretaries of India ('ICSI') and notified as on date;
2. The Listing Agreement entered into by the Company with BSE Limited (BSE) as per SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

We further report that the applicable financial laws, such as the Direct and Indirect Tax Laws, have not been reviewed under our audit as the same falls under the review of statutory audit by other designated professionals.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above to the extent where such records have been examined by us, subject to the details mentioned in **Annexure – A.**

We further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. 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.

2. Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or as the case may be, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

3. All the decisions at Board meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

4. 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.

We further report that during the audit period, there were no instances of:

e) Public / Right / Preferential issue of shares / debentures / sweat equity etc.

f) Redemption / Buy-back of Securities.

g) Foreign technical collaborations.

h) Merger / Amalgamation / Reconstruction.

This report is to be read with our letter of even dated which is annexed as **Annexure – B** and form an integral part of this report.

For **CHETAN BAFNA AND CO**
Practicing Company Secretaries

Place: Chennai
Date: 07.08.2026

-Sd-

Chetan Kushalkumar Bafna
Proprietor
M.No.A55464
C.P.No.21201
UDIN: A055464H001049127

Annexure – A to MR – 3:

S.No	Date of Event	Description	Relevant Provisions	Observation	Remarks by Management
1	30.05.2025	Outcome of Board Meeting	Regulation 30 of the SEBI (LODR) Regulations, 2015	Intimated to BSE with a delay of 10 minutes	Delay of 10 minutes due to technical difficulties which was later resolved with the help of BSE helpdesk. Detailed explanation for the same was mailed to BSE
2	29.06.2025	Interim Dividend (2nd for the FY 2025-26)	Section 123 (4) of the Companies Act, 2013	Amount was transferred to a separate bank account with a delay of 4 days	Delay due to difficulties in documentation and lack of proper cooperation by the Bank and Bank Holidays
3	22.08.2025	Master CMO & EBO Retainer Service Agreement	Regulation 30 of the SEBI (LODR) Regulations, 2015	Intimated to BSE with a delay of 34 days	PDF version was duly uploaded however, a new requirement of XBRL filing was introduced which required additional details. Detailed explanation for the same was mailed to BSE
4	10.09.2025	Proceedings of the Fifth AGM	Regulation 30 of the SEBI (LODR) Regulations, 2015	Intimated to BSE with a delay of 11 hours	The video recording of the AGM was received from the RTA almost 21 hours after the AGM. Detailed explanation for the same was mailed to BSE
5	01.10.2025	Statement of Work ("SOW") & Master CMO Retainer Service Agreement	Regulation 30 of the SEBI (LODR) Regulations, 2015	Intimated to BSE with a delay of 7 days	PDF version was duly uploaded however, the new XBRL filing required additional details such as LEI / CIN / Registration Number of the Entity awarding the order. Detailed explanation for the same was mailed to BSE
6	15.10.2025	Master Retainer Service Agreement	Regulation 30 of the SEBI (LODR) Regulations, 2015	Intimated to BSE with a delay of 2 days	PDF version was duly uploaded however, the new XBRL filing required additional details such as LEI / CIN / Registration Number of the Entity awarding the order. Detailed explanation

S.No	Date of Event	Description	Relevant Provisions	Observation	Remarks by Management
					for the same was mailed to BSE
7	13.11.2025	Outcome of Board Meeting	Regulation 30 of the SEBI (LODR) Regulations, 2015	Intimated to BSE with a delay of 7 minutes	Delay of 7 minutes due to complexity and other technicalities involved as there were 3 Meetings and around 5 different filings. Detailed explanation for the same was mailed to BSE
8	31.03.2026	Unpaid Dividend	Section 124 of the Companies Act, 2013	Rs. 600/- remains unpaid out of Dividend declared on 30.05.2025 Rs. 5,250/- remains unpaid out of Dividend declared on 07.07.2025 Rs. 1,350/- remains unpaid out of Dividend declared on 09.03.2026	Dividends for 30.05.2025 and 07.07.2025 were duly transferred on time however, the same is rejected because the recipient shareholder has not updated the IFSC Code in his Demat Client Master Dividends for 09.03.2026 also were duly transferred on time however the same is rejected because the account of the recipient shareholder is closed The details of the said unpaid dividends are also updated on the website of the Company

Annexure – B to MR – 3:

To,
The Members,
TOSS THE COIN LIMITED
Door No.1A, Bheemanna Mudali Street,
Alwarpet, Teynampet,
Chennai – 600 018

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.

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

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

4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.

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

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Annexure – B:

Management Discussion and Analysis Report

A) Global Economy:

The global economy in 2026 is characterized by resilient yet slow growth of around 3.0%, navigating persistent supply-chain pressures, energy market shocks from geopolitical conflicts, and stalls in global disinflation. Artificial intelligence integration provides an upside for tech-aligned value chains, while emerging markets face tighter financing conditions.

Here's a more detailed breakdown:

a) Positive Factors:

i) **Resilient Private Sector Adaptability**: The capacity of businesses and commercial markets to anticipate, absorb, and recover from systemic shocks such as climate change, economic shifts, or supply chain disruptions, while rapidly transforming operations to maintain continuity and capture new opportunities.

ii) **Robust Capital Spending in Artificial Intelligence**: Global artificial intelligence capital spending is surging to unprecedented levels, with worldwide AI-related investments projected to exceed $1 trillion in 2026. Major US hyperscalers (Alphabet, Amazon, Microsoft, and Meta) alongside global counterparts are aggressively expanding data centers and semiconductor capacity, though tightening cash flows and rising memory costs are forcing sharper investor scrutiny on monetization timelines.

iii) **Steady Household Financial Backings**: Steady household financial backing has been achieved by establishing a solid foundation by securing an emergency fund covering 3 to 6 months of expenses, clearing high-interest consumer debt, and purchasing adequate health and term life insurance before committing to long-term market investments.

iv) **Dynamic Expansion across Emerging Asian Markets**: It is driven by supply chain shifts (China Plus One), AI infrastructure demands, and an expanding middle class. Key growth hubs include India (digitization and manufacturing scaling), ASEAN nations like Vietnam and Indonesia (electronics and EV supply chains), and North Asian tech powerhouses.

b) Negative Factors and Risks:

i) **Persistent Geopolitical Fragmentation**: It is the structural shift where global economic, technological, and political systems decouple into competing blocs. Driven by strategic rivalries (such as U.S.–China competition) and national security priorities, nations increasingly favor supply chain resilience and protectionism over free-market economic efficiency.

ii) **Rising Trade Interventions and Tariffs**: Global trade intervention has surged to historic highs in 2026, driven by a new wave of U.S. tariffs on dozens of trading partners, localized industrial policies like "Make in India", and heightened use of state subsidies. While major economies navigate shifting tariff walls and labor-linked trade rules, businesses face increasing supply chain fragmentation and cost pressures.

iii) **Re-accelerating Inflation Spikes**: India’s retail inflation (CPI) accelerated to 3.93% in May 2026, up from 3.48% in April, driven largely by rising food and transport costs. This mid-year uptick brought price pressures close to the Reserve Bank of India’s (RBI) medium-term target of 4% before ticking higher to 4.38% in June.

iv) **High Sovereign Debt Burdens**: Global public debt has risen to near 94% of GDP, driven by major economies and high interest costs. Crushing debt-servicing burdens crowd out critical spending on healthcare, education, and climate action, leaving developing nations particularly vulnerable to external shocks, currency volatility, and restricted capital market access.

v) **Surging Energy Bottlenecks from AI Data-Center Expansion**: Rapid AI data-center expansion is triggering critical energy bottlenecks, with global data-center electricity consumption surging 17%, driven by high-density server racks. The primary constraint is no longer chips or capital, but the multi-year lag in building utility-scale power generation, securing grid interconnection, and overcoming local community backlash over rising electricity bills and resource strain.

B) Indian Economy:

India's real GDP grew by a strong 7.7% for the 2025–26 financial year, remaining a top fast-growing major global economy. Growth for the upcoming 2026–27 period is projected to moderate safely to around 6.5% to 6.6% amid global trade and energy headwinds.

a) Key Highlights:

i) **GDP Expansion**: Real GDP growth holds strong at 7.4% with Gross Value Added (GVA) at 7.3%, making India the top-performing major economy for the fourth consecutive year.

ii) **Controlled Inflation**: Headline retail inflation (CPI) eased significantly, averaging a historic low around 1.75%–2% across parts of the fiscal year due to stable food output.

iii) **Fiscal Consolidation**: The government stays firmly on its fiscal deficit glide path toward the target of 4.5% of GDP while improving revenue quality.

b) Factors Driving Growth:

i) **Private Spending**: Final private consumption remains high, making up over 61% of the GDP as real purchasing power rises.

ii) **Hinterland Recovery**: Rural and semi-urban markets show resilient demand, supported by stable agricultural performance and steady employment conditions.

iii) **Discretionary Purchases**: Increased sales in consumer goods and automotive sectors reflect healthy middle-class confidence.

c) Potential Challenges:

i) **Crude Oil Volatility**: Ongoing conflicts in the Middle East threaten supply chains and push import bills higher, impacting both the fiscal deficit and domestic inflation metrics.

ii) **Global Trade Frictions**: Slowing external demand from major partners like China and the US, alongside shifting tariff regimes, test the resilience of India's merchandise exports.

iii) **Currency Pressures**: Global dollar strength and structural trade gaps place continuous downward pressure on the Indian Rupee, raising imported input costs.

By Order of the Board of Directors

For **M/s. Toss The Coin Limited**

Place: Chennai

Date: 14.08.2026

-Sd-	-Sd-
Narayanan Jayan	Reshma Budhia
Chairman cum Managing Director	Whole Time Director cum CFO
DIN: 08893678	DIN: 08893679

Annexure – C:

Statement of Disclosure of Remuneration

(As per Section 197 of Companies Act, 2013 and Rule 5(1) of
The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A) The ratio of the remuneration of each Director and Key Managerial Personnel to the median remuneration of the employees of the Company for the financial year ended 31st March, 2026 and percentage increase in remuneration compared to last financial year:

Particulars	Remuneration for the FY 25-26 (in lakhs)	% Increase in remuneration compared to last FY	Ratio to median remuneration of employees*
Chairman cum Managing Director			
Mr. Narayanan Jayan	34.37	5.88	4.83
Whole Time Director cum CFO			
Mrs. Reshma Budhia	34.37	5.88	4.83
Company Secretary			
Mrs. Pooja Jain	6.00	Nil	0.84

*Median remuneration for the FY 25-26 is Rs. 7,12,473/-.

B) Percentage increase in the median remuneration of employees in the financial year ended 31st March, 2026:

As on the Financial Year ended 31st March, 2026 there was an increase in the median remuneration by 1.79%.

C) No. of permanent employees on the rolls of Company as on 31st March, 2026:

As on the Financial Year ended 31st March, 2026 there were 74 permanent employees.

D) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

During the Financial year, the average increase in salaries paid to employees other than managerial personnel was 0.78% and for Managerial Personnel was 5.38%.

E) Affirmation that the remuneration is as per the remuneration policy of the Company:

Your Company affirms that the remuneration of Directors and Key Managerial Personnel was as per the Remuneration Policy of the Company.

By Order of the Board of Directors

For **M/s. Toss The Coin Limited**

Place: Chennai

Date: 14.08.2026

-Sd-	-Sd-
Narayanan Jayan	Reshma Budhia
Chairman cum Managing Director	Whole Time Director cum CFO
DIN: 08893678	DIN: 08893679

Annexure – D:

Declaration on Code of Conduct
(Schedule V (D) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

As required by Schedule V (D) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby affirmed that all the Board Members and Senior Management personnel have complied with the Code of Conduct of the Company.

By Order of the Board of Directors
For **M/s. Toss The Coin Limited**

Place: Chennai
Date: 14.08.2026

-Sd-	-Sd-
Narayanan Jayan	Reshma Budhia
Chairman cum Managing Director	Whole Time Director cum CFO
DIN: 08893678	DIN: 08893679

INDEPENDENT AUDITORS' REPORT

To

The Members,

Toss the Coin Limited

Chennai.

Report on the Audit of the Financial Statements

Opinion

We have audited the Financial Statements of Toss the Coin Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the statement of Profit and Loss, the statement of Cash Flows for the year then ended, notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act 2013 ("Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its profits and its cash flows for the year ended as on that date.

Basis for opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) 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 Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the 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 the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How the matter was addressed in our audit
Recognition of revenue from overseas customers and foreign currency risk on trade receivables	Principal Audit Procedures: • We evaluated the appropriateness of the Company's revenue recognition policies with respect to export sales and tested their application. • We examined sample export invoices, and export proceeds realisation certificates to verify timing and amount of revenue recognised. • Verified the foreign exchange rates applied for sales and year-end receivables with RBI reference rates or bank realisation rates. • Performed ageing analysis of export receivables to assess recoverability and checked subsequent realisations. • Evaluated the classification and presentation of foreign currency receivables in the financial statements. • Verified compliance with AS 11 for year-end translation of outstanding balances.
Utilisation of IPO proceeds (listed Dec 2024) against the objects stated in the offer document i.e capex on microservices platform, new offices, working capital and general corporate purposes	Principal Audit Procedures: • We reconciled IPO proceeds to escrow statements; tracing of utilisation to invoices, bank statements and capitalisation entries; • We verified disclosure under Schedule III and Reg. 32 of SEBI (LODR); assessed deviation / variation requiring shareholder approval; • Confirmed that unutilised proceeds are parked in permitted instruments.
Capitalisation vs revenue treatment of IPO-related expenditure and microservices platform development costs (Accounting Standard 10 / Accounting Standard 26)	Principal Audit Procedures: • We have reviewed the nature of expenses; did testing against AS 10 (Property, Plant & Equipment) and AS 26 (Intangible Assets) recognition criteria; • Verified project-wise cost ledgers; assessed CWIP/intangibles under development disclosures

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

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

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

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the audit. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's responsibility for the financial statements

The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Accounting Standards (AS) prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021, as amended from time to time, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

The management is responsible to ensure that the accounting software used by the Company for maintaining its books of account has the features of (a) recording an audit trail of each and every transaction and (b) creating an edit log of each change made in the books of account along with the date when such changes are made. The management is also responsible to ensuring that the audit trail is not disabled.

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

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

Auditors' responsibilities for the audit of the financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our opinions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, 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, we report that:

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

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

   c) The Balance Sheet, the statement of Profit and Loss, and the statement of cash flows dealt with by this report are in agreement with the books of account;

   d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act; read with Rule 7 of the Companies (Accounting Standards) Rules, 2021.

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

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

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

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and 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 on its financial position in its financial statements;

      II. The Company has made provision, as required under the applicable law or accounting standards.

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

      IV. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts,

         i. 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; and

ii. 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.

Iii. Based on audit procedures carried out by us, that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us believe that the representations under sub-clause (i) and (ii) contain any material misstatement.

V. In our opinion and according to the information and explanations given to us, the dividend declared or paid during the year by the company is in compliance with section 123 of the Companies Act, 2013. The company declared interim dividends on May 30, 2025, July 7, 2025, and March 9, 2026.

VI. Based on the information and explanations given to us and based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. We also report that during the course of our audit we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

For **M/s. CNGSN & ASSOCIATES LLP**
Chartered Accountants
Firm Registration No.004915S/ S200036

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E.K.SRIVATSAN
Partner
Membership No. 225064
UDIN: 26225064XPQFJP6480

Place: Chennai
Date: 29.05.2026

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report to the members of Toss the Coin Limited of even date)

a) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

b) We are informed that the company has formulated a programme for physical verification of all Property, Plant and equipment, which in our opinion is reasonable considering the size of the company and the nature of its assets.

c) According to the information and explanations given to us and on the basis of examination of record of the company, the company does not have any immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee).Accordingly, paragraph 3 (i) (c) of the order is not applicable to the company.

d) The Company has not revalued its property, plant and equipment during the year. Accordingly, paragraph 3 (i) (d) of the Order is not applicable.

e) In our opinion and according to the information and explanations given to us, there are no proceedings 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. Accordingly, paragraph 3 (i) (e) of the Order is not applicable.

   i. The Company has no inventory. Hence provisions of this clause will not apply.

   ii. According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not made any investments in, provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Therefore, the provisions of clause 3(iii) of the said Order are not applicable to the company.

   iii. According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not made any investments in, provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Therefore, the provisions of clause 3(iv) of the said Order are not applicable to the company.

   iv. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits during the year. Accordingly, paragraph 3 (v) of the Order is not applicable.

   v. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Sec 148 (1) of the Companies Act, 2013 for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.

   vi. In our opinion and according to the information and explanations given to us:

a) Amounts deducted/accrued in the books of account in respect of undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, cess and other statutory dues have been generally regularly deposited by the Company with the appropriate authorities. No undisputed amounts payable in respect of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2026 for a period of more than six months from the date they became payable.

b) In our opinion and according to the information and explanations given to us, the Company has no disputed statutory dues payable during the year. Accordingly, paragraph 3 (vii) (b) of the Order is not applicable.

vii. In our opinion and according to the information and explanations given to us, there are no transactions not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, paragraph 3 (viii) of the Order is not applicable.

a) In our opinion and according to the information and explanations given to us, the Company has not obtained any loans or other borrowings from any lender during the year. Accordingly, paragraphs 3 (ix) (a) and 3 (ix) (d) of the Order are not applicable.

b) The Company does not have any subsidiaries/ associates/ joint-ventures and accordingly, paragraphs 3 (ix) (e) and 3 (ix) (f) of the Order are not applicable.

c) During the current year, the company did not raise any money by way of initial public offer or further public offer (including debt instruments). However, the company had raised Rs. 9.17 crores during the previous year through an Initial Public Offering (IPO) on the SME platform. The funds so raised have been, prima facie, applied for the purposes for which they were raised, pending full utilisation. As at the balance sheet date, the unutilised IPO proceeds have been temporarily parked in fixed deposits / current accounts with scheduled banks. Based on the representations received from the management and our verification of relevant documents, we report that the Company intends to apply the said unutilized funds only for the objects stated in the offer document.

d) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, paragraph 3 (x) (b) of the Order is not applicable.

viii. According to the information and explanations given to us, based on the audit procedures performed by us and considering the principles of materiality outlined in Standards on Auditing, we report that:

a) No fraud by the company or no fraud on the Company has been noticed or reported during the year.

b) No report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

c) The company has not received any whistle blower complaints during the year and up to the date of this report.

ix. The Company is not a Nidhi Company and accordingly, paragraphs 3 (xii) of the Order is not applicable.

x. In our opinion and according to the information and explanations given to us, the transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system that commensurate with the size and nature of its business.

b) The reports of the internal auditors for the year under audit were considered by us, as part of our audit procedures.

xi. In our opinion and according to the information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3 (xv) of the Order is not applicable.

a) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

b) In our opinion and according to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

c) In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, paragraph 3 (xvi) (c) of the Order is not applicable.

d) In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) and it does not have any other companies in the Group. Accordingly, paragraph 3 (xvi) (d) of the Order is not applicable.

xii. The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.

xiii. In our opinion and according to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the board of directors and management plans, there are no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

xiv. According to the information and explanation given to us, the company does not fulfill the criteria as specified under Section 135(1) of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. Accordingly, paragraph 3(xx) of the Order is not applicable.

xv. In our opinion and according to the information and explanations given to us, the Company does not have investments in subsidiaries/ associates or joint venture companies. Accordingly, paragraph 3 (xxi) of the Order is not applicable.

For **M/s. CNGSN & ASSOCIATES LLP**
Chartered Accountants
Firm Registration No.004915S/ S200036

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E.K.SRIVATSAN

Partner
Membership No. 225064
UDIN: 26225064XPQFJP6480

Place: Chennai
Date: 29.05.2026

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2 (f) under 'Report on other legal and regulatory requirements' section of our report to the Members of Toss the Coin Limited 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 Toss the Coin Limited ("the Company") as at March 31, 2026, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, 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 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 in the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management of override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

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

For **M/s. CNGSN & ASSOCIATES LLP**
Chartered Accountants
Firm Registration No.004915S/ S200036

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E.K.SRIVATSAN

Partner
Membership No. 225064
UDIN: 26225064XPQFJP6480

Place: Chennai
Date: 29.05.2026

(Rupees in Lakhs)

	Notes	As at March 31, 2026	As at March 31, 2025
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	189.00	189.00
Reserves and Surplus	4	1,228.54	1,109.31
Total		**1,417.54**	**1,298.31**
Non-current liabilities			
Long-term Borrowings	5	-	-
Deferred Tax Liabilities (Net)	6	-	-
Other Non-current liabilities	7	-	-
Long-term Provisions	8	-	14.30
Total		**-**	**14.30**
Current liabilities			
Short-term Borrowings	9	2.61	4.46
Trade Payables	10		
- Due to Micro and Small Enterprises		14.76	0.81
- Due to Others		0.58	27.00
Other Current Liabilities	11	37.07	32.62
Short-term Provisions	8	86.09	45.18
Total		**141.11**	**110.07**
Total Equity and Liabilities		**1,558.65**	**1,422.68**
ASSETS			
Non-current assets			
Property, Plant and Equipment and Intangible Assets			
-Property, Plant and Equipment	12	56.48	61.90
-Intangible Assets		146.78	-
-Capital Work-in-progress		-	-
-Intangible Assets under Development	13	-	26.84
Non-current Investments	14	-	-

