VINSYS®

DELiVERiNG SKiLLS, DRiViNG SUCCESS.

BUILDING THE DIGITAL FUTURE

LEADING THE AI SHIFT

ANNUAL REPORT

2025-26

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To see the report online please log on to
https://www.screener.in/company/VINSYS/consolidated/

Forward - looking statements

We have taken the utmost care in preparing this report, which may contain forecasts or information pertaining to forecasts. Forecasts are typically based on facts, expectations, and past data. However, it is important to note that actual results may differ from the forecasted ones, as is the case with all forward-looking statements. Therefore, we cannot guarantee the accuracy, completeness, and currency of the information provided in our forward-looking statements, including those sourced from third parties. Readers are advised to exercise their own discretion. We are not obligated to publicly update any forward-looking statements, whether due to new information, future events, or any other reasons.

We have always believed that progress begins with the ability to learn, adapt and turn knowledge into action.

Since our beginnings in 1998, this belief has shaped our journey from a training services provider into a global professional services organisation spanning learning, technology and workforce solutions.

As technology has evolved, so have we. We have expanded our capabilities, entered new markets, built technology platforms and forged partnerships that have enabled us to respond to changing business needs. Today, another defining shift is underway.

AI is changing how organisations work, how people build skills and how businesses create value.

For us, this is a natural next step in the journey. Our learning expertise helps people develop the capabilities to work with new technologies. Our technology services turn digital possibilities into practical solutions. Our workforce expertise connects organisations with the talent needed to bring transformation to life.

This is how we see

Building the Digital Future:

not as a distant destination, but as a future taking shape through every capability we build, every solution we create and every client we help move forward.

By leading the AI shift, we are turning the possibilities of tomorrow into the capabilities of today.

VINSYS

About us

Building What Comes Next

Over more than two decades, we have evolved from a training services provider into a global professional services organisation, serving clients in India, the Gulf region, the US and other international markets. Today, we bring together Learning Solutions, Technology Services and Manpower and Staffing, allowing us to respond to changing needs in skills, technology and workforce management.

Our offerings span Technical and Business Training, IT Development and Software Solutions, Foreign Language Services, Digital Learning, Recruitment and Workforce Solutions, and Consulting. We combine professional training and certifications with digital transformation, cybersecurity, application development, managed services and talent solutions, supported by technology platforms and deep domain expertise.

Our work cuts across industries and business needs, connecting learning, technology and workforce expertise to help organisations build capability and respond to change. We have worked with more than 5,000 organisations globally, including Fortune 500 companies. With a growing international presence, we bring our expertise closer to clients across diverse markets, sectors and operating environments.

Mission

To contribute significantly to the success of our client's business by offering cost effective and quality services that would result in Customer Delight.

Vision

To be a leading and progressive global partner in the journey towards knowledge and growth.

Our Certifications

- CMMIDEV/3
- CMMIDEV/5
- ISO 27001
- ISO 9001-2015
- ISO 20000-1:2018

5500+
Clients

98%
Client retention

55%
Fortune 500 companies served

6000+
Course offerings

2700+
Subject matter experts

12 million+
Professionals trained

1000+
Certified courses

85 million+
Words translated

3300+
e-Learning projects

300+
Software projects executed

200+
Languages supported

417
Total headcount

VINSYS

Our Journey

From Learning to Leading the Shift

We began in 1998 as a training services provider. Since then, we have broadened our capabilities, expanded into new markets and built a wider portfolio to address changing client needs. Our evolution has been shaped by strategic partnerships and investments in technology, learning and workforce solutions, enabling us to respond to emerging opportunities and deepen our expertise.

Each phase of our journey has added a new dimension to our business, from entering new geographies to expanding the breadth and depth of our offerings. Today, our journey reflects an organisation that has grown with the market, adapted to its changing demands and built the capabilities to serve clients across diverse business environments.

1998
Founded Vinsys

2003
Founded outsourcing provider VikVins

2004
Established Foreign Language Services (FLS) and Behaviour Management System (BMS) training unit

2005
Pan India expansion begins

2007
Project management and service management domains

2009
Autodesk authorised distributor for India and SAARC regions

2011
Global expansion begins with the Middle East and Africa

2013
Autodesk authorised distributor for the Middle East and Africa regions

2015
Master partner for ATC (authorised training centre)

2016
Initiated training for establishments in the US and Australia

2017
Autodesk authorised distributor for the Australia and New Zealand regions

2022
Initiated Saudi regional operations

2023
Became a public limited company

2024
Expanded in Qatar and Bangalore

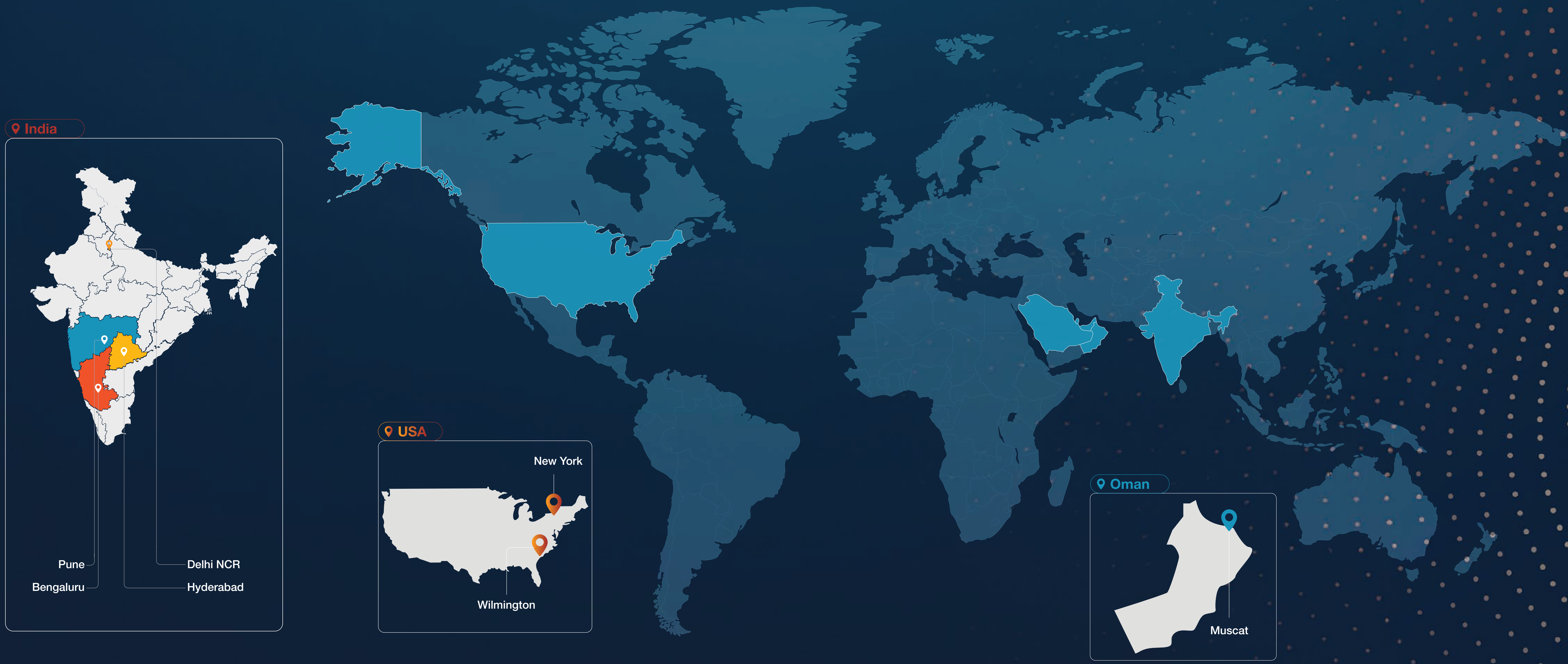
2025
Expanded in Al Khobar, Saudi Arabia

Geographic Presence

Taking Digital Further, Everywhere

Our international footprint spans key markets in India, the Middle East, North America and beyond, positioning us close to important business and technology hubs. Our offices bring us closer to clients, enabling us to respond with greater speed, local insight and market understanding.

This network gives us the reach to serve diverse requirements while drawing on knowledge and expertise from different markets. By combining local presence with our broader capabilities, we can support clients across established and emerging markets with consistency and relevance.



Map not to scale. Used for representation purpose only

Chairman and Managing Director

Building Beyond the Horizon

> "Our cloud strategy also matured through expanded SaaS offerings based on scalable, multi-tenant architectures. These solutions enable faster deployment, continuous feature delivery and improved scalability while supporting lower infrastructure requirements."

Dear Stakeholders,

The digital world is entering a new phase. Artificial intelligence is moving from experimentation to execution, reshaping how businesses operate, serve customers and create value. For us, this shift is bigger than adopting a new technology. It is about rethinking how technology can solve real business problems, sharpen decisions and open new possibilities. This is the direction behind our theme, 'Building the Digital Future, Leading the AI Shift'.

FY2025-26 brought this transition into sharper focus. Artificial intelligence, cloud, automation and analytics moved deeper into enterprise environments, while business increasingly looked beyond digital enablement towards intelligent, AI-led operating models. The opportunity is clear: organisations that combine technology with domain expertise can unlock greater productivity, stronger customer engagement and more responsive ways of working.

At Vinsys, we see this evolution as a natural extension of the capabilities we have developed in technology services, digital learning, SaaS solutions and cybersecurity. The market is moving away from isolated technology deployments towards connected solutions that address broader business needs. This is creating opportunities to deepen customer relationships, improve retention and expand the role of recurring technology solutions.

Our focus is therefore on bringing together the right platforms, capabilities and expertise to help customers translate technology investments into tangible outcomes.

Leading the AI Shift

Several technology developments are accelerating this transformation. Domain-specific AI models are making solutions more relevant, accurate and suited to industry needs. Cloud-native and industry cloud platforms are improving scalability, security, interoperability and speed of deployment. Generative AI is finding its place within SaaS applications through intelligent search, content generation, recommendations, virtual assistants and workflow automation.

AI is changing software engineering as well. AI-assisted development, testing and deployment are helping teams move from idea to release faster, while creating more room for innovation. In digital learning, data-led personalisation is enabling adaptive learning paths, intelligent assessments, learner analytics and skills-based recommendations, making learning more relevant and outcomes more measurable.

Evolving Our Technology Proposition

During the year, our product portfolio evolved significantly in response to enterprise demand for AI-enabled, cloud-native, on-premise and security-first digital solutions. We expanded our AI-driven learning ecosystem with Generative AI capabilities spanning personalised learning paths, intelligent content recommendations, automated assessments and AI-powered learning assistants.

Our cloud strategy also matured through expanded SaaS offerings based on scalable, multi-tenant architectures. These solutions enable faster deployment, continuous feature delivery and improved scalability while supporting lower infrastructure requirements.

Our portfolio of platforms, including VinBPM, VinHRMS, VinOCR and NuVin, reflects this progression. NuVin, our SaaS subscription-based digital platform, brings together API-first integration, multilingual support, analytics and AI-enabled automation for SME and legal firms.

Cybersecurity has also become an increasingly important part of our technology proposition. We have expanded our capabilities in AI governance, cloud security, application security, identity management and security-by-design. As enterprises adopt AI and cloud at greater speed, protecting workloads, applications, identities and data has become inseparable from digital transformation itself.

Performance with Multiple Growth Levers

The evolving technology environment supported demand across our business during the year. Consolidated revenue stood at ₹268.37 crore, compared with ₹212 crore in FY2024-25. EBITDA was ₹42.53 crore, against ₹40 crore in the previous year, while Profit After Tax stood at ₹30.25 crore against ₹30 crore in FY2024-25.

Our integrated model across technology services, digital learning, training and resourcing provides us with multiple avenues to participate in the digital transformation journey. More importantly, the convergence of AI, cloud and cybersecurity is allowing us to engage with enterprises at a broader level, addressing their technology and workforce requirements together.

Turning AI into Everyday Capability

Our next phase is about taking this momentum further. We will deepen Generative AI integration within our solutions, expand cloud-native SaaS architecture and strengthen data analytics and business intelligence capabilities API-first connectivity with enterprise platforms such as ERP, CRM, HRMS and LMS will be another priority, helping customers create more connected technology environments.

We see significant potential in AI agents and low-code/no-code technologies to automate business processes and simplify the way organisations work. At the same time, we will advance our capabilities in cybersecurity, identity management and compliance, while enhancing mobile-first and responsive user experiences.

India remains central to our growth strategy. Its expanding digital ecosystem and accelerating enterprise technology adoption create a strong home market for our capabilities. Our international presence complements this base, giving us access to diverse customer needs and enabling us to bring global technology expertise to the markets we serve.

Creating Value Through Integration

Partnerships add another dimension to our proposition. By bringing together the capabilities of leading technology providers with our expertise in consulting, implementation, integration, localisation, managed services and training expertise, we can develop solutions that are relevant to specific industries and customer contexts.

The transition towards AI-enabled business platforms is still unfolding. Our expanding portfolio, technology ecosystem and integrated capabilities give us the platform to play a meaningful role in this transition. Our task now is to turn that opportunity into solutions that create measurable value for our customers and sustainable growth for Vinsys.

Moving Forward with Purpose

I am grateful to our employees for the commitment and expertise they bring to Vinsys and to our customers, partners and shareholders for the confidence they place in us. Their trust gives meaning to our ambitions and strengthens our resolve to raise the bar.

We have a clear direction, a growing set of capabilities and an opportunity that is both significant and timely. As we build the digital future and lead the AI shift, we will stay focused on what matters most: creating technology that works harder for businesses, people and the possibilities ahead.

Warm regards,

Vikrant Patil

Chairman & Managing Director
Vinsys IT Services India Limited

International Director and Promoter Message

Building Bridges to the Digital Future

> We also strengthened our cybersecurity learning offerings, helping organisations build greater cyber awareness while addressing evolving regulatory and compliance expectations.

