

NOTICE

Notice is hereby given that the 20th (Twentieth) Annual General Meeting of the Members of 63SATS Cybertech Limited (Formerly 63SATS Global Cyber Technologies Networks Limited) ("the Company") will be held on **Monday, 21st September 2026 at 3:00 p.m.** at FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400093 to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company, for the Financial year ended on 31st March 2026, including the Balance Sheet as at 31st March 2026, and the statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date together with the Report of Board of Directors and Auditors thereon
2. To appoint a Director in place of Mr. Sunil Mehta (DIN: 10878589), who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

3. Appointment of Mr. Nimish Shukla (DIN: 09428299) as Director of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Rules framed thereunder, read with the Articles of Association of the Company, Mr. Nimish Shukla (DIN: 09428299), who was appointed as an Additional Director of the Company by the Board, on the recommendation of the Nomination and Remuneration Committee, with effect from 01st October 2025 and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160(1) of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors and the Company Secretary of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

4. Appointment of Mr. Nimish Shukla (DIN: 09428299) as Whole-time Director of the Company for a period of three years commencing from 1st October 2025 up to 30th September 2028, liable to retire by rotation and approval of remuneration:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (the Act) read with Schedule V and all other applicable provisions of the Act and rules made thereunder, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the Members be and is hereby accorded for the appointment of Mr. Nimish Shukla (DIN: 09428299) as a Whole-Time Director of the Company for a period of three years commencing from October 01, 2025 up to September 30, 2028, liable to retire by rotation on the following terms and conditions including remuneration:-

a) Remuneration:

Remuneration of Rs.1.80 Crore per annum (Cost to Company) in the range of Rs. 1.80 Crore to Rs. 5.00 Crore per annum (Cost to Company) as determined by the Committee/Board (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year). The remuneration includes basic salary, House Rent Allowance (HRA), special allowances, other allowances, fringe benefits, performance-based pay and perquisites as per the rules and regulations of the Company for the time being in force.

In addition to the aforesaid remuneration, ESOP's as granted by the NRC, be and is hereby approved.

The perquisites and benefits to be evaluated as per the Income-Tax Rules, 1961 and in the absence of the same applicable rules at the cost to the Company.

b) Gratuity:

Payable as per the policy of the Company.

c) Leave encashment:

Payable in addition to the aforesaid remuneration to Mr. Nimish Shukla, as per the rules of the Company.

For the purpose of gratuity and leave encashment benefits, the services of Whole Time Director will be considered as continuous service with the Company from the date he has joined the services of the Company and termination/expiry of the Agreement to be entered into with the Whole Time Director, followed by immediate renewal(s) thereof or execution of a fresh Agreement, will not be considered as any break in service.

d) Minimum Remuneration:

When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Nimish Shukla in accordance with the applicable provisions of Schedule V of the act and rules made thereunder.

RESOLVED FURTHER THAT the Committee/Board of Directors shall have liberty to alter and vary the terms of appointment and remuneration from time to time at its discretion upto a total remuneration of Rs. 5.00 Crore per annum (Cost to Company) set hereinabove (excluding gratuity and leave encashment and ESOP's as granted by the NRC) and subject to the provisions of the Companies Act 2013 and rules made thereunder including any statutory amendments thereto.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for payment of aforesaid remuneration even if the total managerial remuneration payable is in excess of the overall limits specified in section 197 read with Schedule V of the Act in any of the financial year during the above-mentioned period.

RESOLVED FURTHER THAT the aforesaid appointment is subject to termination with 3 (Three) months' notice from either side or such shorter notice as may be agreed by the Committee/Board and as per the clauses mentioned in the Agreement entered into between the Company and Mr. Nimish Shukla.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby severally authorized to do all acts, deeds and things which may be necessary, usual, expedient or proper to give effect to this resolution."

5. Appointment of Lt. Gen. M. Unnikrishnan Nair (Retd.) (DIN: 09826740) as Director of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:



“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and Rules framed thereunder, read with the Articles of Association of the Company, Lt. Gen. M. Unnikrishnan Nair (Retd.) (DIN: 09826740), who was appointed as an Additional Director of the Company by the Board, on the recommendation of the Nomination and Remuneration Committee, with effect from 14th January 2026 and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160(1) of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors and the Company Secretary of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

6. Payment of remuneration to Lt. Gen. M. Unnikrishnan Nair (Retd.) (DIN: 09826740), Director (Non-Executive) of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and applicable Rules framed thereunder read with Schedule V of the Act and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the Members be and is hereby accorded to pay remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year) for a period of 3 years commencing from 14th January 2026 onwards, to Lt. Gen. M Unnikrishnan Nair (Retd.) (DIN: 09826740), Non-Executive Director of the Company by way of remuneration or otherwise, an amount Rs. 4,25,000/- (Four Lakhs Twenty-Five Thousand Only) per month and that the said remuneration includes sitting fees and excludes reimbursement of the out-of-pocket expenses incurred, if any, for attending the meetings of the Board of Directors/Committees thereof and the ESOP’s as granted by the NRC.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for payment of aforesaid remuneration even if the total managerial remuneration payable is in excess of the overall limits specified in section 197 read with Schedule V of the Act in any of the financial year during the above-mentioned period.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

7. Appointment of Mrs. Shruti Shah (DIN: 08337714) as an Independent Woman Director, Non-Executive of the Company, for a term of 3 (three) consecutive years commencing from 23rd April, 2026, not liable to retire by rotation:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of the Articles of Association of the Company, and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the Members be and is hereby accorded to, appoint Mrs. Shruti Shah (DIN: 08337714) as an Independent Woman Director, Non-Executive of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years commencing from 23rd April, 2026.



RESOLVED FURTHER THAT the Company notes the declaration from Mrs. Shruti Shah (DIN: 08337714), confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

8. Approval of payment of remuneration to Mrs. Shruti Shah (DIN: 08337714), Independent Woman Director, Non-Executive of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and applicable Rules framed thereunder read with Schedule V of the Act and pursuant to recommendation by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors, the approval of the Members be and is hereby accorded to pay remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year) to Mrs. Shruti Shah (DIN: 08337714), Independent Woman Director, Non-Executive of the Company, for a period of 3 years commencing from 1st May 2026, by way of remuneration or otherwise, an amount of Rs. 24,00,000/- (Rupees Twenty-Four Lakhs only) per annum and that the said remuneration includes sitting fees and excludes reimbursement of out-of-pocket expenses incurred, if any, for attending the meetings of the Board of Directors/Committees thereof.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for payment of aforesaid remuneration even if the total managerial remuneration payable is in excess of the overall limits specified in section 197 read with Schedule V of the Act in any of the financial year during the above-mentioned period.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

9. Appointment of Mr. Kanekal Chandrasekhar (DIN: 06861358) as an Independent Director, Non-Executive of the Company, pursuant to nomination by holding company for a term of 3 (three) consecutive years commencing from 23rd April, 2026, not liable to retire by rotation:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the Members be and is hereby accorded to, appoint Mr. Kanekal Chandrasekhar (DIN: 06861358), who has been recommended by the Holding Company, 63 moons technologies limited, pursuant to the Regulation 24(1) of SEBI (LODR) Regulations, 2015, as an Independent Director, Non-Executive of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years commencing from 23rd April, 2026.



RESOLVED FURTHER THAT the Company notes the declaration from Mr. Kanekal Chandrasekhar (DIN: 06861358), confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

RESOLVED FURTHER THAT any Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

10. Approval of payment of remuneration to Mr. Kanekal Chandrasekhar (DIN: 06861358) as an Independent Director, Non-Executive of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and applicable Rules framed thereunder read with Schedule V of the Act and pursuant to recommendation by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors, the approval of the Members be and is hereby accorded to pay remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year) to Mr. Kanekal Chandrasekhar (DIN: 06861358), Independent Director, Non-Executive of the Company, for a period of 3 years commencing from 1st May 2026, by way of remuneration or otherwise, an amount of Rs. 24,00,000/- (Rupees Twenty-Four Lakhs only) per annum and that the said remuneration includes sitting fees and excludes reimbursement of out-of-pocket expenses incurred, if any, for attending the meetings of the Board of Directors/Committees thereof.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for payment of aforesaid remuneration even if the total managerial remuneration payable is in excess of the overall limits specified in section 197 read with Schedule V of the Act in any of the financial year during the above-mentioned period.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

11. Approval of the 63SATS Cybertech Limited Employee Stock Option Scheme-2026 (ESOS Scheme - 2026) of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with the Companies (Share Capital and Debentures) Rules, 2014, the Articles of Association of the Company, the provisions of Foreign Exchange Management Act, 1999 and all other applicable laws for the time being in force (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time) and subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s), and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include Nomination & Remuneration Committee (NRC) constituted by the Board) and pursuant to recommendation of NRC and approval of the Board, the consent of members be and is hereby accorded to adopt and implement “63SATS Cybertech Limited Employee Stock Option Scheme-2026” (“ESOS Scheme -2026” / “63SATS Cybertech Limited ESOS Scheme - 2026”) and to create, offer and grant such number of options and to issue and allot such number of equity shares not exceeding 3,00,00,000



(Three Crore) Options (representing around 2.97% of the existing paid-up share capital of the Company) directly, from time to time in one or more tranches, to the permanent employees of the Company, including Directors (Non-Independent) of the Company, whether working in India or abroad, present or future, as may be decided by the NRC, but does not include an employee who is a promoter or a person belonging to the promoter group and/ or a director who either by himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company ("eligible employees"), with each option giving a right, but not an obligation, to the eligible employees to subscribe to one fully paid-up equity share of the face value of Re. 1/- (Rupee One Only) each in the Company, for each option in such manner, during such period, in one or more tranches and on such terms and conditions including the price as the NRC may decide in accordance with the provisions of the Scheme, the accounting policies and due compliance with applicable laws and regulations in force to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the equity shares to be issued and allotted pursuant to the ESOS Scheme-2026 shall rank pari-passu in all respects with the existing equity shares of the Company except dividend which shall be pro rata.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, change in capital structure, merger, sale of division/ undertaking or other re-organization, the outstanding options to be granted under the Scheme shall be suitably adjusted for the number of options as well as the exercise price, as applicable and that the Board / NRC be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the Scheme are passed on to the eligible employees.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time and any other applicable laws and regulations to the extent relevant and applicable to 63SATS Cybertech Limited ESOS Scheme-2026.

RESOLVED FURTHER THAT the Board/NRC be and is hereby authorized to approve the Grant Letter, Application Form, ESOS agreement and other related documents, to grant options to the eligible employees (including deciding the number of options to be granted to eligible employees at same work level), to allot equity shares upon exercise of options by the eligible employees, to take necessary steps to make any modifications /changes /variations /alterations /revisions in the Scheme or suspend /withdraw /revive the Scheme from time to time, without being required to seek any further consent or approval of the members, as may be required, in case of any change in applicable laws or as specified by any statutory authority, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of the Scheme."

12. Approval of the 63SATS Cybertech Limited Employee Stock Option Scheme-2026 (ESOS Scheme - 2026) for its Holding Company and future Subsidiaries.

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Share Capital and Debentures) Rules, 2014, the Articles of Association of the Company, the provisions of Foreign Exchange Management Act, 1999 and all other applicable laws for the time being in force (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time) and subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s), and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include Nomination & Remuneration Committee (NRC) constituted



by the Board) and pursuant to recommendation of NRC and approval of the Board, the consent of members be and is hereby accorded to adopt and implement “63SATS Cybertech Limited Employee Stock Option Scheme-2026” (“ESOS Scheme -2026” / “63SATS Cybertech Limited ESOS Scheme - 2026”) and to create, offer and grant such number of options and to issue and allot such number of equity shares subsumed within the aggregate limit of 3,00,00,000 (Three Crore) Options (representing around 2.97% of the existing paid-up share capital of the Company) as referred in item no. 11 of this notice, from time to time in one or more tranches, to the permanent employees of the Company’s Holding Company or its future Subsidiary(ies), including Directors (Non-Independent) of the Company’s Holding Company or its future Subsidiary(ies), whether working in India or abroad, present or future, as may be decided by the NRC, but does not include an employee who is a promoter or a person belonging to the promoter group of Company’s Holding Company or its future Subsidiary(ies) and/ or a director who either by himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company (“eligible employees”), with each option giving a right, but not an obligation, to the eligible employees to subscribe to one fully paid-up equity share of the face value of Re. 1/- (Rupee One Only) each in the Company, for each option in such manner, during such period, in one or more tranches and on such terms and conditions including the price as the NRC may decide in accordance with the provisions of the Scheme, the accounting policies and due compliance with applicable laws and regulations in force to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the equity shares to be issued and allotted pursuant to the ESOS Scheme-2026 shall rank pari-passu in all respects with the existing equity shares of the Company except dividend which shall be pro rata.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, change in capital structure, merger, sale of division/ undertaking or other re-organization, the outstanding options to be granted under the Scheme shall be suitably adjusted for the number of options as well as the exercise price, as applicable and that the Board / NRC be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the Scheme are passed on to the eligible employees.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time and any other applicable laws and regulations to the extent relevant and applicable to 63SATS Cybertech Limited ESOS Scheme-2026.

RESOLVED FURTHER THAT the Board/NRC be and is hereby authorized to approve the Grant Letter, Application Form, ESOS agreement and other related documents, to grant options to the eligible employees (including deciding the number of options to be granted to eligible employees at same work level), to allot equity shares upon exercise of options by the eligible employees, to take necessary steps to make any modifications /changes /variations /alterations /revisions in the Scheme or suspend /withdraw /revive the Scheme from time to time, without being required to seek any further consent or approval of the members, as may be required, in case of any change in applicable laws or as specified by any statutory authority, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of the Scheme.”

13. Approval of the amendment to the resolution passed in respect of the remuneration of Mr. Neehar Pathare (DIN: 08602019).

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

“RESOLVED THAT pursuant to provisions of the Section 197, 198 and Schedule V of the Companies Act, 2013, read with applicable rules made thereunder and on the recommendation of the Board, consent of the Members of the Company, be and is hereby accorded to amend the resolution passed in respect of the remuneration payable to Mr. Neehar Pathare (DIN: 08602019), MD, CEO & CIO of the Company, as approved by the Members at their meeting held on 16th May 2024, by replacing the remuneration clause therein with the following:



"a) Remuneration:

Remuneration of Rs.1.80 Crore per annum in the range of Rs. 1.5 Crore to Rs. 5.00 Crore per annum as may be determined by the Board/Committee. The remuneration includes basic salary, House Rent Allowance (HRA), special allowances, other allowances, fringe benefits, performance-based pay and perquisites as per the rules and regulations of the Company for the time being in force.

In addition to the aforesaid remuneration, ESOP's as granted by the NRC, be and is hereby approved.

The perquisites and benefits to be evaluated as per the Income-Tax Rules, 1961 and in the absence of the same, applicable rules at the cost to the Company.

Except remuneration as stated above, all other terms and conditions will remain unchanged.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."

14. Approval of the amendment to the resolution passed in respect of the remuneration of Mr. Umesh Mehta (DIN: 09244647).

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

"RESOLVED THAT pursuant to provisions of the Section 197, 198 and Schedule V of the Companies Act, 2013, read with applicable rules made thereunder and on the recommendation of the Board, the consent of the Members of the Company, be and is hereby accorded to amend the resolution passed in respect of the remuneration payable to Mr. Umesh Mehta (DIN: 09244647) Non-Executive Director of the Company, as approved by the Members at their meeting held on 16th April 2025, by replacing the remuneration clause therein with the following:

"a) Remuneration:

Remuneration of Rs. 2,00,000 per month which would be inclusive of sitting fees and exclusive of out-of-pocket expenses, incurred if any, for attending Board/ Committee meetings.

In addition to the aforesaid remuneration, ESOP's as granted by the NRC, be and is hereby approved.

The perquisites and benefits to be evaluated as per the Income-Tax Rules, 1961 and in the absence of the same, applicable rules at the cost to the Company.

Except remuneration as stated above, all other terms and conditions will remain unchanged.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."

By Order of the Board of Directors



Reena Agrawal
Company Secretary
Membership No.: A68721
Place: Mumbai
Date: 21st August 2026



NOTES:

1. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 in respect of item nos. 3 to 14 of the notice is annexed hereto.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member.**
3. **The instrument appointing proxy in the enclosed format should be deposited at the Registered Office of the company not later than 48 hours before the commencement of the meeting.**
4. Corporate Members intending to send their authorized representative(s) to attend the AGM are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Meeting.
5. Members, proxies and authorised representatives are requested to bring to the AGM the Attendance Slip enclosed with this Notice, duly completed and signed, mentioning therein their DP ID and Client ID/Folio No. They are also requested to carry a valid photo identity proof, such as PAN Card, Driving Licence, Passport or Aadhaar Card, for security purposes and to facilitate the proper conduct of the AGM. Entry to the venue of the AGM shall be regulated on the basis of the duly completed Attendance Slip and valid photo identity proof.
6. The statutory registers and other documents as required to be maintained under the Companies Act, 2013 and referred to in this Notice, shall be available for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays), between 9:00 a.m. and 6:00 p.m., up to the date of the AGM. The said registers and documents shall also be made available for inspection during the AGM.
7. The route map showing directions to reach the venue of the AGM is given at the end of this notice. Prominent landmark 'FT Tower'.

By Order of the Board of Directors

Reena Agrawal
Company Secretary
Membership No.: A68721
Place: Mumbai
Date: 21st August 2026



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013:

ITEM NO. 3 & 4:

Pursuant to recommendation of the Nomination and Remuneration Committee (NRC) at its meeting held on September 29, 2025, the Board of Directors, at its meeting held on the same day, appointed Mr. Nimish Shukla (DIN: 09428299) as an Additional (Executive) Director of the Company with effect from October 01, 2025, who was further redesignated as the Whole Time Director of the Company for a period of three years commencing from October 01, 2025 up to September 30, 2028, subject to the approval of the Members in the ensuing Annual General Meeting.

The Company has received a notice under Section 160(1) of the Act, proposing his candidature for appointment as a Director.

Accordingly, the NRC and the Board in their meetings held on 10th August 2026, recommended and approved his appointment as a Director and further also recommended and approved his redesignation as the Whole Time Director of the Company. The appointment shall be for a period of three years commencing from October 01, 2025 up to September 30, 2028, liable to retire by rotation, on the terms and conditions as mentioned in the resolutions, including remuneration of Rs.1.80 Crore per annum (Cost to Company) in the range of Rs. 1.80 Crore to Rs. 5.00 Crore per annum (Cost to Company), additionally along with ESOPs as granted by the NRC.

The Company has received the requisite consent, declarations and disclosures from Mr. Nimish Shukla confirming his eligibility and non-disqualification under the Act.

Accordingly, necessary disclosures have also been made in the Directors Report for FY ended on 31st March 2026 for the said appointment.

The Board recommends the Ordinary Resolution as set out at Item No. 3 and Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, except Mr. Nimish Shukla, to whom the resolution relates, is concerned or interested, financially or otherwise, in the proposed resolution.

• **Information as required under Section II of Part II of Schedule V of the Companies Act, 2013**

I. General Information

Nature of Industry	Information Technology (IT)
Date or expected date of commencement of commercial production	24 th June 2024 (As per the Certificate Confirming Alteration of Object Clause(s) issued by ROC)
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable



Financial performance based on given indicators	(In ₹)			
	Particulars	F.Y. 25-26	F.Y. 24-25	F.Y. 23-24
	Paid up capital	1,01,12,49,700	5,99,99,700	1,00,00,000
	Turnover	-	-	-
	Profit/(Loss) before tax	(6,35,73,621)	(16,06,23,651)	11,32,448
	Profit/(Loss) after tax	(5,03,01,621)	(16,06,23,651)	9,55,486
	Reserves & Surplus	1,96,37,79,000	(9,50,02,563)	94,23,476
Foreign investments or collaborations, if any	Nil			

II. Information about the appointee

1	Background details	Mr. Nimish Shukla has a M.A. degree in Economics and has rich experience of two decades of professional experience across media and journalism, Corporate Communications and Corporate Affairs domain. He also held senior position in the Times of India Group, MCX Stock Exchange (MCX-SX). He worked as Journalist and the Business and Markets Editor for Financial Express, Times of India and Economic Times.
2	Past remuneration	-
3	Recognition or awards	-
4	Job profile and his suitability	The diversification of the Company into Cyber Security business has created the requirement for an astute professional with rich professional experience who can steer the Company to next level of growth. In order to shoulder the responsibilities being carried out by the Directors of the Company, Whole-Time Director be appointed. Mr. Nimish Shukla has a M.A. degree in Economics and has rich experience of two decades of professional experience across media and journalism, Corporate Communications and Corporate Affairs domain. He also held senior position in the Times of India Group, MCX Stock Exchange (MCX-SX). He worked as Journalist and the Business and Markets Editor for Financial Express, Times of India and Economic Times. His passion and experience in Communication will create long-lasting change. His leadership is focused on collaboration, creativity, and driving high-growth opportunities in the evolving digital asset space.
5	Remuneration proposed	As mentioned in the Explanatory Statement above.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the	Taking into consideration the diversification of the Company into new business and developments, the profile and experience of the appointee in the said field, assignments handled by him in the past

	position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	and industry benchmarks, the proposed remuneration is commensurate with the remuneration packages paid in the IT industry.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Nimish Shukla has no pecuniary relationship directly or indirectly with the Company or its Managerial Personnel other than his remuneration in the capacity of Whole-Time Director.

III. Other Information

Reasons for loss or inadequate profits	The Company was unable to carry out its earlier business activities for the past many years and was non-operational.
Steps taken or proposed to be taken for improvement	The Company has diversified into new business relating to Cyber Security considering the future prospects of the said business.
Expected increase in productivity and profits in measurable terms	As the Company has diversified into new business related to Cyber Security, considering the prospects and future potential of the same, the Company hopes a turnaround thereby resulting in increase in productivity and profits in the years to come.

• **Additional information on Director seeking appointment/ re-appointment (As required under Secretarial Standards on General Meetings)**

Name of the Director	Mr. Nimish Shukla
DIN	09428299
Age	58 years
Date of Birth	9 th June, 1968
Date of first Appointment on the Board	1 st October 2025
Qualifications	M.A. degree in Economics
Brief Resume & Experience	Mr. Nimish Shukla has a M.A. degree in Economics and has rich experience of two decades of professional experience across media and journalism, Corporate Communications and Corporate Affairs domain. He also held senior position in the Times of India Group, MCX Stock Exchange (MCX-SX). He worked as Journalist and the Business and Markets Editor for Financial Express, Times of India and Economic Times. His passion and experience in Communication will create long-lasting change. His leadership is focused on collaboration, creativity, and driving high-growth opportunities in the evolving digital asset space.
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil
Directorship held in other Companies (excluding foreign companies)	1. 3.0 Verse Limited 2. Ticker Limited



Chairmanship / Membership of committees of other Companies	Nil
Number of Board Meetings attended during the FY 2025-26 (Since appointment)	04
No. of shares held in the Company	Nil
Remuneration last drawn	-
Remuneration proposed to be drawn	Remuneration of Rs.1.80 Crore per annum (CTC) in the range of Rs. 1.80 Crore to Rs. 5.00 Crore per annum (CTC) as determined by the Committee/Board (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year). In addition to this remuneration, the ESOP's as granted by the NRC.
Terms and conditions of appointment/ re-appointment	Appointment as Whole Time Director, liable to retire by rotation , for a period of three years, commencing 1 st October 2025.

ITEM NO. 5 & 6:

The Board of Directors, pursuant to the recommendation of the Nomination and Remuneration Committee via resolution dated 14th January 2026, appointed Lt. Gen. M. Unnikrishnan Nair (Retd.) (DIN: 09826740) as an Additional Director with effect from 14th January 2026, pursuant to Section 161(1) of the Companies Act, 2013, to hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice under Section 160(1) of the Act proposing his candidature for appointment as a Director.

Accordingly, the NRC and the Board in their meetings held on 10th August 2026, recommended and approved his appointment as a Non-Executive Director. The appointment shall be liable to retire by rotation, on the terms and conditions as mentioned in the resolutions.

The NRC and the Board also recommends and approved the remuneration of ₹4,25,000/- per month. The remuneration shall be for a period of three years commencing from 14th January 2026, inclusive of sitting fees and excluding reimbursement of out-of-pocket expenses incurred for attending Board/Committee meetings, additionally along with ESOPs as granted by the NRC.

The Company has received the requisite consent, declarations and disclosures from Lt. Gen. M. Unnikrishnan Nair (Retd.) confirming his eligibility and non-disqualification under the Act.

Accordingly, necessary disclosures have also been made in the Directors Report for FY ended on 31st March 2026 for the said appointment.