	Notes	As at March 31, 2026	As at March 31, 2025
Deferred Tax Assets (Net)	6	1.00	5.56
Other Non-current Assets	15	131.33	127.20
Total		**335.59**	**221.50**
Current assets			
Inventories	16	-	-
Cash and cash equivalents	17	781.42	868.93
Short-term Loans and Advances	18	-	-
Trade Receivables	19	237.40	189.21
Other Current Assets	20	204.24	143.04
		1,223.06	**1,201.18**
Total Assets		**1,558.65**	**1,422.68**

Significant accounting policies & Notes to accounts 1 & 2

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

As per our report of even date

for **CNGSN & Associates LLP**

Chartered Accountants

Firm Registration No. 04915S/S200036

For and on behalf of the Board of Toss The Coin Limited

[CIN: L72900TN2020PLC138199]

-Sd-	**-Sd-**	**-Sd-**	**-Sd-**
E K Srivatsan	**Reshma Budhia**	**Narayanan Jayan**	**Pooja Jain**
Partner	WTD / CFO	Managing Director	Company Secretary
Membership No. 225064	DIN: 08893679	DIN: 08893678	M.No: A61974
Place: Chennai	Place: Chennai	Place: Chennai	Place: Chennai
Date: 29.05.2026	Date: 29.05.2026	Date: 29.05.2026	Date: 29.05.2026

	Notes	For the year ended March 31, 2026	For the year ended March 31, 2025
INCOME			
Revenue from Operations	21	1,469.63	864.86
Other Income	22	57.43	19.36
Total Income		**1,527.06**	**884.22**
Expenses			
Cost of Material Consumed	23	-	-
Change in Inventories of work in progress and finished goods	24	-	-
Employee Benefit Expenses	25	679.02	446.54
Finance Costs	26	-	-
Depreciation and Amortization Expenses	12	55.93	19.02
Other Expenses	27	431.04	250.38
Total expenses		**1,165.99**	**715.94**
Profit/(Loss) before Extraordinary Items and Tax		**361.07**	**168.28**
Prior Period Item		-	-
Profit/(Loss) before Tax		**361.07**	**168.28**
Tax Expenses			
-Current Tax		86.09	45.14
-Deferred Tax		4.56	(2.37)
		90.65	42.77
Profit/(Loss) for the period		**270.42**	**125.51**
Earnings Per Share (Face Value per Share Rs.10 each)			
-Basic (In Rs)		14.31	8.17
-Diluted (In Rs)		14.31	8.17

Significant accounting policies & Notes to accounts 1 & 2

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

As per our report of even date

for **CNGSN & Associates LLP**

Chartered Accountants

Firm Registration No. 04915S/S200036

For and on behalf of the Board of Toss The Coin Limited

[CIN: L72900TN2020PLC138199]"

-Sd-	**-Sd-**	**-Sd-**	**-Sd-**
E K Srivatsan	**Reshma Budhia**	**Narayanan Jayan**	**Pooja Jain**
Partner	WTD / CFO	Managing Director	Company Secretary
Membership No. 225064	DIN: 08893679	DIN: 08893678	M.No: A61974
Place: Chennai	Place: Chennai	Place: Chennai	Place: Chennai
Date: 29.05.2026	Date: 29.05.2026	Date: 29.05.2026	Date: 29.05.2026

	For the Year ended March 31, 2026	For the Year ended March 31, 2025
Cash Flows from Operating Activities (A)		
Net Profit before Taxation and Extraordinary Items	**361.07**	**168.28**
Adjustment For Non-cash and Non-operating Items		
Depreciation	55.93	19.02
Accounts Written Off	19.65	0.84
Loss/(Profit) on Sale of Fixed Assets/Investments		0.08
Provision for doubtful Trade Receivables	2.65	0.91
Increase/(Decrease) in Provision for Gratuity	0.46	7.93
Finance Costs		
Interest Income	(49.86)	(19.34)
Operating Profit before working capital changes	**389.90**	**177.72**
Working Capital Changes		
Increase/(decrease) in Trade Payables	(12.47)	27.81
Increase/(decrease) in Other Current Liabilities	4.46	8.58
(Increase)/decrease in Loans and Advances	-	-
(Increase)/decrease in Trade Receivables	(70.49)	(77.78)
(Increase)/decrease in Inventories	-	-
(Increase)/decrease in Other Current Assets	(32.75)	(89.06)
Cash Generated from Operations	**278.65**	**47.27**
Direct Taxes Paid	(57.64)	(33.12)
Net Cash Flow from/(used in) Operating Activities	**221.01**	**14.15**
Cash Flows from Investing Activities (B)		
Payment towards capital expenditure (including CWIP)	(132.89)	(26.84)
Purchase of Property, Plant and Equipment	(37.55)	(68.81)
(Increase)/Decrease in Non-Current Investments	-	-
(Increase)/Decrease in Other Bank Balances (Current)	10.00	(304.46)
Decrease/(Increase) in Long-Term Loans and Advances		
Decrease/(Increase) in Other Non Current Assets	(18.93)	(95.65)
Proceeds from Sale of Fixed Assets	-	-
Interest Income	33.90	8.36
Net Cash Flow from/(used in) Investing Activities	**(145.47)**	**(487.40)**

	For the Year ended March 31, 2026	For the Year ended March 31, 2025
Cash Flows from Financing Activities (C)		
Interest Cost	-	-
Receipts and repayments of Short Term Borrowings	(1.85)	3.53
Proceeds of Share application money	-	917.28
Expenses incurred towards Public Issue	-	(127.33)
Dividends paid	(151.20)	(63.00)
Net Cash Flow from/(used in) Financing Activities	**(153.05)**	**730.48**
Net Increase/(Decrease) In Cash & Cash Equivalents [A+B+C]	**(77.51)**	**257.23**
Cash & Cash Equivalents at the beginning of the period	**548.93**	**291.70**
Cash & Cash Equivalents at the end of the period	**471.42**	**548.93**
Cash-in-hand	0.00	3.02
Bank balances		
- in Current Accounts	111.42	205.91
- in Deposit Accounts	360.00	340.00
Bank Overdraft		
Total	**471.42**	**548.93**

- For the purpose of the Cash Flow Statement, Cash and Cash Equivalents (C&CE) comprise cash on hand, demand deposits with banks, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having a maturity period of three months or less from the date of acquisition.

- Bank deposits with more than 12 months maturity are not included in the definition of Cash and Cash Equivalents as per AS 3.

- Accordingly, only items meeting the criteria of Cash and Cash Equivalents as defined under AS 3 have been considered for the preparation of this Cash Flow Statement.

- Opening balance of Cash and Cash Equivalents of previous year has been reclassified as per current year classification.

Significant accounting policies & Notes to accounts 1 & 2

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

As per our report of even date
for **CNGSN & Associates LLP**
Chartered Accountants

For and on behalf of the Board of Toss The Coin Limited
[CIN: L72900TN2020PLC138199]

Firm Registration No. 04915S/S200036

-Sd-	**-Sd-**	**-Sd-**	**-Sd-**
E K Srivatsan	**Reshma Budhia**	**Narayanan Jayan**	**Pooja Jain**
Partner	WTD / CFO	Managing Director	Company Secretary
Membership No. 225064	DIN: 08893679	DIN: 08893678	M.No: A61974
Place: Chennai	Place: Chennai	Place: Chennai	Place: Chennai
Date: 29.05.2026	Date: 29.05.2026	Date: 29.05.2026	Date: 29.05.2026

Note 1 & 2 : Significant Accounting Policies and Notes on Accounts

1. Corporate Information

The Company is a Small and Medium Enterprise (SME) providing technical design, drafting, and documentation support services to business clients overseas. Its revenue is primarily export-based, billed in foreign currency.

During the previous year, the Company successfully completed an Initial Public Offering (IPO) and its equity shares were listed on an SME exchange in India.

2. Basis of Preparation of Financial Statements

The financial statements are prepared on the historical cost convention and accrual basis of accounting, in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). These statements comply with the applicable Accounting Standards notified under the Companies (Accounting Standards) Rules,2021 and the relevant provisions of the Companies Act, 2013. The Company has presented the financial statements as per the format prescribed under Schedule III -Division I of the Companies Act, 2013 (applicable to non-Ind AS companies).

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III. The operating cycle for the Company's business (technical services) is considered to be 12 months. All figures are presented in Indian Rupees (INR) and have been rounded off to the nearest lakhs, unless otherwise stated.

Use of Estimates and Judgments

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income, and expenses. Key areas involving critical estimates include useful lives of depreciable assets, impairment assessments, employee benefit obligations, taxes, provisions, etc. Actual results could differ from these estimates. Management reviews estimates periodically and appropriate changes are made to the accounting policies or reported amounts in the period in which the revisions are known. Any material changes in estimates are disclosed in the notes to the financial statements.

Revenue Recognition

Service Revenue:

The Company's revenue comprises income from technical design, drafting, and documentation support services provided to clients. Revenue from rendering of services is recognized as and when the services are rendered, and where applicable, when related costs are incurred, in accordance with the terms of the contracts with clients. This generally corresponds to recognition on a proportionate completion basis or as per the achievement of performance milestones, since the service contracts are primarily time-based or deliverable-based. Revenue is recognized only when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably, and there is no significant uncertainty regarding collection. Export sales (services provided to overseas clients) are initially recorded at the exchange rate on the date of the transaction. Amounts billed to clients are exclusive of any indirect taxes (e.g. GST) as applicable, since export services are usually zero-rated for GST.

Interest Income:

Interest income (for example, on bank deposits or other financial assets) is recognized on a time-proportion basis using the effective interest rate method, considering the amount outstanding and the applicable interest rate. This ensures that income is recognized on a accrual basis over time, in line with the underlying instrument's terms.

The Company's business does not involve sale of goods; hence revenue primarily consists of service income. There are no other significant operating revenues. Any other income, such as income from export incentives or miscellaneous services, is accounted for on accrual basis when the right to receive the income is established and no significant uncertainty exists.

Foreign Currency Transactions and Translation

Since a substantial portion of the Company's revenue is denominated in foreign currency, the following policies are applied for foreign currency transactions in accordance with Accounting Standard (AS) 11:

- Initial Recognition: Foreign currency transactions (income, expenses, assets or liabilities denominated in a currency other than the Company's functional currency, INR) are recorded in the books at the exchange rate prevailing on the date of the transaction. For practical purposes, an approximate rate that reflects the actual rate on the date (such as an average rate for the week or month in which the transaction occurs, if rates do not fluctuate significantly) may be used.
- Conversion at Year-End: Monetary items (such as foreign currency denominated receivables, payables, bank balances) outstanding as at the Balance Sheet date are translated at the closing exchange rate (the rate prevailing on the balance sheet date). Non-monetary items (such as fixed assets, intangible assets, or investments) that are carried at historical cost are reported using the exchange rate on the date of the initial transaction and are not subsequently revalued.
- Exchange Differences: Exchange differences arising on settlement of foreign currency transactions, or on translation of monetary assets and liabilities at the year-end rates, are recognized as income or expense in the Statement of Profit and Loss in the period in which they arise. For example, any gain or loss on realization of export receivables due to exchange rate fluctuation is recorded in the period of realization as part of other income or finance costs (as applicable).
- Forward Contracts: The Company may enter into forward exchange contracts or other derivative contracts to hedge foreign exchange exposure. Such contracts, if not intended for trading or speculative purposes, are accounted for as follows:
    - The premium or discount on the forward contract (i.e. the difference between the forward rate and the spot rate on the date of the contract) is amortized as expense or income over the life of the contract. The exchange differences on the forward contract are recognized in the Statement of Profit and Loss in the reporting period along with the exchange differences on the underlying item. Any profit or loss arising on cancellation or renewal of forward exchange contracts is also recognized in the Statement of Profit and Loss. (Derivative contracts not intended as hedges or that do not qualify for hedge accounting are marked-to-market and resulting losses are charged to income; gains, if any, are ignored per prudence principle.)