Dear Stakeholders,

The most interesting shifts in technology are no longer happening at the edges of business. They are moving into the centre of how organisations learn, operate and grow. AI is changing how people work, cloud is reshaping how businesses scale and cybersecurity is becoming inseparable from trust. For Vinsys, this is the moment to bring these forces together and help customers build for what comes next.

FY2025-26 reflected this opportunity. Organisations increasingly looked for integrated solutions that could address technology adoption, workforce capability and evolving business needs together. This plays directly to our strengths across technology, digital learning, training and consulting, giving us a broader role in the transformation journeys of our customers.

Learning for a Changing Workforce

Our Digital Learning portfolio gained momentum during the year through AI-enabled learning solutions, cloud-based LMS and LXP platforms and immersive experiences. We witnessed strong adoption of AI-powered role-play simulations, personalised learning journeys, intelligent content recommendations and SaaS-based learning platforms across government, healthcare, energy and enterprise sectors.

AI is also changing what organisations expect from learning. The question is no longer simply how content is delivered, but whether learning can adapt to the individual, understand skills gaps and help people apply knowledge with greater confidence. Our investments in personalised experiences, intelligent assessments, learner analytics and skills-based recommendations are helping us respond to this shift.

We also strengthened our cybersecurity learning offerings, helping organisations build greater cyber awareness while addressing evolving regulatory and compliance expectations. A resilient organisation needs informed people as much as secure systems and we see an important role for learning in bringing the two together.

Where Digital Meets Human Potential

The same principle is shaping our product portfolio. Customers want technology that connects processes rather than creating another layer of complexity. In response, we have advanced our SaaS offerings around cloud-native architectures, faster deployment, scalable integration and continuous feature delivery.

Solutions such as VinBPM, VinHRMS and VinOCR enable us to address business process, human resource and document management requirements through connected digital platforms. NuVin takes this proposition further, combining API-first integration, multilingual capabilities, analytics and AI-enabled automation to serve SME and legal firms.

Security is an equally important part of this proposition. Our cybersecurity portfolio now spans AI governance, cloud security, application security, identity management and security-by-design, helping organisations build resilience as their technology environments become more connected and complex.

The Power of Partnerships

No technology company can create the future in isolation. The strength of our ecosystem comes from the expertise we bring together.

Our Digital Learning alliances with Skillsoft, PeopleFluent, goFLUENT and Invince provide access to enterprise learning content, talent management solutions, business language learning and AI-powered learning and talent platforms.

We have also partnered with leading global technology and certification providers including AWS, Microsoft, SAP, IBM, Autodesk, Oracle, PMI and PeopleCert. These relationships expand our access to established technology platforms and specialised capabilities while complementing our consulting, implementation, system integration, custom eLearning, localisation and managed services expertise.

For us, the real value of this ecosystem lies in what we create with it. We can combine global technology with our domain understanding and local delivery expertise to develop solutions suited to sectors such as government, BFSI, manufacturing, telecom, energy and education. That is a meaningful differentiator from being a technology vendor with a single proposition.

Deepening Enterprise Relationships

The market is increasingly moving towards integrated transformation programmes, where technology, skills, cybersecurity and business processes need to work together. This creates an opportunity to engage with customers more deeply and address a wider set of their needs.

Our breadth allows us to support customers at different points of their transformation journey, from learning and consulting to technology implementation, SaaS adoption and cybersecurity. It also gives us the ability to bring global platforms together with local requirements, industry context and delivery expertise.

India provides a strong base for this growth, supported by increasing digital adoption and investment in technology-enabled workforce development. Our presence in the GCC, the United States and other international markets adds further avenues to take our capabilities to diverse customer environments.

Turning the Next Wave into Opportunity

The next phase of our journey will centre on AI-enabled learning solutions, cloud-native SaaS and advanced cybersecurity. We will deepen our technology partnerships while strengthening analytics, automation and API-first integrations across our platforms.

We believe the defining question for digital transformation is becoming simpler: how well can an organisation connect its technology with its people and processes? This is where we see Vinsys having a distinctive role to play. Our technology ecosystem, domain expertise and integrated service portfolio give us the breadth to address this convergence with practical, customer-focused solutions.

We are still at an early stage of what AI and connected technologies can make possible. That gives us both an exciting opportunity and a clear responsibility: to turn emerging possibilities into solutions that customers can use, scale and trust.

Building with Our Stakeholders

We would like to thank our employees for the expertise and energy they bring to our work and our customers, partners and shareholders for the confidence they place in us.

As we build the digital future and lead the AI shift, our ambition is to create greater value through stronger capabilities, deeper relationships and technology that makes a meaningful difference to the businesses we serve.

Sincerely,

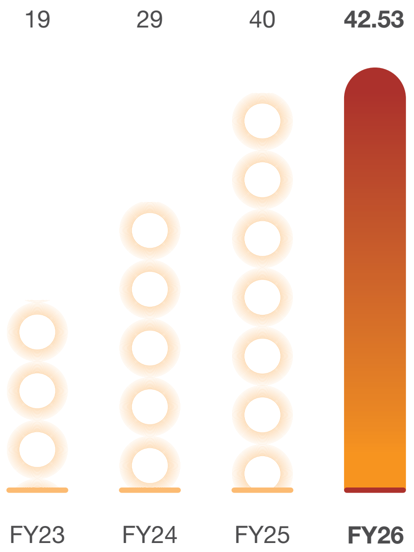
Kunal Patil
Director — Sales & International Business Development

Karan Patil
Promoter Group

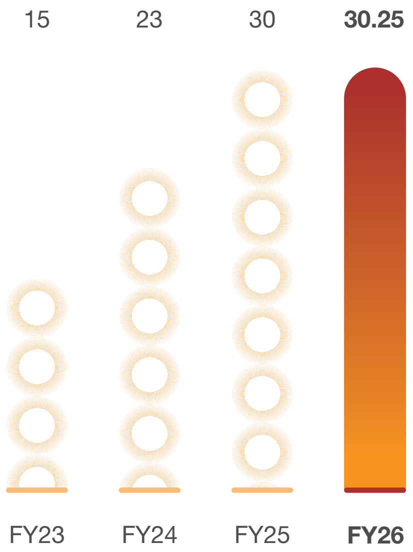
Financial Highlights

The Numbers Behind Our Progress

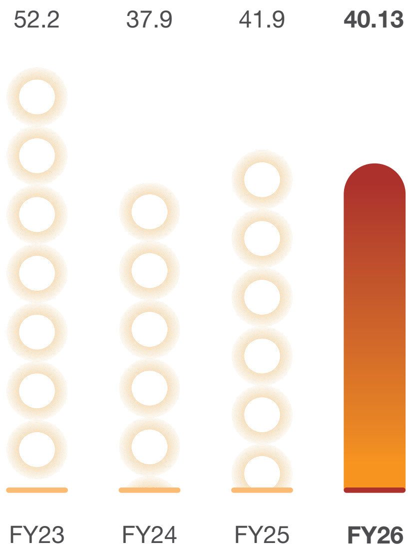
Consolidated EBITDA
(₹ crore)



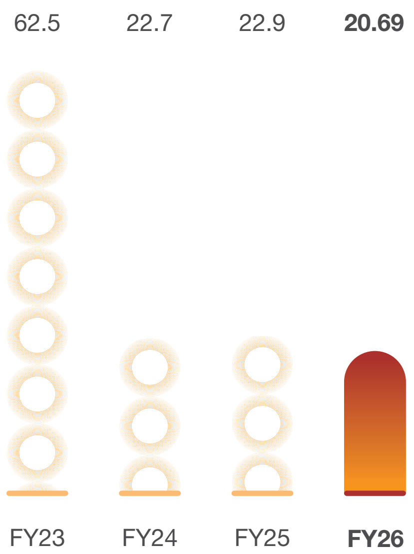
Consolidated PAT
(₹ crore)



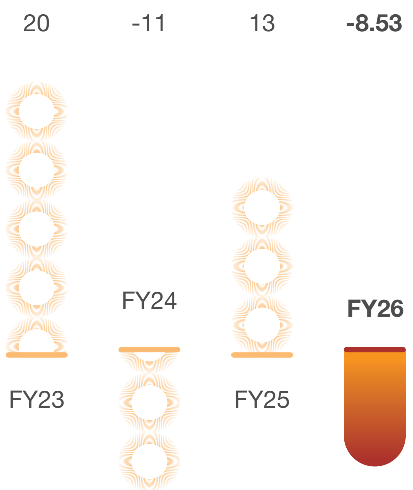
Consolidated Gross Margin
(%)



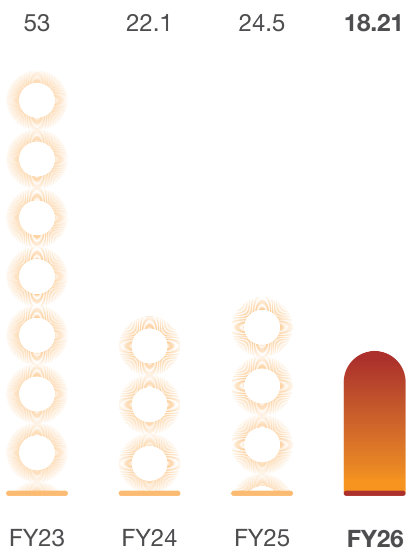
Return on Equity
(%)



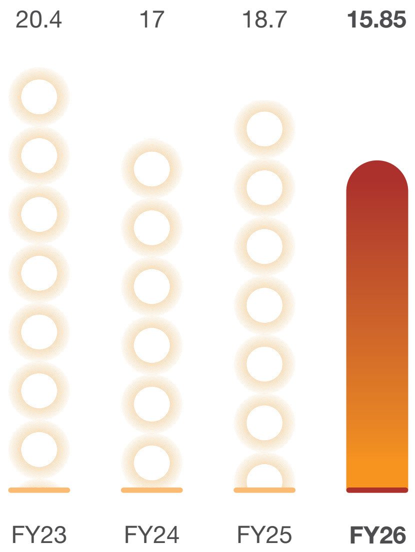
Cash Flow from Operations
(₹ crore)



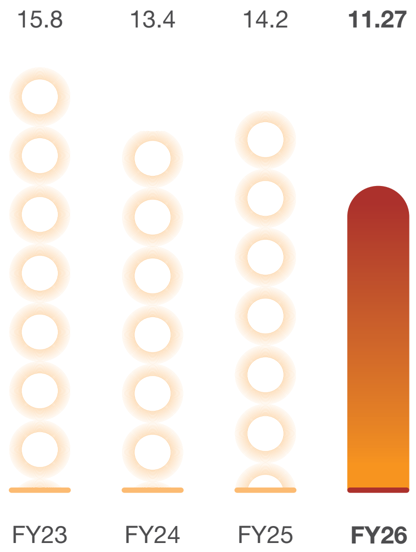
Return on Capital Employed
(%)



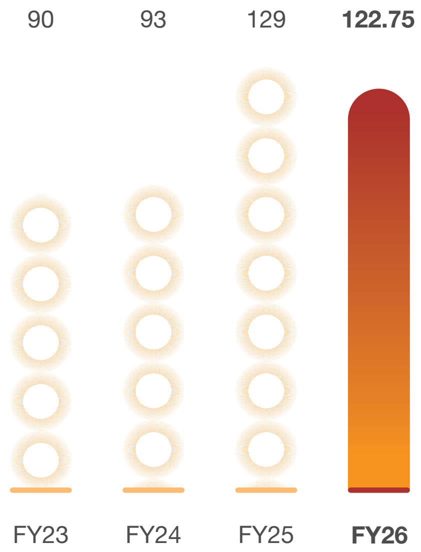
Consolidated EBITDA Margin
(%)



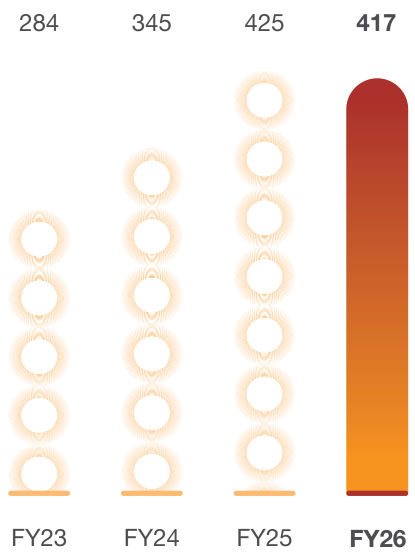
Consolidated PAT Margin
(%)



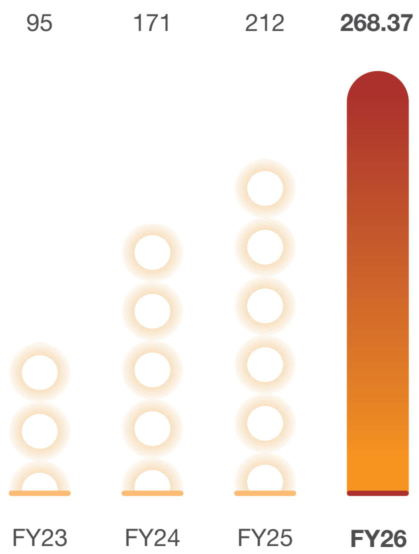
Debtor Days
(X)



Number of Employees
(X)



Consolidated Revenue
(₹ crore)



Our services

Connecting the Pieces of Digital Progress

We bring together Learning Solutions, Technology Services, and Manpower and Staffing to help organisations build skills, advance digital adoption and strengthen workforce performance. This integrated portfolio enables us to address diverse business needs across industries and geographies, from developing talent and modernising technology to meeting evolving workforce requirements.

Our domain expertise, digital platforms and technology-enabled approach allow us to connect capability-building with practical business needs. By bringing these strengths together, we help clients translate investment in people and technology into tangible, measurable outcomes.

FY2025–26 Revenue Breakup

(%)

Solutions in Action

Digital Platforms

Web portal, mobile app, custom ERP and applications for MHADA.

Document Management

Web-based document management system for a leading banking institution.

Cybersecurity

Cybersecurity assessment for a leading industrial organisation.