The Board recommends the Ordinary Resolution as set out at Item No. 5 and Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, except Lt. Gen. M. Unnikrishnan Nair (Retd.), to whom the resolution relates, is concerned or interested, financially or otherwise, in the proposed resolution.

• **Information as required under Section II of Part II of Schedule V of the Companies Act, 2013**

I. General Information

Nature of Industry	Information Technology (IT)		
Date or expected date of commencement of commercial production	24 th June 2024 (As per the Certificate Confirming Alteration of Object Clause(s) issued by ROC)		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable		
Financial performance based on given indicators	(In ₹)		
	Particulars	F.Y. 25-26	F.Y. 24-25
	Paid up capital	1,01,12,49,700	5,99,99,700
	Turnover	-	-
	Profit/(Loss) before tax	(6,35,73,621)	(16,06,23,651)
	Profit/(Loss) after tax	(5,03,01,621)	(16,06,23,651)
	Reserves & Surplus	1,96,37,79,000	(9,50,02,563)
Foreign investments or collaborations, if any	Nil		

II. Information about the appointee

1	Background details	Lt. Gen. M. Unnikrishnan Nair (Retd.) is a former Signal Officer in Chief of the Indian Army, where he served for around 40 years in multiple assignments. He was the Commandant of the Military College of Telecommunication Engineering (MCTE) at Mhow, Indore, also served as Chief of Staff of Army's Central Command. He was the Chief of Staff of India's frontline Corps in Assam and Arunachal Pradesh, also served as ADG of Signal Intelligence tasked with the responsibility of strategic gathering for the Armed Forces. He worked as instrument in raising India's Defense Cyber Agency. He has vast experience in utilising technology for operational domains, and for citizen-facing applications. He has also been part of apex committee on 6G, National Quantum Mission and on Crypto regulations and India's National Security Directive on telecom.
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		Currently he is involved with the Academia, Industry and Armed forces, assisting them to address the gaps which are there in technology domain, to make a difference at citizen level. Also, a visiting faculty at IIT Gandhinagar.
2	Past remuneration	-
3	Recognition or awards	-
4	Job profile and his suitability	The diversification of the Company into Cyber Security business has created the requirement for an astute professional with rich professional experience who can steer the Company to next level of growth. In order to shoulder the responsibilities being carried out by the Directors of the Company, Mr. Nair be appointed. Lt. Gen. M. Unnikrishnan Nair (Retd.) is a former Signal Officer in Chief of the Indian Army, where he served for around 40 years in multiple assignments. He was the Commandant of the Military College of Telecommunication Engineering (MCTE) at Mhow, Indore, also served as Chief of Staff of Army's Central Command. He was the Chief of Staff of India's frontline Corps in Assam and Arunachal Pradesh, also served as ADG of Signal Intelligence tasked with the responsibility of strategic gathering for the Armed Forces. He worked as instrument in raising India's Defense Cyber Agency. He has vast experience in utilising technology for operational domains, and for citizen-facing applications. He has also been part of apex committee on 6G, National Quantum Mission and on Crypto regulations and India's National Security Directive on telecom. Currently he is involved with the Academia, Industry and Armed forces, assisting them to address the gaps which are there in technology domain, to make a difference at citizen level. Also, a visiting faculty at IIT Gandhinagar.
5	Remuneration proposed	As mentioned in the Explanatory Statement above.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the diversification of the Company into new business and developments, the profile and experience of the appointee in the said field, assignments handled by him in the past and industry benchmarks, the proposed remuneration is commensurate with the remuneration packages paid in the IT industry.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Nair has no pecuniary relationship directly or indirectly with the Company or its Managerial Personnel other than his remuneration in the capacity of Director.



III Other Information

Reasons for loss or inadequate profits	The Company was unable to carry out its earlier business activities for the past many years and was non-operational.
Steps taken or proposed to be taken for improvement	The Company has diversified into new business relating to Cyber Security considering the future prospects of the said business.
Expected increase in productivity and profits in measurable terms	As the Company has diversified into new business related to Cyber Security, considering the prospects and future potential of the same, the Company hopes a turnaround thereby resulting in increase in productivity and profits in the years to come.

• **Additional information on Director seeking appointment/ re-appointment (As required under Secretarial Standards on General Meetings)**

Name of the Director	M. Unnikrishnan Nair
DIN	09826740
Age	62 years
Date of Birth	28 th May, 1964
Date of first Appointment on the Board	14 th January 2026
Qualifications	B.Tech in Electronics and Telecommunication and two M.Phil degrees in Defence and Strategic Studies
Brief Resume & Experience	Lt. Gen. M. Unnikrishnan Nair (Retd.) is a former Signal Officer in Chief of the Indian Army, where he served for around 40 years in multiple assignments. He was the Commandant of the Military College of Telecommunication Engineering (MCTE) at Mhow, Indore, also served as Chief of Staff of Army's Central Command. He was the Chief of Staff of Indias frontline Corps in Assam and Arunachal Pradesh, also served as ADG of Signal Intelligence tasked with the responsibility of strategic gathering for the Armed Forces. He worked as instrument in raising India's Defense Cyber Agency. He has vast experience in utilising technology for operational domains, and for citizen-facing applications. He has also been part of apex committee on 6G, National Quantum Mission and on Crypto regulations and India's National Security Directive on telecom. Currently he is involved with the Academia, Industry and Armed forces, assisting them to address the gaps which are there in technology domain, to make a difference at citizen level. Also, a visiting faculty at IIT Gandhinagar.
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil

Directorship held in other Companies (excluding foreign companies)	Nil
Chairmanship / Membership of committees of other Companies	Nil
Number of Board Meetings attended during the FY 2025-26 (Since appointment)	02
No. of shares held in the Company	Nil
Remuneration last drawn	-
Remuneration proposed to be drawn	Remuneration of Rs.4,25,000 per month (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year). In addition to this remuneration, the ESOP's as granted by the NRC.
Terms and conditions of appointment/ re-appointment	Appointment as Non-executive Director, liable to retire by rotation.

ITEM NO. 7 & 8:

Pursuant to increase in paid-up share capital beyond the prescribed threshold of Rs. 100 Crores, the Company was required to appoint at least One Woman Director in compliance with the provisions of Section 149(1) of the Companies Act, 2013 read with the applicable rules made thereunder.

Accordingly, the Nomination and Remuneration Committee (NRC) at its meeting held on 22nd April 2026 recommended and the Board, at its meeting held on 23rd April 2026, appointed Mrs. Shruti Shah (DIN: 08337714) as an Additional Director (Independent Woman Director) of the Company, not liable to retire by rotation, for a term of three (3) consecutive years commencing from 23rd April 2026, subject to the approval of the Members at the ensuing Annual General Meeting ("AGM").

The Company has received a notice under Section 160(1) of the Act, proposing her candidature for appointment as an Independent Director.

The Company has also received the requisite consent, declarations and disclosures from Mrs. Shruti Shah for her appointment as an Independent Director on the Board of the Company.

In the opinion of the Board, she fulfills the conditions and criteria of independence prescribed under the Companies Act, 2013 and the Rules made thereunder and is independent of the management.

Accordingly, necessary disclosures have also been made in the Directors Report for FY ended on 31st March 2026 for the said appointments.

Considering the roles, responsibilities and contributions and pursuant to approval of Audit Committee, the Nomination and Remuneration Committee and the Board via their meeting held on 12th May 2026, had recommended, subject to the approval of the Members, payment of remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year) of ₹24,00,000/- (Rupees Twenty-Four Lakhs only) per annum to Mrs. Shruti Shah (DIN: 08337714) for a period of three years commencing from 1st May 2026 as stated in aforesaid resolution.

The Board of Directors of the Company believe that the remuneration to be paid should be motivational and reflective of the scale of the Company's operations and should be consistent with recognized best practices in the Sector/ Industry.

The Board recommends the Ordinary Resolution as set out at Item No. 7 and Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, except Mrs. Shruti Shah, to whom the resolution relates, are concerned or interested, financially or otherwise, in the proposed resolution.

• **Information as required under Section II of Part II of Schedule V of the Companies Act, 2013**

I. General Information

Nature of Industry	Information Technology (IT)		
Date or expected date of commencement of commercial production	24 th June 2024 (As per the Certificate Confirming Alteration of Object Clause(s) issued by ROC)		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable		
Financial performance based on given indicators	(In ₹)		
	Particulars	F.Y. 25-26	F.Y. 24-25
	Paid up capital	1,01,12,49,700	5,99,99,700
	Turnover	-	-
	Profit/(Loss) before tax	(6,35,73,621)	(16,06,23,651)
	Profit/(Loss) after tax	(5,03,01,621)	(16,06,23,651)
	Reserves & Surplus	1,96,37,79,000	(9,50,02,563)
Foreign investments or collaborations, if any	Nil		

II. Information about the appointee

1	Background details	Mrs. Shruti Shah is an accomplished professional with over 2 decades of work experience in various fields, such as corporate governance, taxation, estate planning, etc. She is associated with multiple companies across various sectors as Independent Director and she is the recipient of the Women
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		Independent Director Award 2026 awarded by the Institute of Chartered Accountants of India at the World Forum of Accountants 2026 (WOFA 2026). Also Featured in the Asia Book of Records 2023 for the Maximum Number (22) of Chartered Accountants in one family. Have been addressing several Conferences and Workshops on Corporate Governance organised by the Institute of Chartered Accountants of India. Part of the Faculty for the Independent Directors' Certification course to be conducted by the Institute of Chartered Accountants of India.
2	Past remuneration	-
3	Recognition or awards	-
4	Job profile and his suitability	The Company falls within the prescribed class of companies required to appoint an Independent Director. Accordingly, Mrs. Shruti Shah (DIN: 08337714) is proposed to be appointed as an Independent Director of the Company. Mrs. Shruti Shah is an accomplished professional with over 2 decades of work experience in various fields, such as corporate governance, taxation, estate planning, etc. She is associated with multiple companies across various sectors as Independent Director and she is the recipient of the Women Independent Director Award 2026 awarded by the Institute of Chartered Accountants of India at the World Forum of Accountants 2026 (WOFA 2026). Also Featured in the Asia Book of Records 2023 for the Maximum Number (22) of Chartered Accountants in one family. Have been addressing several Conferences and Workshops on Corporate Governance organised by the Institute of Chartered Accountants of India. Part of the Faculty for the Independent Directors' Certification course to be conducted by the Institute of Chartered Accountants of India.
5	Remuneration proposed	As mentioned in the Explanatory Statement above.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the diversification of the Company into new business and developments, the profile and experience of the appointee in the said field, assignments handled by him in the past and industry benchmarks, the proposed remuneration is commensurate with the remuneration packages paid in the IT industry.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mrs. Shruti Shah has no pecuniary relationship directly or indirectly with the Company or its Managerial Personnel other than his remuneration in the capacity of Independent Director.



III. Other Information

Reasons for loss or inadequate profits	The Company was unable to carry out its earlier business activities for the past many years and was non-operational.
Steps taken or proposed to be taken for improvement	The Company has diversified into new business relating to Cyber Security considering the future prospects of the said business.
Expected increase in productivity and profits in measurable terms	As the Company has diversified into new business related to Cyber Security, considering the prospects and future potential of the same, the Company hopes a turnaround thereby resulting in increase in productivity and profits in the years to come.

• **Additional information on Director seeking appointment/ re-appointment (As required under Secretarial Standards on General Meetings)**

Name of the Director	Shruti Shah
DIN	08337714
Age	46 years
Date of Birth	5th June 1980
Date of first Appointment on the Board	23 rd April 2026
Qualifications	• B.Com from Narsee Monjee College, Mumbai University • Fellow Chartered Accountant (FCA) from the Institute of Chartered Accountants of India • Law Graduate (LLB(G)) from Mumbai University
Brief Resume & Experience	Mrs. Shruti Shah is an accomplished professional with over 2 decades of work experience in various fields, such as corporate governance, taxation, estate planning, etc. She is associated with multiple companies across various sectors as Independent Director and she is the recipient of the Women Independent Director Award 2026 awarded by the Institute of Chartered Accountants of India at the World Forum of Accountants 2026 (WOFA 2026). Also Featured in the Asia Book of Records 2023 for the Maximum Number (22) of Chartered Accountants in one family. Have been addressing several Conferences and Workshops on Corporate Governance organised by the Institute of Chartered Accountants of India. Part of the Faculty for the Independent Directors' Certification course to be conducted by the Institute of Chartered Accountants of India.
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil
Directorship held in other Companies (excluding foreign companies)	1. Kalyani Steels Ltd. 2. Kalyani Investment Company Limited 3. Orient Cement Limited



	4. Balkrishna Industries Limited 5. Ajmera Realty & Infra India Limited 6. ACC Limited 7. Health and Education Foundation 8. Oaklane Capital Asset Management Private Limited 9. Jaiprakash Power Ventures Limited
Chairmanship / Membership of committees of other Companies	Chairman: 1. Ajmera Realty & Infra India Ltd. - Stakeholders Relationship Committee 2. Orient Cement Limited - Audit Committee - Risk Management Committee 3. Oaklane Capital Asset Management Private Limited - Audit Committee Member: 1. Kalyani Steels Limited - Audit Committee 2. Balkrishna Industries Limited - Audit Committee - Nomination and Remuneration Committee - Stakeholders Relationship Committee - Corporate Social Responsibility Committee 3. Kalyani Investment Company Limited - Audit Committee - Investment Committee 4. Ajmera Realty & Infra India Ltd. - Audit Committee - Nomination and Remuneration Committee 5. Orient Cement Limited - Nomination and Remuneration Committee - Corporate Responsibility Committee - Corporate Social Responsibility Committee
Number of Board Meetings attended during the FY 2025-26 (Since appointment)	0
No. of shares held in the Company	Nil
Remuneration last drawn	-
Remuneration proposed to be drawn	Remuneration of Rs.24,00,000 per annum (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year).

Terms and conditions of appointment/ re-appointment	Appointment as Independent Director, not liable to retire by rotation, for a term of 3 consecutive years commencing from 23 rd April 2026.
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ITEM NO. 9 & 10:

Pursuant to the Regulation 24(1) of SEBI (LODR) Regulations, 2015, the Board of Directors of Holding Company- 63 moons technologies limited, had approved the recommendation for appointment of Mr. Kanekal Chandrasekhar (DIN: 06861358), Independent Director, on the Board of 63SATS.

Accordingly, the Nomination and Remuneration Committee (NRC) at its meeting held on 22nd April 2026 recommended and the Board, at its meeting held on 23rd April 2026, appointed Mr. Kanekal Chandrasekhar (DIN: 06861358) as an Additional Director (Independent Director) of the Company, not liable to retire by rotation, for a term of three (3) consecutive years commencing from 23rd April 2026, subject to the approval of the Members at the ensuing Annual General Meeting ("AGM").

The Company has received a notice under Section 160(1) of the Act, proposing his candidature for appointment as an Independent Director.

The Company has also received the requisite consent, declarations and disclosures from Mr. Kanekal Chandrasekhar for his appointment as an Independent Director on the Board of the Company.

In the opinion of the Board, he fulfills the conditions and criteria of independence prescribed under the Companies Act, 2013 and the Rules made thereunder and is independent of the management.

Accordingly, necessary disclosures have also been made in the Directors Report for FY ended on 31st March 2026 for the said appointments.

Considering the roles, responsibilities and contributions and pursuant to approval of Audit Committee, the Nomination and Remuneration Committee and the Board via their meeting held on 12th May 2026, had recommended, subject to the approval of the Members, payment of remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year) of ₹24,00,000/- (Rupees Twenty-Four Lakhs only) per annum to Mr. Kanekal Chandrasekhar for a period of three years commencing from 1st May 2026 as stated in aforesaid resolution.

The Board of Directors of the Company believe that the remuneration to be paid should be motivational and reflective of the scale of the Company's operations and should be consistent with recognized best practices in the Sector/ Industry.

The Board recommends the Ordinary Resolution as set out at Item No. 9 and Special Resolution set out at Item No. 10 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, except Mr. Kanekal Chandrasekhar, to whom the resolution relates, are concerned or interested, financially or otherwise, in the proposed resolution.

• Information as required under Section II of Part II of Schedule V of the Companies Act, 2013



I. General Information

Nature of Industry	Information Technology (IT)		
Date or expected date of commencement of commercial production	24 th June 2024 (As per the Certificate Confirming Alteration of Object Clause(s) issued by ROC)		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable		
Financial performance based on given indicators	(In ₹)		
	Particulars	F.Y. 25-26	F.Y. 24-25
	Paid up capital	1,01,12,49,700	5,99,99,700
	Turnover	-	-
	Profit/(Loss) before tax	(6,35,73,621)	(16,06,23,651)
	Profit/(Loss) after tax	(5,03,01,621)	(16,06,23,651)
	Reserves & Surplus	1,96,37,79,000	(9,50,02,563)
Foreign investments or collaborations, if any	Nil		

II. Information about the appointee

1	Background details	Mr. Kanekal Chandrasekhar is an accomplished professional with over four decades of experience in the Banking and Corporate sectors, with expertise in corporate governance, strategic management, resource management, financial and administrative operations, revenue maximisation, credit, treasury, foreign exchange, agriculture, general administration and resolution. He was associated with Union Bank of India for over three decades, holding various senior positions including General Manager – MSME, Credit Policy and Field General Manager. He has served on the Boards of CIBIL, NABFINS, Ace Derivative and Commodity Exchange Ltd. and RRR Global Advisors Pvt. Ltd. He is presently a Practicing Insolvency Professional, IICA Qualified Practising Professional Mediator and Financial Advisor.
2	Past remuneration	-
3	Recognition or awards	-

4	Job profile and his suitability	The Company falls within the prescribed class of companies required to appoint an Independent Director. Accordingly, Mr. Kanekal Chandrasekhar (DIN: 06861358) is proposed to be appointed as an Independent Director of the Company. Mr. Kanekal Chandrasekhar is an accomplished professional with over four decades of experience in the Banking and Corporate sectors, with expertise in corporate governance, strategic management, resource management, financial and administrative operations, revenue maximisation, credit, treasury, foreign exchange, agriculture, general administration and resolution. He was associated with Union Bank of India for over three decades, holding various senior positions including General Manager – MSME, Credit Policy and Field General Manager. He has served on the Boards of CIBIL, NABFINS, Ace Derivative and Commodity Exchange Ltd. and RRR Global Advisors Pvt. Ltd. He is presently a Practicing Insolvency Professional, IICA Qualified Practising Professional Mediator and Financial Advisor.
5	Remuneration proposed	As mentioned in the Explanatory Statement above.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the diversification of the Company into new business and developments, the profile and experience of the appointee in the said field, assignments handled by him in the past and industry benchmarks, the proposed remuneration is commensurate with the remuneration packages paid in the IT industry.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Kanekal Chandrasekhar has no pecuniary relationship directly or indirectly with the Company or its Managerial Personnel other than his remuneration in the capacity of Independent Director.

III. Other Information

Reasons for loss or inadequate profits	The Company was unable to carry out its earlier business activities for the past many years and was non-operational.
Steps taken or proposed to be taken for improvement	The Company has diversified into new business relating to Cyber Security considering the future prospects of the said business.
Expected increase in productivity and profits in measurable terms	As the Company has diversified into new business related to Cyber Security, considering the prospects and future potential of the same, the Company hopes a turnaround thereby resulting in increase in productivity and profits in the years to come.



• **Additional information on Director seeking appointment/ re-appointment (As required under Secretarial Standards on General Meetings)**

Name of the Director	Kanekal Chandrasekhar
DIN	06861358
Age	70 years
Date of Birth	18 th August, 1956
Date of first Appointment on the Board	23 rd April 2026
Qualifications	B.Sc. (Ag), CAIIB, MBA, IP (IBBI) and having honed his skills in Board Governance and regulatory framework in Corporate Governance at IICA Manesar, Forex Futures & Derivatives at Mercantile Exchange-Chicago, Leadership skills at ISB Hyderabad, Risk Management at NIBM Pune and Strategic Management at IIM Bengaluru. He is a IICA certified ESG Professional and IICA certified startup Board Professional.
Brief Resume & Experience	Mr. Kanekal Chandrasekhar is an accomplished professional with over four decades of experience in the Banking and Corporate sectors, with expertise in corporate governance, strategic management, resource management, financial and administrative operations, revenue maximisation, credit, treasury, foreign exchange, agriculture, general administration and resolution. He was associated with Union Bank of India for over three decades, holding various senior positions including General Manager – MSME, Credit Policy and Field General Manager. He has served on the Boards of CIBIL, NABFINS, Ace Derivative and Commodity Exchange Ltd. and RRR Global Advisors Pvt. Ltd. He is presently a Practicing Insolvency Professional, IICA Qualified Practising Professional Mediator and Financial Advisor.
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil
Directorship held in other Companies (excluding foreign companies)	1. Trualt Bioenergy Limited 2. Dhankraft Global Resolutions Private Limited 3. 63 moons technologies limited
Chairmanship / Membership of committees of other Companies	Chairman: 1. Trualt Bioenergy Limited - Audit Committee - Stakeholders Relationship Committee 2. 63 moons technologies limited - Nomination and Remuneration Committee

	- Risk Management Committee - Investment Committee - Governance Committee Member: 1. Trualt Bioenergy Limited - Nomination and Remuneration Committee - IPO Committee 2. 63 moons technologies limited - Audit Committee - Restructuring Committee - National Company Law Tribunal Committee
Number of Board Meetings attended during the FY 2025-26 (Since appointment)	00
No. of shares held in the Company	Nil
Remuneration last drawn	-
Remuneration proposed to be drawn	Remuneration of Rs.24,00,000 per annum (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year).
Terms and conditions of appointment/ re-appointment	Appointment as Independent Director, not liable to retire by rotation, for a term of 3 consecutive years commencing from 23 rd April 2026.

ITEM NO. 11 & 12:

The Company believes in rewarding its employees as well as that of the Company's Holding Company and subsidiaries (as may be incorporated / acquired in the near future) for their continuous hard work, dedication and support, which has led and will lead the Company on the growth path. Equity-based compensation is considered to be an integral part of the employee compensation which enables alignment of personal goals of the employees with organizational objectives by enabling participation of the employees in the ownership of the Company. With a view to achieving long term growth objectives of the Company and drive ownership behavior and collaboration amongst employees, it is proposed to approve and adopt 63SATS Cybertech Limited Employee Stock Option Scheme-2026 ("ESOS Scheme-2026" / "63SATS Cybertech Limited ESOS Scheme-2026").

The Board of Directors at its meeting held on 10th August 2026 formulated and approved the detailed terms and conditions of the Scheme, pursuant to recommendation of NRC, and subject to approval of the members.

The Scheme has been formulated in accordance with the provisions of the Act.

The gist of salient features of the Scheme and the disclosures required pursuant to Rule 12(2) of the Companies (Share Capital and Debenture) Rules, 2014, are as under:

a. Brief description of the scheme(s);

The proposed scheme is intended to retain and reward the eligible employees of the Company, its Holding Company and its future Subsidiaries, for their performance and to motivate them to contribute to the overall growth and profitability of the Company by creating a sense of ownership and participation amongst the employees. The Nomination and Remuneration Committee (NRC) shall grant all the stock options to the eligible employees in one or more tranches, which will vest on particular dates and could be exercisable into equity shares on the terms and conditions as provided hereunder, in accordance with the ESOS Scheme-2026, provisions of the applicable laws and regulations for the time being in force.

b. Total number of options, SARs, shares or benefits, as the case may be, to be granted;

The Options to be granted to the Eligible Employees under 63SATS Cybertech Limited ESOS Scheme- 2026, in one or more tranches, shall not result in issue of equity shares in excess of the limit as stated in the item no. 11 of this notice. This ceiling will be adjusted for any future bonus issue of shares or stock splits or consolidation of shares and also may further be adjusted at the discretion of the Board for any corporate action(s). The Options which do not vest or have lapsed, would be available for being re-granted at a future date. The Board/NRC is authorized to re-grant such options as per the provisions of 63SATS Cybertech Limited ESOS Scheme- 2026, within the overall limit as stated above.

c. Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s);

The class of employees eligible for participating in the Scheme shall be determined on the basis of grade of the employee, his/her role/designation, length of service with the Company, his/her role in and contribution to overall performance of the Company, the performance of profit centre / division to which he/she belongs, merits of the employee, past performance record, future potential of the employee and/or such other criteria that may be determined by the Committee at its sole discretion from time to time. The stock options granted will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of death of stock option grantee while in employment, the right to exercise all the options granted to him/her till such date shall be transferred to his/her nominees or legal heirs.

The employees of the Holding Company / future Subsidiaries (if any) shall also be eligible for participation in the scheme.