Property, Plant and Equipment (PPE)

Property, Plant and Equipment are stated at cost of acquisition or construction, less accumulated depreciation and impairment losses, if any. Cost includes purchase price and any directly attributable costs to bring the asset to its working condition for its intended use (such as freight, duties and taxes net of tax credits, installation expenses, site preparation costs, professional fees for architects/engineers for building construction, etc.). Subsequent expenditures related to PPE are capitalized only if they increase the future economic benefits from the asset beyond its previously assessed standard of performance. Borrowing costs directly attributable to the acquisition or construction of qualifying assets (that necessarily take a substantial period of time to get ready for intended use) are capitalized as part of the cost of that asset, as described in the Borrowing Costs policy. Other repairs and maintenance costs, which do not add to the asset's utility or longevity, are charged to the Statement of Profit and Loss as incurred.

Capital Work-in-Progress:

Assets in the course of construction or development (if any) are carried at cost as Capital Work-in-Progress until they are ready for their intended use, at which point they are capitalized as PPE. No depreciation is charged on capital work-in-progress.

Depreciation

Depreciation on PPE is provided on a systematic basis over the useful life of the asset, reflecting the manner in which the asset's economic benefits are consumed by the Company. The Company provides depreciation on its tangible assets using the written-down value method (WDV) over the estimated useful lives of the assets. These useful lives are in line with those prescribed in Schedule II to the Companies Act, 2013, unless a different useful life is justified on technical evaluation.

- Depreciation is charged on a pro-rata basis from the date the asset is available for use (i.e., when it is in the location and condition necessary for it to operate as intended) until the date the asset is disposed or de-recognized.
- The residual value, useful life, and depreciation method of PPE are reviewed at each financial year-end and adjusted if expectations differ from previous estimates. Any change in estimate is accounted for prospectively over the remaining useful life of the assets.
- Individual assets costing less than Rs. 5,000 are depreciated at 100% in the year of purchase (i.e., fully expensed in the year of acquisition), as permitted by Schedule II, since such assets are not material individually.

Depreciation on additions to assets or on disposals during the year is provided on a pro-rata basis according to the period of use. When assets are sold or retired, their cost and accumulated depreciation are removed from the financial statements, and any resulting gain or loss is included in the Statement of Profit and Loss for that period.

Intangible Assets

Recognition and Measurement: Intangible assets (if any) are stated at cost of acquisition (or development) less accumulated amortization and impairment losses. Intangible assets include identifiable non-monetary assets without physical substance, such as software licenses, patents, copyrights or technical know-how, that are expected to provide future economic benefits to the Company. Internally generated intangible assets (like development costs) are recognized if they meet the criteria under AS 26 (for example, technical feasibility, intention and ability to use, probable future benefits, etc.); otherwise, such research and development expenditures are charged to the Profit and Loss as incurred.

Amortization: Intangible assets are amortized on a straight-line basis over their estimated useful lives, which are determined based on the nature of the asset and the expected benefit period, subject to a maximum of 10 years as per AS 26 (if the useful life cannot be reliably estimated, it is taken as 10 years). For instance, computer software is amortized over a period of 3 years (reflecting its typically short life cycle), unless a longer or shorter period is more appropriate based on expected usage or contractual rights. Amortization begins when the asset is available for use and continues until the asset is fully amortized or retired. The amortization period and method are reviewed at each year-end and adjusted if required on a prospective basis.

Impairment of Assets

The Company assesses at each balance sheet date whether there is any indication that a tangible or intangible asset may be impaired (i.e., its carrying amount may not be fully recoverable). Indicators include factors like significant decline in market value, obsolescence or physical damage, adverse changes in industry or economic conditions, or continuous underperformance of the asset. If any such indication exists, the Company estimates the asset's recoverable amount.

- Recoverable amount is the higher of an asset's net selling price (fair value less costs to sell) and its value in use (present value of future cash flows expected to arise from continued use of the asset and its disposal at end of life). The evaluation is done on an individual asset basis or, if the asset does not generate largely independent cash flows, on the cash-generating unit (CGU) to which the asset belongs.
- If the carrying amount of an asset (or CGU) exceeds its recoverable amount, an impairment loss is recognized for the difference. Impairment losses are charged to the Statement of Profit and Loss in the period in which the impairment is identified.
- After recognition of an impairment loss, the depreciation/amortization charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount (less any residual value) over its remaining useful life.
- If there is a subsequent increase in recoverable amount of an asset (other than goodwill) that was previously impaired, the previously recognized impairment loss is reversed to the extent of the increase in recoverable amount, but not exceeding the carrying amount that would have been determined (net of depreciation/amortization) had no impairment loss been recognized for the asset in prior years. Such reversal of impairment loss is recognized in the Statement of Profit and Loss. (Impairment losses on goodwill, if any, are not reversed.)

Leases

The Company's policy on accounting for leases is in accordance with AS 19 -Leases. Leases of assets are classified as either finance leases or operating leases based on the extent to which risks and rewards of ownership of the asset lie with the Company (lessee) or with the lessor, at the inception of the lease.

- <u>Finance Leases:</u> Leases that transfer substantially all the risks and rewards of ownership to the Company are classified as finance leases. In such cases, the Company capitalizes the leased asset as an asset on its Balance Sheet and a corresponding lease liability is recorded. The asset is recorded at the lower of (a) the fair value of the leased asset at the inception of the lease, and (b) the present value of the minimum lease payments over the lease term. The asset is depreciated over its expected useful life on the same basis as owned assets (or over the lease term, if shorter, if ownership is not expected to transfer to the Company at the end of the lease). The finance charge (interest element) in the lease payment is recognized as finance cost in the Statement of Profit and Loss over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.
- <u>Operating Leases:</u> Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor (i.e. not substantially transferred to the lessee) are classified as operating leases. Lease payments under an operating lease are recognized as expense in the Statement of Profit and Loss on a straight-line basis over the lease term (unless the payments are structured to increase in line with expected general inflation or another systematic basis is more representative of the time pattern of benefit). For example, office premises and equipment taken on cancellable short-term leases are treated as operating leases, and rentals are charged to expense as incurred.

Investments

Investments are classified into current and long-term investments based on management's intent at the time of purchase. Long-term investments are those which are intended to be held for more than one year from the date of acquisition (or are strategic in nature), whereas current investments are those which are intended to be held for not more than one year, and are typically held for the purpose of being readily converted into cash to meet short-term needs.

- Long-term investments (such as investments in bonds, or securities of other companies) are carried at cost. However, if there is a decline in the value of a long-term investment, other than temporary in nature, the carrying amount is written down to the revised value to recognize the loss. The determination of "other than temporary" diminution is made by considering factors such as the extent and duration of the decline, the financial health and near-term prospects of the issuer, and the intent/ability of the Company to retain the investment for a period sufficient to allow for any anticipated recovery. Any reduction in carrying amount is charged to the Statement of Profit and Loss. If the value of such investments subsequently appreciates and the appreciation is objectively related to an event occurring after the impairment was recognized, the increase is not reversed in the accounts (consistent with prudence).
- Current investments (such as investments in mutual funds, short-term debt instruments, etc. that the Company intends to liquidate within a year) are carried at the lower of cost and fair value on an individual investment basis. Fair value for quoted investments is the market price (closing price on stock exchange or net asset value in case of mutual funds) at the reporting date, and for unquoted instruments is determined based on appropriate valuation techniques. If the fair value is lower than the carrying cost, the difference is recognized as a provision for diminution in value and charged to the Statement of Profit and Loss. Any reduction in carrying value is reversed when the fair value rises subsequently, to the extent of the original cost.

On disposal of an investment, the difference between the carrying amount and the net sale proceeds is recognized in the Statement of Profit and Loss as gain or loss on investment. Interest earned on bonds or deposits, and dividends earned on investments in shares, are recognized as income in accordance with the Revenue Recognition policy (i.e., interest on time-proportion basis, dividends when the right to receive is established).

Employee Benefits

The Company's employee benefit schemes are accounted for in accordance with Accounting Standard (AS) 15 - Employee Benefits. The significant employee benefits and related accounting policies are as follows:

- *Short-Term Employee Benefits:* Short-term benefits are those expected to be settled wholly before twelve months after the end of the period in which employees render the related service. This includes salaries, wages, bonus, incentives, short-term compensated absences (like paid annual leave which is expected to be availed or encashed within 12 months), and other allowances. Short-term employee benefit obligations are recognized as an expense in the Statement of Profit and Loss in the period in which the related service is rendered. Liabilities for short-term benefits (like accrued salary, bonus, or unused leave that is expected to be encashed within the year) are measured on an undiscounted basis at the amounts expected to be paid.
- *Defined Contribution Plans:* Contributions to defined contribution schemes such as Provident Fund and other social security funds are recognized as expense when due, since the Company has no further obligation beyond making the contributions. The Company contributes to the government-administered provident fund on behalf of its employees as per the prescribed laws and regulations. This provident fund plan is a defined contribution plan, as the Company does not carry any further obligations beyond the periodic contributions. The Company's contributions to provident fund are charged to the Statement of Profit and Loss in the year to which they relate. Similarly, contributions

to employee state insurance (ESI) or pension schemes (if applicable) are treated as defined contribution plans and expensed when accrued.