HR Technology

HR management solution supporting workforce administration for over 6,000 users.

Application Modernisation

Enterprise application upgrade for a leading insurance organisation.

System Integration

API Gateway deployment and system integration for a water and wastewater services organisation.

Agricultural Digitisation

Digitisation of primary agricultural credit societies to improve efficiency and transparency.

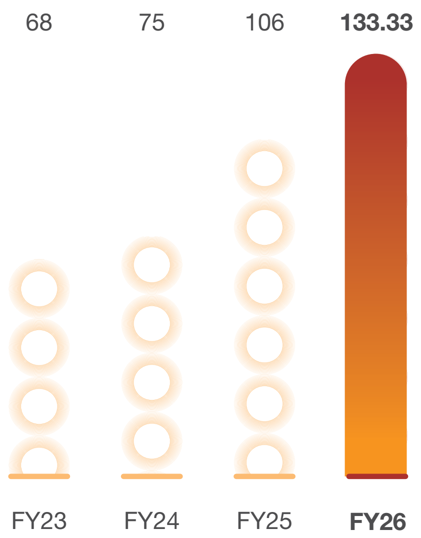
Learning Solutions

We help organisations and professionals build capabilities for a business and technology landscape that is changing at pace. Our training and certification programmes cover AI, cybersecurity, project management, cloud computing, leadership and emerging technologies, combining established disciplines with skills gaining importance in the digital economy.

We deliver learning through instructor-led programmes, virtual classrooms, digital platforms, cloud labs and immersive experiences, allowing us to tailor the approach to different learning needs. Our programmes serve corporates, government bodies and educational institutions, helping them equip their people with relevant knowledge, practical skills and recognised certifications.

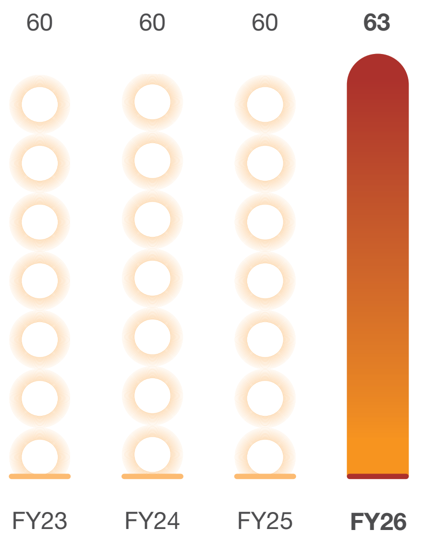
Revenue

(₹ crore)



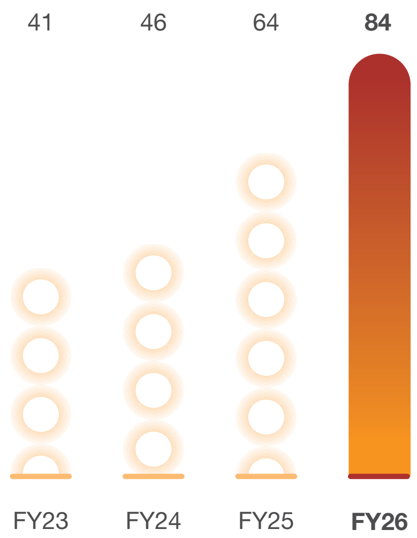
Gross Margin

(%)



Gross Profit

(₹ crore)



Key Offerings

Corporate Training and Certifications

We design customised training programmes spanning IT, emerging technologies and business disciplines, complemented by pathways to professional certifications that help learners build recognised expertise.

Digital Learning

We combine online platforms, immersive experiences, customised content and learning management systems to create flexible learning journeys suited to different audiences, formats and objectives

Foreign Language Services

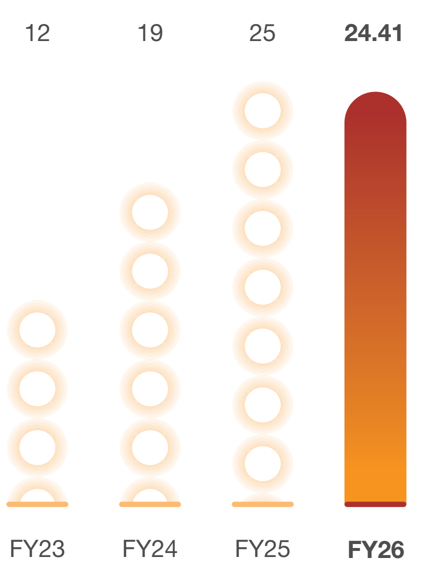
We provide translation, interpretation, transcription and localisation services across multiple languages, supporting clients in their global operations.

Technology Services

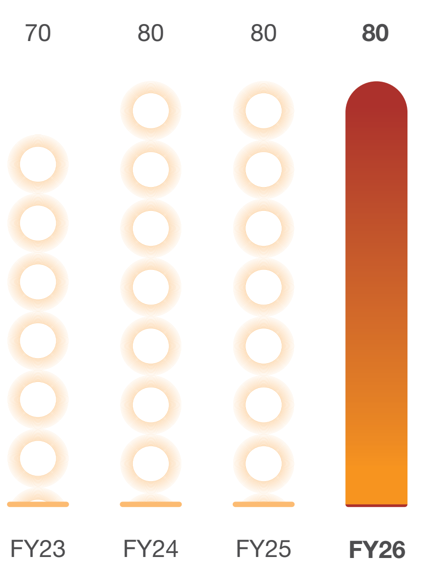
We help organisations modernise applications, simplify processes and strengthen operational performance through tailored technology solutions. Our expertise spans digital transformation, AI, cybersecurity, managed IT services, custom application development, quality engineering, UI/UX and system integration, enabling clients to address both immediate technology priorities and evolving digital needs.

Our proprietary platforms, including VinBPM, VinCRM, VinHRMS, VinLMS and VinProctomate, extend this expertise into business process management, customer relationship management, human resources, learning and workflow automation. These platforms help organisations digitise critical processes, connect workflows and improve how technology supports day-to-day operations.

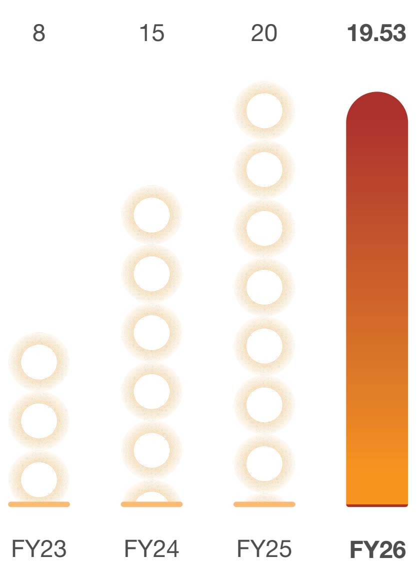
Revenue
(₹ crore)



Gross Margin
(%)



Gross Profit
(₹ crore)



Products

- VinBPM
- VinCRM
- VinHRMS
- VinLMS
- VinProctomate

Service Offerings

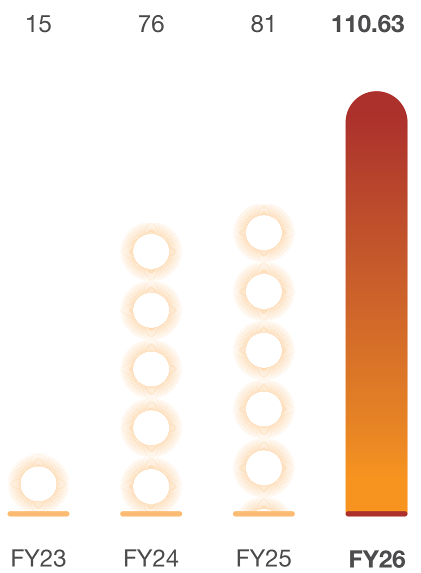
Cybersecurity Services → Managed IT Services → Custom Application Development → Design Lab → Digital Assurance and Quality Engineering

Manpower and Staffing

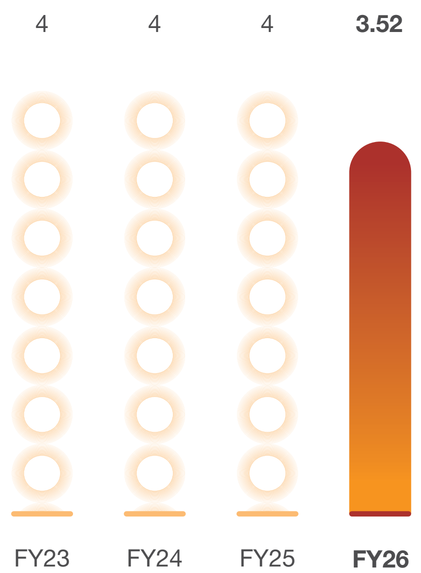
We help organisations respond to changing workforce needs through recruitment, staffing, payroll and operational support. By combining recruitment expertise with technology platforms and workforce management capabilities, we provide scalable solutions that can adapt to different business models, sectors and talent requirements.

Our approach connects organisations with relevant talent while simplifying workforce processes and administrative demands. This enables clients to respond faster to shifts in demand, manage their workforce more effectively and focus resources on their core priorities.

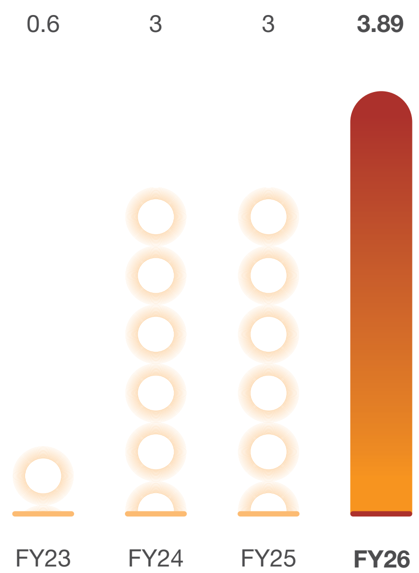
Revenue
(₹ crore)



Gross Margin
(%)



Gross Profit
(₹ crore)



Key Relationships

We work with organisations across diverse industries, supported by long-standing client relationships and technology-enabled workforce solutions.

marico | Pidilite | eClerx | COCOCART | Axis | Oncostrata | HARIBOL Pure Food for the Soul | THE HOSTELLER | LRYPT TECHNOLOGIES | PeopleDecode | Credgenics | CHALLENGER SWEEPERS PVT LTD

Growth Strategy

Extending the Digital Frontier

We are shaping our growth around four priorities: deepening our presence in high-potential markets, building technology-led offerings, developing strategic partnerships and increasing meaningful engagement with our brand. As demand grows for AI, IT services, digital learning and workforce solutions, we are directing our resources towards areas where our expertise can address emerging client needs and open new avenues for growth.

Deepening Our GCC Presence

We are building our presence in the GCC, with a focus on Saudi Arabia, the UAE, Qatar and Oman. We are also evaluating opportunities across Africa, Europe and North America. Our expansion is guided by a partnership-led, asset-light approach, giving us the flexibility to respond to market demand while developing the relationships and capabilities needed to serve each market effectively.

Expanding Through Strategic Partnerships

We are broadening our technology ecosystem through partnerships with organisations such as SAP, VegaCap, Axionic, NooriX and QDex. These collaborations expand our capabilities across enterprise learning, AI, cloud, cybersecurity and digital transformation while creating opportunities to serve evolving customer requirements.

Strengthening Brand and Market Engagement

We are increasing our visibility through industry conferences, exhibitions, leadership forums and integrated digital campaigns in domestic and international markets. Our participation in India, the UAE, Saudi Arabia, Qatar, Oman, Nigeria and other strategic markets enables direct engagement with customers, partners, government institutions and industry stakeholders. These interactions strengthen market awareness, deepen relationships and help identify new avenues for business.

Diversifying Technology and Service Offerings

We are widening our portfolio in AI, enterprise technology, cybersecurity, cloud, digital learning and workforce transformation. Alongside our service offerings, thought leadership initiatives such as webinars on emerging technologies and business transformation create forums for meaningful engagement with technology professionals, enterprise leaders and decision-makers

VINSYS

Risk Management

Safeguarding the Path Ahead

As we operate across learning, technology and workforce solutions and expand serve clients in international markets, we assess the risks that could affect our operations, financial performance and ability to deliver on our objectives. Our approach centres on early identification, structured assessment and proportionate mitigation, helping us respond to emerging exposures while protecting business continuity.

We review key risks in the context of our operating environment, business priorities and evolving market conditions The principal risks identified during FY2025–26 and the corresponding mitigation measures are outlined below.

Risk Governance

Risk management is embedded within our broader governance and internal control structure. Our internal controls are designed in line with the principles of our corporate governance framework, with relevant functions contributing to risk identification, assessment and monitoring.

The Board provides strategic oversight, while the Executive Directors, management and supporting committees review key exposures, assess the effectiveness of controls and oversee mitigation measures. This structure establishes clear accountability for managing risks and supports informed decision-making across the organisation.

Macroeconomic Risk

Risk Assessment

Changes in interest rates, inflationary pressures and fiscal or monetary policies may affect operating performance, profitability and business growth.

Risk Mitigation

We diversify our revenue streams, exercise disciplined cost management measures and undertake scenario planning to strengthen business resilience.

Foreign Exchange Risk

Risk Assessment

Fluctuations in foreign currency exchange rates may impact margins and financial performance arising from our international operations.

Risk Mitigation

We monitor foreign currency exposures and use natural hedging by aligning foreign currency inflows with corresponding outflows, supported by appropriate pricing mechanisms and multi-currency transactions.

Competitive Risk

Risk Assessment

Intense competition within the industry may place pressure on pricing, market share and our ability to sustain service differentiation.

Risk Mitigation

We invest in research and development, strengthen our brand and build strategic partnerships that extend our capabilities and help us deliver distinctive value to clients.

Technology Risk

Risk Assessment

Rapid technological developments and cybersecurity threats may affect operational continuity, platform reliability and our ability to keep pace with evolving technology.