The following category of employees/directors shall not be eligible to participate in the Scheme:

- An employee of the Company / Holding Company / Subsidiaries who are a promoter or belongs to the promoter group;
- A director who, either by himself or through his relatives or through any, body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company; and
- Independent Directors of the Company / Holding Company / Subsidiaries.

d. Requirements of vesting and period of vesting;

The Options granted to eligible employees shall vest generally in four tranches as mentioned below where after the grantees would have the right to subscribe to the equity Shares during the Exercise Period. The options would vest on completion of prescribed vesting period.

Tranche	% of vesting	Period of vesting
1 st Tranche	25 %	12 months from the date of grant of options
2 nd Tranche	25 %	24 months from the date of grant of options
3 rd Tranche	25 %	36 months from the date of grant of options
4 th Tranche	25 %	48 months from the date of grant of options



The Committee shall, however, have absolute powers to determine vesting period, exercise price, exercise period etc. separately for each employee based on such criteria as they may determine for each such employee and specified in the individual grant letters.

e. Maximum period within which the options shall be exercised;

The options granted shall be exercised within a period of 60 months from the date of vesting.

f. Exercise price;

Till such time as the shares of the Company are unlisted, the Exercise price shall be the Fair Market Value of the shares, which would be worked out by an independent valuer prior to the meeting of the Committee at which the options are granted to the employee or at such price as may be determined by the Committee in pursuance of the Scheme.

Provided further that once the shares of the Company are listed, the Exercise Price shall mean the latest available closing price on the Stock Exchange which records the highest trading volume in the Company's equity shares on the date prior to the date of the meeting of the Committee at which the options are granted to the employee or at such price as may be determined by the Committee in pursuance of the scheme.

The Committee shall also have the discretion to determine a different exercise Price for a certain class of employees or certain employees.

g. Exercise period and process of exercise;

The exercise period would commence from the date of vesting of options and will expire after sixty months from the respective date of vesting or such time as may be decided by the Committee.

The options will be exercisable by the employees by a written application to the Company accompanied by payment of the exercise price for the equity shares underlying such vested options in such manner and on execution of such documents, as may be prescribed by the Committee from time to time. The options will lapse if not exercised within the specified Exercise Period.

h. The appraisal process for determining the eligibility of employees for the scheme(s);

The appraisal process for determining the eligibility of the employees/class of employees will be decided by the Committee from time to time, on various parameters which would inter alia include the length of service, grade, past performance record, technical knowledge, leadership quality, merit, conduct and future potential.

The Committee may also rely on the recommendations given by the Holding Company or its Subsidiaries for grant of options to the employees of Holding Company or its Subsidiaries.

i. Maximum number of options to be issued per employee of the company and its subsidiaries and in aggregate;

The Committee, at its discretion, will decide the maximum number of options to be granted per employee. In case of grant of options to the identified employees during any one year equal to or exceeding 1% of the issued capital of the Company, specific approvals of the shareholders by way of Special Resolution shall be obtained by the Company at the time of grant of options. Total stock options upto 3,00,00,000 (Three Crore) convertible into 3,00,00,000 equity shares of the face value of Re. 1/- each fully paid-up would be available for being granted, under the ESOS scheme of the Company to its employees/ Holding Company or future subsidiaries (if any).

j. Maximum quantum of benefits to be provided per employee under a scheme;

Any benefit other than grant of options or consequential issue of equity shares is not envisaged under the Scheme. Thus, the maximum quantum of benefits underlying the options issued to an employee shall be equal to the difference between the Option Exercise Price and the Fair Market Value of the shares on the exercise date.



- k. **Whether the scheme(s) is to be implemented and administered directly by the company or through a trust;**

The Scheme shall be administered directly by the Company

- l. **Whether the scheme involves new issue of shares by the company or secondary acquisition by the trust or both;**

The Scheme involves only new issues of equity shares by the Company.

- m. **The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms etc.;**

Not applicable.

- n. **Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);**

Not applicable.

- o. **A statement to the effect that the company shall conform to the accounting policies;**

The Company shall follow the relevant notified Accounting Standards and/or policies prescribed by the Institute of Chartered Accountants of India or any other competent authorities from time to time.

- p. **The method which the company shall use to value its options**

The Company shall use the relevant method as determined by the Committee in consonance with the applicable laws, for valuation of options granted under the 63SATS Cybertech Limited Employee Stock Option Scheme - 2026.

- q. **The Lock-in period, if any;**

The Committee may provide for lock-in of Shares issued upon Exercise of Options.

- r. **The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct;**

		Vested Options
1	While in Employment	¹ The options granted shall be exercised within 60 months from the date of vesting.
2	Resignation	All vested options as on the date of resignation of the Option Grantee can be exercised on or before his/her last working day or last exercise date whichever is earlier.
3	Termination due to misconduct or due to breach of company policies or the terms of employment	All the Vested Options which were not exercised at the time of such termination shall get lapsed and stand cancelled with effect from the date of such termination and also subject to such other terms and conditions as may be specified in the grant letter.
4	Retirement / Early Retirement approved by the Company / Superannuation	All options vested but not exercised can be exercised by the Option Grantee in accordance with the Scheme.
5	Death	In the event of death of the employee while in employment, all the options, granted under a scheme to him till his death shall vest, with effect from the date of his death, in the legal heirs or nominees of the deceased employee, as the case may be. All Vested Options may be Exercised by the Option Grantee's nominee or legal heirs within a

		period of Three months from the date of vesting of option or such other extended period as may be decided by the Committee.
6	Termination due to Permanent Disability	All Vested Options may be Exercised by the Option Grantee's nominee within a period of Three months from the date of vesting of option or such other extended period as may be decided by the Committee.
7	Abandonment	All the Vested Options which are not exercised shall get lapsed and stand cancelled.
8	Transfer between the Company, its Subsidiary(ies), holding company, its subsidiaries or associate Companies	Can be exercised within Three months from vesting of options or within such time and on such terms & conditions as may be decided by the committee.
9	Suspension/ Enquiry is being conducted for any reason against Option Grantee	Cannot be exercised until enquiry is completed and if found guilty all the vested options which are not exercised shall get lapse and stand cancelled.
10	Long leave	If an eligible employee goes on a long leave (two months and above), the treatment of grant, vesting and exercise of options shall be determined by the Committee, whose decision shall be final and binding.

- s. **The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee;**

Refer table above.

t. Declaration:

In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' Report.

Rule 12(1) of the Companies (Share Capital and Debentures) Rules 2014 require that every employee stock option scheme shall be approved by the members of the Company by passing a special resolution in a general meeting. Further, as the Scheme would entail further issues of shares consent of the members is required by way of a special resolution pursuant to Section 62(1)(b) of the Act. Issue of the said equity shares would be well within the Authorized Share Capital of the Company. A separate special resolution is required to be passed if the benefits of an employee stock option scheme are to be extended to employees of the Holding Company or future subsidiaries.

Accordingly, the Special Resolution set out at Item No. 11 and 12 of this Notice is proposed for approval by members.

The Options to be granted under 63SATS Cybertech Limited ESOS Scheme-2026 shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The "63SATS Cybertech Limited ESOS Scheme- 2026 conforms to the Companies Act, 2013 and other applicable provisions.

None of the Directors, key managerial personnel of the Company and their relatives are concerned or interested in these resolutions, except to the extent of their respective shareholding, if any, in the Company and number of options which may be granted to them, if any, pursuant to the 63SATS Cybertech Limited ESOS Scheme-2026. Further none of the Promoters of the Company are concerned or interested except to the extent of their respective shareholding, if any, in the Company.



ITEM NO. 13:

The Board of Directors, at its meeting held on 9th May 2024, and the Members, at their meeting held on 16th May 2024, approved the appointment of Mr. Neehar Pathare (DIN: 08602019) as the Managing Director & Chief Executive Officer ("MD & CEO") of the Company for a period of three years commencing from 9th May 2024, on such terms and conditions, including remuneration, as approved by the Members.

The Company proposes to amend the remuneration clause forming part of the terms of appointment of Mr. Neehar Pathare to specifically provide that Employee Stock Options ("ESOPs") granted to him shall be in addition to the monetary remuneration payable to him.

Accordingly, it is proposed to replace the remuneration clause, in the earlier resolution passed by the members, by making amendments in the resolution passed in that respect .

The proposed amendment has been recommended by the Nomination and Remuneration Committee and the Audit Committee and has been considered and approved by the Board of Directors in their meetings held on 10th August 2026, subject to the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, except Mr. Neehar Pathare, to whom the resolution relates, is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 13 of the Notice for approval by the Members.

• **Information as required under Section II of Part II of Schedule V of the Companies Act, 2013**

I. General Information

Nature of Industry	Information Technology (IT)		
Date or expected date of commencement of commercial production	24 th June 2024 (As per the Certificate Confirming Alteration of Object Clause(s) issued by ROC)		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable		
Financial performance based on given indicators	(In ₹)		
	Particulars	F.Y. 25-26	F.Y. 24-25
	Paid up capital	1,01,12,49,700	5,99,99,700
	Turnover	-	-
	Profit/(Loss) before tax	(6,35,73,621)	(16,06,23,651)
	Profit/(Loss) after tax	(5,03,01,621)	(16,06,23,651)
	Reserves & Surplus	1,96,37,79,000	(9,50,02,563)
			94,23,476



Foreign investments or collaborations, if any	Nil
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II. Information about the appointee

1	Background details	Mr. Neehar Pathare has an MBA degree in Information Technology and has a rich experience in IT Security, Audit, Infrastructure Setup and Management, Strategy Planning and Project Management. He was associated with 63 moons technologies limited, Parent Company as Tech CEO for more than a decade. Further, as the Company is into the business of cyber security, Mr. Neehar Pathare, as MD, CEO & CIO is spearheading the venture.
2	Past remuneration	1.80 Crore per annum
3	Recognition or awards	-
4	Job profile and his suitability	Mr. Neehar Pathare has an MBA degree in Information Technology and has a rich experience in IT Security, Audit, Infrastructure Setup and Management, Strategy Planning and Project Management. He was associated with 63 moons technologies limited, Parent Company as Tech CEO for more than a decade. Further, as the Company is into the business of cyber security, Mr. Neehar Pathare, as MD, CEO & CIO is spearheading the venture.
5	Remuneration proposed	As mentioned in the Explanatory Statement above.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the diversification of the Company into new business and developments, the profile and experience of the appointee in the said field, assignments handled by him in the past and industry benchmarks, the proposed remuneration is commensurate with the remuneration packages paid in the IT industry.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Neehar Pathare has no pecuniary relationship directly or indirectly with the Company or its Managerial Personnel other than his remuneration in the capacity of MD, CEO and CIO of the Company.

III. Other Information

Reasons for loss or inadequate profits	The Company was unable to carry out its earlier business activities for the past many years and was non-operational.
Steps taken or proposed to be taken for improvement	The Company has diversified into new business relating to Cyber Security considering the future prospects of the said business.
Expected increase in productivity and profits in measurable terms	As the Company has diversified into new business related to Cyber Security, considering the prospects and future potential of the same, the Company hopes a turnaround thereby resulting in increase in productivity and profits in the years to come.

• **Additional information on Director seeking appointment/ re-appointment/ remuneration (As required under Secretarial Standards on General Meetings)**

Name of the Director	Neehar Pathare
DIN	08602019
Age	51 years
Date of Birth	16/11/1974
Date of first Appointment on the Board	9 th May 2024
Qualifications	MBA degree in Information Technology, MDP, Strategic IT Management for CIOs from IIM Ahmedabad, DSCI Certified Privacy Lead Assessor, Senior Management Program, Business Administration and Management, General from IIM Ahmedabad.
Brief Resume & Experience	Mr. Neehar Pathare has a MBA degree in Information Technology and has rich experience in IT Security, Audit, Infrastructure Setup and Management, Strategy Planning and Project Management. He was associated with 63 moons technologies limited, Parent Company as Tech CEO for more than a decade
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil
Directorship held in other Companies (excluding foreign companies)	Financial Technologies Communications Limited
Chairmanship / Membership of committees of other Companies	Nil
Number of Board Meetings attended during the FY 2025-26 (Since appointment)	13
No. of shares held in the Company	Nil
Remuneration last drawn	-
Remuneration proposed to be drawn	Remuneration of Rs.1.80 Crore per annum in the range of Rs. 1.5 Crore to Rs. 5.00 Crore per annum as may be determined by the Board/Committee (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year). In addition to this remuneration, the ESOP's as granted by the NRC.
Terms and conditions of appointment/ re-appointment	Appointed as MD, CEO & CIO of the Company.

ITEM NO. 14:

The Board of Directors, at its meeting held on 18th March 2025, and the Members, at their meeting held on 16th April 2025, approved the appointment of Mr. Umesh Mehta (DIN: 09244647) as Director (Non-Executive)

of the Company, liable to retire by rotation on such terms and conditions, including remuneration, as approved by the Members.

The Company proposes to amend the remuneration clause forming part of the terms of appointment of Mr. Umesh Mehta to specifically provide that Employee Stock Options ("ESOPs") granted to him shall be in addition to the monetary remuneration payable to him.

Accordingly, it is proposed to replace the remuneration clause, in the earlier resolution passed by the members, by making amendments in the resolution passed in that respect .

The proposed amendment has been recommended by the Nomination and Remuneration Committee and the Audit Committee and has been considered and approved by the Board of Directors in their meetings held on 10th August 2026, subject to the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, except Mr. Umesh Mehta, to whom the resolution relates, is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 14 of the Notice for approval by the Members.

• **Information as required under Section II of Part II of Schedule V of the Companies Act, 2013**

I. General Information

Nature of Industry	Information Technology (IT)		
Date or expected date of commencement of commercial production	24 th June 2024 (As per the Certificate Confirming Alteration of Object Clause(s) issued by ROC)		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable		
Financial performance based on given indicators	(In ₹)		
	Particulars	F.Y. 25-26	F.Y. 24-25
	Paid up capital	1,01,12,49,700	5,99,99,700
	Turnover	-	-
	Profit/(Loss) before tax	(6,35,73,621)	(16,06,23,651)
	Profit/(Loss) after tax	(5,03,01,621)	(16,06,23,651)
	Reserves & Surplus	1,96,37,79,000	(9,50,02,563)
Foreign investments or collaborations, if any	Nil		

II. Information about the appointee

1	Background details	Mr. Umesh Mehta is a seasoned turnaround technology leader with many years of expertise in Automobile, Agrochemicals. Pharma, Retail, QSR industry, A CIO with deep Business acumen and a very strong ability to eave Technology with Business. He has 35+ years of expertise in the field of Information Technology and has worked with some of the world-renowned manufacturingorganization's like Maruti Suzuki, Fiat Group, Essar Group, Jubilant Group and PI Group. During his long tenure with these companies, he has handled domestic as well as international assignments in the field of Information Technology and has been able to efficiently use Information Technology for strategic Business advantages. A people leader with experience of leading multi-nationalist teams of international culture across the Globe. A track record for customer centricity, passion for excellence, rigor and agility in execution are standards that most professionals pitch themselves against. Mr. Umesh Mehta is the President of the Governing Body of CIO Association also known as CIO Klub it is the largest association of Chief information officers in the world with 2200+ members representing various industry verticals across its 16 chapters. in India. UAE and Bangladesh.
2	Past remuneration	Rs. 2,00,000 p.a.
3	Recognition or awards	-
4	Job profile and his suitability	The diversification of the Company into Cyber Security business has created the requirement for an astute professional with rich professional experience who can steer the Company to next level of growth. In order to shoulder the responsibilities being carried out by the Directors of the Company, Mr. Umesh Mehta be appointed. Mr. Umesh Mehta is a seasoned turnaround technology leader with many years of expertise in Automobile, Agrochemicals. Pharma, Retail, QSR industry, A CIO with deep Business acumen and a very strong ability to eave Technology with Business. He has 35+ years of expertise in the field of Information Technology and has worked with some of the world-renowned manufacturingorganization's like Maruti Suzuki, Fiat Group, Essar Group, Jubilant Group and PI Group. During his long tenure with these companies, he has handled domestic as well as international assignments in the field of Information Technology and has been able to efficiently use Information Technology for strategic Business advantages. A people leader with experience of leading multi-nationalist teams of international culture across the Globe. A track record for customer centricity, passion for excellence, rigor and agility in execution are standards that most professionals pitch themselves against. Mr. Umesh Mehta is the President of the Governing Body of CIO Association also known as CIO Klub it is the largest association of Chief information officers in the world with 2200+ members representing various industry verticals across its 16 chapters. in India. UAE and Bangladesh.
5	Remuneration proposed	As mentioned in the Explanatory Statement above.



6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the diversification of the Company into new business and developments, the profile and experience of the appointee in the said field, assignments handled by him in the past and industry benchmarks, the proposed remuneration is commensurate with the remuneration packages paid in the IT industry.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Sunil Mehta has no pecuniary relationship directly or indirectly with the Company or its Managerial Personnel other than his remuneration in the capacity of Director.

III. Other Information

Reasons for loss or inadequate profits	The Company was unable to carry out its earlier business activities for the past many years and was non-operational.
Steps taken or proposed to be taken for improvement	The Company has diversified into new business relating to Cyber Security considering the future prospects of the said business.
Expected increase in productivity and profits in measurable terms	As the Company has diversified into new business related to Cyber Security, considering the prospects and future potential of the same, the Company hopes a turnaround thereby resulting in increase in productivity and profits in the years to come.

- **Additional information on Director seeking appointment/ re-appointment/ remuneration (As required under Secretarial Standards on General Meetings)**

Name of the Director	Umesh Mehta
DIN	09244647
Age	60
Date of Birth	4 th January 1966
Date of first Appointment on the Board	18 th March 2025
Qualifications	B.Sc. in Computer Science
Brief Resume & ssExperience	Mr. Umesh Mehta is a seasoned turnaround technology leader with many years of expertise in Automobile, Agrochemicals, Pharma, Retail, QSR industry, A CIO with deep Business acumen and a very strong ability to leave Technology with Business. He has 35+ years of expertise in the field of Information Technology and has worked with some of the world-renowned manufacturing organization's like Maruti Suzuki, Fiat Group, Essar Group, Jubilant Group and PI Group. During his long tenure with these companies, he has handled domestic as well as international assignments in the field of Information Technology and has been able to efficiently use Information Technology for strategic Business advantages. A people leader with experience of leading multi-nationalist teams



	of international culture across the Globe. A track record for customer centricity, passion for excellence, rigor and agility in execution are standards that most professionals pitch themselves against. Mr. Umesh Mehta is the President of the Governing Body of CIO Association also known as CIO Klub it is the largest association of Chief information officers in the world with 2200+ members representing various industry verticals across its 16 chapters. in India. UAE and Bangladesh.
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil
Directorship held in other Companies (excluding foreign companies)	1. Tencentrix (OPC) Pvt. Ltd. 2. 3I Infotech Ltd. 3. Intensity Global Technologies Ltd.
Chairmanship / Membership of committees of other Companies	Chairman 1. Risk Committee-3I Infotech Ltd. Member 1. Nomination and Remuneration Committee-3I Infotech Ltd.
Number of Board Meetings attended during the FY 2025-26 (Since appointment)	06
No. of shares held in the Company	Nil
Remuneration last drawn	-
Remuneration proposed to be drawn	Remuneration of Rs. 2,00,000 per month which would be inclusive of sitting fees and exclusive of out-of-pocket expenses, incurred if any, for attending Board/ Committee meetings (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year). In addition to this remuneration, the ESOP's as granted by the NRC.
Terms and conditions of appointment/ re-appointment	Appointed as Non-executive Director of the Company.

By Order of the Board of Directors



Reena Agrawal
Company Secretary
Membership No.: A68721
Place: Mumbai
Date: 21st August 2026



63SATS CYBERTECH LIMITED
(Formerly 63SATS Global Cyber Technologies Networks Limited)

Regd. Off: FT Tower, 3rd Floor, CTS No. 256 & 257, Suren Road,
Andheri East, Mumbai - 400 093
CIN: U62099MH2007PLC168354 | **Tel:** +91-22-66863330 | **E-mail:** info@63sats.com

ATTENDANCE SLIP
Annual General Meeting

I/ We hereby record my / our presence at the 20th Annual General Meeting of the Company held on **Monday, 21st September 2026 at 3:00 p.m.** at FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093.

Member's Folio/	No. of Shares held	Member's/Proxy's name	Member's/Proxy's Sign
DP ID-Client ID:			

(in block letters)

Note: Please fill in this attendance slip and hand it over at the venue of the meeting.

63SATS CYBERTECH LIMITED
(Formerly 63SATS Global Cyber Technologies Networks Limited)

Regd. Off: FT Tower, 3rd Floor, CTS No. 256 & 257, Suren Road,
Andheri East, Mumbai - 400 093
CIN: U62099MH2007PLC168354 | **Tel:** +91-22-66863330 | **E-mail:** info@63sats.com

Form No. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s):	
Registered address:	
E-mail ID:	
Folio No./Client ID- DP ID:	

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

- | | |
|------------|---------------------------------------|
| 1. Name: | Address: |
| E-mail Id: | Signature: _____, or failing him/her; |
| 2. Name: | Address: |
| E-mail Id: | Signature: _____, or failing him/her; |
| 3. Name: | Address: |
| E-mail Id: | Signature: _____ |

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 20th Annual General Meeting of the company, to be held on **Monday, 21st September 2026 at 3:00 p.m.** at FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. no.	Resolution	Vote (Optional – See Note 2)		
Ordinary Business:		For	Against	Abstain
1	To receive, consider and adopt the Annual Audited Financial Statements of the Company, for the Financial year ended on 31st March 2026, including the Balance Sheet as at 31st March 2026, and the statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date together with the Report of Board of Directors and Auditors thereon.			
2	To appoint a Director in place of Mr. Sunil Mehta (DIN: 10878589), who retires by rotation and being eligible offers himself for re-appointment.			
Special Business:		For	Against	Abstain
3	Appointment of Mr. Nimish Shukla (DIN: 09428299) as Director of the Company:			
4	Appointment of Mr. Nimish Shukla (DIN: 09428299) as Whole-time Director of the Company for a period of three years commencing from 1st October 2025 up to 30th September 2028, liable to retire by rotation and approval of remuneration:			

5	Appointment of Lt. Gen. M. Unnikrishnan Nair (Retd.) (DIN: 09826740) as Director of the Company			
6	Payment of remuneration to Lt. Gen. M. Unnikrishnan Nair (Retd.) (DIN: 09826740), Director (Non-Executive) of the Company:			
7	Appointment of Mrs. Shruti Shah (DIN: 08337714) as an Independent Woman Director, Non-Executive of the Company, for a term of 3 (three) consecutive years commencing from 23rd April,2026, not liable to retire by rotation:			
8	Approval of payment of remuneration to Mrs. Shruti Shah (DIN: 08337714), Independent Woman Director, Non-Executive of the Company:			
9	Appointment of Mr. Kanekal Chandrasekhar (DIN: 06861358) as an Independent Director, Non-Executive of the Company, pursuant to nomination by holding company for a term of 3 (three) consecutive years commencing from 23rd April,2026, not liable to retire by rotation:			
10	Approval of payment of remuneration to Mr. Kanekal Chandrasekhar (DIN: 06861358) as an Independent Director, Non-Executive of the Company:			
11	Approval of the 63SATS Cybertech Limited Employee Stock Option Scheme-2026 (ESOS Scheme - 2026) of the Company:			
12	Approval of the 63SATS Cybertech Limited Employee Stock Option Scheme-2026 (ESOS Scheme - 2026) for its Holding Company and future Subsidiaries.			
13	Approval of the amendment to the resolution passed in respect of the remuneration of Mr. Neehar Pathare (DIN: 08602019).			
14	Approval of the amendment to the resolution passed in respect of the remuneration of Mr. Umesh Mehta (DIN: 09244647).			