- *Defined Benefit Plans (Gratuity):* The Company's gratuity plan (a lump-sum payment to employees on separation from the company, based on last drawn salary and years of service, as per the Payment of Gratuity Act) is an unfunded defined benefit plan. The cost of providing benefits under this plan is determined using the Projected Unit Credit (PUC) actuarial method. The Company obtains an actuarial valuation annually, as at the balance sheet date, to measure the present value of the gratuity obligation. Actuarial gains and losses (re-measurements arising from changes in actuarial assumptions or experience adjustments) are recognized in full in the Statement of Profit and Loss for the period in which they occur. The obligation recognized in the balance sheet represents the present value of the defined benefit obligation. Past service cost (if any, arising from plan amendments or curtailments) is recognized immediately to the extent that the benefits are already vested, and otherwise is amortized on a straight-line basis over the average period until the benefits become vested. The gratuity scheme is fundedand the plan assets offset the liability for disclosure purposes. The expenses for gratuity include the service cost (current and past, if any), interest cost (unwinding of discount on the obligation), and any actuarial gains or losses recognized.
- *Other Long-Term Employee Benefits (Leave Encashment):* The Company provides for earned leave benefits which can be carried forward (accumulating compensated absences) and availed or encashed by employees in future periods. Leave encashment obligations that are long-term in nature (that is, not expected to be wholly settled within 12 months after the end of the period in which employees render the related service) are treated as other long-term employee benefits. The liability for such leave is also actuarially determined (typically using the Projected Unit Credit method) at each balance sheet date. Actuarial gains and losses on long-term leave obligations are recognized in the Statement of Profit and Loss in the period in which they arise. On the other hand, leave encashment benefits that are expected to be settled fully within 12 months (for example, if the company's policy requires mandatory encashment of unused leave at year-end or if leaves do not carry forward beyond the year) are classified as short-term benefits and are not discounted -the expense is recognized based on the amount of leave expected to be encashed, as the employees render service that gives them the entitlement.
- *Termination Benefits:* If the Company were to incur obligations for termination benefits (e.g., as part of a redundancy or voluntary retirement scheme), those would be recognized at the earlier of when the Company can no longer withdraw the offer of such benefits and when the Company recognizes costs for a restructuring that involves the payment of termination benefits. (As of the reporting date, no termination benefit scheme is in place.)

Each year, the management reviews the adequacy of the provisions for all employee benefit obligations and makes adjustments if necessary based on actuarial advice or other current information. The expenses related to defined benefit and other long-term plans are presented in the financial statements under "Employee Benefits Expense." Disclosures as required by AS 15 (such as the actuarial assumptions, defined benefit obligation movements, etc.) are provided in the notes to accounts.

Borrowing Costs

Borrowing costs consist of interest and other costs (such as finance charges in respect of finance leases, exchange differences to the extent regarded as an adjustment to interest costs, and other ancillary costs) that an entity incurs in connection with the borrowing of funds. Accounting for borrowing costs is done in accordance with AS 16 - Borrowing Costs:

- *Capitalization of Borrowing Costs:* Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. A qualifying asset is one that necessarily takes a substantial period of time (generally, 12 months or more) to get ready for its intended use or sale. Examples might include construction of a new office building or development of certain large software projects. The capitalization of borrowing costs as part of the cost of a qualifying asset commences when (a) expenditures for the asset are being incurred; (b) borrowing costs are being incurred; and (c) activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalization continues until the asset is substantially ready for use or sale.
- *Suspension and Cessation:* Capitalization of borrowing costs is suspended during extended periods in which active development of the asset is interrupted. Capitalization ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete, or if the development is abandoned.
- *Other Borrowing Costs*: Borrowing costs other than those eligible for capitalization (primarily, borrowing costs on short-term funds or on long-term funds when no qualifying asset is being developed) are recognized as an expense in the period in which they are incurred. For instance, interest on working capital loans used for day-to-day operations or on borrowings used to finance dividend payments, etc., is charged to the Statement of Profit and Loss as it accrues.
- In the current financial year, the Company has not constructed any qualifying asset. If in future years the Company undertakes projects requiring substantial construction periods financed by specific borrowings, the policy above will be applied and such costs will be capitalized to the extent appropriate.

Taxation (Current and Deferred Tax)

Income-tax expense comprises current tax and deferred tax. It is recognized in the Statement of Profit and Loss.

- *Current Tax:* Current tax is the amount of income tax payable on the taxable profit for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Taxable profit may differ from the profit as reported in the Statement of Profit and Loss due to differences in recognition principles between tax laws and accounting standards (such as depreciation rates, disallowances of certain expenses, etc.). Current tax is calculated using the applicable tax rates and tax laws enacted or substantively enacted as of the reporting date. Any adjustments to tax payable in respect of previous years (for example, due to assessments or tax disputes settled) are recognized in the year in which the outcomes are determined. The Company also evaluates any available tax incentives or exemptions (like benefits for export profits or deductions for employment of new employees under Section 80JJAA, etc.) in determining the current tax liability. Minimum Alternate Tax (MAT), if applicable, is accounted for and credit is recognized as an asset only if there is convincing evidence of recoverability of MAT credit against normal tax in future years.
- *Deferred Tax*: Deferred tax liabilities (DTLs) are generally recognized for all taxable temporary differences. Deferred tax assets (DTAs) are recognized for deductible temporary differences, carry-forward of unused tax losses, and carry-forward of unabsorbed depreciation to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. However, where the Company has carry-forward losses or unabsorbed depreciation, deferred tax assets are recognized only if there is virtual certainty, supported by convincing evidence, of realization of such assets. This stricter criterion (virtual certainty) is applied in loss situations in accordance with AS 22. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent it is no longer reasonably certain (or virtually certain, as applicable) that the related tax benefit will be realized; likewise, unrecognized deferred tax assets are reassessed and recognized to the extent that it becomes

reasonably certain (or virtually certain) that sufficient future taxable profits will allow the DTA to be recovered.

- Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related temporary differences reverse. Deferred tax is charged or credited to the Statement of Profit and Loss, except for deferred tax arising from adjustments to equity (for instance, deferred tax on share issue expenses that are charged directly to securities premium, if any -such deferred tax is also adjusted in equity). In the Balance Sheet, DTA and DTL are offset if they relate to taxes on income levied by the same governing taxation laws and the Company has a legally enforceable right to set off current tax assets and liabilities.

Provisions, Contingent Liabilities and Contingent Assets

Provisions : Provisions are recognized in accordance with AS 29 -Provisions, Contingent Liabilities and Contingent Assets when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date, taking into account the risks and uncertainties surrounding the obligation. Provisions are discounted to their present value if the effect of the time value of money is material, using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. Examples of situations requiring provisions include litigations, warranties on services (if any contractual obligation for rework or penalties), and other claims where the conditions of AS 29 are met.

When some or all of the expenditure required to settle a provision is expected to be reimbursed by another party (for example, under an insurance contract or a subcontractor’s responsibility), the reimbursement is recognized as a separate asset only when it is virtually certain that reimbursement will be received if the Company settles the obligation. In the Statement of Profit and Loss, the expense relating to a provision may be presented net of the reimbursement.

If the Company has an onerous contract (where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received), a provision is recognized for the lower of the cost of fulfilling the contract and any compensation or penalties arising from failure to fulfill it.

Contingent Liabilities: A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or it is a present obligation that arises from past events but is not recognized because (a) it is not probable that an outflow of resources will be required to settle the obligation, or (b) the amount of the obligation cannot be measured with sufficient reliability. Contingent liabilities are not recognized in the accounts, but are disclosed by way of a note to the financial statements, unless the possibility of an outflow of resources is remote. The disclosure includes an estimate of the financial effect, uncertainties relating to the amount or timing, and the possibility of any reimbursement. Common examples of contingent liabilities for the Company might include pending legal disputes or claims, guarantees given to third parties, etc., which are disclosed unless the chance of loss is remote.

Contingent Assets: Contingent assets (possible assets that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of uncertain future events not wholly within the control of the Company) are not recognized in the financial statements, since this may result in the recognition of income that may never be realized.

However, when the realization of income is virtually certain (for instance, a favorable judgment in a lawsuit where the time for appeal has lapsed and the counterparty has the ability to pay), the related asset is not considered contingent and is recognized as an asset. Until then, contingent assets are disclosed in the financial statements where an inflow of economic benefits is probable, but not virtually certain.

Earnings Per Share (EPS)

The Company reports basic and diluted earnings per share in accordance with AS 20 -Earnings Per Share for each period for which a Statement of Profit and Loss is presented.

- *Basic Earnings Per Share*: Basic EPS is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting any dividends on preference shares, if any for the period) by the weighted average number of equity shares outstanding during the period. The weighted average number of shares is calculated taking into account the timing of any new share issues (including the shares issued in the IPO) or buybacks during the period, weighted by the portion of the period they were outstanding. Basic EPS reflects the actual equity structure in terms of issued shares during the period.
- *Diluted Earnings Per Share:* Diluted EPS adjusts the figures used in the determination of basic EPS to take into account: (a) the after-tax effect of any interest or other financing costs associated with dilutive potential equity shares, and (b) the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares. Dilutive potential equity shares could include convertible debentures, stock options, warrants, etc. (if any are outstanding). For the purpose of calculating diluted EPS, the net profit for the period attributable to equity shareholders and the weighted average number of shares are adjusted for the effects of all dilutive potential equity shares. If there are no dilutive instruments outstanding (as is the case for the Company in the reporting period), the diluted EPS is the same as basic EPS. All EPS figures are rounded to the nearest two decimal places as required by the Schedule III norms.

Cash Flow Statement

The Cash Flow Statement has been prepared pursuant to the provisions of the Companies Act and in accordance with AS 3 -Cash Flow Statements. The Company has used the indirect method to present cash flows from operating activities, whereby profit before tax is adjusted for the effects of non-cash transactions, any deferrals or accruals of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows. Cash flows are segregated into Operating, Investing, and Financing activities for presentation. Cash and cash equivalents (for the purpose of the Cash Flow Statement) comprise cash on hand, balances in current accounts with banks, and other short-term highly liquid investments (such as bank deposits or money market instruments) with original maturities of three months or less, that are readily convertible into known amounts of cash and subject to insignificant risk of change in value.

Segment Reporting

The Company operates in a single business segment -providing technical design and documentation support services -and primarily caters to clients in overseas markets. In the context of AS 17 (Segment Reporting), the Company's business and geographical operations are considered as one reportable segment, as the risks and returns are predominantly similar. Hence, no separate segment information is provided in the financial statements. The Company's Chief Operating Decision Maker (CODM) reviews the financial results at an overall company level, and therefore, for management reporting purposes, the Company is considered to be engaged in one segment. If in the future the Company diversifies into multiple lines of business or significantly different geographic regions, it will present segment information accordingly in the financial statements.

Share Capital and IPO-related Costs

Share Capital: Equity share capital is recorded at the face value of shares issued. Any premium received over the face value (issue price minus face value) on issuance of equity shares is recorded in the Securities Premium Account. Retained earnings represent accumulated profits and are shown under shareholders' equity.

Share Issue Expenses: Expenses incurred in connection with the issue of new equity shares (such as IPO-related expenses including underwriting fees, merchant banker fees, legal and compliance costs, listing fees attributable to the new issuance, printing and advertisement expenses for the issue, etc.) are accounted as share issue expenses. In accordance with Section 52 of the Companies Act, 2013, share issue expenses are adjusted against the Securities Premium Account (utilized from the premium collected on the IPO) to the extent of available balance. Such adjustment is made net of any tax benefits (if applicable). This accounting treatment is permitted as these costs are considered directly attributable to the equity transaction (issuance of new shares).