Risk Mitigation

We invest in digital technologies, strengthen cybersecurity infrastructure through regular assessments and continuously upskill our workforce to respond to emerging technologies.

Customer Concentration Risk

Risk Assessment

Reliance on a limited number of key customers may expose us to revenue and profitability pressures if business volumes decline or customers are lost.

Risk Mitigation

We deepen customer relationships through robust customer relationship management (CRM) practices, broaden our client portfolio and uphold service quality to support retention and reduce concentration.

Regulatory and Compliance Risk

Risk Assessment

Changes in statutory, legal and regulatory requirements may increase compliance obligations and affect business operations if not addressed effectively.

Risk Mitigation

We review our compliance framework regularly, engage legal advisors where required and strengthen our processes to respond promptly to changes in applicable requirements.

Liquidity and Credit Risk

Risk Assessment

Delays in customer collections or payment defaults may affect cash flows, working capital and financial liquidity.

Risk Mitigation

We apply credit evaluation processes, monitor receivables closely, set appropriate payment terms and maintain adequate liquidity buffers to support financial flexibility.

VINSYS

Our People

The Human Force Behind the Digital Shift

Our people shape how we serve clients and grow our business. In FY 2025–26, we strengthened talent in key areas including technology, consulting, digital learning, sales, customer success and corporate functions, aligned with our business priorities and international growth plans.

Our people agenda focuses on attracting talent, building skills, developing leaders, promoting inclusion and recognising performance. Through these efforts, we are building a capable, engaged workforce ready to respond to changing client and business needs.

417
Total workforce strength

23.26%
Gender diversity

9,352
Training hours

Building a Future Ready Workforce

We build our talent pipeline through campus partnerships, digital recruitment, employee referrals and specialised hiring in emerging technologies and global business functions. Our Diversity, Equity and Inclusion framework promotes equal opportunity from recruitment and onboarding through career development.

As our international presence grows, we are creating opportunities for internal mobility, cross-functional exposure and global collaboration, enabling employees to develop broader capabilities and contribute across markets.

Learning at Every Stage

Learning is integral to how we build capability. During the year, employees participated in technical certifications, functional programmes, leadership development, behavioural training, compliance learning and customer-focused initiatives.

Our learning roadmap spans Artificial Intelligence, Generative AI, Data Analytics, Cloud Computing, Cybersecurity, Digital Transformation, Automation Technologies, Agile Delivery, Product Management, Customer Success, Business Consulting and Innovation Management. Through instructor-led programmes, digital learning platforms, certifications and cross-functional learning, we are strengthening technical and professional capabilities across employee groups.

Preparing the Next Generation of Leaders

We identify and develop future leaders through talent reviews, performance assessments, competency evaluations and succession planning. High-potential employees gain exposure through leadership programmes, strategic assignments, mentoring, coaching and cross-functional roles.

Our leadership programmes focus on strategic thinking, emotional intelligence, stakeholder management, communication, coaching, cross-cultural collaboration and change management. Succession planning also covers critical roles and leadership readiness to support business continuity and organisational resilience.

Recognising Talent and Milestones

We recognise contributions through structured performance awards, project excellence awards, innovation recognition, long service milestones, customer appreciation and peer recognition.

Our approach to retention also emphasises career opportunities, learning, transparent communication, inclusive leadership and employee well-being.

Well-being Beyond Work

We promote well-being through wellness initiatives, learning events, cultural celebrations, sports and team-building activities. These programmes create opportunities to connect beyond day-to-day responsibilities while supporting a balanced employee experience.

Cultural and Creative Engagement

Cultural celebrations and creative engagement programmes give employees opportunities to share their interests, celebrate diverse traditions and connect with colleagues across teams and locations. These experiences add vibrancy to the workplace and strengthen a sense of belonging.

Extending Our Social Footprint

Our people initiatives also extend beyond the workplace through social and community-focused programmes. We support initiatives that contribute to health and social well-being, while encouraging employees to participate in activities that create a wider social impact.

An Inclusive Place to Grow

We aim to create a workplace where people can learn, contribute and progress. Inclusive practices, career development, engagement, well-being and recognition form the foundation of this environment.

As our business grows in India and international markets, we are focused on building a diverse, capable and agile workforce equipped to support changing client needs and new avenues of growth.

Community Welfare

Creating Opportunity Beyond Business

Our CSR initiatives focus on creating meaningful opportunities and supporting the well-being of communities. Through partnerships with local organisations and targeted interventions, we contribute to education, healthcare and social development, with a focus on areas where our efforts can create lasting value.

Mission

Empowering communities through education, healthcare and sustainable development.

Vision

Building a society with equal opportunities for all.

Rs. 32,86,297

Invested in CSR initiatives

Education and Student Development

Education remained a key area of our CSR engagement during the year. Through the School Development Project, we supported improvements in educational facilities, learning resources and the overall learning environment.

Going forward, we plan to expand our school development programmes and explore opportunities for employee volunteering, professional mentoring and knowledge sharing. These initiatives will enable our employees to contribute their skills and experience to students and underserved communities.

Preserving Cultural Heritage

We supported the Marathi Sahitya Parishad to promote Marathi language and literature and preserve Maharashtra's cultural traditions. This initiative reflects the importance we place on supporting institutions that contribute to regional language and cultural heritage.

Focus Areas for Future CSR Engagement

We are evaluating opportunities to broaden our CSR initiatives across areas aligned with community needs and our CSR priorities. These include:

Women empowerment

Digital literacy, skill development, employability and entrepreneurship

Rural development

Educational support, essential facilities, livelihood opportunities and need-based assistance

Healthcare and sanitation

Preventive healthcare, hygiene awareness, sanitation and access to basic medical support

Environmental sustainability

Energy conservation, waste reduction, recycling, tree plantation and responsible resource use

Sports development

Programmes supporting physical well-being, confidence, discipline and teamwork among young people

Leadership Team

Guiding with Vision, Leading with Expertise

Vikrant Patil
Managing Director, Chairman

Vinaya Patil
Whole Time Director

Kunal Patil
Non-Executive Non-Independent Director and Director International

Karan Patil
Director International and Promoter Group

Saneeka Dhamankar
Chief Financial Officer

Sadanand Vazalwar
Training Head, India

Dr. Mohammad Aslam
Chief Executive Officer, GCC

Dr. Nitin Balyan
Strategic Director

Gayatree Karandikar
Company Secretary

Abdullah Hussain
Strategic Alliance, GCC

Umesh Tharkude
Assistant Vice President – HRD

Corporate Information

Board of Directors

Mr. Vikrant Patil
(DIN 00325383)
Chairman and Managing Director

Mrs. Vinaya Patil
(DIN 00325458)
Whole Time Director

Mr. Ravindra Kamthe
(DIN 10083340)
Independent Director

Mr. Pradeep Nannajkar
(DIN 10083992)
Independent Director

Mr. Kunal Patil
(DIN 11052380)
Non-Executive Non-Independent Director
(Appointed w.e.f. 11.04.2025)

Chief Financial Officer

Mrs. Saneeka Dhamankar

Company Secretary

Mrs. Gayatree Karandikar

Statutory Auditors

A Y & Company
Chartered Accountants

Secretarial Auditors

SCS & Co LLP
Practicing Company Secretary

Bankers

Axis Bank Limited
ICICI Bank Limited

Registered Office

S. No. 28/11-12, Shivaji Niketan,
CTS No. 458A, Tejas Housing Society,
Near Mantri Park, Behind Dhondiba
Sutar Bus Stand,
Kothrud, Pune 411038

Register and Share Transfer Agent

MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited)
Block No. 202, 2nd Floor, 'Akshay'
Complex, Near Ganesh Temple,
Off Dhole Patil Road,
Pune 411001

VINSYS

Directors' Report

To the Members

The Board of Directors is pleased to present the Annual Report along with the Audited Financial Statements (Consolidated and Standalone) of the Company for the Financial Year ended 31 March 2026.

1. FINANCIAL SUMMARY AND HIGHLIGHTS

The Company's financial performance (Standalone and Consolidated) for the year ended March 31, 2026, is summarised below:

(Rs. in lakhs)

Particulars	Consolidated		Standalone	
	2025-26	2024-25	2025-26	2024-25
Revenue from Operations	26,836.99	21,168.31	6,148.12	5,859.21
Other Income	182.07	278.75	464.41	327.23
Total Income	**27,019.06**	**21,447.06**	**6,612.53**	**6,186.44**
Total expenditure Before Tax, Interest Depreciation and Amortisation	22,583.57	17,207.40	5,034.38	4,174.52
Profit / Loss Before Tax, Interest Depreciation and Amortisation	**4,435.49**	**4,239.66**	**1,578.15**	**2,011.93**
Less: Depreciation	551.47	381.98	311.40	289.83
Less: Finance cost	399.55	235.80	331.08	181.80
Profit / Loss Before Tax	**3,484,47**	**3,621.88**	**935.67**	**1,540.30**
Less: Tax expenses				
Current Tax	444.23	573.09	216.72	363.99
Deferred Tax	15.56	44.31	15.98	44.54
Profit / (Loss) After Tax	**3,024.68**	**3,004.49**	**702.97**	**1,131.77**

2. DIVIDEND

With a view to conserving and saving the resources for future prospects of the Company, the Board of Directors does not recommend any dividend for the Financial Year ended on March 31, 2026.

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, there is no amount of dividend remaining unclaimed / unpaid for a period of 7 (seven) years and / or unclaimed Equity Shares which are required to be transferred to the Investor Education and Protection Fund (IEPF).

UNCLAIMED DIVIDENDS

The Company has never declared dividend since its incorporation and hence, there is no outstanding and unclaimed dividends.

3. TRANSFER OF RESERVES

The Board has not proposed to transfer any amount to any Reserves. Therefore, the total amount of profit is carried to the reserve and surplus as shown in the Balance Sheet of the Company.

4. UTILISATION OF INITIAL PUBLIC OFFER PROCEEDS

The Company raised funds of Rs. 49.84 Crores through an Initial Public Offering (IPO). The gross proceeds of the IPO have been utilized in the manner proposed in the Offer Document, the details of which are hereunder:

Rs. in Crores

Sr. No.	Original object	Original allocation	Funds utilized
1.	To meet the working capital requirements	24.16	24.16
2.	Repayment of loan to subsidiary	3.90	3.90
3.	Loan to subsidiary	4.10	4.10
4.	General corporate purpose	12.45	12.45
5.	Issue expenses	5.23	5.23

There is no deviation / variation in the utilization of gross proceeds raised through IPO. The entire fund was utilized till September 30, 2025.

5. CHANGE IN THE NATURE OF BUSINESS

During the year, the Company has not changed its business or objects and continues to be in the same line of business as per its main object.

6. EMPLOYEE STOCK OPTION SCHEME – 2025

The Shareholders of the Company have approved to grant total option of 5,00,000 (Five Lakhs Only) fully paid-up equity shares of Rs. 10 each of the Company ("Equity Share(s)"), under one or more tranches to the employees of the Company.

The Nomination and Remuneration Committee has granted total 3,26,000 equity stock options of the face value of Rs. 10 each ('ESOPs'), at the grant price of Rs. 10 (Rupees Ten only) per option to the eligible employees of the Company on March 28, 2025.

Pursuant to ESOP-2025, Options granted shall vest after a minimum period of 1 year but not later than a maximum period of 4 years from the grant date of such Options.

After closure of the year, on April 28, 2026, of 3,26,000 equity stock options 71,930 Options were vested and exercised by the Options Grantees and 71,930 Equity Shares were allotted by the Company.

The Statutory disclosures as required under Regulation 14 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, read with SEBI circular no. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 with regard to Vinsys IT Services India Limited, is available on the website of the Company at www.vinsys.com. The Company has also obtained a certificate from the Secretarial Auditors confirming that ESOP-2025, has been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and the resolutions passed by the members of the Company. A copy of the certificate has been uploaded on the website of the Company i.e., www.vinsys.com.

7. SHARE CAPITAL

During the year under review, there were no changes in the Authorised Share Capital and Paid-up Share Capital of the Company.

After closure of the Financial Year, the Board of Directors, at its meeting held on April 28, 2026, approved the allotment of 71,930 Equity Shares pursuant to the exercise of Stock Options by the eligible employees under the ESOP-2025.

Consequent to the aforesaid allotment, the paid-up share capital of the Company increased from Rs. 14,67,79,270 (Rupees Fourteen Crores Sixty-Seven Lakhs Seventy-Nine Thousand Two Hundred Seventy Only), comprising 1,46,77,927 (One Crore Forty-Six Lakhs Seventy-Seven Thousand Nine Hundred Twenty-Seven) Equity Shares of Rs. 10 (Rupees Ten Only) each, to Rs. 14,74,98,570 (Rupees Fourteen Crores Seventy-Four Lakhs Ninety-Eight Thousand Five Hundred Seventy Only), comprising 1,47,49,857 (One Crore Forty-Seven Lakhs Forty-Nine Thousand Eight Hundred Fifty-Seven) Equity Shares of Rs. 10 (Rupees Ten Only) each.

The Share Capital of the Company as on the date of Report, is as follows:

Authorized Capital: The Authorized Capital of the Company is Rs. 15,50,00,000 (Rupees Fifteen Crores Fifty Lakhs Only) divided into 1,55,00,000 (One Crore Fifty-Five Lakhs Only) Equity Shares of Rs. 10 (Rupees Ten Only) each.

Issued, Subscribed and Paid-Up Capital: The present Paid-up Capital of the Company is Rs. 14,74,98,570 (Rupees fourteen crore seventy-four lakh ninety-eight thousand five hundred seventy Only) divided into 1,47,49,857 (one crore forty-seven lakh forty-nine thousand eight hundred fifty-seven Only) Equity Shares of Rs. 10 (Rupees Ten Only) each.