Signed this _____ day of _____ 2026

Signature of shareholder: _____

Signature of Proxy holder (s) : _____

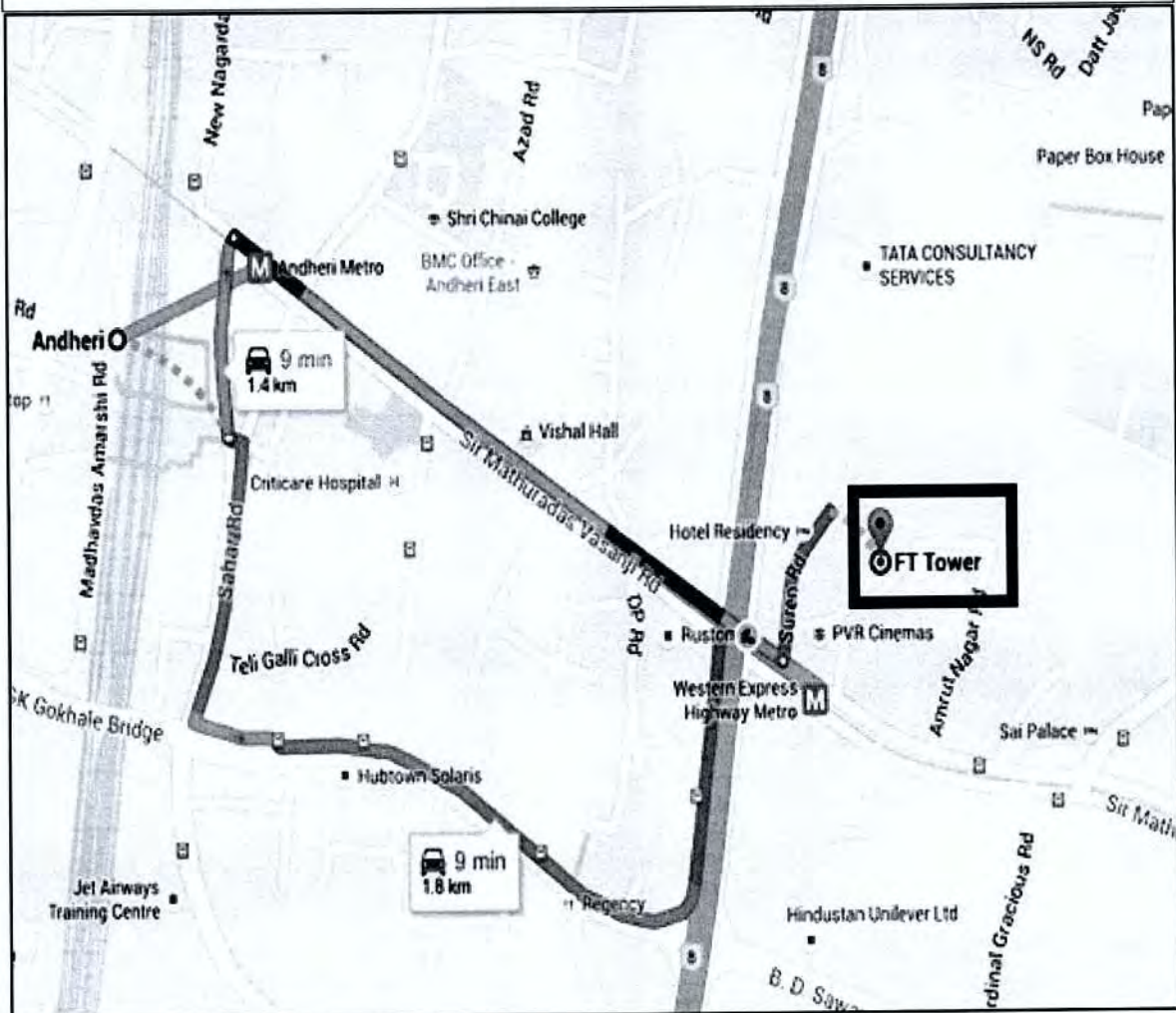
Affix
Revenue
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Note:

- 1) This proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) It is optional to put a ✓ in the appropriate column against the Resolutions indicated in the Box. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate

ROAD MAP TO THE EGM VENUE

Venue: FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400093



DIRECTORS' REPORT

To,
The Members,

Your Directors present the 20th Annual Report of the Company along with the Audited statement of accounts for the financial year ended March 31, 2026.

1. FINANCIAL HIGHLIGHTS:

(Rs. in lakhs)

Particulars	Current Financial Year	Previous Financial Year
Total Income	9,514.92	301.17
Total expenditure	10,150.65	1,907.41
Profit/(Loss) before tax	(635.73)	(1,606.24)
Provisions for Tax/ (Tax Credit)	(132.72)	-
Profit/(Loss) After tax	(503.01)	(1,606.24)

2. STATE OF AFFAIRS:

During the year under review, revenue from operations was Rs. 8,716.13 lakhs and total expenditure was of Rs. 10,150.65 lakhs. The Company has made a net loss of Rs. 503.01 lakhs as compared to net loss of Rs. 1,606.24 lakhs during the previous year.

63SATS Cybertech is pioneering a new era of cybersecurity excellence, driven by a singular mission: to mitigate critical digital threats for individuals, SMEs, large enterprises, critical infrastructure, and government organizations. Through innovation, strategic global partnerships with top-tier security firms, and a state-of-the-art technology stack, we empower clients with unmatched protection and resilience. By aligning with global priorities and staying ahead of technological trends, 63SATS is shaping a future where security, innovation, and growth converge — enabling bold businesses to lead with confidence in an increasingly connected world.

63SATS Cybertech offers a broad spectrum of cybersecurity services designed for enterprises that demand proactive, scalable, and secure solutions.

Our core offerings include:

CYBX

CYBX is the world's first B2C cybersecurity super app — a next-generation mobile platform built to protect everyday users from fast-evolving digital threats. It empowers individuals to take full control of their online safety — at home, at work, or on the move.

Designed for everyone — from students and farmers to professionals and small business owners — CYBX makes cybersecurity accessible, inclusive, and essential for all.

CSF (Cyber Security Force)

CSF is an enterprise-grade cybersecurity framework engineered to safeguard organizations of all sizes. Whether you're a growing business or a large-scale enterprise, CSF delivers powerful, adaptable protection to reduce risks, strengthen defenses, and ensure uninterrupted operations in an increasingly hostile cyber landscape.

CYBERDOME

CYBERDOME is a defense-grade cybersecurity framework that enhances national security and resilience. Offering military-level protection for critical infrastructure companies, state governments, and smart



63SATS Cybertech Limited

(Formerly 63SATS Global Cyber Technologies Networks Limited)

Regd. Off: FT Tower, 3rd Floor, CTS no. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400 093.

cities, CYBERDOME secures the digital backbone of nations and empowers them to operate with confidence in a connected world.

SOLUTIONS

At 63SATS Cybertech, we specialise in integrated cybersecurity solutions that are designed to help organisations build resilience, strengthen trust and secure themselves. In the ever-evolving regulatory landscape of India, we provide organisations with readiness for the Digital Personal Data Protection (DPDP) Act. Our solutions cover governance frameworks, compliance programmes and data protection capabilities that promote accountability. Furthermore, our Operational Technology (OT) security services have an end-to-end security approach. We combine AI-powered protection, adversary services tailored to OT environments and customised solutions for critical infrastructure. We also help organisations secure cloud environments through Cloud Security Posture Management (CSPM), which helps in identifying misconfigurations, compliance risks and vulnerabilities across increasingly complex cloud ecosystems. As an IP-led organisation, we continue to invest in indigenous ideas under CYBX DNA. We believe that innovation should be homegrown and future ready. That's why we're developing platforms such as AI CyberOPS while advancing capabilities across AI security, privacy, cyber resilience, data protection and quantum-ready technologies.

SERVICES

We provide comprehensive cybersecurity services tailored to your organization's unique requirements — including risk assessments, penetration testing, incident response, and Governance, Risk & Compliance (GRC) advisory.

Our experts help you strengthen cyber resilience, meet regulatory requirements, mitigate risks faster, and maintain a proactive, audit-ready security posture.

OUTLOOK

The global cyber security market size estimated at around USD 230 billion in 2025 is expected to grow at a CAGR of 9 % to reach about USD 350 billion in 2030. Increased cyber threats, targeted attacks, coupled with regulatory compliance and data protection regulations are primary drivers of growth.

The Indian market was estimated at USD 6900 million in 2024 and is expected to grow at a CAR of 20% and is expected to reach USD 20500 million in 2030.

Your company looks to expand its operations with current tools and by acquiring and developing new technological advancements and is determined to get a major share of the growing market.

3. ALTERATION OF AOA & MOA:

- a. The Board of Directors of the Company at their meeting held on July 23, 2025, and the members, at their Extra Ordinary General Meeting held on July 30, 2025, have approved the alteration of the Articles of Association, by deleting sub article (i) of Article no. 12 (Calls on Shares) of the existing Article of Association of the company:

"(i) Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call."

- b. The Board of Directors, at their meeting held on September 02, 2025, and the Members, at the 19th Annual General Meeting of the Company held on September 24, 2025, have approved the increase in the Authorized Share Capital of the Company from ₹54,00,00,000 (Rupees Fifty Four Crore Only) to ₹1,26,00,00,000 (Rupees One Hundred and Twenty-Six Crore Only), and also approved the Alteration to the Capital Clause of Memorandum of Association (MOA) of the Company in consequence of the above increase in the Authorized Share Capital.



4. CHANGE IN THE NATURE OF BUSINESS:

There was no changes in Business of your Company during the financial year under review.

5. SIGNIFICANT OR MATERIAL ORDERS:

There were no significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

6. MATERIAL CHANGES AND COMMITMENTS:

There were no material changes and commitments, affecting the financial position of the company which occurred between the end of the financial year under review and the date of this report.

7. ANNUAL RETURN:

The Annual Return as required under Section 92 and Section 134 of the Companies Act, 2013 read with applicable Rules shall be available on the website of the Company and can be accessed at <https://63sats.com/investor> subsequent to filing of the same with Ministry of Corporate Affairs.

8. BOARD MEETINGS:

During the year under review, thirteen (13) meetings of the Board of Directors were held on 15th April 2025, 15th May 2025, 23rd July 2025, 21st August 2025, 2nd September 2025, 9th September 2025, 19th September 2025, 29th September 2025, 27th October 2025, 7th November 2025, 12th December 2025, 5th February 2026 and 18th March 2026.

The Board Meetings held on 7th November 2025, 5th February 2026 and 18th March 2026 were conducted through Video Conferencing ("VC"). All the remaining Board Meetings were held in physical mode.

The attendance of the Directors at the Board Meetings held during the financial year is provided on the table below:

Sr. No.	Name of the Director	DIN	No. of Board Meetings held during the tenure of the Director	No. of Board Meetings Attended
1.	Mr. Neehar Pathare	08602019	13	13
2.	Dr. Radha Binod Barman	02612871	13	12
3.	Mr. Srinivas Lingamuthu	06727385	13	10
4.	Mr. Sunil Mehta	10878589	13	11
5.	Mr. Umesh Mehta	09244647	13	06
6.	Mr. Devendra Agrawal	03579332	13	12
7.	Mr. Hariraj Chouhan	02166102	13	13
8.	Mr. Nimish Shukla	09428299	05	04
9.	Lt. Gen. M Unnikrishnan Nair (Retd.)	09826740	02	02

- Dr. Radha Binod Barman (DIN: 02612871), Independent Director of the Company, resigned from the directorship of the company w.e.f. March 30, 2026.
- Mr. Nimish Shukla (DIN: 09428299), was appointed as an Additional (Executive) Director of the Company w.e.f. October 01, 2025, and was further re-designated as the Whole Time Director of the Company, subject to the approval of the Members.



- Lt. Gen. M Unnikrishnan Nair was appointed as an Additional (Non-Executive) Director and Chairman of the company, w.e.f. January 14, 2026, subject to the approval of the Members.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL'S (KMPs):

During the period under review, the following changes in the composition of the Board of Directors and Key Managerial Personnel (KMPs) took place:

- (i) The Members, at the Extra-Ordinary General Meeting held on April 16, 2025, appointed Mr. Umesh Mehta (DIN: 9244647) as Non-Executive, Non-Independent Director of the company, liable to retire by rotation and same was approved by the Board of Directors, at their meeting held on April 15, 2025.
- (ii) The Board of Directors, at their meeting held on August 21, 2025, redesignated Dr. Radha Binod Barman (DIN: 02612871) and Mr. Sunil Mehta (DIN: 10878589) as Independent Directors, who were earlier holding the office as Non-Executive, Non-Independent Directors, and the said appointment were subsequently approved by the Members at the 19th Annual General Meeting held on September 24, 2025.
- (iii) Mr. Jatin Doshi was appointed as the Chief Financial Officer of the company with effect from September 01, 2025, and the same was approved by the Board at its meeting held on 21st August 2025.
- (iv) Mrs. Reena Sunil Agrawal was appointed as the Company Secretary of the company, with effect from September 09, 2025, and the same was approved by the Board at its meeting held on same day.
- (v) Re-appointment of Mr. Srinivas Lingamuthu (DIN: 06727385) and Mr. Umesh Mehta (DIN: 9244647), as a Non-Executive, Non-Independent Director of the Company, who were liable to retire by rotation, pursuant to Section 152 of the Act, was approved by the members of the Company at their 19th Annual general Meeting held on September 24, 2025.
- (vi) Based on the recommendation of the Nomination and Remuneration Committee at its meeting held on September 19, 2025, the Board of Directors, at its meeting held on the same day, approved the re-designation of Mr. Srinivas Lingamuthu (DIN: 06727385) as the Joint Managing Director and Joint Chief Executive Officer for a period of three years commencing from September 19, 2025, subject to the approval of the Members. The Members of the Company subsequently approved the said redesignation at the Extra-Ordinary General Meeting held on July 09, 2026.
- (vii) Based on the recommendation of the Nomination and Remuneration Committee at its meeting held on September 29, 2025, the Board of Directors, at its meeting held on the same day, appointed Mr. Nimish Shukla (DIN: 09428299) as an Additional (Executive) Director of the Company with effect from October 01, 2025, who was further redesignated as the Whole Time Director of the Company for a period of three years commencing from October 01, 2025 up to September 30, 2028, subject to the approval of the Members in the ensuing Annual General Meeting. Your Board recommends the same for the approval of members in ensuing Annual General Meeting. The Company has received a notice in writing from a member intend proposing his appointment.
- (viii) Based on the recommendation of the Nomination and Remuneration Committee vide its Resolution dated January 14, 2026, the Board, vide its Resolution dated January 15, 2026 respectively, has appointed Lt. Gen. Madhavan Unnikrishnan Nair (Retd.) (DIN: 09826740) as an Additional (Non-Executive) Director to hold office until the date of ensuing Annual General Meeting and the Chairman of the company, and redesignated Dr. Radha Binod Barman (DIN: 02612871),



Independent Director of the Company, as Vice- Chairman of the Board of Director, with effect from January 14, 2026. Your Board recommends the appointment of Lt. Gen. Madhavan Unnikrishnan Nair (Retd.) (DIN: 09826740) as Director and the Chairman of the company for the approval of members in ensuing Annual General Meeting. The Company has received a notice in writing from a member intend proposing his appointment.

- (ix) Dr. Radha Binod Barman (DIN: 02612871), Independent Director of the Company, resigned from the directorship of the company with effect from March 30, 2026. The Board places on record his appreciation for the valuable services rendered by him during his tenure.
- (x) Further, on the recommendation of Nomination and Remuneration Committee (NRC) at their meeting held on April 22, 2026, the Board of Directors at their meeting held on April 23, 2026 appointed Mrs. Shruti Shah (DIN: 08337714) as an Additional Director (Independent Woman Director), Non-Executive and Mr. Kanekal Chandrasekhar (DIN: 06861358) as an Additional Directors (Independent Director), Non-Executive of the Company and recommend the same for the approval of members, in the ensuing Annual General Meeting, the appointment of Mrs. Shruti Shah (DIN: 08337714) and Mr. Kanekal Chandrasekhar (DIN: 06861358), as an Independent Directors of the Company, not liable to retire by rotation, to hold office for the first term of 3 (three) consecutive years commencing from April 23, 2026. The Company has received a notice in writing from a member intend proposing their appointment.

The Board of Directors at their meeting held on August 21, 2025, approved and recommended for the approval of members, the increase in remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year) of Mr. Sunil Mehta and Mr. Umesh Mehta from the existing Rs. 1,50,000/- each (Rupees One Lakh Fifty Thousand Only) per month to Rs. 2,00,000/- each (Rupees Two Lakhs Only) per month commencing from September 1, 2025, onwards and the same was approved by the Members at the 19th Annual General Meeting held on September 24, 2025.

On the recommendation of Nomination and Remuneration Committee (NRC) at their meeting held on September 19, 2025, the Board of Directors at their meeting held on same day, considering the vital role played by Mr. Neehar Pathare (DIN: 08602019), MD, CEO & CIO of the Company in strategizing the Company's business plan and decision making, increased his remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year) from the existing Rs. 1.50 Crore per annum to Rs. 1.80 Crore per annum with effect from 1st April 2025. The said increase is within the range of Rs. 1.5 Crore to Rs. 5.00 Crore per annum as approved by the Shareholders in their Extra-Ordinary General meeting held on 16th May 2024.

Further, on the recommendation of Nomination and Remuneration Committee (NRC) at their meeting held on May 12, 2026, the Board of Directors at their meeting held on same day, approved the remuneration (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year) to Mrs. Shruti Shah (DIN: 08337714) and Mr. Kanekal Chandrasekhar (DIN: 06861358), for a period of 3 years commencing from May 1, 2026, by way of remuneration or otherwise, an amount of Rs. 24,00,000/- (Rupees Twenty-Four Lakhs only) per annum each. Your Board recommends the same for the approval of members in ensuing Annual General Meeting.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of your Company, Mr. Sunil Mehta (DIN: 10878589), Director, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. Your Board recommends its re-appointment for the consideration of members of the Company at the ensuing Annual General Meeting.

The other Directors, viz. Mr. Hariraj Chouhan (DIN: 02166102) and Mr. Devendra Agrawal (DIN: 03579332), who are the nominee Directors of 63 moons continue to be on the Board of your Company.



10. COMMITTEES:

i) AUDIT COMMITTEE:

Pursuant to the allotment of 10,62,00,000 (Ten Crore Sixty-Two Lakh) equity shares of face value of ₹ 1 each, at par, on May 05, 2025, on preferential basis, the Company ceased to be a Wholly Owned Subsidiary of 63 moons technologies limited. Consequently, in accordance with the provisions of Section 177 of the Companies Act, 2013 and the Rules made thereunder, the Company was required to constitute an Audit Committee.

Constitution:

During the year under review, the Board of Directors constituted the Audit Committee with following members;

S. N.	Name	DIN	Category	Designation in NRC
1.	Mr. Radha Binod Barman	02612871	Independent Director	Chairperson
2.	Mr. Sunil Mehta	10878589	Independent Director	Member
3.	Mr. Srinivas Lingamuthu	06727385	Non-executive Director	Member

- Mr. Srinivas Lingamuthu ceased to be a member of the Audit Committee w.e.f. 19th September 2025.
- Mr. Umesh Mehta was appointed as a member of the Audit Committee w.e.f. 19th September 2025.
- Dr. Radha Binod Barman ceased to be the Chairperson and the member of the Audit Committee w.e.f. 30th March 2026.

Meetings:

During the financial year, the Audit Committee met three (3) times, i.e., on 2nd September 2025, 27th October 2025 and 5th February 2026. The attendance of the members at the Meetings were as below:

S.N.	Name of the Member	DIN	No. of Audit Committee meetings held during the tenure of the Member	No. of Meetings Attended
1.	Dr. Radha Binod Barman	02612871	03	03
2.	Mr. Sunil Mehta	10878589	03	02
3.	Mr. Srinivas Lingamuthu	06727385	01	01
4.	Mr. Umesh Mehta	09244647	02	02

Subsequent to the close of the financial year, Audit Committee was re-constituted w.e.f. 23rd April 2026, comprising the following members:

S.N.	Name	DIN	Category	Designation in NRC
1.	Mrs. Shruti Shah	08337714	Independent Director	Chairperson
2.	Mr. Srinivas Lingamuthu	06727385	Joint MD & Joint CEO	Member
3.	Mr. Kanekal Chandrasekhar	06861358	Independent Director	Member

ii) NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to the allotment of 10,62,00,000 (Ten Crore Sixty-Two Lakh) equity shares of face value of ₹ 1 each, at par, on May 05, 2025, on preferential basis, the Company ceased to be a Wholly Owned Subsidiary of 63 moons technologies limited. Consequently, in accordance with the provisions of Section



178 of the Companies Act, 2013 and the Rules made thereunder, the Company was required to constitute an NRC.

Constitution:

During the year under review, the Board of Directors constituted the NRC with following members;

S. N.	Name	DIN	Category	Designation in NRC
1.	Mr. Sunil Mehta	10878589	Independent Director	Chairperson
2.	Mr. Radha Binod Barman	02612871	Independent Director	Member
3.	Mr. Srinivas Lingamuthu	06727385	Non-executive Director	Member

- Mr. Srinivas Lingamuthu ceased to be a member of the NRC w.e.f. 19th September 2025.
- Mr. Umesh Mehta was appointed as a member of the NRC w.e.f. 19th September 2025.
- Dr. Radha Binod Barman ceased to be a member of the NRC w.e.f. 30th March 2026.

The NRC policy is available on the website of the Company and can be accessed at <https://63sats.com/investor>.

Meetings:

During the financial year, the NRC met four (4) times, i.e., 02nd September 2025, 09th September 2025, 19th September 2025 and 29th September 2025. The attendance of the members at the Meetings were as below:

Sr. no.	Name of the Member	DIN	No. of NRC meetings held during the tenure of the Member	No. of NRC Meetings Attended
1.	Mr. Sunil Mehta	10878589	04	02
2.	Dr. Radha Binod Barman	02612871	04	04
3.	Mr. Srinivas Lingamuthu	06727385	03	02
4.	Mr. Umesh Mehta	09244647	01	00

Subsequent to the close of the financial year, NRC was re-constituted w.e.f. 23rd April 2026, comprising the following members:

S.N.	Name	DIN	Category	Designation in NRC
1.	Mr. Sunil Mehta	10878589	Non-executive Director	Chairman
2.	Mrs. Shruti Shah	08337714	Independent Director	Member
3.	Mr. Kanekal Chandrasekhar	06861358	Independent Director	Member

11. DISCLOSURE ON ESTABLISHMENT OF VIGIL MECHANISM:

The Company has neither accepted deposits from public nor borrowed money from banks and financial institutions in excess of Rupees Fifty Crores, thus the provision relating to Vigil Mechanism did not apply to your Company.



12. RECEIPT OF ANY COMMISSION BY MANAGING DIRECTOR/WHOLE TIME DIRECTOR FROM A COMPANY OR FOR RECEIPT OF COMMISSION / REMUNERATION FROM ITS HOLDING OR SUBSIDIARY:

The Managing Director/Whole Time Director of the Company did not receive any commission from the Company. Further, the Managing Director/whole Time Director did not receive any commission / remuneration from the Company's holding company. The Company does not have any subsidiaries.

13. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, it is hereby confirmed that:

- a. in the preparation of Annual Accounts for the year ended under review, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year under review and of the loss made by Company for that period;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Annual Accounts of the Company have been prepared on a going concern basis;
- e. this clause of Section 134(5) of the Act is not applicable to the company, however the details in respect of adequacy of internal financial controls with reference to Financial Statements are mentioned elsewhere in this Directors Report; and
- f. systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

14. SECRETARIAL STANDARDS:

The Company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

15. LOAN FROM DIRECTORS:

During the year under review, the Company has not taken any loan from the Directors of the Company.

16. PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES :

Particulars of loans given, investments made and guarantees given along with the purpose for which the loan or guarantee provided is proposed to be utilized by the recipient are disclosed in the accompanying financial statements (Please refer note 8 & 9). All the loans and investment have been made for General Corporate Purpose.

17. RELATED PARTY TRANSACTIONS:

All related party transactions (RPTs) which were entered into by the Company during the year under review, were on an arm's length basis and in the ordinary course of business, thus Form AOC-2 not



required. The details of the transactions with related parties are provided in the accompanying financial statements (Please refer note 33).

18. TRANSFER TO RESERVES

No amount is transferred/ proposed to be transferred to any Reserves for the year under review.

19. DIVIDEND:

Since the Company has incurred a loss during the year under review, your Directors do not recommend any dividend.

20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:

(A) Conservation of energy-

- (i) The steps taken or impact on conservation of energy:
Your company does not own any of the premises from where it operates.
- (ii) The steps taken by the company for utilizing alternate sources of energy:
Your company is committed to adopting various energy saving methods for conservation of energy.
- (iii) The capital investment in energy conservation equipment's: NIL

(B) Technology absorption-

- (i) The efforts made towards technology absorption:
Your Company endeavors to adopt modern technology to carry out its operations and endeavors to carry out in-house R & D activities.
- (ii) The benefits derived from technology absorption like product improvement, cost reduction, product development or import substitution: The Company benefited in terms of product development.
- (iii) Details of imported technology (imported during the last three years reckoned from the beginning of the financial year):
The Company has not imported any technology during the previous three financial years.
- (iv) The expenditure incurred on Research and Development: Rs. 243.03 lakhs.