Listing and Other IPO Costs: Not all costs associated with an IPO are directly attributable to share issuance. Costs that are primarily related to listing the existing shares or regulatory compliance (for example, general listing fees for the stock exchange, post-listing compliance costs, roadshow and marketing costs which promote the Company rather than the issuance, etc.) are expensed to the Statement of Profit and Loss as "IPO / Listing Expenses" in the year they are incurred. This distinction is made because share issue costs benefit the equity holders and are a deduction from equity, whereas other IPO-related costs are period expenses.

The Company has provided detailed disclosures of the total IPO proceeds, utilization of proceeds, and a break-up of expenses incurred on the IPO (indicating how much was adjusted against securities premium and how much charged to P&L) in the notes to accounts.

The proceeds of IPO have been utilized till March 31, 2026 as per the below mentioned table:

S. No	Particulars	Amt. (₹ in Lakhs)	Utilised	Balance
1	Funding capital expenditure for Development of Microservices Application	294.73	159.73	135.00
2	Funding capital Expenditure for opening new Offices	120.00	0.00	120.00
3	Funding Working Capital Requirement of our Company	200.00	20.00	180.00
4	General Corporate Expenses	217.55	74.69	142.86
5	Public Issue Related Expenses	85.00	85.00	0.00
Net Issue Proceeds		**917.28**	**339.42**	**577.86**

Related Party Transactions

Disclosure of related party relationships and transactions is made in the notes to accounts as per the requirements of AS 18 -Related Party Disclosures. The Company's related parties include its directors, key managerial personnel, entities over which the above persons have significant influence, etc. However, since disclosure of related party transactions is not an accounting policy but rather a factual note, the details are presented separately in the financial statements and not repeated here in the summary of significant accounting policies.

Previous Year Figures

The financial statements (including these policies and accompanying notes) present figures for the current year (FY 2025–26) and comparative figures for the previous year (FY 2024–25). Previous year figures have been re-grouped or re-classified wherever necessary to conform to the current year's presentation. All amounts are represented in Indian Rupees unless otherwise indicated. Any material regrouping has been disclosed in the notes.

	As at	
	March 31, 2026	March 31, 2025
3 Share capital		
a) Authorised		
30,00,000 (March 31, 2026: 30,00,000 ; March 31, 2025: 30,00,000) equity shares of Rs.10 each	300.00	300.00
	300.00	**300.00**
Issued, Subscribed and paid up		
18,90,000 (March 31, 2026: 18,90,000 ; March 31, 2025: 18,90,000) equity shares of Rs.10 each	189.00	189.00
Share application money pending allotment	**189.00**	**189.00**

b) Reconciliation of the number of shares outstanding at the beginning and at the end of reporting period

Particulars	As at			
	March 31, 2026		March 31, 2025	
	Number	Value	Number	Value
Balance at the beginning of the year	1,890,000	189.00	126,000	12.60
Add: Shares issued during the year (Bonus Issue)	-	-	1,260,000	126.00
Add: Shares issued during the year (Public Issue)	-	-	504,000	50.40
Balance at the end of the year	**1,890,000.00**	**189.00**	**1,890,000.00**	**189.00**

c) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has one class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

d) Details of Bonus Shares issued during last 5 Financial years

The Company has issued bonus shares in the proportion of 10:1, i.e. 10(ten) bonus equity share of Rs.10/- each for 1(one) fully paid up equity shares which was allotted on 18/06/2024 on approval being received in the shareholder's meeting held on 14/06/2024.

e) Details of the shareholders holding more than 5% shares in the Company

	As at			
	March 31, 2026		March 31, 2025	
	No. of shares	% of shareholding	No. of shares	% of shareholding
Equity shares of Rs.10 each fully paid up held by				
Narayanan Jayan (Promoter)	554,400	29.33%	554,400	29.33%
Reshma Budhia (Promoter)	554,400	29.33%	554,400	29.33%
A Gothamchand	121,000	6.40%	121,000	6.40%
	1,229,800	**65.07%**	**1,229,800**	**65.07%**

f) Details of the shareholding of the promoters in the Company

	March 31, 2026		March 31, 2025		
Promoter name	**No. of shares**	**% of total shares**	**No. of shares**	**% of total shares**	**% change during the year**
Narayanan Jayan (Promoter)	554,400	29.33%	554,400	29.33%	0.00%
Reshma Budhia (Promoter)	554,400	29.33%	554,400	29.33%	0.00%
	1,108,800	**58.67%**	**1,108,800**	**58.67%**	

		As at	
		March 31, 2026	March 31, 2025
4	**Reserves and surplus**		
	Statement of Profit and loss		
	Opening balance	322.14	377.03
	Add: Profit/(loss) during the year	270.42	125.51
	Add: Prior Period Provision for Gratuity (Restated)	-	8.59
	Less: Appropriation towards Equity Dividend declared	(151.20)	(63.00)
	Less: Appropriation towards Bonus Equity Shares issued	-	(126.00)
		441.36	**322.13**
	Securities Premium		
	Opening balance	787.18	47.63
	Add: Premium received during the period	-	866.88
	Less : Appropriations during the year	-	(127.33)
		787.18	**787.18**
	Total	**1,228.54**	**1,109.31**

Additional Disclosure:

During the previous year, the Company completed its Initial Public Offer (IPO) and got listed on the SME Platform of Bombay Stock Exchange on 17 December 2024. The expenses incurred in connection with the public issue amounting to Rs.127.33 Lakhs have been adjusted against the Securities Premium Account in accordance with Section 52(2)(c) of the Companies Act 2013. These expenses primarily comprise merchant banker fees, registrar fees, legal fees, advertising and marketing expenses, and other incidental costs directly related to the issue.

5 Long-term Borrowings

Term Loan from Bank – Secured	-	-
	-	-

			As at	
			March 31, 2026	March 31, 2025
6	**Deferred Tax Liabilities/Asset (Net)**			
	Deferred Tax Liabilities			
	Difference between book depreciation and tax depreciation & provision for Gratuity		-	-
	Gross Deferred Tax Liability (A)		-	-
	Deferred Tax Assets			
	Expenses provided but allowable in Income tax on Payment basis		1.00	5.56
	Gross Deferred Tax Asset (B)		**1.00**	**5.56**
	Total		**(1.00)**	**(5.56)**
7	**Other Non-current Liabilities**			
	Capital Creditors		-	-
			-	-

		As at			
		Long-term		Short-term	
		March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
8	**Provisions**				
	Provision for Gratuity	-	14.30	-	0.04
	Provision for Tax	-	-	86.09	45.14
	Total	**-**	**14.30**	**86.09**	**45.18**
9	**Short-term Borrowings**				
	Current maturities of long-term debts	-	-		
	Loans repayable on demand - Secured	-	-		
	Payable towards Credit Cards	2.61	4.46		
	Loan from Related Party	-	-		
	Total	**2.61**	**4.46**		

						As at	
						March 31, 2026	March 31, 2025
10	**Trade Payables**						
	Dues to Micro and Small Enterprises					14.76	0.81
	Dues to Others					0.58	27.00
						15.34	**27.81**

Trade Payables ageing schedule as on March 31,2026

Particulars	Outstanding for the following periods from Due Date of Payment					
	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	14.76	-	-	-	-	14.76
(ii) Others	0.58	-	-	-	-	0.58
(iii) Disputed Dues-MSME						
(iv) Disputed Dues-Others						
Total	**15.34**	**-**	**-**	**-**	**-**	**15.34**

Trade Payables ageing schedule as on March 31, 2025						
Particulars	**Outstanding for the following periods from Due Date of Payment**					
	Less than 6 Months	**6 Months - 1 Year**	**1-2 Years**	**2-3 Years**	**More than 3 Years**	**Total**
(i) MSME	0.81	-	-	-	-	**0.81**
(ii) Others	27.00	-	-	-	-	**27.00**
(iii) Disputed Dues- MSME	-	-	-	-	-	**-**
(iv) Disputed Dues- Others	-	-	-	-	-	**-**
Total	**27.81**	**-**	**-**	**-**	**-**	**27.81**

11 Other Current Liabilities		
Statutory dues	19.34	12.29
Advances from customers	-	-
Audit Fees Payable	3.91	1.00
Payable to employees	-	6.83
Liability for expenses	2.84	12.50
(Out of the above, expenses to the tune of Rs.0.60 Lakhs are due to MSME Entities)		
Unearned Revenue	10.91	-
Unclaimed Dividend	0.07	-
Total	**37.07**	**32.62**

12 Property, Plant & Equipment and Intangible Assets

Particulars	Property, Plant and Equipment					
	Office Equipment	Computers	Leasehold Improvements	Furniture & Fixtures	Total	Intangible Assets
Gross Block						
Balance as at March 31, 2024	**3.96**	**14.67**	**-**	**12.20**	**30.83**	**-**
Additions	7.59	40.64	-	20.58	**68.81**	-
Deletions / adjustments	-	0.08	-	-	**0.08**	-
Balance as at March 31,2025	**11.55**	**55.23**	**-**	**32.78**	**99.56**	**-**
Additions	5.75	27.78	-	4.02	**37.55**	159.73
Deletions / adjustments	-	1.49	-	-	**1.49**	-
Balance as at March 31,2026	**17.30**	**81.52**	**-**	**36.80**	**135.62**	**159.73**
Accumulated depreciation						
Balance as at March 31, 2024	**2.60**	**10.71**	**-**	**5.33**	**18.64**	**-**
Additions	1.80	13.99	-	3.23	**19.02**	-
Deletions / adjustments	-	-	-	-	**-**	-
Balance as at March 31,2025	**4.40**	**24.70**	**-**	**8.56**	**37.66**	**-**
Additions	4.95	30.94	-	7.08	42.97	12.95
Deletions / adjustments	-	1.49	-	-	**1.49**	-
Balance as at March 31,2026	**9.35**	**54.15**	**-**	**15.64**	**79.14**	**12.95**
Net Block						
As at March 31, 2025	**7.15**	**30.53**	**-**	**24.22**	**61.90**	**-**
As at March 31, 2026	**7.95**	**27.37**	**-**	**21.16**	**56.48**	**146.78**

1. The Company has not revalued its Property, Plant and Equipment (including Right-of-Use Asset) since the Company has adopted cost model as its accounting policy to an entire class of Property, Plant and Equipment.
2. During the current financial year, there are no capital work in progress which is overdue for completion or exceeded its cost compared to its original plan.
3. The company does not hold any immovable property under its name in the form of land or building.
4. As at the balance sheet date, the Company has intangible assets with amortisation period of 5 years.

13 Intangible Assets under Development

Particulars	Amount
Gross Block	
Balance as at March 31, 2024	**-**
Additions	**26.84**
Capitalization to Property, plant & equipment	-
Balance as at March 31, 2025	**26.84**
Additions	**132.89**
Capitalization to Property, plant & equipment	**159.73**
Balance as at March 31,2026	**-**

During the current period, there are no Intangible assets under development which is overdue for completion or exceeded its cost compared to its original plan.