ALTERATION OF THE ARTICLES OF ASSOCIATION AND MEMORANDUM OF ASSOCIATION OF THE COMPANY

During the year, no changes took place in the Memorandum and Articles of Association of the Company.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Composition of the Board

As on the date of this Report, the Board comprises the following Directors:

Name of the Director	Category cum Designation	Original Date of Appointment	Date of appointment at current term	Total number of directorships in other public limited companies **	No. of committees * in which the Director is a Member	No. of committees * in which the Director is the Chairman	No. of shares held as on 31st March 2026
Mr. Vikrant Shivajirao Patil	Chairman and Managing Director	January 11, 2008	May 14, 2023	-	1	-	34,30,000
Mrs. Vinaya Vikrant Patil	Whole Time Director	January 11, 2008	May 14, 2023	-	1	-	51,02,500
Mr. Ravindra Kisanrao Kamthe	Independent Director	March 21, 2023	March 21, 2023	-	2	1	Nil
Mr. Pradeep Maruti Nannajkar	Independent Director	March 22, 2023	March 22, 2023	-	2	1	Nil
# Mr. Kunal Vikrant Patil	Non-Executive Non-Independent Director	April 11, 2025	April 11, 2025	-	-	-	3,85,000

* Committee includes the Audit Committee and the Stakeholders' Relationship Committee across all public limited companies, including Vinsys IT Services India Limited.

** Excluding Section 8 company, struck-off company, amalgamated company and LLP.

On the recommendation of the Nomination and Remuneration Committee, in accordance with the provisions of Section 161 of the Companies Act, 2013, (the Act), read with the Articles of Association of the Company, the Board of Directors of the Company appointed Mr. Kunal Vikrant Patil as an Additional Non-Executive Non-Independent Director of the Company with effect from March 28, 2025 or the date of obtaining valid DIN from the Ministry of Corporate Affairs, whichever is later, i.e., April 11, 2025, to holds office up to the date of the ensuing General Meeting or the last day on which the annual general meeting should have been held, whichever is earlier.

The members of the Company regularized his appointment as Non-Executive Non-Independent Director in the 17th Annual General Meeting of the Company.

The composition of the Board complies with the requirements of the Companies Act, 2013. Further, in pursuance of Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), the Company is exempted from the requirement of having the composition of the Board as per Regulation 17 of the Listing Regulations. None of the Directors of the Company is serving as a Whole-Time Director in any other Listed Company and the number of their directorship is within the limits laid down under Section 165 of the Companies Act, 2013.

Board Meetings

The Board of the Company regularly meets to discuss various business opportunities. Additional Board meetings are convened, as and when required, to discuss and decide on various business policies, strategies and other business matters.

During the year under review, 5 (five) Board Meetings were convened and held on May 22, 2025, September 4, 2025, November 14, 2025, February 16, 2026 and March 13, 2026.

The necessary quorum was present for all the meetings. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Agenda and notes of the meetings were circulated to the Directors.

The details of the attendance of each Director at the Board Meetings are given below:

Name of the Director	Date of appointment	Date of cessation	Number of Board Meetings eligible to attend	Number of Board Meetings attended
Mr. Vikrant Shivajirao Patil	January 11, 2008	-	5	5
Mrs. Vinaya Vikrant Patil	January 11, 2008	-	5	5
Mr. Ravindra Kisanrao Kamthe	March 21, 2023	-	5	5
Mr. Pradeep Maruti Nannajkar	March 22, 2023	-	5	5
Mr. Kunal Vikrant Patil	April 11, 2025	-	5	1

General Meetings

During the year under review, the following General Meetings were held, the details of which are given as under:

Sr. No.	Type of General Meeting	Date of General Meeting
1.	Annual General Meeting	September 30, 2025

Disclosure by Directors

The Directors on the Board have submitted notice of interest under Section 184 (1) of the Companies Act, 2013, i.e., in Form MBP-1, intimation under Section 164 (2) of the Companies Act, 2013, i.e., in Form DIR 8 and declaration as to compliance with the Code of Conduct of the Company.

Independent Directors

In terms of Section 149 of the Companies Act, 2013, and the Rules made thereunder, the Company has two Non-Promoter Non-Executive Independent Directors.

The Company has received the necessary declarations from each Independent Director under Section 149(7) of the Companies Act, 2013, confirming that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013. Further, all the Independent Directors of the Company have registered themselves in the Independent Director Data Bank.

A separate meeting of Independent Directors was held on March 13, 2026, to review the performance of Non-Independent Directors and the Board as a whole and the performance of the Chairperson of the Company, including the assessment of quality, quantity and timeliness of flow of information between Company management and the Board.

Change in the Board Composition

Changes in the Board Composition during the Financial Year 2025-26 and up to the date of this Report are furnished below:

Appointment of Directors during the Financial Year 2025-26

On the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), read with the Articles of Association of the Company, the Board of Directors appointed Mr. Kunal Vikrant Patil (DIN: 11052380) as an Additional Non-Executive, Non-Independent Director of the Company with effect from March 28, 2025, or the date of obtaining a valid Director Identification Number (DIN) from the Ministry of Corporate Affairs, whichever was later. As the valid DIN was allotted on April 11, 2025, his appointment as an Additional Non-Executive, Non-Independent Director became effective from April 11, 2025. He held office as an Additional Director up to the date of approval of his appointment by the Members of the Company.

Change in designation of Directors during the Financial Year 2025-26

Based on the recommendation of the Nomination and Remuneration Committee, the Members of the Company approved the appointment of Mr. Kunal Vikrant Patil (DIN: 11052380) as a Non-Executive, Non-Independent Director of the Company with effect from April 11, 2025, in accordance with the applicable provisions of the Companies Act, 2013.

Consequently, upon approval by the Members, his designation changed from Additional Non-Executive, Non-Independent Director to Non-Executive, Non-Independent Director, and he continues to serve on the Board in such capacity.

Resignation of Directors during the Financial Year 2025-26

Nil

Retirement by rotation and subsequent re-appointment

Mr. Vikrant Shivajirao Patil (DIN: 00325383), Chairman and Managing Director, is liable to retire by rotation at the ensuing Annual General Meeting, pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and being eligible have offered himself for re-appointment.

The Board recommends the re-appointment of Mr. Vikrant Shivajirao Patil (DIN: 00325383) as Director for your approval. Brief details as required under Secretarial Standard-2 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Notice of AGM.

KEY MANAGERIAL PERSONNEL

As on the date of this Report, the following are "Key Managerial Personnel" (KMPs) of the Company as per Section 2 (51) and 203 of the Companies Act, 2013:

Sr. No.	Name	Designation
1.	Mr. Vikrant Shivajirao Patil	Chairman and Managing Director
2.	Mrs. Vinaya Vikrant Patil	Whole Time Director
3.	Mrs. Saneeka Nikhil Dhamankar	Chief Financial Officer
4.	Mrs. Gayatree Neeraj Karandikar	Company Secretary and Compliance Officer

Appointment of Key Managerial Personnel during the Financial Year 2025-26

Nil

Resignation of Key Managerial Personnel during the Financial Year 2025-26

Nil

Performance evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual Directors pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in the following manner:

- The performance of the Board was evaluated by the Board, after seeking inputs from all the Directors, based on the criteria such as the Board composition and structure, effectiveness of the Board processes, information and functioning, etc.
- The performance of the various committees was evaluated by the Board after seeking inputs from the committee members based on criteria such as the composition of the committees, effectiveness of the committee meetings, etc.
- The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors based on the criteria such as the contribution of the individual Director to the Board and committee meetings, like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

- In addition, the Chairman was also evaluated on the key aspects of his role.

A separate meeting of Independent Directors was held to evaluate the performance of Non-Independent Directors, the performance of the Board as a whole and the performance of the Chairman, taking into account the views of Executive Directors and Non-Executive Directors. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

9. CHANGE IN REGISTERED OFFICE

During the year under review, there was no change in the Registered Office of the Company.

10. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to section 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirms that:

a) In preparation of annual accounts for the year ended March 31, 2026, the applicable accounting standards have been followed and no material departures have been made from the same;

b) the Directors had 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 and of the profit or loss of the Company for that year;

c) the Directors had 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 Directors had prepared the annual accounts for the year ended March 31, 2026, on a going concern basis.

e) the Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and

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

11. A STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS

Your Company has received declarations from all the Independent Directors of your Company confirming that they meet the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and there has been no change in the circumstances which may affect their status as an Independent Director. The Independent Directors have also given a declaration of compliance with Rules 6 (1) and 6 (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to their names appearing in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, each of the Independent Directors possesses the requisite integrity, expertise and experience for acting as an Independent Director of the Company.

12. COMMITTEES OF THE BOARD

The Board of Directors, in line with the requirements of the Companies Act, 2013, has formed various committees, details of which are given hereunder:

A. Audit Committee

The Company has formed Audit Committee in line with the provisions of Section 177 of the Companies Act, 2013. The Audit Committee meeting is generally held for the purpose of recommending the half-yearly and yearly financial results.

During the year under review, 4 (four) meetings of the Committee were held on May 22, 2025, September 4, 2025, November 14, 2025 and February 16, 2026.

The composition of the Committee as at March 31, 2026 and attendance at its meetings for the Financial Year 2025-26, are given below:

Member Director	DIN	Category	Designation	No. of meetings during the Financial Year 2025-26	
				Eligible to attend	Attended
Mr. Ravindra Kisanrao Kamthe	10083340	Non-Executive Independent Director	Chairperson	4	4
Mr. Pradeep Maruti Nannajkar	10083992	Non-Executive Independent Director	Member	4	4
Mrs. Vinaya Vikrant Patil	00325458	Whole Time Director	Member	4	4

The Company Secretary acts as the Secretary to the Audit Committee. The Chief Financial Officer of the Company is the regular invitee at the Meeting. The representatives of the Internal Auditors, Statutory Auditors and Business Unit / Operation Heads, whenever required, are invited to the Audit Committee meetings.

Mr. Ravindra Kisanrao Kamthe, the Chairman of the Audit Committee, was present at the Annual General Meeting to answer the shareholders' queries.

Vigil Mechanism / Whistle Blower Policy

The Company has a Whistle Blower Policy / Vigil Mechanism (the Policy) to deal with instances of fraud, unethical behaviour, etc. The Policy provides a mechanism for Directors and employees of the Company and other persons dealing with the Company to report genuine concerns including but not limited to unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct for Board of Directors and Senior Management or ethics policy or leakage of Unpublished Price Sensitive Information (UPSI), by any person, who has UPSI, to any other person in any manner whatsoever, except as otherwise permitted under the SEBI (Prohibition of Insider Trading) Regulations, 2015, or any other instance to the Chairman of the Audit Committee of the Board of Directors of the Company. The Policy is placed on the Company's website, viz.,

https://www.vinsys.com/static/media/Whistle_Blower_Policy_and_Vigil_Mechanism_VAbQTJC.pdf.

No complaints were filed / pending with the Company during the year.

B. Nomination and Remuneration Committee

The Company has formed a Nomination and Remuneration Committee in line with the provisions of Section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee meetings are generally held for identifying the persons who are qualified to become Directors and may be appointed in senior management and recommending their appointments and removal.

The Company Secretary acts as the Secretary of the Committee.

During the year under review, 2 (two) meetings of the Committee were held on September 4, 2025 and March 13, 2026.

The composition of the Committee as at March 31, 2026 and attendance at its meetings for the Financial Year 2025-26, are given below:

Member Director	DIN	Category	Designation	No. of meetings during the Financial Year 2025-26	
				Eligible to attend	Attended
Mr. Pradeep Maruti Nannajkar	10083992	Non-executive Independent Director	Chairperson	2	2
Mr. Ravindra Kisanrao Kamthe	10083340	Non-executive Independent Director	Member	2	2
Mr. Vikrant Shivajirao Patil	00325383	Chairman and Managing Director	Member	2	2
Mr. Kunal Vikrant Patil	11052380	Non-Executive Non-Independent Director	Member	2	1

Nomination and Remuneration Policy

The Nomination and Remuneration Policy is designed to create a high-performance culture. It enables the Company to attract motivated and retained manpower in a competitive market, and to harmonize the aspirations of human resources consistent with the goals of the Company.

The Company pays remuneration by way of salary, benefits, perquisites and allowances to its Executive Directors and Key Managerial Personnel. Annual increments are decided by the Nomination and Remuneration Committee within the salary scale approved by the members and are effective from April 1, of each year. The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on the website of the Company at https://www.vinsys.com/static/media/Nomination_and_Remuneration_Policy_h51Kftq.pdf.

The Nomination and Remuneration Policy for the selection of Directors and determining Directors' independence sets out the guiding principles for the Nomination and Remuneration Committee for identifying the persons who are qualified to become the Directors. Your Company's Nomination and Remuneration Policy is directed towards rewarding performance based on review of achievements. The Nomination and Remuneration Policy is in consonance with existing industry practice. We affirm that the remuneration paid to the Directors is as per the terms laid out in the Nomination and Remuneration Policy.

C. Stakeholders' Relationship Committee

The Company has constituted Stakeholder's Relationship Committee mainly to focus on the redressal of Shareholders'/Investors' Grievances, if any, like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc.

During the year under review, 4 (four) meetings of the Committee were held on May 22, 2025, September 4, 2025, November 14, 2025 and February 16, 2026.

The composition of the Committee as at March 31, 2026 and attendance at its meetings for the Financial Year 2025-26, are given below:

Member Director	DIN	Category	Designation	No. of meetings during the Financial Year 2025-26	
				Eligible to attend	Attended
Mr. Pradeep Maruti Nannajkar	10083992	Non-executive Independent Director	Chairperson	4	4
Mr. Ravindra Kisanrao Kamthe	10083340	Non-executive Independent Director	Member	4	4
Mr. Vikrant Shivajirao Patil	00325383	Chairman and Managing Director	Member	4	4

During the year under review, the Company has received 6 (six) complaints. There was no complaint pending as on March 31, 2026.

13. PUBLIC DEPOSITS

The Company has not accepted any deposits from the public. Hence, the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 of the Companies Act, 2013, (the Act) or any other relevant provisions of the Act and the Rules thereunder are not applicable.

14. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITY

The details of loans, guarantees, investments and security covered under the provisions of Section 186 of the Companies Act, 2013, are given in the notes to the Financial Statement.