(C) Foreign exchange earnings and Outgo-

- Foreign Exchange earnings (actual inflows): NIL (Previous Year: Rs. 2.81 lakhs)
- Foreign Exchange outgo (actual outflows): Rs. 266.16 lakhs (Previous Year: Rs. 37.44 lakhs)

21. RISK MANAGEMENT:

The Company has in place a risk assessment mechanism which identifies and mitigates various business and other risks. Major risks identified, if any, are systematically addressed on continual basis.



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

As per statement made in Auditors Report there are adequate internal financial controls over financial reporting with regards to size and nature of its business.

23. DECLARATION BY INDEPENDENT DIRECTOR'S:

All Independent Directors of the Company have given declaration under Section 149 (7) of the Act, that they meet the criteria laid down in Section 149 (6) of the Act.

24. A STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR:

In the opinion of the Board of Directors, the Independent Directors appointed during the year under review have the required integrity, expertise and experience to be appointed as Independent Directors.

25. DEPOSITS:

The Company has not accepted deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, during the financial year under review. Hence there was no default in repayment of deposits or payment of interest thereof.

26. SHARE CAPITAL:**Authorized Capital:**

During the year under review, the Authorized Share Capital of the Company increased from existing Rs. 54,00,00,000 (Rupees Fifty-Four Crore) divided into 53,75,00,000 (Fifty-Three Crore Seventy-Five Lakhs) Equity Shares of Re. 1/- (Rupee One Only) each and 25,00,000 (Twenty-Five Lakhs) Preference Shares of Re. 1/- (Rupee One Only) each TO Rs. 1,26,00,00,000 (Rupees One Hundred and Twenty Six Crore) divided into 1,25,75,00,000 (One Hundred and Twenty Five Crore Seventy Five Lakhs) Equity Shares of Re. 1/- (Rupee One Only) each and 25,00,000 (Twenty Five Lakhs) Preference Shares of Re. 1/- (Rupee One Only) each, pursuant to the approval of the members at the 19th Annual General Meeting held on 24th September 2025.

Paid-up Capital:

During the year under review, the Paid-up Share Capital of the Company increased from existing Rs. 5,99,99,700 (Rupees Five Crore Ninety-Nine Lakh Ninety-Nine Thousand Seven Hundred) to Rs. 101,12,49,700 (Rupees One Hundred and One Crore Twelve Lakh Forty -Nine Thousand and Seven Hundred) and raised funds, aggregating to ₹ 2,55,67,00,000/- (Rupees Two Hundred and Fifty-Five Crore and Sixty-Seven Lakh) including amount of premium in the following stages;

1. Issue and allotment of 10,62,00,000 (Ten Crore Sixty-Two Lakh) equity shares of face value of Rs. 1 each, at par, on a preferential basis to 14 (Fourteen) allottees on May 05, 2025.
2. Issue and allotment of 18,00,00,000 (Eighteen Crores) equity Shares of face value of ₹ 1/- (Rupee One) each, at a price of ₹ 10/- (Rupee Ten Only), including a premium of ₹ 9/- (Rupees Nine only), on a preferential basis to 27 (Twenty-Seven) allottees on September 09, 2025.
3. Issue and allotment of 6,50,50,000 (Six Crores Fifty Lakh Fifty Thousand) equity shares of face value of ₹ 1/- (Rupee One) each, at a price of ₹ 10/- (Rupee Ten Only), including a premium of ₹ 9/- (Rupees Nine only), on a preferential basis to 5 (Five) allottees on October 10, 2025.



4. Conversion of 6,000 Zero Coupon Unsecured Optionally Fully Convertible Debentures (ZOFCDs) of ₹1,00,000 each into 60,00,00,000 (Sixty Crore) fully paid-up equity shares of Re. 1/- each to 63 Moons Technologies Limited, the Holding Company on December 12, 2025.

At the beginning of the year under review, the Company was a wholly owned subsidiary of 63 moons technologies limited ("63 moons"). Pursuant to the change in the capital structure of the Company during the year, following the preferential allotments, the Company ceased to be a wholly owned subsidiary. However, 63 moons continue to hold a majority stake in the Company, and accordingly, the Company continues to remain its subsidiary.

27. DEBENTURES

Further the Board, vide its resolution dated April 09, 2025, allotted 1,500 Zero Coupon Unsecured Optionally Fully Convertible Debentures (ZOFCDs) of face value of ₹ 1,00,000 (Rupees One Lakh) each, aggregating to ₹15,00,00,000 (Rupees Fifteen Crore only), on preferential basis to Jupiter Metaverse LLP, pursuant to the members' approval at their Extra-Ordinary General Meeting held on March 24, 2025.

28. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:

The Company did not have any subsidiary, joint venture or associate companies during the year under review. Accordingly, there have been no companies which have ceased to be subsidiary, joint venture or associate companies of the Company during the year under review.

29. STATUTORY AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the rules framed thereunder, M/s CVB & Associates (Formerly known as M/s Hiren Buch Associates), Chartered Accountants, (Firm Registration No. 116131W), Mumbai were appointed as the Statutory Auditors of the Company at the 19th Annual General Meeting ("AGM") held on September 24, 2025, for a first term of 5 (five) consecutive years, in place of M/s. Chaturvedi Sohan & Co., Chartered Accountants, (Firm Registration No. 118424W), Mumbai, to hold office from the conclusion of 19th AGM till the conclusion of the 24th AGM of the Company.

30. AUDITORS REPORT:

The Auditors report of your Company for the year under review does not contain any qualifications / adverse remarks / observations.

31. DETAILS OF FRAUD, IF ANY REPORTED BY THE AUDITORS:

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Companies Act, 2013.

32. INTERNAL AUDITOR:

M/s. V.P. Mehta & Co., Chartered Accountants, (Regn. No.106326W), Mumbai, was appointed as the Internal Auditors of the Company for FY 2025-26 by the Board, at their meeting held on August 21, 2025.

33. SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the applicable rules made thereunder, M/s. BNP & Associates (Firm Regn. No. P2014MH037400), Company Secretaries were appointed as the Secretarial Auditor of the Company for the financial year 2025-26.



The Secretarial Audit Report in Form MR-3 for the financial year 2025-26 is annexed to this Directors' Report as 'Annexure I' and the same forms part of this report.

The said Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

34. COST AUDITOR:

Your Company was not required to appoint any Cost Auditor during the year under review.

35. MAINTENANCE OF COST RECORD:

The maintenance of Cost Record as specified by the Central Government under Sub-section (1) of Section 148 of the Act, did not apply to the Company during the year under review.

36. CORPORATE SOCIAL RESPONSIBILITY:

The provisions with respect to Corporate Social Responsibility as mentioned in Section 135 of the Act were not applicable to the Company during the year under review as your Company did not meet the threshold limits specified in Section 135 in the immediately preceding financial year.

37. DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS:

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules 2014 is required to be furnished.

38. DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES:

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1) (d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is required to be furnished.

39. DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS:

During the year under review, the Board of Directors, at their meeting held on April 15, 2025, and the Members, at the Extra-Ordinary General Meeting held on April 16, 2025, approved the 63SATS Cybertech Limited Employee Stock Option Scheme – 2025 ("ESOS Scheme-2025") for the Company, its holding and its subsidiary Company.

The ESOS Scheme-2025 has been introduced with the objective of attracting, retaining and rewarding talented employees, recognizing their contribution towards the growth and performance of the Company and aligning their interests with the long-term growth and strategic objectives of the Company.

No Employee Stock Options were granted during the financial year ended March 31, 2026.

Subsequent to the closure of the financial year, the Nomination and Remuneration Committee, at its meeting held on May 12, 2026, approved the grant of 12,00,00,000 (Twelve Crore) Employee Stock Options, each convertible into one equity share of face value of Rs. 1 each, to eligible employees of the Company and its Holding Company in accordance with the ESOS Scheme-2025 at an Exercise price of Rs. 1 each.



40. SEXUAL HARASSMENT AT WORKPLACE:

The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has a policy on prevention, prohibition and redressal of complaints related to sexual harassment of women at the workplace. The said policy is available on the internal portal of the Company for information on all employees.

The details pertaining to complaints received on matter pertaining to sexual harassment during the financial year under review, are as below:

- (a) Number of complaints of sexual harassment received in the year: Nil
- (b) Number of complaints disposed of during the year: Nil
- (c) Number of cases pending for more than ninety days: N.A

41. COMPLIANCE WITH MATERNITY BENEFIT ACT, 1961:

During the year under review, your Company has complied with the applicable provisions of the Maternity Benefit Act, 1961.

42. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

There was no such application made and no such proceeding was pending under the Insolvency and Bankruptcy Code, 2016 during the year under review.

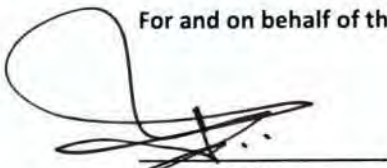
43. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS

There were no such instances during the year under review. Hence, this disclosure is not applicable to the Company.

44. ACKNOWLEDGEMENT:

Your Directors wish to place on record their appreciation and acknowledge with gratitude, the support and co-operation extended by the Shareholders, Government Authorities and the bankers and look forward to their continued support.

For and on behalf of the Boards,


Neehar Pathare
MD, CEO & CIO
DIN: 08602019




Srinivas Lingamuthu
Joint MD & Joint CEO
DIN: 06727385

Place: Mumbai
Date: 10th August 2026

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2026

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

To,
The Members,
63SATS Cybertech Limited
FT Tower, 3rd Floor, CTS no.
256 & 257, Suren Road,
Chakala, Andheri (East),
Mumbai 400093.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **63SATS Cybertech Limited (formerly known as 63SATS Global Cyber Technologies Networks Limited) (CIN: U62099MH2007PLC168354)** (hereinafter called the 'Company') **for the financial year ended March 31, 2026** ('audit period').

Secretarial Audit was conducted in a manner that provided us with a reasonable basis for evaluating the company's corporate conducts/statutory compliances and expressing our opinion thereon.

We are issuing this report based on:

- I. Our **verification** of the books, papers, minute books and other records maintained by the Company and furnished to us forms/ returns filed and compliance related action taken by the company during audit period as well as before the date of issue of this report.
- II. **Compliance confirmations** confirming compliance with all the laws applicable to the Company as given by its Key Managerial Personnel / senior management personnel of the Company and taken on record by the Board on an annual basis.
- III. **Representations** made, documents shown, and information provided by the company, its officers, and authorized representatives during our conduct of Secretarial Audit.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and provided to us by, its officers, and authorized representatives, during the conduct of Secretarial Audit, we hereby report that in our opinion, during the audit period, the Company has 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 hereunder.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the audit period according to the applicable provisions of:

- I. The Companies Act, 2013 and the Rules made thereunder;
- II. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

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

We have also examined compliance by the Company during the audit period with the Secretarial Standards issued by the Institute of Company Secretaries of India, issued in respect of Meetings of the Board, Committees of the Board (Secretarial Standard -1) and General Meetings of members (Secretarial Standard-2) and notified by the Central Government under Section 118(10) of the Act which have mandatory application to the Company.

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

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, the Company has complied with the following laws applicable specifically to the Company:

I. The Information Technology Act, 2000.

During the Period under review, provisions of the following Acts / regulations were not applicable to the Company:

- I. The Foreign Exchange Management Act 1999, and the rules and regulation made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment, and External Commercial Borrowings; and,
- II. The following Regulations/Guidelines prescribed under Securities and Exchange Board of India Act, 1992:
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (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 and the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Act and dealing with client;
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity Shares) Regulations, 2021;
 - f) The Securities and Exchange Board of India (Delisting of Equity Shares Regulations) 2021;
 - g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;



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

We further report that:

The Board of Directors of the Company, as on March 31, 2026, comprised three Executive Directors, including one Whole Time Director, one Managing Director & Chief Executive Officer, and one Joint Managing Director & Joint Chief Executive Officer, and five Non-Executive Directors, including two Nominee Directors, and one Independent Director. The changes in the composition of the Board of Directors, as well as the constitution/re-constitution of the Committees of the Board of Directors during the period under review, were carried out in compliance with the provisions of the Act;

The following changes in the composition of the Board of Directors / Key Managerial Personnel (KMPs) that took place during the period under audit were carried out in due compliance with the provisions of the Act:

- I. The Members, at the Extra – Ordinary General Meeting held on April 16, 2025, appointed Mr. Umesh Mehta (DIN: 9244647) as Non-Executive, Non-Independent Director of the company, liable to retire by rotation, pursuant to section 160 of the Act, and same was preceded by the approval by the Board of Directors, at their meeting held on April 15, 2025.
- II. The Board of Directors, at their meeting held on August 21, 2025, has redesignated Dr. Radha Binod Barman (DIN: 02612871) as Independent Director, who was earlier holding the office as Non-Executive, Non- Independent Director, and the same approved by the Members at the 19th Annual General Meeting held on September 24, 2025.
- III. The Board of Directors, at their meeting held on August 21, 2025, has redesignated Mr. Sunil Mehta (DIN: 10878589) as Independent Director, who was earlier holding the office as Non-Executive, Non- Independent Director, and the same approved by the Members at the 19th Annual General Meeting held on September 24, 2025.
- IV. The Board of Directors, at their meeting held on August 21, 2025, has appointed Mr. Jatin Doshi as the Chief Financial Officer and Key Managerial Personnel of the company with effect from September 01, 2025.
- V. The Board of Directors, at their meeting held on September 09, 2025, has appointed Mrs. Reena Sunil Agrawal as the Company Secretary and Key Managerial Personnel of the company, with effect from September 09, 2025.
- VI. The Board of Directors, at their meeting held on September 19, 2025, has redesignated Mr. Srinivas Lingamuthu (DIN: 06727385) as Joint Managing Director and Joint Chief Executive Officer, and the same was recommended by the Nomination and Remuneration Committee at their meeting held on September 19, 2025.
- VII. Re-appointment of Mr. Srinivas Lingamuthu (DIN: 06727385), as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, pursuant to Section 152 of the Act, was approved by the members of the Company at their 19th Annual general Meeting held on September 24, 2025.



- VIII. Re-appointment of Mr. Umesh Mehta (DIN: 9244647), as a Non-Executive, Non-Independent Director, liable to retire by rotation, pursuant to Section 152 of the Act, was approved by the members of the Company at their 19th Annual general Meeting held on September 24, 2025.
- IX. The Board of Directors, at their meeting held on September 29, 2025, has appointed Mr. Nimish Shukla (DIN: 09428299) as an Additional (Executive) Director of the Company with effect from October 01, 2025, based on the recommendation by the Nomination and Remuneration Committee at their meeting held on September 29, 2025.
- X. The Board of Directors, at their meeting held on September 29, 2025, has appointed Mr. Nimish Shukla (DIN: 09428299) as the Whole Time Director of the Company for a period of three years commencing from October 01, 2025 up to September 30, 2028 based on the recommendation by the Nomination and Remuneration Committee at their meeting held on September 29, 2025.
- XI. The Board of Directors approved the appointment of Lt. Gen. Madhavan Unnikrishnan Nair (Retd.) (DIN: 09826740) as an Additional (Non-Executive) Director and Chairman of the Company with effect from January 14, 2026, to hold office until the date of the ensuing Annual General Meeting, pursuant to the provisions of Section 161 of the Companies Act, 2013 and the rules framed thereunder.
- XII. The Board of Directors approved the redesignation of Dr. Radha Binod Barman (DIN: 02612871), Independent Director of the Company and Vice Chairman of the Board of Directors, with effect from January 14, 2026.
- XIII. Resignation of Dr. Radha Binod Barman (DIN: 02612871) as Independent Director of the company with effect from March 30, 2026.

Adequate notices, Agenda and detailed notes on Agenda were given to all Directors to schedule the Meetings of the Board of Directors and its Committees, which were sent within the stipulated time except where consent of the directors and members of the committees was received for circulation of notice, agenda and notes on agenda at a shorter notice.

A proper system exists in the company for seeking and obtaining further information and clarifications on the agenda items by the Directors before the meetings and for meaningful participation by them at their meetings.

All decisions at the meetings of the Board and the meetings of the Committees including circular resolutions were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors and Committee of the Board, save and except for directors who may have been concerned or interested in the resolutions.

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

We further report, pursuant to the issue and allotment of 35,12,50,000 (Thirty-Five Crore Twelve Lakh and Fifty Thousand) fresh equity shares and the conversion of 6,000 (Six Thousand) Zero Coupon Unsecured Optionally Fully Convertible Debentures (ZOFCDs) into 60,00,00,000 (Sixty Crore) equity shares, the paid-up share capital of the Company increased from ₹5,99,99,700 (Rupees Five Crore Ninety-Nine Lakh Ninety-Nine Thousand Seven Hundred) to ₹101,12,49,700 (Rupees One Hundred and One Crore Twelve Lakh Forty -Nine Thousand and



Seven Hundred). As a result of such increase, certain provisions of the Act, which were not previously applicable to the Company, became applicable, and the Company has complied with the applicable provisions thereof.

We further report that during the audit period the following major events had taken place:

- I. During the year under audit, the Board, vide its resolution dated April 09, 2025, allotted 1,500 Zero Coupon Unsecured Optionally Fully Convertible Debentures (ZOFCDs) of face value of ₹ 1,00,000 (Rupees One Lakh) each, aggregating to ₹ 15,00,00,000 (Rupees Fifteen Crore only), to Jupiter Metaverse LLP.
- II. During the year under audit, the Board of Directors, at their meeting held on April 15, 2025, and the Members, at the Extra Ordinary General Meeting held on April 16, 2025, approved the 63SATS Cybertech Limited Employee Stock Option Scheme – 2025 ("ESOS Scheme – 2025") for the Company, its holding and its subsidiary Company.
- III. During the year under audit, the Board of Directors, at their meeting held on December 12, 2025, has approved the conversion of 6,000 Zero Coupon Unsecured Optionally Fully Convertible Debentures (ZOFCDs) of ₹1,00,000 each into fully paid-up equity shares of the Company and, accordingly, has approved the issue and allotment 60,00,00,000 (Sixty Crore) fully paid-up equity shares of Re. 1/- each to 63 Moons Technologies Limited, the Holding Company.
- IV. During the year under audit, the Company has raised fund by way of issue and allotment of equity shares on a preferential basis, aggregating to ₹ 2,55,67,00,000/- (Rupees Two Hundred and Fifty-Five Crore and Sixty-Seven Lakh) in the following stages:
 - a) Issue and allotment of 10,62,00,000 (Ten Crore Sixty-Two Lakh) equity shares of face value of ₹ 1 each, at par, to 14 (Fourteen) allottees in dematerialised form on May 5, 2025;
 - b) Issue and allotment of 18,00,00,000 (Eighteen Crores) equity Shares of face value of ₹ 1/- (Rupee One) each, at a price of ₹ 10/- (Rupee Ten Only), including a premium of ₹ 9/- (Rupees Nine only) to 27 (Twenty-Seven) allottees in dematerialised form on September 09, 2025;
 - c) Issue and allotment of 6,50,50,000 (Six Crores Fifty Lakh and Fifty Thousand) equity shares of face value of ₹ 1/- (Rupee One) each, at a price of ₹ 10/- (Rupee Ten Only), including a premium of ₹ 9/- (Rupees Nine only) to 5 (Five) allottees in dematerialised form on October 10, 2025;
- V. During the year under audit, the Board of Directors of the Company at their meeting held on July 23, 2025, and the members, at their Extra Ordinary General Meeting held on July 30, 2025 have approved the alteration of the Articles of Association, by deleting sub article (i) of Article no. 12 (Calls on Shares) of the existing Article of Association of the company:

"(i) Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call."
- VI. The Members of the Company at their 19th Annual General Meeting held on September 24, 2025 approved the appointment of M/s CVB & Associates (formerly known as M/s Hiren Buch Associates), Chartered Accountants (Registration No. 116131W) as the Statutory



Auditors of the Company for a term of Five (5) consecutive years i.e. from the conclusion of the 19th Annual General Meeting till the conclusion of 24th Annual General Meeting of the Company.

- VI. During the audit period, the Board of Directors, at their meeting held on September 02, 2025, and the Members, at the 19th Annual General Meeting of the Company held on September 24, 2025, have approved the increase in the Authorised Share Capital of the Company from ₹54,00,00,000 (Rupees Fifty Four Crore Only) divided into 53,75,00,000 (Fifty Three Crore Seventy Five Lakh Only) Equity Shares of ₹1/- each (Rupee One Only) and 25,00,000 (Twenty Five Lakh Only) Preference Shares of ₹1/- each (Rupee One Only) to ₹1,26,00,00,000 (Rupees One Hundred and Twenty Six Crore Only), divided into 1,25,75,00,000 (One Hundred and Twenty Five Crore and Seventy Five Lakh Only) Equity Shares of ₹1/- each (Rupee One Only) and 25,00,000 (Twenty Five Lakh Only) Preference Shares of ₹1/- each (Rupee One Only) and also approved the Alteration to the Capital Clause of Memorandum of Association of the Company in consequence of the above increase in the Authorised Share Capital of the Company.

**For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]
PR No.: 7353/2025**



**Venkataraman Krishnan
Partner**

ACS No.: 8897

COP No.: 12459

UDIN: A008897H001068934

**Date: August 10, 2026
Place: Mumbai**

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

Annexure – A

To,
The Members,
63SATS Cybertech Limited
FT Tower, 3rd Floor, CTS no.
256 & 257, Suren Road,
Chakala, Andheri (East),
Mumbai 400093.

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

- I. The Company's management is responsible for maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards. Our responsibility is to express an opinion on the secretarial records produced for our audit.
- II. We have followed such audit practices and processes as were considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
- III. We have considered compliance related actions taken by the company based on independent legal /professional opinion obtained as being in compliance with law.
- IV. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We have also examined the compliance procedures followed by the Company. We believe that the processes and practices we followed, provide a reasonable basis for our opinion.
- V. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- VI. We have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
- VII. Our Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For BNP & Associates**Company Secretaries****[Firm Regn. No. P2014MH037400]****PR No.: 7353/2025**

A handwritten signature in black ink, appearing to read "K. Venkataraman", with a horizontal line underneath.

Venkataraman Krishnan**Partner****ACS No.: 8897****COP No.:12459****UDIN: A008897H001068934**

Date: August 10, 2026
Place: Mumbai

CVB & Associates

Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF 63SATS Cybertech Limited (Formerly known as 63SATS Global Cyber Technologies Networks Limited (63SATS))

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **63SATS Cybertech Limited (Formerly known as 63SATS Global Cyber Technologies Networks Limited (63SATS))** (the "Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of material accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

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

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's

Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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.

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

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

The Company's Management and Board of Directors are responsible for 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 consolidated financial statements, financial statements and our auditor's report thereon.

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

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

Management's Responsibilities for the Financial Statements

The Company's Management and 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, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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

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

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

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

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 in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. A. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - 1) As explained to us by the Management of the Company, no litigations is pending against the company which would impact its financial position.
 - 2) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - 3) The Company has no material foreseeable losses on long term contracts (including derivative contracts) and hence for the same the company has not made any provision.

4) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

C. 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.

3) Based on our examination, which include test checks, the Company has used accounting software for maintaining its books of account for the Financials year ended March 31st, 2026, which has a feature of recording audit trail (edit log) facility and the same has operated during the year for all material transaction recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As provision to Rule 3(1) of the Companies (Accounts) Rule, 2014 is applicable from April 1, 2023, reporting under rule 11(g) of the Companies (Audit and Auditor) Rules, 2014 on preservation of audit trail as per the statutory requirement

for records retention is not applicable for the financials year ended March 31, 2026.

Other Matter

The financial statements of the company for the year ended 31st March 2024 were audited by another auditor who expressed an unmodified opinion on those statements dated 14th May 2024. As a part of our audit of the current period, we have relied on the opening balances as reported by the predecessor auditor, which have been properly brought forward and reflected the application of applicable accounting policies. Our audit procedures included reading the prior period financial statements and predecessor auditor's report thereon and performing procedures and considered necessary to obtain sufficient and appropriate evidence regarding the opening balance.

For C V B & Associates
Chartered Accountant
FRN: 116131W

Sandeep Chaturvedi
Partner

M.No: 154248

UDIN: 26154248ZZYOXL9416



Date:12-05-2026

Place: Mumbai

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of 63SATS Cybertech Limited Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of subsection 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls over financial reporting of **63SATS Cybertech Limited (Formerly known as 63SATS Global Cyber Technologies Networks Limited (63SATS))** (the "Company") as of March 31, 2026 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Management 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 (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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 ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was

established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the criteria for internal financial control over financial reporting 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 ICAI.