13.1 Intangible Assets under Development ageing schedule as on March 31,2026

Particulars	Outstanding for the following periods from Due Date of Payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Projects in progress	-	-	-	-	**-**
(ii) Projects temporarily suspended	-	-	-	-	**-**
Total	**-**	**-**	**-**	**-**	**-**

Intangible Assets under Development ageing schedule as on March 31, 2025

Particulars	Outstanding for the following periods from Due Date of Payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Projects in progress	26.84	-	-	-	**26.84**
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**26.84**	**-**	**-**	**-**	**26.84**

	As at	
	March 31, 2026	March 31, 2025
14 Non-current Investments		
	-	-
	-	-

15 Other Non-Current Assets		
Bank Deposits (Maturing after 12months)	100.00	100.00
Employee Benefit (Plan Assets)	4.13	-
Rental Advances	27.00	27.00
Public Issue Expenses	-	-
	0.20	0.20
Security Deposits	**131.33**	**127.20**
16 Inventories		
Raw materials	-	-
Finished goods	-	-
Work-in-progress	-	-
Stores and spare parts	-	-
	-	-
17 Cash and cash equivalents		
Cash on hand	0.00	3.02
Balances with banks		
-in Current accounts	111.42	205.91
-Deposits with original maturity less than 3 months	360.00	340.00
	471.42	**548.93**
Other Bank Balances		
-Deposits with original maturity for more than 3 months but less than 12 months	310.00	320.00
	781.42	**868.93**
18 Short-term Loans and Advances		
Loans and advances to employees	-	-
	-	-

	As at	
	March 31, 2026	March 31, 2025
19 Trade Receivables		
Unsecured, considered good		
Receivables outstanding for a period exceeding six months from the date they became due for payment	26.42	16.84
Other Receivables	213.63	173.28
	240.05	**190.12**
Less: Allowance for doubtful debts	2.65	0.91
	237.40	**189.21**

Trade Receivables ageing schedule as on March 31,2026

Particulars	Outstanding for the following periods from Due Date of Payment					
	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed - Considered Good	213.63	16.95	-	-	-	230.58
(ii) Undisputed - Considered Doubtful	-	-	7.58	1.89	-	9.47
(iii) Disputed - Considered Good	-	-	-	-	-	-
(iv) Disputed - Considered Doubtful	-	-	-	-	-	-
Total	**213.63**	**16.95**	**7.58**	**1.89**	**-**	**240.05**
Less: Allowance for doubtful debts						2.65
Total						**237.40**

Trade Receivables ageing schedule as on March 31, 2025

Particulars	Outstanding for the following periods from Due Date of Payment					
	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed - Considered Good	164.10	16.84	-	-	-	180.94
(ii) Undisputed - Considered Doubtful	-	-	9.18	-	-	9.18
(iii) Disputed - Considered Good	-	-	-	-	-	-
(iv) Disputed - Considered Doubtful	-	-	-	-	-	-
Total	**164.10**	**16.84**	**9.18**	**-**	**-**	**190.12**
Less: Allowance for doubtful debts						0.91
Total						**189.21**

	As at	
	March 31, 2026	March 31, 2025
20 Other Current Assets		
FOREX Card	-	0.29
Interest Accrued	29.40	13.45
Advances paid to Vendors	0.94	0.46
Balances with Government Authorities	41.20	20.34
Advance Income-tax	82.50	34.75
TDS Receivable	16.62	25.08
TDS Under Verification	8.11	13.00
Other Current Assets	7.36	7.36
Prepaid expenses	11.37	15.79
Unbilled Revenue A/c	6.73	12.52
Total	**204.24**	**143.04**

	For the period/year ended	
	March 31, 2026	March 31, 2025
21 Revenue from operations		
Sale of Services		
-Export Sales	1,247.63	524.44
-Domestic Sales	222.00	340.42
	1,469.63	**864.86**
Other operating revenue		
-Sale of Scrap	-	-
	1,469.63	**864.86**
22 Other Income		
Interest Income from fixed deposits	49.86	19.34
Interest on IT Refund	1.30	0.02
Other Receipts	6.27	-
	57.43	**19.36**
23 Cost of Material Consumed		
Raw Materials		
Opening stock	-	-
Add: Purchases during the year	-	-
Less: Closing Stock	-	-
Consumption of stores and spare parts	-	-
Add: Direct expenses		
Power and fuel	-	-
Freight Inward	-	-
Manufacturing Expenses	-	-
	-	**-**
24 Change in Inventories of work in progress and finished goods		
Opening Stock		
Finished Goods	-	-
Work-in-progress	-	-
	-	**-**
Less: Closing Stock		

	For the period/year ended	
	March 31, 2026	March 31, 2025
Finished Goods	-	-
Work-in-progress	-	-
	-	**-**
	-	**-**
25 Employee Benefit Expenses		
Salaries, Wages and Bonus	644.67	421.34
Contribution to provident and other funds (incl. gratuity admin exp.)	22.55	10.98
Staff welfare expenses	11.34	6.29
Gratuity	0.46	7.93
	679.02	**446.54**
26 Finance Costs		
Interest expense		
-On Term loans from banks	-	-
-On working capital demand loans	-	-
-On other borrowings	-	-
	-	**-**
Loss on Forward Contract	-	-
	-	**-**
27 Other Expenses		
Payment to auditors (Refer note 31)	4.95	3.75
Advertisement	2.21	0.46
Bank Charges	7.33	0.69
Boarding & Lodging Expense	-	0.67
Commission	-	2.50
Conference Expense	2.89	30.79
Consultancy fees	120.47	33.76
Designing Charges	50.35	55.04
Freight Outward	0.12	0.15
Electricity, Fuel and Lighting Expenses	3.13	2.12
Local Conveyances	3.10	0.74

	For the period/year ended	
	March 31, 2026	March 31, 2025
GST Ineligible Input	2.89	1.51
Insurance	3.92	1.03
Interest & Penalty	0.02	0.06
Legal and professional charges	40.98	12.30
Listing, Depository & RTA Charges	2.98	1.72
Loss on sale / scrap of Assets	-	0.08
Net loss on foreign currency transactions and translation	1.30	1.35
Office Expenses	8.13	5.58
Hiring and Rental Expense	54.00	30.71
Repairs and Maintenance		
-Building	11.82	13.29
-Machinery	-	-
-Vehicles	-	-
-Others	3.97	1.83
Rates and Taxes	1.14	6.02
Selling and Distribution Expenses	4.40	2.30
Postage Expenses	0.26	0.13
Printing and Stationery	1.49	2.39
Subscriptions	33.73	18.28
Telephone and Internet Charges	1.13	0.27
Travelling Expenses	12.54	5.59
Travelling Expenses - Foreign	29.35	9.01
Interest on Income-tax	-	-
Provision for bad debts	2.65	0.92
Bad Debts Written Off	13.63	-
Miscellaneous balances written off	6.02	0.83
Miscellaneous expenses	0.15	4.51
	431.04	**250.38**

	As at	
	March 31, 2026	**March 31, 2025**
28 Contingent liabilities	-	-
29 Dues to Micro, Small and Medium Enterprises		
Amount Due to Supplier	15.35	0.81
Principal amount paid beyond appointed date	-	-
Interest due and payable for the year	-	-
Interest accrued and remaining unpaid	-	-

Note: MSME Dues stated above includes creditors for expenses to the tune of Rs.0.60 Lakhs for reporting purposes.

	For the year ended	
	March 31, 2026	March 31, 2025
30 Earnings per Share		
Profit/(Loss) after tax for the year	270.42	125.51
Weighted average number of Equity Shares	1,890,000	1,536,510
Basic earnings per share (Actuals)	14.31	8.17
Diluted earnings per share (Actuals)	14.31	8.17
Face value per equity share (Rs)	10.00	10.00
31 Payments to Auditors		
Statutory Audit	3.00	1.30
Tax Audit	1.00	-
Limited Review Report / Restated	0.95	2.25
Other matters	-	0.20
Reimbursements	-	-
	4.95	**3.75**
Note: Out of the above, fee of Rs.0.25 Lakhs relates to previous year		
32 Earnings in foreign currency		
Export of Services	1,253.90	524.44
	1,253.90	**524.44**
33 Expenditure in Foreign Currency		
Import of Services & Subscriptions payments	111.32	10.76

	For the year ended	
	March 31, 2026	March 31, 2025
Paid towards foreign travel expenses	29.35	9.01
	140.67	**19.77**

	For the year ended	
	March 31, 2026	March 31, 2025
34 Value of Imports on CIF basis		
Raw Materials	-	-
Components and Spares	-	-
Capital Goods	-	-
	-	**-**
35 Value of Imported and indigenous raw materials, spare parts and capital goods consumed		
Raw Materials		
-Imported	-	-
-Indigenous	-	-
	-	**-**
Components and Spares		
-Imported	-	-
-Indigenous	-	-
	-	**-**
Capital Goods		
-Imported	-	-
-Indigenous	-	-
	-	**-**
	-	**-**

36 Related Party Transactions
(i) The company is jointly controlled by the following entities/individuals:
Entities / Individuals
Mr. Narayanan Jayan
Mrs. Reshma Budhia

(ii) The list of related parties as defined in the standard is given below:

	Entities / Individuals	Nature of relationship
	Key managerial personnel (KMP)	
	Mr. Narayanan Jayan	Chairman cum Managing Director
	Mrs. Reshma Budhia	Whole-time Director & CFO
	Mr. Sudhanshu Budhia	Non-Executive Director
	Mr. Mohan Varghese Mathew	Non-Executive - Independent Director
	Mr. Manish Kumar Gupta	Non-Executive - Independent Director
	Mrs. Pooja Jain	Company Secretary & Compliance Officer
	KMP's interested concern	No such transaction to report

36 Related Party Transactions (Contd.)

(iii) Disclosure of transactions with the related parties as defined in the standard is given below:

(A) Transactions with key management personnel including directors
Key management personnel compensation

Particulars	March 31, 2026	March 31, 2025
Remuneration paid		
Mr. Narayanan Jayan	34.37	32.47
Mrs. Reshma Budhia	34.37	32.47
Mrs. Pooja Jain	6.00	5.00

(iv) Related party balances as at year-end:

Particulars	March 31, 2026	March 31, 2025
Loans Taken	-	-
Loans Repaid	-	-
Trade Receivables	-	-