15. ANNUAL RETURN

Pursuant to the provisions of Section 92 (3) read with Section 134 (3) (a) of the Companies Act, 2013, the Annual Return as on March 31, 2026 is available on the Company's website on https://www.vinsys.com/investor#annual-return.

16. TRANSACTIONS WITH RELATED PARTIES

All the Related Party Transactions entered into during the financial year were on an Arm's Length basis and in the Ordinary Course of Business. No material significant Related Party Transactions (i.e. exceeding 10% of the annual turnover as per the last audited financial statement) with Promoters, Directors, Key Managerial Personnel (KMP) and other related parties which may have a potential conflict with the interest of the Company at large, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134 (3) (h) of the Companies Act, 2013, in Form AOC-2 is not applicable.

Further, prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted were placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis. The details of the related party transactions for the Financial Year 2025-26, are given in the notes of the Financial Statements, which are part of the Annual Report.

The Policy on Related Party Transactions as approved by the Board of Directors, is available on the website of the Company at

https://www.vinsys.com/static/media/Policy_on_related_party_transactions.pdf.

The Company also discloses Related Party Transactions on a half-yearly basis, in the prescribed format with the Stock Exchange(s).

17. MATERIAL CHANGES AND COMMITMENTS

The following are the material changes affecting the financial position of the Company that have occurred between the end of the financial year of the Company, i.e., March 31, 2026, to the date of this Report:

1. Vinsys Information Technology Services LLC, United Arab Emirates, a wholly owned subsidiary of Vinsys IT Services India Limited, incorporated a new company in Manchester, United Kingdom, by the name Vinsys Information Technology Services Ltd with a 100% holding, towards which the subscription of the shares of the said entity has been completed on June 23, 2026.
2. The Company has acquired a 90% stake in Omnibridge Solutions Private Limited (Omnibridge), pursuant to which Omnibridge has become a subsidiary of the Company, with effect from 30 June 2026..

18. PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197 (12) of the Companies Act, 2013, read with Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration over the limits set out in the said rules will be available for inspection at the Registered Office of the Company during working hours and any members interested in obtaining such information may write to the Company and the same will be furnished on request.

Having regard to the provisions of the first proviso to Section 136 (1) of the Companies Act, 2013 and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company.

Disclosures relating to the remuneration and other details as required under Section 197 (12) of the Companies Act, 2013, read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are provided as an "**Annexure-A**", which forms part of this Report.

19. INFORMATION ON SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

As on March 31, 2026, the Company has the following subsidiaries:

Name of the Company	CIN	% of holding	Category
Vikvins Consultants Private Limited	U74140PN2003PTC018283	99% voting power	Subsidiary Company
Vinsys International Limited (Dubai)	NA	100	Subsidiary Company
Vinsys IT Services LLC (Dubai)	NA	100	Subsidiary Company
Vinsys IT Services LLC (Qatar)	NA	100	Subsidiary Company
Vinsys Information Technology Consultancy LLC (Abu Dhabi)	NA	100	Subsidiary Company
Vinsys Information Technology Consultancy (Dubai)	NA	100	Subsidiary Company
Vinsys Arabia Information Technology Company (Kingdom of Saudi Arabia)	NA	100	Subsidiary Company
Vinsys Corporation (USA)	NA	100	Subsidiary Company
Vinsys IT Holco LLC-FZ	NA	51	Subsidiary Company

In accordance with Section 129 (3) of the Companies Act, 2013, (the Act), a statement containing salient features of the Financial Statements of the subsidiary companies in Form AOC-1 is annexed to this Report as "**Annexure-B**".

During the year, the Board of Directors reviewed the affairs of the subsidiaries. In accordance with Section 129 (3) of the Act, the Consolidated Financial Statements of the Company and all its subsidiaries, prepared in accordance with the relevant accounting standards, form part of the Annual Report.

Pursuant to the provisions of Section 136 of the Act and its Rules thereof including amendments thereunder, the Financial Statements along with the relevant documents of the Company and its subsidiaries, are available on the Company's website, viz., www.vinsys.com. The Financial Statements of the subsidiaries and related detailed information will be kept for inspection by any member at the Company's Registered Office and will also be made available to the members on demand, at any point of time.

Further, the Company has no Associate Companies or Joint Ventures as on March 31, 2026.

20. NAME OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

Nil

21. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

To foster a positive workplace environment free from harassment of any nature, the Company has framed the Prevention of Sexual Harassment Policy through which we address complaints of sexual harassment at all workplaces of the Company. Our Policy assures discretion and guarantees non-retaliation to complainants. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate. Further, the Company has complied with the provisions relating to the constitution of the Internal Complaint Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Details of sexual harassment complaints during the Financial Year 2025-26:

Number of complaints received: 0

Number of complaints disposed of: 0

Number of complaints pending more than 90 days: 0

COMPLIANCE WITH THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT, 1961

The Company hereby declares that it has duly complied with all applicable provisions of the Maternity Benefit Act, 1961, (the Act), during the Financial Year 2025-26. All eligible women employees have been accorded the statutory benefits as prescribed under the Act, including but not limited to paid maternity leave, continuity of salary and employment during the period of such leave and post-maternity support measures such as nursing breaks and flexible return-to-work arrangements, wherever applicable. The Company reaffirms its commitment to maintaining an inclusive and supportive work environment that safeguards the rights and welfare of its women employees, in consonance with the letter and spirit of the applicable laws.

It is further declared that during the Financial Year 2025-26, seven women employees of the Company applied for and availed themselves of maternity leave and claimed benefits under the Act.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Company has adopted the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons and Immediate Relatives of Designated Persons of the Company, under the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code inter-alia lays down the procedures to be followed by designated persons while trading / dealing in Company's shares and sharing Unpublished Price Sensitive Information (UPSI). The Code covers Company's obligation to maintain a digital database, mechanism for prevention of insider trading and handling of UPSI and the process to familiarize with the sensitivity of UPSI. Further, it also includes Code for Practices and Procedures for Fair Disclosure of UPSI, which has been available on the Company's website at https://www.vinsys.com/static/media/Code_of_Conduct_for_regulating_monitoring_and_reporting_of_trading.pdf.

22. RISK MANAGEMENT

A well-defined risk management mechanism covering risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and take advance actions to mitigate them. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

23. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

CONSERVATION OF ENERGY

i) Steps taken / impact on conservation of energy:

The Company is committed to promoting energy conservation through the adoption of energy-efficient technologies and best operational practices. Although the nature of the Company's operations is not energy-intensive, continuous efforts are made to optimize energy consumption by implementing appropriate energy conservation measures wherever feasible. The Company remains focused on enhancing energy efficiency and minimizing its environmental footprint through the prudent use of available resources.

ii) Steps taken by the company for utilizing alternate sources of energy including waste generated:

Nil

iii) Capital investment on energy conservation equipments:

NIL

TECHNOLOGY ABSORPTION

i) The efforts made towards technology absorption:

No special efforts were made towards technology absorption. However, your Company continues its commitment to improve the quality by absorbing the latest technology.

ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

Not Applicable

iii) In case of imported technology (imported during the last three years, reckoned from the beginning of the financial year):

a. The details of technology imported: None

b. The year of import: None

c. Whether the technology has been fully absorbed: None

d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: None

The expenditure incurred on research and development: Nil

FOREIGN EXCHANGE EARNINGS AND OUTGO

Details of foreign exchange earnings and / or outgo during the year 2025-26, are follows:

Foreign exchange earnings	1,223.07 lakhs
Foreign exchange outgo	620.90 lakhs

24. COMPLIANCE WITH THE PROVISIONS OF SECRETARIAL STANDARD 1 AND SECRETARIAL STANDARD 2

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively. During the year under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India, New Delhi.

25. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal control systems to ensure operational efficiency, accuracy and promptness in financial reporting and compliance with various laws and regulations.

The internal control system is supported by the internal audit process.

26. CORPORATE GOVERNANCE

Integrity and transparency are key factors to our corporate governance practices to ensure that we achieve and retain the trust of our stakeholders at all times. Corporate governance is about maximizing shareholder value legally, ethically and sustainably. Our Board exercises its fiduciary responsibilities in the widest sense of the term. Our disclosures seek to attain the best practices in international corporate governance. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions.

As our Company has been listed on Emerge Platform of National Stock Exchange Limited, under Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the corporate Governance provisions as specified in Regulation 17 to 27 and Clause (b) to (i) and (t) of Sub-Regulation (2) of Regulation 46 and Para C D and E of Schedule V do not apply to the Company. Hence Corporate Governance Report does not form a part of this Report, though we are committed to the best corporate governance practices.

27. CORPORATE SOCIAL RESPONSIBILITY

As per the Audited Financial Statements as on March 31, 2026, the net profit of the Company (profit as per Section 198 of the Companies Act, 2013, (the Act)) exceeds Rs. 5 Crores. As per Section 135 (9) of the Act, where the amount to be spent by a company under Sub-Section (5) does not exceed fifty lakh rupees, the requirement under Sub-Section (1) for the constitution of the Corporate Social Responsibility (CSR) Committee shall not be applicable and the functions of such Committee provided under this section shall, in such cases, be discharged by the Board of Directors of such company. Therefore, the Company does not require the constitution of a CSR Committee.

Pursuant to the provisions of Section 135 of the Act, read with the Companies (Corporate Social Responsibility) Rules, 2014, the Company has framed a Policy on Corporate Social Responsibility. As part of its initiatives under CSR, the Company has identified various projects / activities in accordance with Schedule VII of the Act.

The details of CSR activities undertaken during the Financial Year 2025-26, as required under Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014, are annexed as "**Annexure-C**" and form part of this Report.

28. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Regulation 34 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, a review of the performance of the Company and future outlook is provided in the Management Discussion and Analysis Report annexed to this Report as "**Annexure-D**".

29. STATUTORY AUDITOR AND THEIR REPORT

Pursuant to the provisions of Section 139 of the Companies Act, 2013, read with rules made thereunder, A Y & Company, Chartered Accountants, (Firm Registration No. 020829C), were appointed as Statutory Auditors of the Company in the Annual General Meeting of the Company held on July 25, 2023, to hold office for a further period of five years till the Annual General Meeting to be held for the financial year 2028.

The Notes to the Financial Statements referred in the Auditors' Report are self-explanatory and therefore do not call for any comments under Section 134 of the Companies Act, 2013. The Auditors' Report is enclosed with the Financial Statements in this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

30. REPORTING OF FRAUD

The Auditors of the Company have not reported any fraud as specified under Section 143 (12) of the Companies Act, 2013.

31. SECRETARIAL AUDITOR AND THEIR REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/S SCS and Co. LLP is appointed as a Secretarial Auditor of the Company for the Financial Year 2025-26. The Secretarial Audit Report for the Financial Year 2025-26, is annexed to this Report as "**Annexure-E**".

Observations of the Secretarial Auditor:

1. Delay of 1 trading day in submission of disclosure by the Mr. Kunal Vikrant Patil (Promoter Group) under Regulation 7(2) (a) of the SEBI (PIT) Regulations, 2015. The transaction was executed on November 27, 2025, whereas the disclosure was submitted to the Company on December 2, 2025, against the prescribed due date of December 1, 2025. However, the Company disclosed the transaction to the Stock Exchanges on December 2, 2025, i.e. on the date of receipt of the disclosure.

Management response:

1. The Management is committed to ensuring timely compliance with the applicable disclosure requirements going forward.

32. INTERNAL AUDITOR

Pursuant to the provisions of Section 138 of the Companies Act 2013, the Company had appointed A S Gholkar & Co., Chartered Accountants (Firm Registration No. 124138W), as an Internal Auditor of the Company for the Financial Year 2025-26.

The Internal Audit findings and Reports submitted by the said Internal Auditor during the Financial Year to the Audit Committee and the Board of Directors of the Company do not contain any adverse remarks and qualifications. Hence, do not call for any further explanations by the Company.

33. MAINTENANCE OF COST RECORD

The Company is not required to maintain cost records as specified by the Central Government under Sub-Section 1 of Section 148 of the Companies Act, 2013. Accordingly, such accounts and records are not made and maintained by the Company.

34. SIGNIFICANT / MATERIAL ORDERS PASSED BY THE REGULATORS

There are no other significant / material orders passed by the Regulators, Courts, Tribunals, Statutory and quasi-judicial body impacting the going concern status of the Company and its operations in future.

35. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016, DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

During the Financial Year 2025-26, there was no application made and proceeding initiated / pending under the Insolvency and Bankruptcy Code, 2016, by any Financial and / or Operation Creditors against your Company. As on the date of this Report, there is no application or proceeding pending against your Company under the Insolvency and Bankruptcy Code, 2016.

36. WEBSITE

As per Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has maintained a functional website namely, 'www.vinsys.com' containing information about the Company.

The website of the Company contains information like policies, shareholding pattern, financial information and information of the designated officials of the Company who are responsible for assisting and handling investor grievances for the benefit of all stakeholders of the Company, etc.

37. GENERAL DISCLOSURE

Your Directors state that the Company has made disclosures in this Report for the items prescribed in Section 134 (3) of the Companies Act, 2013 and Rule 8 of the Companies (Accounts) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent the transactions took place on those items during the year.

Your Directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

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

2) Revision in the Board's Report or Financial Statement;

3) Difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking a loan from the banks or financial institutions, along with the reasons thereof.

APPRECIATIONS AND ACKNOWLEDGEMENTS

Your Directors wish to place on record their sincere appreciation for the significant contributions made by the employees at all levels through their dedication, hard work and commitment during the year under review.

The Board places on record its appreciation for the support and co-operation your Company has been receiving from its suppliers, distributors, retailers, business partners and others associated with it as its trading partners. Your Company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be your Company's endeavour to build and nurture strong links with the trade based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests. Your Directors also take this opportunity to thank all Shareholders, Clients, Vendors, Banks, Government and Regulatory Authorities and Stock Exchanges, for their continued support.