For C V B & Associates
Chartered Accountant
FRN: 116131W



Sandeep Chaturvedi
Partner
M.No:154248
UDIN:26154248ZZYOXL9416

Date: 12-05-2026
Place: Mumbai

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT (Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **63SATS Cybertech Limited (Formerly known as 63SATS Global Cyber Technologies Networks Limited** of even date)

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

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
- (b) The Property, Plant & Equipment were physically verified by the management during the year in accordance with a phased programme of verification, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations give to us and the records examined by us, the title deeds of all immovable properties (other than properties where the company is lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements are held in the name of the Company. No immovable property is held in any name other than that of the Company.
- (d) The Company has not revalued any of its property, plant and equipment (including right-of-use assets) or intangible assets during the year ended 31st March 2026.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and the rules made thereunder.
- ii. (a) The Company does not have any inventory as at balance sheet date and hence reporting under clause 3(ii)(a) of the Order is not applicable.
- (b) The Company has not sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- 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 or provided any guarantee or security to the Companies, Limited Liability Partnerships, firms or any other parties but has granted loans and advances in nature of loans, secured or unsecured, to the companies during the year. The requisite information of the same is as below:-

- (a) Based on audit procedure carried on by us and as per information and explanations given to us, the Company has provided inter corporate deposits being secured and unsecured to companies as below: -

Sr. No.	Particulars	Inter Corporate Deposits being secured and unsecured loan (Rs. In Lakhs)
1.	Aggregate amount granted during the year • Related Parties • Other Companies • Employees	5,500.00
2.	Balance outstanding as at Balance sheet date • Related Parties • Other Companies • Employees	4,000.00

- (b) In our opinion condition of grant of all above loans and advances in nature of loans provided during the year, prima facie, not prejudicial to the Company's interest.
- (c) In respect of loans and advances granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and repayment or receipts are regular.
- (d) In respect of loans and advances granted by the Company, there are no overdue amounts remaining outstanding for more than 90 days as at balance sheet date.
- (e) During the year, inter corporate deposits aggregating Rs. 2500 Lakhs which has been fallen due for repayment, were extended for a further period of 6 months. The aggregate amount so extended represents

45.45% of total loans/advances in the nature of loans granted during the year.

Sr No.	Name of party	Relationship	Original ICD amount (Rs. In Lakhs)	Original due date	Amount fallen due (Rs. In Lakhs)	Nature of extension/ Period of extension	Extended due date	Outstanding balance as at Balance sheet date (Rs. In lakhs)
1.	Elimath Advisors Private limited	Other Company	2,500.00	9 th January, 2026	2,500.00	Extended for 6 months	10 th July, 2026	2,500.00

(f) The company has not granted loans and advances in the nature of loan which are repayable on demand or without specifying any terms or repayments.

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

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

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

vii. In respect of statutory dues:

(a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2026 for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2026 on account of disputes are given below:

Nature of the statute	Nature of dues	Forum where the dispute is pending	Period to which the amount relates	Amount
NA	NA	NA	NA	NA

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

ix. a. The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.

b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

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

d. On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

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

f. The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.

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

- b. According to the information and explanations given to us and based upon our examination of the records of the Company, during the year, a significant portion of Zero Coupon Unsecured Fully Convertible Debentures (ZOFCDD) has been converted to Equity Shares as per the conversion terms in the debenture document and Funds has been raised through allotment of Equity shares via Private placement, the relevant requirement of section 42 and 62 of Companies Act, 2013 have been complied with. The unutilised amount has been kept in short term mutual funds, inter corporate deposits and cash and cash equivalent for the year ended 31st March 2026.
- xi. a. No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c. As per Management Representation the has not received any whistle blower complaints during the year and hence clause 3(xi)(c) is not applicable to the Company.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed at note no.33 in the financial statements as required by the applicable accounting standards.
- xiv.(a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, to the extent relevant to our audit, the internal audit reports for the period under audit, issued to the company during the year and until the date of audit report.

- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) and (b) of the Order is not applicable.
(c) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has incurred cash losses of Rs. 387.77 Lakhs in the current and Rs. 1,579 Lakhs in the immediately preceding financial year.
- xviii. The previous statutory auditors M/S Chaturvedi Sohan & Co., Chartered Accountants, have vacated office at the end of the year upon completion of their term of appointment as prescribed under Section 139 of the Companies Act, 2013. The vacation of office is on account of completion of the mandatory term and does not constitute a resignation within the meaning of Clause 3 (xviii) of CARO, 2020.
- xix. 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 and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. As per section 135 of the Companies Act 2013, the company is not liable to contribution toward CSR, accordingly clause 3(xx)(a)(b) of the order is not applicable to the Company.

For C V B & Associates
Chartered Accountant
FRN: 1161131W



Sandeep Chaturvedi
Partner
M.No:154248
UDIN: 26154248ZZYOXL9416

Date: 12-05-2026
Place: Mumbai

63SATS Cybertech Limited
for the year ended March 31,2026

63SATS Cybertech Limited

(Formerly 63SATS Global Cyber Technologies Networks Ltd.)

Balance Sheet as at March 31, 2026

(₹ in lakhs)

Particulars	Note	As at 31.03.2026	As at 31.03.2025
ASSETS			
Non-current assets			
Property, plant and equipment	5	2,020.82	27.66
Right of use assets	6	49.69	26.30
Other intangible assets	7 a	540.60	0.34
Intangible assets under development	7 b	600.55	-
Financial assets			
(i) Other financial assets	10	45.00	4.50
Deferred tax assets (net)	20	140.57	-
Other non-current assets	11	134.57	3.83
Total non-current assets		3,531.80	62.63
Current assets			
Financial assets			
(i) Investments	8	8,692.99	358.01
(ii) Trade receivables	12	5,821.13	44.05
(iii) Cash and cash equivalents	13	3,332.05	106.55
(iv) Bank Balances other than (iii) above	14	4,436.39	143.88
(v) Loans	9	4,000.00	-
(vi) Other financial assets	10	71.46	1.54
Current tax assets (net)	20	505.93	28.95
Other current assets	11	722.59	200.31
Total current assets		27,582.54	883.29
Total assets		31,114.34	945.92

(₹ in lakhs)

Particulars	Note	As at 31.03.2026	As at 31.03.2025
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	15	10,112.50	600.00
Other equity		19,637.79	(950.03)
Total equity		29,750.29	(350.03)
LIABILITIES			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	16	256.94	1,010.53
(ii) Lease Liability		27.66	0.30
Provisions	18	151.72	31.73
Other non-current liabilities	19	-	13.57
Total non-current liabilities		436.32	1,056.13
Current liabilities			
Financial liabilities			
(i) Lease Liability		24.14	26.54
(ii) Trade payables	21		
Due to micro and small enterprises		66.99	7.47
Due to others		379.71	90.98
(iii) Other financial liabilities	17	31.18	18.93
Provisions	18	31.88	8.49
Other current liabilities	19	393.83	87.41
Total current liabilities		927.73	239.82
Total Liabilities		1,364.05	1,295.95
Total equity and liabilities		31,114.34	945.92

See accompanying notes forming part of the financial statements 1 to 42

In terms of our report attached
For C V B & Associates
Chartered Accountants
(Firm's Registration No. 116131W)
by the hand of

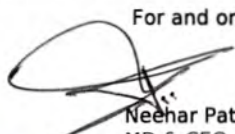


Sandeep Chaturvedi
Partner
Membership No. 154248

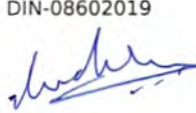
Place : Mumbai
Date : May 12 , 2026



For and on behalf of the Board

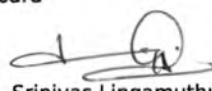


Neehar Pathare
MD & CEO
DIN-08602019

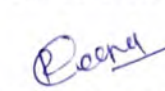


Jatin Doshi
CFO

Place : Mumbai
Date : May 12 , 2026



Srinivas Lingamuthu
Jt. MD & Jt. CEO
DIN- 06727385



Reena Agrawal
Company Secretary



63SATS Cybertech Limited

(Formerly 63SATS Global Cyber Technologies Networks Ltd.)

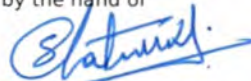
Statement of profit and loss for the year ended March 31, 2026

(₹ in lakhs)

Particulars	Note	Year Ended 31.03.2026	Year Ended 31.03.2025
Revenue from operations	22	8,716.13	239.67
Other income (net)	23	798.79	61.50
Total Income		9,514.92	301.17
Expenses			
Cost of Goods Sold	24	4,007.74	-
Employee benefits expense	25	1,927.03	1,105.39
Finance costs	26	174.04	74.48
Depreciation and amortisation expenses	27	73.93	14.26
Other expenses	28	3,967.91	713.28
Total expenses		10,150.65	1,907.41
Profit / (Loss) before tax		(635.73)	(1,606.24)
Tax expense / (credit):			
Current tax		-	-
Deferred tax expenses / (income)		(132.72)	-
Total tax expense		(132.72)	-
(Loss) / Profit for the year		(503.01)	(1,606.24)
Other Comprehensive Income for the year			
Items that will not be reclassified subsequently to profit or loss			
liability/asset		(31.20)	-
Income tax relating to above mentioned items		7.85	-
Total Other Comprehensive Income (net of tax)		(23.35)	-
Total comprehensive income for the year		(526.36)	(1,606.24)
Earnings per share: (Face Value per share ₹ 1/-)			
Basic and Diluted per share (in ₹)		(0.26)	(3.68)
Face Value Per Share (in ₹)		1.00	1.00

See accompanying notes forming part of the financial statements 1 to 42

In terms of our report attached
For C V B & Associates
Chartered Accountants
(Firm's Registration No. 116131W)
by the hand of



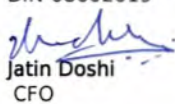
Sandeep Chaturvedi
Partner
Membership No. 154248

Place : Mumbai
Date: May 12 , 2026




For and on behalf of the Board

Neehar Pathare
MD & CEO
DIN-08602019

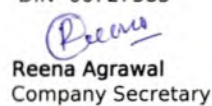


Jatin Doshi
CFO

Place : Mumbai
Date: May 12 , 2026



Srinivas Lingamuthu
Jt. MD & Jt. CEO
DIN- 06727385



Reena Agrawal
Company Secretary



63SATS Cybertech Limited
(Formerly 63SATS Global Cyber Technologies Networks Ltd.)
Statement of changes in equity for the Year ended March 31, 2026

Particulars	Equity Share Capital	Reserves and surplus			Other Comprehensive Income	Total other equity	Total equity attributable to equity holders of the Company
		Securities premium reserve	Equity portion of Convertible Debenture	Retained earnings			
Balance at 01.04.2024	100.00	-	-	94.23	-	94.23	194.23
Changes in equity for the year ended 31.03.2025							
Issue of share capital during year	500.00	-	-	-	-	-	500.00
Convertible Debenture Reserve (Equity)	-	-	561.98	-	-	561.98	561.98
Profit for the year	-	-	-	(1,606.24)	-	(1,606.24)	(1,606.24)
Balance at 31.03.2025	600.00	-	561.98	(1,512.01)	-	(950.03)	(350.03)
Balance at 01.04.2025	600.00	-	561.98	(1,512.01)	-	(950.03)	(350.03)
Changes in equity for the year ended 31.03.26							
Addition during the year	9,512.50	-	-	-	-	-	9,512.50
Securities premium received on issue of shares	-	22,258.37	-	-	-	22,258.37	22,258.37
Expenses in relation to issue of shares	-	(722.70)	-	-	-	(722.70)	(722.70)
Convertible Debentures Reserve (Equity) - addition on issue of additional debenture	-	-	1,465.03	-	-	1,465.03	1,465.03
Convertible Debentures Reserve (Equity) - reduction on conversion of debentures into equity	-	-	(1,886.52)	-	-	(1,886.52)	(1,886.52)
Profit / (loss) for the year	-	-	-	(503.01)	(23.35)	(526.36)	(526.36)
Balance at 31.03.2026	10,112.50	21,535.67	140.49	(2,015.02)	(23.35)	19,637.79	29,750.29

Nature and purpose of reserves:

Securities Premium Reserve: The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve.

Equity portion of Convertible Debenture: The difference between the proceeds received on issue of zero coupon fully convertible debentures and the fair value of its liability component is recognised as Equity Component of convertible Debentures.

Retained earnings: Remaining portion of profits earned by the Company till date after appropriations.

In terms of our report attached

For C V B & Associates

Chartered Accountants

(Firm's Registration No. 116131W)

by the hand of

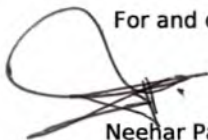


Sandeep Chaturvedi
Partner
Membership No. 154248



Place : Mumbai
Date: May 12 , 2026

For and on behalf of the Board



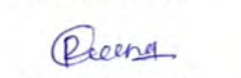
Neehar Pathare
MD & CEO
DIN-08602019


Jatin Doshi
CFO

Place : Mumbai
Date: May 12 , 2026



Srinivas Lingamuthu
Jt. MD & Jt. CEO
DIN- 06727385


Reena Agrawal
Company Secretary



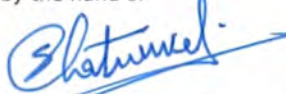
63SATS Cybertech Limited
(Formerly 63SATS Global Cyber Technologies Networks Ltd.)
Statement of Cash Flow for the year ended March 31, 2026

		(₹ in lakhs)	
Particulars	Year ended 31.03.2026		Year ended 31.03.2025
A. Cash flow from operating activities			
Profit / (Loss) before tax		(635.73)	(1,606.24)
Adjustments for:			
Depreciation and amortisation expense	73.93		14.26
Gain on fair valuation of financial assets at fair value through profit or loss	(512.31)		(8.01)
Finance costs	153.80		74.48
Dividend income	-		(33.19)
Interest income	(286.35)	(570.93)	(20.30)
Operating profit / (loss) before working capital changes		(1,206.66)	(1,579.00)
Changes in working capital:			
Adjustments for:			
Trade receivables, loans, other financial assets and other assets	(6,314.61)		(254.26)
Trade payables, other financial liabilities, other liabilities and provision	764.12	(5,550.49)	258.29
Cash used in operations		(6,757.15)	(1,574.97)
Net Income Tax paid		(604.00)	(29.19)
Net cash flow from operating activities (A)		(7,361.15)	(1,604.16)
B. Cash flow from investing activities			
Capital expenditure on Property, plant and equipment and other Intangible assets including capital advances		(3,202.33)	(32.27)
Purchase of Financial assets - others		(29,077.63)	(350.00)
Bank deposits not considered as Cash and cash equivalents (Net)		(4,332.51)	41.12
Sale of Investments		21,254.96	-
Placement of Inter Corporate Deposit		(4,000.00)	-
Interest income		227.79	22.73
Dividend on investments		-	33.19
Cash flow from investing activities		(19,129.72)	(285.23)
Net cash flow from investing activities (B)		(19,129.72)	(285.23)
C. Cash flow from financing activities			
Issue of Share capital including shar premium		24,844.30	500.00
Borrowing - issue of Zero Coupon Unsecured Optionally Fully Convertible Debentures		4,875.00	1,500.00
Repayment of lease liabilities - Principal		(2.60)	(9.44)
- Interest		(0.33)	(1.74)
Net cash used in financing activities (C)		29,716.37	1,988.82
Net increase in cash and cash equivalents (A + B + C)		3,225.50	99.43
Cash and cash equivalents (opening balance)		106.55	7.12
Cash and cash equivalents (closing balance)		3,332.05	106.55

Notes to cash flow statement:

- Cash flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard (Ind-AS 7) Statement of Cash flows".

In terms of our report attached
For C V B & Associates
Chartered Accountants
(Firm's Registration No. 116131W)
by the hand of


Sandeep Chaturvedi
Partner
Membership No. 154248



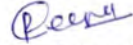
Place : Mumbai
Date: May 12 , 2026

For and on behalf of the Board


Neehar Pathare
MD & CEO
DIN-08602019


Jatin Doshi
CFO


Srinivas Lingamuthu
Jt. MD & Jt. CEO
DIN- 06727385


Reena Agrawal
Company Secretary

Place : Mumbai
Date: May 12 , 2026



1. Company Overview

63SATS Cybertech Limited (formerly 63SATS Global Cybertechnologies Networks Limited) (the 'Company') is domiciled in India. The Company's registered office is at FT Tower, 3rd floor, CTS No. 256&257 Suren Road, Chakala, Andheri (East) – 400093, India. The Company's Corporate Identity Number (CIN) is U72900MH2007PLC168354

The principal activity of the company is that of to carry on the business of providing a comprehensive cybersecurity solutions, catering to the needs of citizens, enterprises and the government.

These Ind-AS compliant financial statements were approved by the Board of Directors on 12th May 2026.

2. Basis of Preparations

2.1. Statement of compliance and Basis of Preparation

These financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified pursuant to Section 133 of the Companies Act, 2013 ("the 2013 Act") under the Companies (Indian Accounting Standards) Rules, 2015, subsequent amendment thereto and the relevant provisions of the 2013 Act.

The financial statements have been prepared on accrual basis using the historical cost measurement except for the following material items that have been measured at fair value as required by relevant Ind AS:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)
- Defined benefit and other long-term employee benefits

The accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.2. Functional and presentation currency

These separate financial statements are presented in Indian Rupees, which is the Company's functional currency. All amounts have been rounded to the nearest rupees lakhs, unless otherwise indicated.

2.3. Use of judgements and estimates

The preparation of the financial statements in conformity with Ind AS requires management to make certain estimates, judgements and assumptions. These affect the application of accounting policies, the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the reporting date of the financial statements and reported amounts of income and expenses during the period. Accounting estimates could change from period to period and the actual results could differ from those estimates. These are reviewed by the management on an on-going basis and appropriate changes in estimates are made prospectively as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements. The management believes that the estimates used in preparation of these financial statements are just, prudent and reasonable.



Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2026 is included in the following notes:

- Note 3.3, 3.4, 5 and 7 - Estimation of useful life of tangible and intangible assets.
- Note no. 3.8: Estimation of income taxes.

3. Material Accounting Policies

The Company has consistently applied the following accounting policies to all periods presented in these financial statements.

3.1. Revenue Recognition

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration expected to receive in exchange for those products or services. The Company recognises the revenue as per five step model as specified in Ind AS 115. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. Revenue also excludes taxes collected from customers.

The revenue from the sale of software products (including IPR based licenses) is recognised on delivery/granting of right to use. In case software are bundled with support, charges for support are recognized as revenues ratably over the contractual period that the support services are provided on cost plus basis. In respect of service contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, revenue is recognized over time. Revenue from fixed price service contracts is recognised based on acts performed as specified in the contracts over the contract period where performance of several acts is required over that period with allocation of revenue based on percentage of completion of efforts basis. In the case of time and material contracts, revenue is recognised on the basis of hours completed and material used. In instances when revenue is derived from sales of third-party vendor services, material or licenses, revenue is recorded on a gross basis when the Company is a principal to the transaction and net of costs when the Company is acting as an agent between the customer and the vendor, once control of a promised good is transferred to a customer. Certain upfront non-recurring incremental contract acquisition costs are deferred and classified as Deferred contract cost and amortized to revenue, usually on a straight-line basis, over the term of the contract.

The billing schedules agreed with customers include periodic performance-based billing and/ or milestone-based progress billings. Revenues in excess of invoicing are classified as contract assets (which are referred to as unbilled revenue). Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Invoicing in excess of revenues are classified as contract liabilities (which are referred to as unearned revenues).



3.2. Interest income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income in respect of income tax is accounted on receipt basis.

3.3. Property, plant and equipment

i. Recognition and measurement

Property, Plant and Equipment (PPE) are carried at cost less accumulated depreciation and any accumulated impairment losses, if any.

The cost of PPE comprises its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates and any costs directly attributable to bring in the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

PPE which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the assets) is recognised in Statement of Profit & Loss.

ii. Subsequent expenditure

Subsequent expenditure relating to PPE is capitalised only when it is probable that future economic benefits with these will flow to the company and cost of the item can be measured reliably. Repairs & maintenance costs are recognised in Statement of Profit and Loss as and when incurred.

iii. Depreciation

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values using the straight-line method over their estimated useful lives. Leased assets and leasehold improvements are depreciated over the shorter of the lease term and their useful lives.

Depreciation methods, useful lives and residual values are reviewed annually and the effects of any changes in estimates are accounted for on a prospective basis.

Freehold Land is not depreciated. For others, depreciation has been provided on the basis of estimated useful life as follows.

Assets	Useful life
Office Equipment	2 to 5 Years
Computer Hardware	3 to 6 Years
Furniture and Fixtures	5 to 10 Years
Buildings	50 to 58 Years

Assets costing up to ₹ 5,000/- are fully depreciated in the year of acquisition.



3.4. Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment, if any. The cost of intangible assets comprises its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates and any costs directly attributable to bring in use. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. Research costs are expensed as incurred. Amortization methods and useful lives are reviewed annually and the effects of any changes in estimates are accounted for on a prospective basis.

The Company amortises intangible assets using the straight-line method over the estimated useful life as follows:

- Patents, copyright and other rights - 8 years
- Computer software - 4 to 6 years

Development expenditure, on an individual project, is recognized as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale.
- Its intention to complete and its ability and intention to use or sell the asset.
- How the asset will generate future economic benefits.
- The availability of resources to complete the asset.
- The ability to measure reliably the expenditure during development.

Subsequently, following initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete, and the asset is available for use. It is amortized over the period of expected future benefit. Amortization expense is recognized in the statement of profit and loss. During the period of development, the asset is tested for impairment annually.

3.5. Cash and cash equivalents.

The Company considers all highly liquid investments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

3.6. Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at recognition.

Classification	Initial recognition	Subsequent recognition
Non-derivative financial instruments		
a) Financial assets at amortised cost: if it is held within business model where purpose is to hold asset for contractual cash flows that are solely payments of principal and interest on principal outstanding	At fair value including directly attributable transaction costs	Subsequently carried at amortised cost using effective interest rate method less any impairment loss
b) Financial assets at fair value	At fair value excluding	Fair valued at each



63SATS Cybertech Limited
(Formerly 63SATS Global Cyber Technologies Networks Ltd.)
Notes to the Financial Statements for the year ended 31 March 2026

through statement of profit and loss: if financial asset is not classified in any of the above categories	directly attributable transaction costs. Transaction costs are recognised in Statement of Profit and Loss	subsequent reporting date.
c) Trade receivable (which do not contain significant financing component)	At transaction price	Subsequently held at amortised cost, using the effective interest rate method, net of any expected credit loss (Trade Receivable more than 270 days are booked at 100% ECL rate).
d) Financial liabilities	At fair value including directly attributable transaction costs	At amortised cost: using effective interest method except certain items.
e) Borrowings	In respect of compound financial instruments, Zero Coupon Unsecured, Optionally Fully Convertible Debenture, the liability component is measured at the present value of the future cash flows (redemption amount), discounted using a market rate of interest for a similar debt instrument without a conversion option. The equity component is measured as the residual amount, i.e., the difference between the proceeds received and the fair value of the liability component.	•The liability component is subsequently measured at amortised cost using the effective interest rate (EIR) method. •The equity component is not remeasured after initial recognition.
Share capital		
	Ordinary shares classified as equity.	

Financial assets are reclassified subsequent to their recognition if and in the period the Company changes its business model for managing financial assets.

Derecognition of financial instruments: A financial asset is derecognised by the Company only when:

- Contractual right to receive cash flows from the assets expires; or
- the Company has transferred the rights to receive cash flows from the financial asset; or
- if the Company has not retained control of the financial asset; or
- the Company has transferred substantially all risks and rewards of ownership of the financial asset.



Any gain or loss on derecognition is recognised in statement of profit and loss including cumulative gain or loss in case of financial assets subsequently valued at fair value through other comprehensive income. In case of financial assets and liability subsequently fair valued through profit or loss gain or loss is presented on a net basis.

A financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires. Any gain or loss on derecognition is recognised in statement of profit and loss.

i. Measurement of Fair Value

Company's accounting policies and disclosures require the measurement of fair values, for both financial and non- financial assets and liabilities. In determining the fair value of its financial instruments as define in Ind AS 113, the Company regularly reviews significant unobservable inputs, valuation adjustments, uses a variety of methods and assumptions that are based on market conditions and risks, existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

ii. Foreign Currency transactions

Transactions in foreign currencies are translated into the functional currency of the Company at the exchange rates at the dates of the transactions or at rates that closely approximate the rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Foreign currency differences are generally recognised in profit or loss.