37 Ratios

S. No	Ratio	Measured In	Formula	Items Included		Values For Apr 2025 - Mar 2026		2025-2026	Values For Apr 2024 - Mar 2025		2024-2025	% of Variance
				Numerator	Denominator	Numerator	Denominator		Numerator	Denominator		
1	Current Ratio	Times	Current Assets / Current Liabilities	Current Assets	Current Liabilities	1,223.06	141.11	8.67	1,201.18	110.07	10.91	-21%
2	Debt-Equity Ratio	Times	Total Debt / Shareholder's Funds	Total Debt	Shareholder's Funds	2.61	1,417.54	-	4.46	1,298.31	-	0%
3	Debt Service Coverage Ratio	Times	Earnings available for Debt / Debt Service	Profit After Tax + Depreciation + Finance Costs	Interest + Principal Repayments	326.35	-	NA	144.54	-	NA	0%
4	Return on Equity	Percentage	Net Profit After Taxes / Average Shareholder's Funds	Net Profit After Taxes	Average Shareholder's Funds	270.42	1,357.92	20%	125.51	867.79	14%	43%
5	Trade Receivables Turnover Ratio	Times	Total Sales / Average Trade Receivables	Total Sales	Average Trade Receivables	1,469.63	213.31	6.89	864.86	150.77	5.74	20%
6	Trade Payables Turnover Ratio	Times	Total Purchases / Average Trade Payables	Total Purchases	Average Trade Payables	204.55	21.57	9.48	107.08	13.90	7.70	23%
7	Net Capital Turnover Ratio	Times	Net Sales / Working Capital	Net Sales	Current Assets - Current Liabilities	1,469.63	1,081.95	1.36	864.86	1,091.11	0.79	72%
8	Net Profit Ratio	Percentage	Net Profit / Net Sales	Net Profit After Taxes	Net Sales	270.42	1,469.63	18%	125.51	864.86	15%	20%
9	Return on Capital Employed	Percentage	EBIT / Capital Employed	Net Profit After Taxes + Interest + Taxes	Total Assets - Current Liabilities	361.07	1,417.54	25%	168.28	1,312.61	13%	92%
10	Return on Investment	Percentage	Net Profit / Cost of Investment	Net Profit after taxes	Paid up Share Capital + Loans from Directors	270.42	189.00	143%	125.51	189.00	66%	117%

Additional Note: Since the company is in service sector, it does not have any purchase of goods and hence total of expenses directly relatable to the services provided have been considered.

Explanations to variances above 25%:

1 Return on Equity, Return on Investment & Return on Capital Employed - 43%, 117% & 92% increase respectively is on account of fresh public issue of 504000 shares during December 2024, thereby previous year figures were substantially lower.

2 Net Capital Turnover Ratio - 72% increase is due to increase in turnover of about 70%, thereby resulting in increase during 2025-26.

	For the year ended	
	March 31, 2026	March 31, 2025
38 Employee Benefits - as per AS-15		
A Defined Contribution Plan		
Employers Contribution to Provident Fund	21.36	10.85
B Defined Benefit Plan		
Gratuity		
Change in defined benefit obligation		
Obligation at the beginning of the year	14.34	13.38
Service Cost	7.86	5.93
Interest Cost	1.00	0.46
Benefit Paid	-	-
Past service cost	(1.88)	(6.97)
Actuarial (gain) or loss	(6.51)	1.54
Obligation at the end of the year	**14.81**	**14.34**
Change in Plan Assets		
Plan assets at the beginning of the year, at fair value	-	-
Expected return on plan assets	-	-
Contributions	18.93	-
Benefits settlled (estimated)	-	-
Amount not recognised as an asset (limit in Para 59(b))	-	-
Actuarial gain/(loss)	0.01	-
Plan assets at the end of the year, at fair value	**18.94**	**-**
Reconciliation of present value of the obligation and the fair value of the plan assets		
Fair value of plan assets at the end of the year	18.94	-
Present value of the defined benefit obligations at the end of the year	14.81	14.34
(Liability)/ assets recognized in the balance sheet	**4.13**	**(14.34)**

	For the year ended	
	March 31, 2026	March 31, 2025
Gratuity Cost for the year		
Service Cost	7.86	5.93
Interest Cost	1.00	0.46
Expected return on plan assets	-	-
Past service cost	(1.88)	-
Actuarial (gain)/loss to be recognised	(6.52)	1.54
Amount not recognised as an asset (limit in Para 59(b))	-	-
Net gratuity cost	**0.46**	**7.93**
Assumptions		
Discount factor	7.75%	7.00%
Salary Escalation	5.00%	5.00%

39 Additional statutory information

a) There are no proceedings 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.

b) The Company has not revalued its property, plant and equipment (including the right of use assets) and intangible assets.

c) The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 except the following:

d) The Company has no borrowings from banks or financial institutions.

e) The Company has not been declared as a wilful defaulter by any bank or financial institution or other lenders.

f) The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 for the year under consideration.

g) There are no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.

h) "The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) 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 (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The company has also not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) 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 (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries."

i) The Company do not have any transaction which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the years.

j) The Company did not trade or invest in Crypto Currency or virtual currency during the financial year. Hence, disclosures relating to it are not applicable.

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

40 Corporate Social Responsibility ("CSR")

The Company has not met the criteria for CSR in the preceding financial years. Therefore, there was no amount as per section 135 of the Act which was required to be spent on such activities in the current financial year by the Company.

41 The Code on Social Security, 2020 ("Code") relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

42 Pursuant to amendment in Schedule III to the Companies Act, 2013 by Ministry of Corporate Affairs vide its notification dated March 24, 2021 the comparative figures as disclosed in these results have been regrouped/reclassified, wherever necessary, to make them comparable to current year figures.

As per our report of even date	**For and on behalf of the Board of Toss The Coin Limited** [CIN: L72900TN2020PLC138199]
for **CNGSN & Associates LLP**	
Chartered Accountants	
Firm Registration No. 04915S/S200036	

-Sd-	**-Sd-**	**-Sd-**	**-Sd-**
E K Srivatsan	**Reshma Budhia**	**Narayanan Jayan**	**Pooja Jain**
Partner	WTD / CFO	Managing Director	Company Secretary
Membership No. 225064	DIN: 08893679	DIN: 08893678	M.No: A61974
Place: Chennai	Place: Chennai	Place: Chennai	Place: Chennai
Date: 29.05.2026	Date: 29.05.2026	Date: 29.05.2026	Date: 29.05.2026

Notes accompanying Financial Results :

1. The financial results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 29th May 2026.

2. The financial results have been prepared in accordance with the Indian Generally Accepted Accounting Principles (IGAAP) notified under the Companies (Accounting Standards) Rules, 2021, as prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable.

3. The comparative figures for the previous periods have been drawn from the restated financial statements submitted at the time of IPO in compliance with SEBI (ICDR) Regulations and the SME listing requirements. The company was converted into a public company as of 05th April 2024; therefore, the comparative figures pertain to the period when it operated as a private limited company.

4. The Company has no external debt as on the date of this statement. Accordingly, no disclosures are required with respect to servicing of interest or principal obligations or defaults.

5. The Company operates in a single business segment as per AS 17 on Segment Reporting. Hence, segment-wise reporting is not applicable.

6. There has been no change in the accounting policies during the year. Further, no new estimates have been made that materially affect the financials of the Company for the period reported.

7. There have been no related party transactions outside the ordinary course of business or not on arm's length basis during the period. All related party relationships and transactions have been disclosed in the financial statements in accordance with AS 18.

8. There are no pending or completed material capital commitments, asset reclassifications, or disposals during the period ended 31st March 2026.

9. The Company completed its Initial Public Offering (IPO) during the financial year ended 31st March 2025. The IPO comprised a fresh issue of equity shares aggregating to Rs.917.28 lakhs. The equity shares of the Company were listed on the BSE SME Platform with effect from 17th December, 2024.

The proceeds of the IPO were proposed to be utilised towards the following objects as stated in the prospectus dated --:

Particulars	Amount as per Prospectus (Rs. in lakhs)	Actual Utilisation as on 31st Mar 2026 (Rs. in lakhs)	Unutilised Amount (Rs. in lakhs)
Capital Expenditure (Development of Microservices Application)	294.73	159.73	135.00
Capital Expenditure (New Unit)	120.00	NIL	120.00
Working Capital	200.00	20.00	180.00

Particulars	Amount as per Prospectus (Rs. in lakhs)	Actual Utilisation as on 31st Mar 2026 (Rs. in lakhs)	Unutilised Amount (Rs. in lakhs)
General Corporate Purposes	217.55	74.69	142.86
Issue Expenses	85.00	85.00	0.00
Total	**917.28**	**339.42**	**577.86**

As of 31st March 2026, out of the unutilised amount of Rs.577.86 lakhs, an amount of Rs.570.00 lakhs is temporarily parked in interest-bearing fixed deposits with scheduled commercial banks, pending deployment towards the respective object.

10. In accordance with the provisions of Section 52 of the Companies Act, 2013, and as authorised by the Board of Directors at their meeting held on 30th May 2025, the Company has adjusted an amount of Rs.127.33 lakhs, being the eligible expenses incurred in connection with the IPO, against the balance in the Securities Premium Account. These expenses include legal and professional charges, registrar and stock exchange fees, printing and stationery, advertisement and marketing charges, and other directly attributable costs.

11. As the total size of the public issue was less than Rs.100 crores, the requirement of appointing a Monitoring Agency under Regulation 32(1) of the SEBI (LODR) Regulations, 2015, does not apply to the Company.

12. The Company has complied with the SME listing requirements including timely submission of financial results, restated financials, corporate governance disclosures, and appointment of the required Key Managerial Personnel.

13. Earnings Per Share (EPS) for the 6-month period ended 31st March 2026 is Rs.6.72 per share (Basic and Diluted), calculated in accordance with AS 20.

14. There have been no changes in the capital structure post IPO other than those forming part of the IPO offer process.

15. The figures for the previous year have been regrouped and reclassified, wherever necessary, to make them comparable with the current period's classification and disclosures.

For and on behalf of the Board of **TOSS THE COIN LIMITED**

-Sd-	**-Sd-**	**-Sd-**
Reshma Budhia	**Narayanan Jayan**	**Pooja Jain**
WTD / CFO	Managing Director	Company Secretary
DIN: 08893679	DIN: 08893678	M.No: A61974
Place: Chennai	Place: Chennai	Place: Chennai
Date: 29.05.2026	Date: 29.05.2026	Date: 29.05.2026

Caution Regarding Forward-Looking Statements

This document contains statements about expected future events and the financial and operating performance of Toss The Coin Limited that are forward-looking in nature. By their nature, such statements require the Company to make certain assumptions and are subject to inherent risks and uncertainties. There is a significant risk that these assumptions, estimates, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements, as various factors could cause actual results, performance, or achievements to differ materially from those expressed or implied herein. Accordingly, this document should be read in conjunction with, and is qualified in its entirety by, the assumptions, qualifications, and risk factors set out in the Management's Discussion and Analysis section of the Annual Report2025–26 of Toss The Coin Limited.

toss the coin

Toss The Coin Limited

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CIN: L72900TN2020PLC138199

www.tossthe.co.in