Registered Office:
S. No 28/11-12, Shivaji Niketan,
CTS No. 458A, Tejas Housing Society
Near Mantri Park, Behind Dhondiba
Sutar Bus Stand, Kothrud, Pune 411038

Place: Pune
Date: 04.09.2026

For and on behalf of the Board of Directors
Vinsys IT Services India Limited
CIN L72200PN2008PLC131274

Sd/-
Vikrant Patil
Chairman and Managing Director
DIN 00325383

Sd/-
Vinaya Patil
Whole Time Director
DIN 00325458

Annexure-A to the Directors' Report

Particulars of employees

Disclosures about remuneration and other details as required under Section 197 (12) of the Companies Act, 2013, read with Rules made thereunder

A. Information as per Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

a) The ratio of remuneration of each Director to the median remuneration of employees for the financial year and the percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary or Manager, if any, in the Financial Year:

Sr. No.	Name	Designation	Nature of payment	Ratio against median employee's remuneration	Percentage increase
1.	Mr. Vikrant Shivajirao Patil	Chairman and Managing Director	Remuneration	13.07	71.43
2.	Mrs. Vinaya Vikrant Patil	Whole Time Director	Remuneration	8.71	60.00
3.	Mr. Ravindra Kisanrao Kamthe	Independent Director	Sitting fees	2.18	-
4.	Mr. Pradeep Maruti Nannajkar	Independent Director	Sitting fees	2.18	-
5.	Mr. Kunal Vikrant Patil *	Non-Executive Non-Independent Director	Sitting fees	-	-
6.	Mrs. Saneeka Nikhil Dhamankar	Chief Financial Officer	Remuneration	2.90	-
7.	Mrs. Gayatree Neeraj Karandikar	Company Secretary	Remuneration	2.71	-

* The Members of the Company appointed Mr. Kunal Vikrant Patil appointed as a Non-Executive Non-Independent Director of the Company with effect from 11 April 2025.

b) The percentage increase in the median remuneration of employees in the financial year:

The median remuneration of the employees in current financial year increased by 35.44 % over the previous financial year due to increase in number of employees.

c) The number of permanent employees on the roll of the Company:

313 permanent employees including the Managing Director and Whole Time Director of the Company, as on March 31, 2026.

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

The Average salary of employee was increased by 14.08 % due to increase in number of employees in comparison to previous year. The remuneration of the executive directors was within the limit as approved by the shareholders of the Company.

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For and on behalf of the Board of Directors
Vinsys IT Services India Limited
CIN L72200PN2008PLC131274

Place: Pune
Date: 04.09.2026

Sd/-
Vikrant Patil
Chairman and Managing Director
DIN 00325383

Sd/-
Vinaya Patil
Whole Time Director
DIN 00325458

Annexure-B to the Directors' Report

Form AOC-1

Statement pursuant to first provision to Sub-Section 3 of Section 129 of the Companies Act, 2013,

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES OR ASSOCIATE COMPANIES OR JOINT VENTURES

Part A – Subsidiaries

CIN/ any other registration number of subsidiary company	IC20140427	364818198	1132079	687833	CN-3898683	U74140PN2003PTC018283	1010786087	1132079	2526527.01
Name of the subsidiaries	Vinsys International Limited, UAE Dubai	Vinsys Corporation, USA	Vinsys Information Technology Services LLC, Dubai	Vinsys Information Technology Consultancy, Dubai (Step-Down Subsidiary of the Company)	Vinsys Information Technology Consultancy Sole Proprietorship LLC, Abu Dhabi	Vikvins Consultants Private Limited	Vinsys Arabia Information Technology Company, Saudi Arabia	Vinsys IT Services LLC Qatar	Vinsys IT Holco LLC-FZ
Date since when subsidiary was acquired	10.03.2014	03.09.2015	30.12.2022	29.04.2013	09.02.2021	16.01.2023	06.03.2022	07.11.2023	23.01.2025
Provision pursuant to which the company has become a subsidiary (Section 2(87)(i)/Section 2(87)(ii))	2(87)(ii))	2(87)(ii))	2(87)(ii))	2(87)(ii))	2(87)(ii))	2(87)(ii))	2(87)(ii))	2(87)(ii))	2(87)(ii))
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA	NA	NA	NA	NA	NA	NA	NA
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	AED 23.2837	USD 85.5286	AED 23.2837	AED 23.2837	AED 23.2837	INDIAN RUPEES (IN LAKHS)	SAR 22.7868	QAR 22.9010	AED 23.2837
Share capital	10,000	1,000	3,00,000	3,00,000	3,00,000	2.96	3,00,000	1,000	1,00,000
Reserves and Surplus	29,53,815	1,23,986	25,07,264	76,45,031	90,92,620	1,146.35	7,45,298	19,02,184	3,72,612
Total assets	34,21,294	2,77,580	2,10,30,425	1,66,49,221	1,16,87,338	2,510.91	38,39,524	31,07,871	23,04,969
Total liabilities	34,21,394	2,77,580	2,10,30,425	1,66,49,221	1,16,87,368	2,510.91	38,39,524	31,07,871	23,04,969
Investments	-	-	27,67,999	-	14,65,628	-	-	-	-
Turnover	28,57,590	2,39,080	81,23,381	83,69,238	98,53,571	11,062.75	70,51,276	40,05,685	22,74,820
Profit before taxation	24,05,221	2,727	17,51,354	9,89,255	13,14,727	519.13	2,81,577	8,35,892	3,72,612
Provision for taxation	-	-	1,20,316	56,090	85,177	120.84	56,316	62,272	-
Profit after taxation	24,05,221	2,727	16,31,488	9,42,133	12,36,231	389.29	2,25,261	7,73,620	372,612
Proposed dividend	-	-	-	-	-	-	-	-	-
% of shareholding	100	100	100	100	100	100	100	100	51

Names of subsidiaries which are yet to commence operations:

- Vinsys Information Technology Services LLC, Muscat Oman, incorporated on 28 November 2024.

Sr. No.	CIN/any other registration number	Name of subsidiaries yet to commence operations
1.		Vinsys Information Technology Services LLC

Names of subsidiaries which have been liquidated or sold during the year: Not Applicable

Sr. No.	CIN/any other registration number	Name of subsidiaries
-	-	-

Part "B": Associates and Joint Ventures Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures: For the Financial Year ended on 31 March 2026, the Company does not have any associate / joint venture companies.

	Particulars	Details
1.	Name of Associate/Joint Venture	-
2.	Latest audited Balance Sheet Date	-
3.	Date on which the Associate or Joint Venture was associated or acquired	-
4.	Shares of Associate/Joint Ventures held by the company on the year end	
A.	No. of Shares	-
B.	Amount of Investment in Associates/Joint Venture	-
C.	Extent of Holding (%)	-
5.	Description of how there is significant influence	-
6.	Reason why the associate/joint venture is not consolidated	-
7.	Net worth attributable to shareholding as per latest audited Balance Sheet.	-
8.	Profit/Loss for the year	-
	i. Considered in Consolidation	-
	ii. Not Considered in Consolidation	-

1. Names of associates or joint ventures which are yet to commence operations: Not Applicable

2. Names of associates or joint ventures which have been liquidated or have ceased to be associate or joint venture during the year: Not Applicable

Registered Office:

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For and on behalf of the Board of Directors

Vinsys IT Services India Limited
CIN L72200PN2008PLC131274

Sd/-
Vikrant Patil
Chairman and
Managing Director
DIN 00325383

Sd/-
Vinaya Patil
Whole Time Director
DIN 00325458

Place: Pune
Date: 04.09.2026

Annexure-C to the Directors' Report

Annual Report on Corporate Social Responsibility

(Pursuant to Clause (o) of Sub-Section 3 of Section 135 of the Companies Act, 2013, Section 135 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended)

1. A brief outline of the Company's Corporate Social Responsibility (CSR) Policy, including an overview or the projects or programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and projects and programmes:

The main object of the CSR Policy of the Company encompasses the ideas of corporate governance, sustainable wealth creation, corporate philanthropy and advocacy for the goals of the community. The projects undertaken will be within the broad framework of Schedule VII of the Companies Act, 2013, (the Act). Our CSR initiatives focus on CSR projects as provided under Schedule VII of the Act. The Company has framed its CSR Policy in compliance with the provisions of the Act and the same is placed on the Company's website and may be accessed at https://www.vinsys.com/static/media/Corporate_Social_Responsibility_Policy.pdf.

2. The composition of CSR Committee as on 31 March 2026:

As per Section 135 (9) of the Companies Act, 2013, where the amount to be spent by a company under Sub-Section (5) does not exceed fifty lakh rupees, the requirement under Sub-Section (1) for the constitution of the CSR Committee shall not be applicable and the functions of such Committee provided under this section shall, in such cases, be discharged by the Board of Directors of such company. Therefore, the Company doesn't require the constitution of a CSR Committee and functions with respect to CSR are being discharged by the Board of Directors.

3. Provide the web link where the composition of the CSR Committee, CSR Policy and CSR projects approved by the Board on the website of the Company: www.vinsys.com.

4. Provide the executive summary along with web-link(s) of impact assessment of CSR projects carried out in pursuance of Sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:

Not applicable for the Financial Year under review.

5. a. Average net profit of the Company as per Section 135 (5) – Rs. 1,148.41 lakhs

   b. Two percent of average net profit of the Company as per Section 135 (5) – Rs. 22.97 lakhs

   c. Surplus arising out of CSR projects / programmes / activities of the previous financial years – Nil

   d. Amount required to be set off for the financial year – Nil

   e. Total CSR obligation for the financial year (b+c+d) – Rs. 22.97 lakhs

6. a. Amount spent on CSR projects (both ongoing projects and other than ongoing projects) – Rs. 32.86 lakhs

   b. Amount spent on administrative overheads (in Rs.) – Nil

   c. Amount spent on impact assessment, if applicable – Not applicable

   d. Total amount spent for the Financial Year (a+b+c) – Rs. 32.86 lakhs

   e. CSR amount spent or unspent for the Financial Year –

Rs. in lakhs

Total amount spent for the Financial Year	Amount unspent				
	Total amount transferred to unspent CSR amount as per Section 135 (6)		Amount transferred to any fund specified under Schedule VII as per the second proviso to Section 135 (5)		
	Amount	Date of transfer	Name of the fund	Amount	Date of transfer
32.86	Nil	Nil	Nil	Nil	Nil

f. Excess amount of set off, if any – Nil

(Rs. in lakhs)

Sr. No.	Particulars	Amount
1.	2% of the average net profit of the Company as per Section 135(5) as on March 31, 2026	22.97
2.	Total amount spent for the Financial Year 2025-26	32.86
3.	Excess amount spent for the Financial Year 2025-26 [(ii)-(i)]	9.89
4.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Year 2025-26, if any	Nil
5.	Amount available for set off in succeeding Financial Year i.e., 2026-27 [(iii)-(iv)]	9.89

7. Details of unspent CSR amount for the preceding three financial years –

Sr. No.	Preceding Financial Year	Amount transferred to unspent CSR Account under Section 135(6)	Balance Amount in unspent CSR Account under sub-section (6) of Section 135	Amount spent in the reporting Financial Year	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub-section (5) of Section 135, if any		Amount remaining to be spent in succeeding Financial Years	Deficiency, if any
					Amount	Date of transfer		
	NA	NA	NA	NA	NA	NA	NA	NA

8. Whether any capital assets have been created or acquired through CSR amount spent in the Financial Year – ~~Yes~~ / No

If yes, enter the number of capital assets created / acquired – Not applicable

Furnish the details relating to such assets created or acquired through CSR amount spent in the Financial Year:

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

(All the fields should be captures as appearing in the revenue record, flat no, house no, Municipal Office / Municipal Corporation / Gram Panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reasons, if the Company has failed to spend two percent of the average net profit as per Section 135 (5) – Not applicable

Sd/-
Vikrant Patil
Chairman and
Managing Director
DIN 00325383

Sd/-
Vinaya Patil
Whole Time Director
DIN 00325458

Place: Pune
Date: 04.09.2026

Annexure-D to the Directors' Report

Management Discussion and Analysis

Economic Overview

Global Economy[1]

The global economy demonstrated resilience throughout CY 2025, maintaining an estimated growth rate of 3.5%. This performance continued despite trade barriers, policy uncertainty and rising geopolitical tensions. Growth was driven by strong investments in Artificial Intelligence (AI), continuous infrastructure modernisation and corporate initiatives aimed at productivity enhancement.

Organisations' shifted their AI strategies from broad-purpose large language models (LLMs) toward smaller, specialised precision models. They also adopted autonomous AI agents capable of executing complex workflows with limited human intervention. This transition accelerated demand for enterprise infrastructure, driving investments in high-density, liquid-cooled data centres, specialised AI chips and hybrid cloud architectures. These platforms were optimised for intensive inference workloads.

Technological advancement also prioritised system reliability and operational security. Enterprises increasingly adopted real-time AI observability platforms, automated governance frameworks and advanced cyber-defence protocols. These measures aimed to mitigate algorithmic risks and protect critical enterprise data pipelines. Economic activity across major regions also benefited from coordinated fiscal and monetary easing, accommodative financial conditions and a weaker US dollar.

Despite overalll stability, global macroeconomic conditions remained exposed to external shocks. Escalating geopolitical tensions in West Asia presented significant headwinds. These tensions increased energy market volatility and complicated inflation outlooks and financial conditions. Emerging Market and Developing Economies (EMDEs) with high commodity import dependence faced greater exposure to supply disruptions and oil price fluctuations.

However, EMDEs generally outperformed Advanced Economies. Growth in Advanced Economies remained constrained by elevated interest rates and cautious consumer sentiment. EMDE performance was supported by resilient domestic demand, expanding manufacturing capacity and sustained public infrastructure investment.