3.7. Employee benefits

iii. Short-term obligations

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the period when the employee renders those services.

iv. Other long-term employee benefit obligations

Compensated Absences

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

Defined Benefit Plan

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated at each reporting date by actuaries using the projected unit credit method.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised, net of tax impact, in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in the present value of the defined benefit obligation resulting from



plan amendments or curtailments are recognised immediately in profit or loss as past service cost. The amount of net interest expense calculated by applying the liability discount rate to the net defined liability or asset is charged or credited to 'Finance Cost' in Statement of Profit and Loss.

Defined Contribution Plans

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

3.8. Leases

The Company, at the inception of a contract, assesses whether the contract is a lease or not lease.

Company as a lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date. The lease payments are discounted using the Company's incremental borrowing rate. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset.

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract.

The Company has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value and are recognized as an expense on a straight-line basis over the lease term.

Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

3.9. Income tax

Income tax expense comprises current and deferred tax and it is recognised in profit or loss.

i. Current tax

Current tax comprises the expected tax payable or recoverable on the taxable income or loss for the year and any adjustment to the tax payable or recoverable in respect of previous years.



The amount of current tax payable or recoverable is the best estimate of the tax amount expected to be paid or received. It is measured using tax rates enacted or substantively enacted at the reporting date. Interest income in respect of income tax is shown under Other Income and interest expenses and penalties, if any, are included in current tax expense. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amount and there is an intention to settle the assets and liabilities on net basis.

ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on business plans of the Company and the reversal of temporary differences. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

3.10. Operating Cycle

Based on the nature of activities of the Company, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

3.11. Provisions

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

3.12. Research and development costs

Research costs are expensed as incurred. Development expenditure is expensed except for an individual project it is recognised as an intangible asset when the recognition criteria as per Ind AS 38 are met.

3.13. Segment reporting

An operating segment is a component of a company whose operating results are regularly reviewed by the Company to make decisions about resource allocation and assess its performance and for which discrete financial information is available.

3.14. Significant Accounting Judgements, Estimates and Assumptions

The preparation of the Company's Standalone financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, including the disclosure of contingent



liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a) Judgements:

In the process of applying the Company's accounting policies, the management has made the following judgements, which have the most significant effect on the amounts recognised in the Standalone financial statements.

Significant Judgement is required for identifying separate performance obligation, determination of basis and its appropriateness for allocation of transaction price to the identified performance obligations and recognition of such identified performance obligations based on timing of satisfaction (i.e. over time or point in time). The Company considered each promise in a contract with customer to transfer a goods or service that is distinct or a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer to identify separate performance obligation, transaction price is allocated to each performance obligation that depicts the amount of consideration to which the entity expects to be entitled in exchange for transferring the promised goods or services to the customer and point of transfer of control in goods or service to determine whether the performance obligation is satisfied over time or at a point in time.

b) Estimates and assumptions:-

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the Standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

c) Expected Credit loss on trade receivables:

The Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. In addition to that management also make specific provision in case the recovery is not expected based on their discussion with the customer's.

4. Standards issued but not yet effective

Ministry of Corporate Affairs has not notified amendments to the Ind AS which are effective 1st April, 2026.



63SATS Cybertech Limited

(Formerly 63SATS Global Cyber Technologies Networks Ltd.)

Notes forming part of the financial statements for the year ended March 31, 2026

5 Property, plant and equipment

(₹ in lakhs)

Particulars	Freehold Land	Buildings	Computer Hardware	Office Equipment	Furniture and Fixtures	Total
Period ended March 31, 2026						
Gross carrying Value as at April 01, 2025	-	-	24.38	3.49	4.04	31.91
Additions	1,140.16	799.46	80.29	7.79	-	2,027.70
Disposals	-	-	-	-	(2.20)	(2.20)
Gross carrying Value as at March 31, 2026	1,140.16	799.46	104.67	11.28	1.84	2,057.41
Accumulated depreciation and impairment as at April 01, 2025	-	-	3.24	0.74	0.27	4.25
Charged during the year	-	11.57	17.78	2.88	0.32	32.55
Disposals	-	-	-	-	(0.21)	(0.21)
Upto March 31, 2026	-	11.57	21.02	3.62	0.38	36.59
Gross carrying Value as at March 31, 2026	1,140.16	787.89	83.65	7.66	1.46	2,020.82
Year ended March 31, 2025						
Gross carrying Value as at April 01, 2024	-	-	-	-	-	-
Additions	-	-	24.38	3.49	4.04	31.91
Disposals	-	-	-	-	-	-
Gross carrying Value as at March 31, 2025	-	-	24.38	3.49	4.04	31.91
Accumulated depreciation and impairment as at April 01, 2024	-	-	-	-	-	-
Charged during the year	-	-	3.24	0.74	0.27	4.25
Disposals	-	-	-	-	-	-
Upto March 31, 2025	-	-	3.24	0.74	0.27	4.25
Net carrying amount as at March 31, 2025	-	-	21.14	2.75	3.77	27.66



63SATS Cybertech Limited**(Formerly 63SATS Global Cyber Technologies Networks Ltd.)****Notes forming part of the financial statements for the year ended March 31, 2026****6 Right of Use Assets**

(₹ in lakhs)

Particulars	Buildings	Total
Year ended March 31, 2026		
Gross carrying Value as at April 1, 2025	36.29	36.29
Additions	51.41	51.41
Deletions on dehiring premises / Changes in lease terms	(36.29)	(36.29)
Gross carrying Value as at March 31, 2026	51.41	51.41
Accumulated depreciation and impairment as at April 01, 2025	9.99	9.99
Charged during the year	4.17	4.17
Deletions on dehiring premises	(12.44)	(12.44)
Upto March 31, 2026	1.72	1.72
Net carrying amount as at March 31, 2026	49.69	49.69
Year ended March 31, 2024		
Gross carrying Value as at April 1, 2024	-	-
Additions	36.29	36.29
Deletions on dehiring premises	-	-
Gross carrying Value as at March 31, 2025	36.29	36.29
Accumulated depreciation and impairment as at April 01, 2024	-	-
Charged during the year	9.99	9.99
Deletions on dehiring premises	-	-
Upto March 31, 2025	9.99	9.99
Net carrying amount as at March 31, 2025	26.30	26.30

Notes:**The Company as a Lessee:**

- A** The Company incurred ₹ 55.95 lakhs (Previous Year ₹ 54.30 lakhs) for the year ended 31st March, 2026 towards expenses relating to short-term leases and leases of low-value assets. The total cash outflow for leases is ₹ 73.32 lakhs (Previous Year ₹ 64.04 lakhs) for the year ended 31st March, 2026, including cash outflow of short-term leases and leases of low-value assets. Interest on lease liabilities is ₹ 0.71 lakhs (Previous Year ₹ 1.74 lakhs) for the year.
- B** The Company has entered into cancellable and non-cancellable operating lease agreements as a lessee for some premises ranging from 09 months to 24 months and may be renewed for further period based on mutual agreement of the parties.

The Commitment related to lease payments are as under:

Particulars	As at 31.03.2026	As at 31.03.2025
Not later than one year	25.72	1.65
Later than one year and not later than two years	-	-
Later than two years and not later than five years	-	-
Later than five years	-	-



63SATS Cybertech Limited**(Formerly 63SATS Global Cyber Technologies Networks Ltd.)****Notes forming part of the financial statements for the yearended March 31, 2026****7 a Other Intangible Assets**

(₹ in lakhs)

Particulars	Trade Mark	Computer software	Total
Year ended March 31, 2026			
Gross carrying Value as at April 01, 2025	0.36	-	0.36
Additions	0.54	576.93	577.47
Write off	-	-	-
Gross carrying Value as at March 31, 2026	0.90	576.93	577.83
Accumulated amortisation and impairment as at April 01, 2025	0.02	-	0.02
Charged during the year	0.06	37.15	37.21
Write off	-	-	-
Upto March 31, 2026	0.08	37.15	37.23
Net carrying amount as at March 31, 2026	0.82	539.78	540.60
Year ended March 31, 2025			
Gross carrying Value as at April 01, 2024	-	-	-
Additions	0.36	-	0.36
Disposals	-	-	-
Gross carrying Value as at March 31, 2025	0.36	-	0.36
Accumulated amortisation and impairment as at April 01, 2024	-	-	-
Charged during the year	0.02	-	0.02
Disposals	-	-	-
Upto March 31, 2025	0.02	-	0.02
Net carrying amount as at March 31, 2025	0.34	-	0.34

7 b Intangible assets under development

Intangible assets under development	Amount in CWIP for a period of	
	Less than 1 year	Total
Year ended March 31, 2026		
Projects in progress	600.55	600.55
Total	600.55	600.55
Year ended March 31, 2025		
Projects in progress	-	-
Total	-	-



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Notes forming part of the financial statements for the year ended March 31, 2026

		(₹ in lakhs)	
8 Investments		As at	As at
Particulars	31.03.2026	31.03.2025	
Current Investment			
Investment in Mutual Fund			
1 Nil (Previous Year 5,640.750) units of Nippon India Liquid Fund- Direct Plan -Growth	-	358.01	
2 5,80,518.858 (Previous Year Nil) units of Aditya Birla SL Liquid Fund Direct Plan	466.47	-	
3 1,00,309.745 (Previous Year 000.000) units of Switch in from Axis Overnight Fund	1,216.22	-	
4 44,425.597 (Previous Year Nil) units of Nippon India Ultra Short Fund Direct Pl	1,068.59	-	
5 1,81,001.745 (Previous Year Nil) units of Tata Overnight Fund Direct Plan Growth	1,065.48	-	
6 1,54,722.618 (Previous Year Nil) units of Trust MF Liquid Fund Direct Plan Growth	1,161.79	-	
7 2,11,460.872 (Previous Year Nil) units of Aditya Birla SL Saving Fund Direct Plan	1,237.04	-	
8 35,074.614 (Previous Year Nil) units of Nippon India Money Market Fund Direct P	930.86	-	
9 2,67,871.179 (Previous Year Nil) units of ICICI Prudential Savings Fund - Direct – Growth	1,546.54	-	
Total Investment in Mutual funds	8,692.99	358.01	
Total Current investment	8,692.99	358.01	
Aggregate Value of listed but not quoted investment	-	-	
Aggregate Value of unquoted investment	8,692.99	358.01	
Aggregate amount of expected credit loss	-	-	
9 Loans		(₹ in lakhs)	
Particulars		As at	As at
		31.03.2026	31.03.2025
Current			
Secured - Considered good			
Inter corporate loan	2,500.00	-	
Unsecured - Considered good			
Inter corporate loan	1,500.00	-	
Total	4,000.00	-	
Total Loans	4,000.00	-	
10 Other Financial Assets		(₹ in lakhs)	
Particulars		As at	As at
		31.03.2026	31.03.2025
Non-Current			
Security Deposits	5.00	4.50	
Other Bank Balances			
In deposit accounts	40.00	-	
Total	45.00	4.50	
Current			
Interest accrued on bank fixed deposits / Others	29.32	-	
Interest accrued on ICD	29.23	-	
Unbilled receivable	12.91	1.54	
Total	71.46	1.54	
Total Other Financial Assets	116.46	6.04	



63SATS Cybertech Limited

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Notes forming part of the financial statements for the year ended March 31, 2026

11 Other Assets

Particulars	(₹ in lakhs)	
	As at 31.03.2026	As at 31.03.2025
Other Non-Current assets		
Prepaid Expenses	7.55	3.83
Deferred Contract Cost	127.02	-
Total	134.57	3.83
Other current assets		
Advance for Sale of Software	46.63	-
Prepaid expenses	230.12	81.76
Deferred Contract Cost	124.69	-
Balances With Government Authorities	188.81	89.06
Advances for supply of goods and services		
Considered good	132.34	29.49
Considered doubtful	-	-
	132.34	29.49
Less: Allowance for doubtful advances	-	-
	132.34	29.49
Total	722.59	200.31
Total Other Assets	857.16	204.14

12 Trade receivables

Particulars	(₹ in lakhs)	
	As at 31.03.2026	As at 31.03.2025
Current Unsecured		
Undisputed Trade receivables – considered good	5,821.13	44.05
Undisputed Trade Receivables – credit impaired	-	-
Total Trade Receivables	5,821.13	44.05

Trade receivable ageing schedule for the year ended as on March 31, 2026 and March 31, 2025:

Particulars	(₹ in lakhs)					
	Not Due or Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
Undisputed Trade receivable - Considered goods	5,820.68	0.45	-	-	-	5,821.13
	(44.05)	(-)	(-)	(-)	(-)	(44.05)
Undisputed Trade receivable - Credit Impaired	-	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)	(-)
Disputed Trade receivable - Credit Impaired	-	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)	(-)
Total	5,820.68	0.45	-	-	-	5,821.13
	(44.05)	(-)	(-)	(-)	(-)	(-)
Less: Allowance for expected credit loss	-	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)	(-)
Total Trade receivable	5,820.68	0.45	-	-	-	5,821.13
	(44.05)	(-)	(-)	(-)	(-)	(44.05)

Previous Year amounts are given in bracket

Trade receivable schedule is prepared on the basis of due date of payment. Unbilled dues ₹ 12.91 lakhs (Previous Year ₹ 1.54 lakhs)

13 Cash and cash equivalents

Particulars	(₹ in lakhs)	
	As at 31.03.2026	As at 31.03.2025
Cash And Bank Balances		
Cash on hand	0.62	0.26
Balances with banks		
In current accounts	431.43	106.29
In deposit accounts with original maturity of less than 3 months	2,900.00	-
	3,331.43	106.29
Total Cash and Cash equivalents	3,332.05	106.55

14 Bank Balances other than (13) above

Particulars	(₹ in lakhs)	
	As at 31.03.2026	As at 31.03.2025
Other bank balances		
In deposit accounts with original maturity of more than 12 months	202.40	-
In deposit accounts with original maturity of more than 3 months but less than 12 months	4,233.99	143.88
Total Bank Balances other than (13) above	4,436.39	143.88



63SATS Cybertech Limited**(Formerly 63SATS Global Cyber Technologies Networks Ltd.)****Notes forming part of the financial statements for the year ended March 31, 2026****15 EQUITY SHARE CAPITAL**

Particulars	As at 31.03.2026		As at 31.03.2025	
	Number of shares	₹ in lakhs	Number of shares	₹ in lakhs
Authorised:				
Equity shares of ₹ 1/- each (P.Y ₹ 1/- each)	1,25,75,00,000	12,575.00	53,75,00,000	5,375.00
Preference shares of ₹ 1/- each	25,00,000	25.00	25,00,000	25.00
Issued, subscribed and fully paid up:				
Equity shares of ₹ 1/- each (P.Y ₹ 1/- each)	1,01,12,49,700	10,112.50	5,99,99,700	600.00

a. Reconciliation of number of shares

Particulars	As at 31.03.2026		As at 31.03.2025	
	Number of shares	₹ in lakhs	Number of shares	₹ in lakhs
Equity Shares				
Opening Balance	5,99,99,700	600.00	1,00,00,000	100.00
Changes during the period	95,12,50,000	9,512.50	4,99,99,700	500.00
Closing Balance	1,01,12,49,700	10,112.50	5,99,99,700	600.00

b. Rights, preferences and restrictions attached to equity shares:

The Company has only one class of shares referred to as equity shares having a par value of ₹1/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the proportion of equity shares held.

c. Details of equity shares held by each shareholder holding more than 5% equity shares in the Company:

Particulars	As at 31.03.2026		As at 31.03.2025	
	Number of Equity Shares held	% Holding	Number of Equity Shares held	% Holding
63 moons technologies ltd (Holding Company)*	65,99,99,700	65.27	5,99,99,700	100.00

* Includes sixty share of company which is held by nominees of 63 moons technologies ltd and 63 moons technologies ltd has all the beneficial interest related to that sixty equity share.

d Details of equity shares held by promoters in the Company:

Particulars	Number of Equity Shares held	% of total shares	% of Change during the year
63 moons technologies ltd (Holding Company)*	65,99,99,700	65.27	(34.73)

* Includes sixty share of company which is held by nominees of 63 moons technologies ltd and 63 moons technologies ltd has all the beneficial interest related to that sixty equity share.



63SATS Cybertech Limited

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Notes forming part of the financial statements for the year ended March 31, 2026

16 Borrowings		(₹ in lakhs)	
Particulars	As at 31.03.2026	As at 31.03.2025	
Non-Current			
6,000 (Previous Year 6000) Zero Coupon Unsecured Optionally Fully Convertible Debentures of ₹ 1,00,000/- each (₹ 1,00,000/- (Previous Year ₹ 25,000/-) paid up)	-	1,010.53	
1500 (Previous Year Nil) Zero Coupon Unsecured Optionally Fully Convertible Debentures of ₹ 1,00,000/- each – Tranche VI (₹ 25,000/- paid up)	256.94	-	
Total	256.94	1,010.53	

7,500 (Previous Year 6,000) partly paid Zero Coupon Unsecured Fully Convertible Debentures (ZOFCDS) of Rs. 1,00,000/- each (Rs. 25,000/- paid up) are issued at par. The ZOFCDS do not carry interest. The debenture holder shall have option to convert at any time after three months of issue. The instrument is convertible into 1,00,000 equity shares of face value of Rs. 1/- per share at par for every 1 ZOFCDS held. Equity shares arising out of conversion of ZOFCDS will rank pari passu in all respect with the then outstanding equity shares of the Company on the date of allotment, except for dividend, which if declared, shall be paid on pro-rata basis from the date of allotment of such equity shares. If not converted as above, anytime within the 5th year from allotment, ZOFCDS shall be converted into 1,00,000 equity shares of Rs 1/-each. If not opted to be converted at all, then the amount paid-up on ZOFCDS would be redeemed at par. ZOFCDS being compound instruments, the liability component is measured at the present value of the future cash flows (redemption amount), discounted using a market rate of interest for a similar debt instrument without a conversion option. The equity component is measured as the residual amount, i.e., the difference between the proceeds received and the fair value of the liability component. During the year, calls were made for 6,000 (Previous Year Nil) ZOFCDS for remaining unpaid amount and were fully paid. Subsequently, the same were converted into equity as per the terms of issue.

17 Other Financial Liabilities		(₹ in lakhs)	
Particulars	As at 31.03.2026	As at 31.03.2025	
Current			
Payables on purchase of fixed assets	1.40	-	
Payable to employees and other contractual obligations	29.48	0.30	
Advances from customers	0.30	-	
Total	31.18	0.30	
Total Other Financial Liabilities	31.18	0.30	

18 Provisions		(₹ in lakhs)	
Particulars	As at 31.03.2026	As at 31.03.2025	
Non-Current			
Compensated absences	74.57	31.73	
Gratuity	77.15	-	
Total	151.72	31.73	
Current			
Compensated absences	31.88	8.49	
Gratuity	-	-	
Total	31.88	8.49	
Total Provisions	183.60	40.22	

19 Other liabilities		(₹ in lakhs)	
Particulars	As at 31.03.2026	As at 31.03.2025	
Non-Current			
Income received in advance/unearned revenue	-	13.57	
Total	-	13.57	
Current			
Statutory remittances	192.57	33.08	
Income received in advance/unearned revenue	201.26	54.33	
Total	393.83	87.41	
Total other liabilities	393.83	100.98	



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Notes forming part of the financial statements for the year ended March 31, 2026

20 Income Tax & deferred tax

(₹ in lakhs)

Income Tax recognised in Profit or loss:

Particulars	As at 31.03.2026	As at 31.03.2025
Current Tax		
In respect of the current year	-	-
In respect of earlier years	-	-
	-	-
Deferred Tax	(132.72)	-
Total tax expense recognised in the current year relating to continuing operations	(132.72)	-

20.1 Reconciliation of tax expense with the effective tax

(₹ in lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Profit before tax from continuing operations (a)	(635.73)	(1,606.24)
Income tax rate as applicable (b)	26.00%	26.00%
Calculated taxes based on above, without any adjustments for deductions [(a) x (b)]	(165.29)	(417.62)
Expense not allowable under income tax	38.49	-
Earlier year deferred tax assets recognised	(10.57)	-
Deferred Tax assets not recognised / recognised at different rate	4.65	417.62
Income tax expense recognised in profit or loss (relating to continuing operations)	(132.72)	-

20.2 Tax Losses

(₹ in lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Unused tax losses for which no deferred tax has been recognised	384.25	417.8

20.3 Deferred tax liabilities /(assets)

(a) The balance comprises temporary differences attributable to :

(₹ in lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Deferred income tax liabilities		
Property, plant and equipment	45.73	-
Investments	53.45	-
Total deferred income tax liabilities	99.18	-
Deferred income tax assets		
Provision for employees benefits	46.21	-
Right to use assets	0.53	-
Loss carried forward	193.01	-
	239.75	-
Deferred income tax (assets) / liabilities after set off	(140.57)	-

(b) Movement in deferred tax liabilities / (assets):

(₹ in lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Net deferred tax (assets) / liabilities at the beginning	-	-
Charged to profit or loss on account of:		
Property, plant and equipment	45.73	-
Investments	53.45	-
Provision for employees benefits	(54.06)	-
Right to use assets	(0.53)	-
Tax losses	(193.01)	-
	(148.42)	-
Recognised in Other Comprehensive Income:		
Employee benefit expenses	7.85	-
Net deferred tax (assets) / liabilities at the closing	(140.57)	-

20.4 Current Tax Asset / (Liabilities)

(₹ in lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Net of Advance tax /Provision for current year income tax	505.93	28.95
Total	505.93	28.95

Total Current Tax Asset	505.93	28.95
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63SATS Cybertech Limited

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Notes forming part of the financial statements for the year ended March 31, 2026

21 Trade payable

(₹ in lakhs)

Particulars	Year ended 31.03.2026	Year Ended 31.03.2025
Undisputed dues to micro and small enterprises	66.99	7.47
Disputed dues to micro and small enterprises	-	-
Total outstanding dues of creditors other than micro and small enterprises	372.55	45.84
Payable to related parties	7.16	45.14
Total Trade payables	446.70	98.45

Trade Payable ageing schedule for the year ended as on March 31, 2026 and March 31, 2025:

Particulars	Not Due or Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade payables - Others	379.71 (90.98)	- (-)	- (-)	- (-)	379.71 (90.98)
Undisputed Trade payables - MSME	66.99 (7.47)	- (-)	- (-)	- (-)	66.99 (7.47)
Disputed Trade payables - Others	- (-)	- (-)	- (-)	- (-)	- (-)
Disputed Trade payables - MSME	- (-)	- (-)	- (-)	- (-)	- (-)
Total Trade Payables	446.70 (98.45)	- (-)	- (-)	- (-)	446.70 (98.45)

Previous Year amounts are given in bracket

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

(a) An amount of ₹ 66.99 lakhs (Previous Year ₹ 7.47 lakhs) and ₹ Nil (Previous Year ₹ Nil) was due and outstanding to suppliers as at the end of the accounting year on account of Principal and Interest respectively.

(b) No interest paid during the year.

(c) No interest is due and payable at the end of the year.

(d) No amount of interest accrued and unpaid at the end of the accounting year.

(e) No amount of further interest remaining due and payable even in the succeeding years.

The above information regarding Micro and Small Enterprises has been determined to the extent replies to the Company's communication have been received from vendors/suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006.



22 Revenue from operations		(₹ in lakhs)
Particulars	Year ended 31.03.2026	Year Ended 31.03.2025
Sale of softwares and IT products	8,417.89	-
Security Services & support charges	283.07	122.31
Franchisee Fees	15.18	117.36
Total Revenue From Operations	8,716.13	239.67

Revenue disaggregation by geography is as follows:

		(₹ in lakhs)
Geography	Year ended 31.03.2026	Year Ended 31.03.2025
India	8,716.13	236.86
Others	-	2.81
	8,716.13	239.67

Geographical revenue is allocated based on the location of the customers

Changes in contract assets are as follows:

		(₹ in lakhs)
Particulars	Year ended 31.03.2026	Year Ended 31.03.2025
Balance at the beginning of the year	1.54	-
Revenue recognised during the year	58.88	204.87
Invoices raised during the year	(47.51)	(203.34)
Balance at the end of the year	12.91	1.54

Changes in unearned and deferred revenue are as follows:

		(₹ in lakhs)
	Year ended 31.03.2026	Year Ended 31.03.2025
Balance at the beginning of the year	67.90	-
Revenue recognised that was included in the unearned and deferred revenue at the beginning of the year	(401.65)	-
Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	535.01	67.90
Balance at the end of the year	201.26	67.90

23 Other income		(₹ in lakhs)
Particulars	Year ended 31.03.2026	Year Ended 31.03.2025
Interest received on financial assets-Carried at amortised cost		
On Bank deposits	135.05	20.30
Interest Received on ICD	149.86	-
On Income tax refunds	1.43	-
	286.34	20.30
*Interest under effective Interest method		
Gain on Fair Valuation of Financial Assets at fair value through profit or loss (net)	512.31	8.01
Dividend received on financial assets	-	33.19
Miscellaneous Income	0.14	-
Total Other Income	798.79	61.50



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		(₹ in lakhs)
	Year ended	Year Ended
	31.03.2026	31.03.2025
24 Cost of Goods Sold		
Cost of Goods Sold	4,007.74	-
Total Purchase of Traded goods	4,007.74	-

		(₹ in lakhs)
	Year ended	Year Ended
	31.03.2026	31.03.2025
25 Employee benefits expense		
Particulars		
Salaries and wages	1,747.84	1,058.08
Contribution to provident fund and other funds	67.12	34.78
Gratuity	36.10	6.62
Staff welfare expenses	75.97	5.91
Total Employee Benefits expense	1,927.03	1,105.39

On 21st November 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 - consolidating 29 existing labour laws. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The incremental impact of change in wage definition results in an increase in the gratuity and compensated absences liability of ₹ 21.46 Lakhs as at 31st March, 2026.

		(₹ in lakhs)
	Year ended	Year Ended
	31.03.2026	31.03.2025
26 Finance Costs		
Particulars		
Interest expense		
Tax matters	0.01	0.23
Interest on lease rental assets	0.71	1.74
Interest on debentures	167.09	72.51
Others	6.23	-
Total Finance Costs	174.04	74.48

		(₹ in lakhs)
	Year ended	Year Ended
	31.03.2026	31.03.2025
27 Depreciation and amortisation expenses		
Particulars		
Depreciation of tangible assets	32.55	4.25
Depreciation on lease property	4.17	9.99
Amortisation of intangible assets	37.21	0.02
	73.93	14.26
Total Depreciation and Amortisation expenses	73.93	14.26

		(₹ in lakhs)
	Year ended	Year Ended
	31.03.2026	31.03.2025
28 Other expenses		
Particulars		
Electricity	13.22	14.00
Rent	57.00	54.00
Repairs and maintenance	4.30	2.41
Rates and taxes, excluding taxes on income	70.12	49.84
Office Expenses	6.07	2.35
Advertisement, branding & event sponsorship expenses	1,320.44	37.88
Sales promotion expenses	1,509.90	244.78
Travelling and conveyance	115.30	72.31
Software license fees	228.47	85.41
Communication expenses	4.32	2.32
Legal and professional charges	301.03	42.48
Commission on sales	151.32	37.01
Loss of sale of fixed assets	0.20	-
Outsourcing charges	32.24	26.06
Remuneration to Non-Executive Directors	82.90	-
Miscellaneous expenses	71.08	42.43
	3,967.91	713.28
Total Other expenses	3,967.91	713.28



63SATS Cybertech Limited**(Formerly 63SATS Global Cyber Technologies Networks Ltd.)****Notes forming part of the financial statements for the year ended March 31, 2026**

29	a) Expenditure in foreign currency	(₹ in lakhs)	
Nature of Expenses		Year Ended 31.03.2026	Year Ended 31.03.2025
Cost of goods sold		37.38	-
Professional Charges		17.58	-
Travelling expenses		-	5.75
Software license fees		204.83	26.51
Miscellaneous expenses		6.36	5.19
Total		266.16	37.45

b) Earnings in foreign exchange	(₹ in lakhs)	
Nature of Income	Year Ended 31.03.2026	Year Ended 31.03.2025
Sale of softwares and IT products	-	2.81
Total	-	2.81

30	Legal and professional charges includes payments to statutory auditors (excluding GST)	(₹ in lakhs)	
Particulars		Year Ended 31.03.2026	Year Ended 31.03.2025
For audit		2.25	0.25
For taxation matters		1.00	-
For limited reviews		0.75	-
For other services		-	0.23
Total		4.00	0.48

31 **Earnings Per Share is calculated as follows :**

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Net profit / (Loss) attributable to the equity shareholders (for basic/diluted EPS) (₹ in lakhs)		
As per Statement of profit & loss	(503.01)	(1,606.24)
Less: Expenses in relation to issue of shares debited to Share Premium reserve	(722.70)	-
Net profit / (Loss) for calculation of Earning per Share(₹ in lakhs)	(1,225.71)	(1,606.24)
Weighted average number of equity shares		
For Basic EPS	46,85,63,673	4,36,98,428
Add: Effect of dilutive stock options	-	-
For Diluted EPS	46,85,63,673	4,36,98,428
Basic earnings per share (in ₹)	(0.26)	(3.68)
Diluted earnings per share (in ₹)	(0.26)	(3.68)
Face value ₹ per share	1/-	1/-



63SATS Cybertech Limited

Notes to financial statements for the year ended 31 March 2026

32 Ratio Analysis

Sr	Ratio	Numerator	Denominator	Y.E. 31.03.26	YE 31.03.25	% Variation	Reason for Variation
a	Current ratio	Total Current Assets	Total Current Liabilities	29.73	3.68	707.23%	Ratio increased as with introduction of fresh capital, current assts increased
b	Return on equity ratio	Net Profit as per P&L	Average Total Equity	(4.32%)	NA	NA	Since last year there was negative net worth, ratio not applicable
c	Net profit ratio	Net Profit as per P&L	Revenue From Operations	(7.29%)	(670.19%)	(98.91%)	Ratio has improved due to increase in turnover and other income
d	Return on capital employed	Earning before interest and taxes	Capital Employed	(1.53%)	(222.85%)	(99.31%)	Ratio has improved due to increase in turnover and other income
e	Return on investment	Income generated from invested funds	Average invested funds in treasury investments	6.19%	5.92%	4.58%	Not applicable
f	Net capital turnover ratio	Revenue	Working Capital	0.33	0.37	(11.62%)	Not applicable
g	Debt-equity ratio	Total Debt	Shareholder's Equity	0.00	NA	NA	Not applicable since net equity as on 31.03.2025 is negative
h	Trade receivables turnover ratio	Revenue	Average Trade Receivable	2.97	10.88	(72.68%)	The ratio reduced due to higher receivable as year end which are not yet due for payment.
i	Trade payables turnover ratio	Purchases of services and other expenses	Average Trade Payables	0.03	2.05	(98.65%)	The ratio reduced due to increase in turnover and reduction trade payable
j	Debt service coverage ratio	Earnings available for debt services	Debt services	NA	NA	NA	Not applicable since there is loss in both years
k	Inventory turnover ratio	Not applicable as the Company has no inventory.					



63SATS Cybertech Limited

(Formerly 63SATS Global Cyber Technologies Networks Ltd.)

Notes forming part of the financial statements for the year ended March 31, 2026

33 Related Party Disclosure:**(I) Names of related parties and nature of relationship:****(i) Transactions with Holding Company**

- 1 63 moons technologies limited (63 moons)

(ii) Fellow subsidiaries with transactions

- 1 Ticker Limited (formerly known as Tickerplant Limited) (Ticker)
- 2 3.0 verse Limited (Subsidiary of Ticker)
- 3 Ticker Data Limited (subsidiary of Ticker)

(ii) Key Management Personnel (KMP) as per Ind AS 24**(a) Executive directors :**

- 1 Mr. Neehar Pathare : Managing Director & CEO (w.e.f. 09.05. 2024)
- 2 Mr. Srinivas Lingamuthu : Joint Managing Director and Joint CEO (w.e.f. 19.09.2025)
- 3 Mr. Nimish Shukla : Whole Time Director (w.e.f. 01.10.2025)

(b) Non-executive directors :

- 1 Mr. Radha Binod Barman (w.e.f 08.10.2024)
- 2 Mr. Srinivas Lingamuthu (w.e.f. 07.11.2024 till 19.09.2025)
- 3 Mr. Sunil A Mehta (w.e.f 06.01.2025)
- 4 Mr. Umesh Mehta (w.e.f 18.03.2025)
- 5 Mr. M Unnikrishnan Nair (w.e.f. 14.01.2026)

(c) Chief Financial Officer :

- 1 Mr. Jatin Doshi (w.e.f. 01.09.2025) : Chief Financial Officer (CFO)

(d) Company Secretary :

- 1 Mrs. Reena Agrawal (w.e.f. 09.09.2025) : Company Secretary

(e) Nominee directors :

- 1 Mr. Devendra Agarwal
- 2 Mr. Hariraj Chouhan

II. Details of transactions with holding Company during the year ended March 31, 2026 and balances outstanding as at March 31, 2026**(a) Details of transactions with holding company:-63moons technologies limited**

(₹ in lakhs)

Sr. No.	Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
1	Sale of softwares and IT products	195.94	8.60
2	Commission paid on sales	151.32	37.01
3	Rent	72.00	54.00
4	Reimbursement of Expenses Charged by the company	-	7.88
5	Reimbursement of Expense charged to the company	20.05	43.13

Sr. No.	Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
1	Trade Receivables	23.02	9.29
2	Trade payables	7.16	45.14

Sr. No.	Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
1	Zero coupon Unsecured Optionally Fully convertible Debentures (ZOFCD)	4,500.00	1,500.00

Sr. No.	Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
1	Zero coupon Unsecured Optionally Fully convertible Debentures (ZOFCD) converted into fully paid equity shares of Rs. 1 each	6,000.00	-

III. Transactions with Key Managerial Personnel (KMP)

(₹ in lakhs)

Sr. No.	Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
a)	Key Managerial Personnel (Executive Directors)		
	Remuneration	397.85	115.28
	Short-term employee benefits	-	-
	Share-based payments	-	0.75
	* Post-employment benefits which are actuarially determined on overall basis are not included.		
	Reimbursement of Expenses	3.00	-
b)	Key Management Personnel (Non-executive directors)		
	Director Remuneration	82.90	16.25



63SATS Cybertech Limited

(Formerly 63SATS Global Cyber Technologies Networks Ltd.)

Notes forming part of the financial statements for the year ended March 31, 2026

IV. Transactions with entities having promoter's significant influence (Jupiter Metaverse LLP)

(₹ in lakhs)

Sr. No.	Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
1	Zero coupon Unsecured Optionally Fully convertible Debentures (ZOFCB)	375.00	-
		375.00	-

V. Transactions with Fellow Subsidiaries

(₹ in lakhs)

Sr. No.	Sale of softwares and IT products	Year Ended 31.03.2026	Year Ended 31.03.2025
1	Ticker Ltd	31.67	0.83
2	3.0 Verse Limited	4.33	0.66
3	Ticker Data Ltd	18.70	1.91
		54.70	3.40

Sr. No.	Trade Receivable	Year Ended 31.03.2026	Year Ended 31.03.2025
1	Ticker Ltd	9.47	0.98
2	3.0 Verse Limited	-	0.78
3	Ticker Data Ltd	14.41	2.25
		23.87	4.01

VI. Transactions with Individuals owning, directly or indirectly, an interest in the voting power that gives control or significant influence

(₹ in lakhs)

Sr. No.	Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
1	Professional Services*	75.00	-

* Amount paid to Mr. Jignesh Shah for mentoring Company's future vision.



63SATS Cybertech Limited**(Formerly 63SATS Global Cyber Technologies Networks Ltd.)****Notes forming part of the financial statements for the year ended March 31, 2026****34 Employee benefit plans:**

Defined contribution plans: The Company makes Provident Fund and Employee State Insurance Scheme contributions which are defined contributions plans, for qualifying employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company has recognised following amounts as contributions in the statement of profit and loss as part of contribution to provident fund and other funds in Note 25 Employee benefits expenses.

Contribution to PF : ₹ 54.29 lakhs (Previous Year ₹ 29.21 lakhs)

Contribution to ESIC : ₹ 0.17 lakhs (Previous Year ₹ Nil)

Post employment defined benefit plans:

Gratuity Plan : The Company makes annual contributions to the Employee's Group Gratuity Assurance Scheme administered by the Life Insurance Corporation of India ('LIC'), a funded defined benefit plan for qualifying employees. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to fifteen days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs on completion of five years of service.

The following table sets out the funded status of the gratuity plan and amount recognised in the financial statements.

(₹ in lakhs)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
I. Change in defined benefit obligation during the year:		
Present Value of defined benefit obligation at the beginning of the year	80.97	-
Interest Cost	5.86	-
Current Service Cost	26.50	80.97
Benefits Paid	-	-
Actuarial (gain) / loss on obligations	52.16	-
Acquisition/Business Combination/Divestiture	30.62	-
Past Service Cost	21.46	-
Present Value of defined benefit obligation at the end of the year	217.57	80.97
II. Change in fair value of plan assets during the year:		
Fair Value of the plan asset at the beginning of the year	93.85	-
Expected return on plan assets	6.23	-
Contributions	7.89	93.85
Benefits paid	-	-
Obligation transferred	-	-
Actuarial gain/ (loss) on plan assets	32.46	-
Fair value of plan assets at the end of the year	140.43	93.85
Excess of obligation over plan assets	(77.14)	12.89
III. Components of employer's expense		
Current service cost	26.50	80.97
Interest cost	5.86	-
Expected return on plan assets	(6.23)	-
Past Service Cost	21.46	-
Total expense / (credit) recognised in the Statement of Profit and Loss	47.59	80.97
IV. Actual return on plan assets	38.69	-
V. Composition of Plan Assets as at the end of the year		
Insurer Managed Funds	140.43	93.85
Fund is managed by LIC of India as per IRDA guidelines, category wise composition of planned asset is not available		
Total	140.43	93.85
VI. Actuarial assumptions		
Discount rate	6.97%	6.64%
Salary escalation rate	7.50%	7.50%
Expected rate of return on plan assets	6.64%	0.00%
Attrition rate	For service 4 yrs. & Below 24.00% 5 Years & above:10% p.a. thereafter	
Mortality rates	Indian Assured Lives Mortality (2012-14) URBAN	
VII. Experience adjustments	2026	2025
Defined benefit obligation	217.57	80.97
Fair value of planned assets	140.43	93.85
Funded Status - Deficit	77.14	(12.88)
Experience adjustment on plan liabilities [(Gain)/Loss]	-	-
Experience adjustment on plan assets [Gain/(Loss)]	-	-



63SATS Cybertech Limited**(Formerly 63SATS Global Cyber Technologies Networks Ltd.)****Notes forming part of the financial statements for the year ended March 31, 2026****VIII. Sensitivity Analysis**

(Amount in ₹)

Description	Year Ended 31.03.2026	Year Ended 31.03.2025
Defined Benefit Obligation on Current Assumptions	-	-
Delta Effect of +1% Change in Rate of Discounting	943,627	(5,11,035)
Delta Effect of -1% Change in Rate of Discounting	10,37,494	5,68,753
Delta Effect of +1% Change in Rate of Salary Increase	10,75,409	5,87,163
Delta Effect of -1% Change in Rate of Salary Increase	(9,96,564)	(5,37,691)
Delta Effect of +1% Change in Rate of Employee Turnover	(1,00,299)	(57,283)
Delta Effect of -1% Change in Rate of Employee Turnover	1,04,120	59,679

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

IX. Maturity Analysis of Projected Benefit Obligation: From the Fund

(Amount in ₹)

Projected Benefits Payable in Future Years From the Date of Reporting	Year Ended 31.03.2026	Year Ended 31.03.2025
1st Following Year	24,32,862	7,28,448
2nd Following Year	20,60,868	7,03,213
3rd Following Year	59,89,637	7,04,591
4th Following Year	48,76,534	7,39,381
5th Following Year	11,37,306	7,50,026
Sum of Years 6 To 10	98,42,430	34,41,219
Sum of Years 11 and above	56,89,417	64,21,625

The expected rate of return on plan assets is based on expectation of the average long term rate of return expected to prevail over the estimated term of the obligation on the type of the investments assumed to be held by LIC, since the fund is managed by LIC.

The estimate of future salary increases, considered in actuarial valuation, takes into account the inflation, seniority, promotion, increments and other relevant factors, such as supply and demand in the employment market.

The Company expects to contribute ₹ 112.43 lakhs (Previous Year ₹ 2.01 lakhs) to the plan assets in the immediate next year.



63SATS Cybertech Limited**(Formerly 63SATS Global Cyber Technologies Networks Ltd.)****Notes forming part of the financial statements for the year ended March 31, 2026****35 Contingent liabilities & assets and commitments (to the extent not provided for)****(₹ in lakhs)**

Particulars	As at 31.03.2026	As at 31.03.2025
1. Contingent liabilities:		
2. Contingent Assets:		
3. Capital and other commitments		
(i) Estimated amount of contracts to be executed on capital account and not provided for (net of advances).	2,473.06	-
(ii) Commitments relating to lease		
Future minimum lease payments		
Not later than one year	25.72	1.65
Later than one year and not later than two years	-	-
Later than two years and not later than five years	-	-
Later than five years	-	-



36. Financial Instruments:

36.1 Financial Instruments by category

(₹ in lakhs)

Particulars	As at 31.03.2026			
	Amortised Cost	FVTPL	FVTOCI	Fair Value
Assets:				
Investments				
In Mutual Funds	-	8,692.99	-	8,692.99
Inter Corporate Deposits	4,000.00	-	-	4,000.00
Cash and cash equivalents	3,332.05	-	-	3,332.05
Bank balances other than above	4,436.39	-	-	4,436.39
Trade receivables	5,821.13	-	-	5,821.13
Other financial assets	116.46	-	-	116.46
Total Assets	17,706.03	8,692.99	-	26,399.02
Liabilities:				
Trade payables	446.70	-	-	446.70
Borrowings	256.94	-	-	256.94
Other financial liabilities	31.18	-	-	31.18
Lease Liability	51.80	-	-	51.8
Total Liabilities	786.62	-	-	786.62

Particulars	As at 31.03.2025			
	Amortised Cost	FVTPL	FVTOCI	Fair Value
Assets:				
Investments				
In Mutual Funds	-	358.01	-	358.01
Inter Corporate Deposits	-	-	-	-
Cash and cash equivalents	106.55	-	-	106.55
Bank balances other than above	143.88	-	-	143.88
Trade receivables	44.05	-	-	44.05
Other financial assets	6.04	-	-	6.04
Total Assets	300.52	358.01	-	658.53
Liabilities:				
Trade payables	98.45	-	-	98.45
Borrowings	1,010.53	-	-	1,010.53
Other financial liabilities	18.93	-	-	18.93
Lease Liability	26.84	-	-	26.84
Total Liabilities	1,154.75	-	-	1,154.75



36.2 Hierarchy for fair value estimation:

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

- Level 1 hierarchy includes methods and input that use active quoted prices depending upon type of instrument. The quoted prices are derived from platforms like stock exchange etc. Management has used closing prices and values of closing NAV's as applicable in case of financial instruments covered under this level.
- Under level 2 the fair value of the financial instruments that are not traded in any active market are determined using appropriate valuation techniques with the use of observable market data without relying much on the estimates that are entity specific. The inputs under this level are always observable.
- If one or more of the significant inputs are not derived on the basis of observable market data, then fair value estimations derived with such inputs are included in level 3.
- The Company follows a policy to recognise transfers between the levels only at the end of reporting period and accordingly there are no transfers between levels during the year. The information based on the above levels is tabulated here below.

The information based on the above levels is tabulated here under:

Fair value hierarchy of financial assets and liabilities measured at fair value on recurring basis

Particulars	As at 31.03.2026	Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
In Mutual Funds	8,692.99	8,692.99	-	-

Particulars	As at 31.03.2025	Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
In Mutual Funds	358.01	358.01	-	-

The fair values of Investments in mutual funds are based on Net Asset Values (NAV) published by fund houses and uploaded on Association of Mutual Funds of India (AMFI)'s website.

The carrying amount of cash and cash equivalent and other current financial liabilities is considered to be the same as their fair value because of their short-term nature. The financial assets and liabilities that are measured at fair value, the carrying amounts are equal to their fair value.



63SATS Cybertech Limited
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Notes to the Financial Statements for the year ended 31 March 2026

Income, expenses, gains or losses on financial instruments:

(₹ in lakhs)

Particulars	Year ended	
	31.03.2026	31.03.2025
Financial assets carried at amortised cost		
Interest income	286.34	20.30
Financial assets carried at fair value through profit or loss		
Gain / (loss) on fair valuation	512.31	8.01
Dividend	-	33.19
Financial liabilities carried at amortised cost		
Interest on lease liabilities	0.71	1.74
Depreciation on lease property	4.17	9.99
Interest Cost on Debentures	167.09	72.51

36.3 Financial risk management:

The Company overall risk management policy seeks to minimise potential adverse effect on the financial performance of the Company.

The main risks arising from the Company's financial instruments are credit risk and liquidity risk.

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in loss to the Company and arises mainly from the Company's investment in fixed deposits and balance with banks. The Company transact with banks with high credit ratings only and hence do not expect to incur any material credit losses.

Liquidity risk is the risk that the Company will face difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. In view of the sufficient liquid assets available to the Company as at year end, the Company does not foresee any liquidity risk in near future.

37 Risk management: -

Credit risk management

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers and investment securities.

Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Credit risk is managed through credit approvals of customers to which the Company grants credit terms in the normal course of business and their past transactions. Impairment losses in respect of trade receivables are assessed at party level on each reporting date. The Company establishes an expected credit loss allowance for trade receivables based on historical trends. The ageing analysis of trade receivable (gross of provision) has been considered from the date invoice falls due. Following table depicts expected credit loss on age wise trade receivables.



63SATS Cybertech Limited
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Notes to the Financial Statements for the year ended 31 March 2026

Period (in days)		As at 31.03.2026	As at 31.03.2025
Up to 180 days	Amount	5814.79	44.05
	Expected credit loss	-	-
181 – 270 days	Amount	5.89	-
	Expected credit loss	-	-
More than 270 days	Amount	0.45	-
	Expected credit loss	-	-
Total	Amount	5821.13	44.05
	Expected credit loss	-	-

The Company limits its exposure to credit risk by generally investing in securities / counter parties with a good credit rating.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's investments are primarily in fixed rate interest bearing securities and liquid mutual funds, hence do not carry substantial interest rate risk.

Capital Management

The primary objective of Company's capital management is to maximize shareholders value and safeguard its ability to continue as a going concern. The Company manages its capital structure and make adjustment in light of changes in business condition.

38. During the year, the Company has incurred cash loss of ₹ 387.77 lakhs (Previous Year 1,579.00 lakhs) and having accumulated losses of ₹ 1,787.29 lakhs as at March 31, 2026 (1,423.27 lakhs as at March 31, 2025). During the year ended March 31, 2026, the Company has raised additional funding of ₹ 375.00 lakhs through issue of Zero Coupon Unsecured Fully Convertible Debentures (ZOFCD) in the current financial year. During the year, the Company has unveiled innovative technology universe of cyber security. The management is also expecting improved business and profitability in the future years, accordingly, the management is confident of meeting its operating and capital requirements in the foreseeable future as per the business plan and hence, the financial statements have been prepared under the going concern assumption.



39. The Company is engaged in the business of information technology related products and services and has only one reportable segment. Hence Segment reporting as per Ind AS 108 is not applicable.

40. During the year, the expenses which are in related to fund raising activity towards equity capital, have been directly adjusted against the securities premium account in accordance with the Companies Act, 2013.

41. No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III: -

- (a) Crypto Currency or Virtual Currency
- (b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
- (c) Registration of charges or satisfaction with Registrar of Companies
- (d) Relating to borrowed funds:
 - i. Wilful defaulter
 - ii. Utilisation of borrowed funds & share premium
 - iii. Borrowings obtained on the basis of security of current assets
 - iv. Discrepancy in utilisation of borrowings
 - v. Current maturity of long-term borrowings
- (e) There are no transactions which are not recorded in the books of accounts that has been surrendered or disclosed any income in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (f) Transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the year ended 31st March 2026.
- (g) 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 persons or entities, including foreign entities (Intermediaries) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries)
- (h) The Company has not received any fund from any party(s) ('Funding Party') with the understanding that the company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

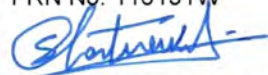


42. Figures for the previous year have been regrouped / reclassified, wherever necessary to correspond with current year's classification/disclosure

For C V B & Associates

Chartered Accountants

FRN No. 116131W



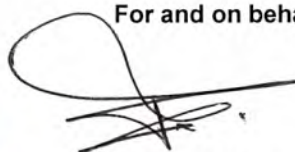
Sandeep Chaturvedi

Partner

Membership No.: 154248



For and on behalf of the Board



Neehar Pathare

MD & CEO

DIN – 08602019



Jatin Doshi

CFO



Srinivas Lingamuthu

Jt. MD & Jt. CEO

DIN – 06727385



Reena Agrawal

Company Secretary

Place: Mumbai

Date: May 12, 2026

UDIN:

Place: Mumbai

Date: May 12, 2026