Outlook

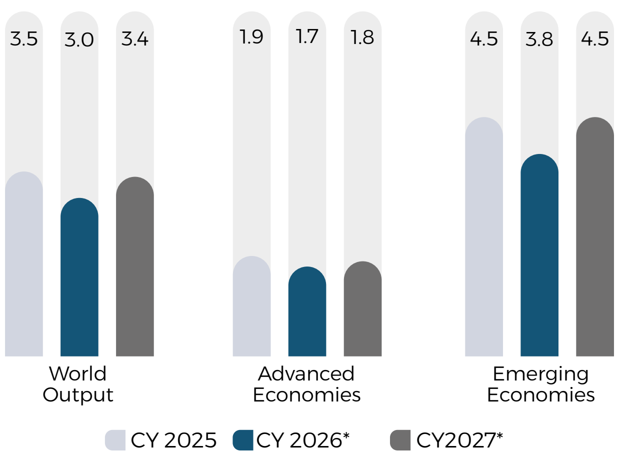
Global economic growth is projected to moderate to 3.0% in CY 2026 before recovering to 3.4% in CY 2027. This outlook reflects continued geopolitical tensions, persistent inflationary pressures and evolving global trade dynamics. Headline inflation is expected to tick up to 4.7% in CY 2026 before easing to 3.9% in CY 2027.

Near-term economic predictability visibility remains constrained by conflicts in West Asia and related energy market volatility. However, policy measures and productivity improvements are expected to support gradual stabilisation over the medium term.

Emerging markets are expected to remain the prime contributor to global expansion. This momentum will be supported by domestic consumption, public infrastructure investment and targeted investments in technology and manufacturing. Long-term productivity and economic resilience are further expected to benefit from accelerating capital allocation toward Artificial Intelligence (AI), digital infrastructure and structural reforms.

Key downside risks remain, including prolonged geopolitical instability, escalating trade disputes, commodity price fluctuations and tighter financial conditions. In response, central banks and fiscal authorities worldwide are expected to prioritise inflation management, fiscal discipline and structural stability. These measures will help navigate an increasingly uncertain global environment.

Global Real GDP Growth Rate (in %)



*Projection
Source: World Economic Outlook, IMF July 2026

[1]https://www.imf.org/en/publications/weo/issues/2026/07/08/world-economic-outlook-update-july-2026

Indian Economy[2]

India demonstrated exceptional macroeconomic resilience during FY 2025-26, reinforcing its position as one of the world's fastest-growing major economies. Real GDP growth is estimated at 7.7%, compared with 7.1% in FY 2024-25[3].

Growth was driven by a recovery in rural consumption, stable agricultural performance and manufacturing momentum supported by Production Linked Incentive (PLI) schemes. The Financial, Real Estate, IT and Professional Services sector, remained a key contributor, expanded by 9.9%. This growth was aided by widespread enterprise technology adoption and digital transformation.

Improved economic activity strengthened real purchasing power across urban and rural markets. The Union Budget FY 2026-27 reflects an 11.5% increase in total effective spending, inclusive of state transfers. These highlights continued public commitment toward infrastructure expansion and strategic asset creation.

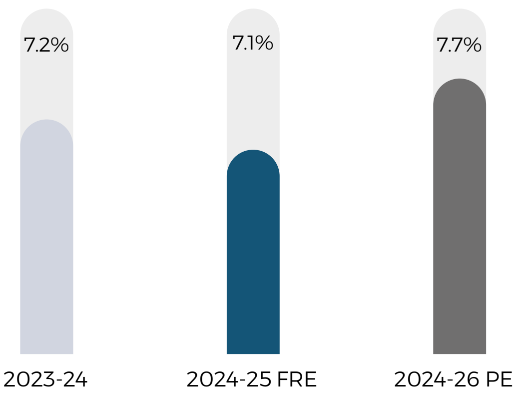
Sustained public investment is expected to provide medium-term growth opportunities for the defence and capital goods sectors. However, cost pressures and supply chain stability remain exposed to external risks, including higher energy prices and geopolitical tensions in West Asia.

India's economic outlook remains positive, supported by strong domestic fundamentals, continued infrastructure investment and consistent policy support. Real GDP growth for FY 2026-27 is projected at approximately 6.6%, driven by domestic demand, rural recovery and sustained public capital expenditure.

Private consumption is expected to remain resilient, supported by stable inflation, rising incomes and favourable fiscal measures. Investment activity is likely to maintain momentum, aided by high-capacity utilisation, healthy credit growth and ongoing infrastructure development.

Continued capital allocation toward digital infrastructure, data ecosystems and technology under the Union Budget 2026-27 further strengthens long-term growth prospects. Externally, developments such as the India-EU Free Trade Agreement and ongoing trade discussions with the US represent important shifts in India's trade landscape.

Annual GDP Growth Rate (in %)



FRE - First Revised Estimates

PE - Provisional Estimates

Source: MoSPI Provisional Estimates

Industry Overview

Global IT Industry[4]

In CY 2025, the global IT services market reached an estimated value of USD 1.6 trillion. Growth was aided by sustained enterprise investments in digital infrastructure and operational modernisation. North America maintained its market leadership position, accounting for 35.0% of global market revenue.

Operations and maintenance remained the largest service segment, contributing over 64% of market revenue. Growth reflected increasing migration to scalable cloud environments and greater use of automation. Reactive IT services accounted for more than 51.0% of market revenue. Organisations prioritised rapid incident response to minimise downtime across increasingly complex hybrid environments.

The market was shaped by widespread cloud adoption, expanding artificial intelligence (AI) integration and growing demand from small and medium enterprises. Enterprises accelerated the deployment of AI-native platforms and autonomous workflow orchestration systems to improve operational efficiency. Cloud strategies also matured as organisations adopted multi-cloud, hybrid and sovereign cloud architectures. These investments supported data-intensive workloads while addressing evolving regional data governance requirements.

[2]https://www.rbi.org.in/Scripts/BS_ViewBulletin.aspx

[3]MoSPI Provisional Estimates

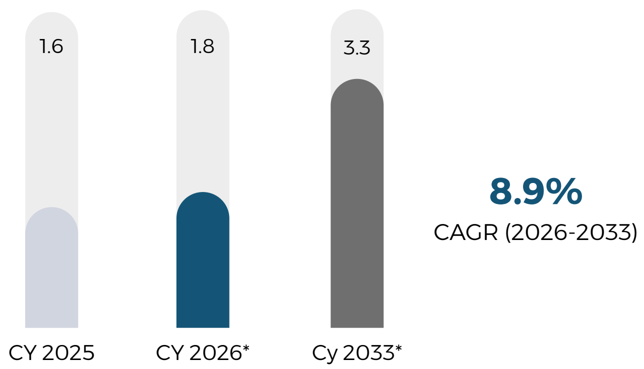
[4]https://www.grandviewresearch.com/industry-analysis/it-services-market-report

The global IT services market is projected to reach USD 1.8 trillion in CY 2026. Growth will be driven by the transition from reactive maintenance to predictive IT services and cloud-native platforms. Enterprise digital transformation and accelerated cloud adoption will remain key growth drivers.

Demand for managed cybersecurity services is expected to increase as cyber threats become more sophisticated. Greater adoption of AI, machine learning and the Internet of Things (IoT) will further expand service demand. Market growth will also benefit from rising technology adoption across industries, particularly retail and continued infrastructure investment across the Asia Pacific region.

Global IT Industry Market Size and Growth Rate

(USD, trillion)



*Projected

Source: IT Services Market, Grand View Research Report

Indian IT industry[5]

The Indian IT industry recorded steady growth, driven by digital transformation and increasing cloud adoption. Cloud-based deployment models accounted for 62.7% of total market demand. Large enterprises contributed 68.4% of industry revenue through multi-year digital transformation programmes.

South India retained its leadership position with a 42.6% share. Established technology hubs in Bengaluru, Hyderabad and Chennai continued to drive industry growth. The expansion of Global Capability Centres (GCCs), integration of Generative AI into software development and rising demand for managed cybersecurity services further strengthened market momentum.

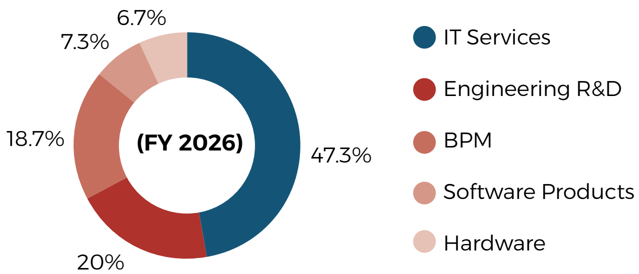
The industry is evolving beyond cloud migration toward multi-cloud management, automation and platform engineering. National infrastructure initiatives, implementation of the Digital Personal Data Protection (DPDP) Act and sustained technology investments will continue to support growth.

The Banking, Financial Services and Insurance (BFSI), telecommunications, manufacturing, retail and healthcare sectors are expected to remain the primary demand drivers. Small and medium enterprises (SMEs) are also expected to become the fastest-growing customer segment through increasing adoption of subscription-based software solutions.

6.94%

CAGR of Indian IT Industry (2026-2034)

Sub-sector Revenue Breakdown (FY 2026)



Source: IT Services Market Size India 2026, Wise Monk

Growth Drivers

Build-out of AI Data Centres

The rapid expansion of AI workloads is increasing demand for advanced data centre infrastructure. Rising compute and storage requirements are driving investments by hyperscalers and infrastructure providers. This trend creates growth opportunities for equipment manufacturers and technology vendors.

Accelerated Shift to Cloud Infrastructure

Organisations continue migrating to cloud platforms to improve scalability and flexibility. This transition supports AI adoption and increases demand for cloud infrastructure services. Cloud providers also benefit from expanding recurring enterprise revenues.

Spending on High-Value Technology

Enterprises are prioritising investments in AI, cloud and advanced digital technologies. These investments accelerate technology modernisation and improve operational efficiency. They also create opportunities for providers of AI-enabled products and services.

Agentic Cybersecurity Optimisation

Organisations are deploying autonomous AI capabilities to strengthen cybersecurity operations. These solutions improve threat detection, prevention and response across enterprise environments. Growing adoption is increasing demand for intelligent cybersecurity platforms.

Agentic AI Adoption

Enterprises are integrating AI agents into business applications to automate routine tasks. AI agents also streamline complex workflows and improve operational productivity. Rising adoption is driving demand for AI-native software platforms and services.

[5] https://www.imarcgroup.com/india-it-services-market

Global BPM Industry[6]

The global Business Process Management (BPM) market reached USD 21.51 billion in CY 2025. Growth was driven by enterprise investments in workflow automation and digital process standardisation. North America led the market with a 43.2% share, supported by early adoption of advanced software architectures and digital transformation initiatives.

The BPM market continued to evolve through the integration of process mining, artificial intelligence (AI) and Generative AI capabilities. These technologies enabled organisations to automate workflow design using natural language interfaces. They also improved process orchestration and enhanced real-time visibility across business operations.

The global BPM market is projected at USD 25.88 billion in CY 2026. It is expected to expand at a CAGR of 17.2% during 2026–2034. Growth will be supported by increasing adoption of low-code and no-code AI platforms. These platforms enable business users to deploy and customise workflows with minimal technical expertise.

Additional growth drivers include cloud-first deployment strategies, intelligent automation and modernisation of legacy systems. Demand is expected to remain strong across financial services, healthcare, telecommunications and other technology-intensive industries.

USD 91.87 billion

Projected Global BPM Market Size by CY 2034

Indian BPM Industry[7]

India remained the fastest-growing BPM market in the Asia-Pacific region. Automation emerged as the largest revenue-generating segment. Growth was driven by rising enterprise demand to improve operational efficiency, enhance agility and standardise business processes across industries.

The Banking, Financial Services and Insurance (BFSI), IT, manufacturing, retail and healthcare sectors remained key demand drivers. Enterprises increasingly adopted low-code platforms and cloud-based workflow orchestration tools to modernise operations. These investments accelerated digital transformation and improved process efficiency.

The industry is expected to witness deeper integration of artificial intelligence, process modelling and intelligent automation across core business management systems. Automation is projected to remain the largest and fastest-growing segment throughout the forecast period, serving as the primary anchor for long-term market expansion. Key growth drivers fuelling this trajectory include enterprise digital modernisation programs, rapid cloud deployment and the ongoing integration of automated content, document management and systems integration tools across both public and private sectors in India.

The Indian BPM industry is also expected to transition toward a platform-led, outcome-driven delivery model. Hyper-automation, generative AI and advanced analytics will reshape service delivery. Intelligent agentic systems are going to automate complex business processes with minimal manual intervention. As automation expands, the industry's focus is expected to shift from cost arbitrage to specialised process engineering, risk management and domain-driven decision support. Financial services, healthcare and supply chain management are expected to remain key adoption areas.

Growth Drivers

Enterprise Digital Transformation

Organisations continue to modernise legacy systems to improve efficiency and business agility. This is increasing demand for enterprise software and services that support scalable and standardised operations.

Convergence of AI and Process Mining

The integration of AI with process mining enables organisations to identify operational inefficiencies and improve decision-making. This trend is increasing demand for intelligent workflow automation and process optimisation solutions.

Proliferation of Low-Code and No-Code Platforms

Organisations are expanding the use of low-code and no-code platforms to accelerate application development. These platforms reduce reliance on IT teams and enable business users to develop and optimise workflows.

Shift Toward Cloud-Native Architectures

Enterprises are adopting cloud-native and hybrid platforms to improve scalability, flexibility and deployment speed. This transition is increasing demand for cloud-based software and digital services.

Demand for Cost Optimisation and Regulatory Compliance

Organisations are investing in automation to reduce operating costs and strengthen regulatory compliance. These investments improve governance, mitigate operational risks and enhance process efficiency.

[6] https://www.fortunebusinessinsights.com/business-process-management-bpm-market-102639

[7] https://www.grandviewresearch.com/horizon/outlook/business-process-management-market/india

Global Staffing Services Market[8]

The global staffing agency software market reached USD 634.0 million in CY 2025. Growth was driven by rising adoption among recruitment agencies seeking to automate hiring workflows and improve candidate management. North America accounted for 43.10% of the market, supported by early technology adoption and a high concentration of large recruitment enterprises.

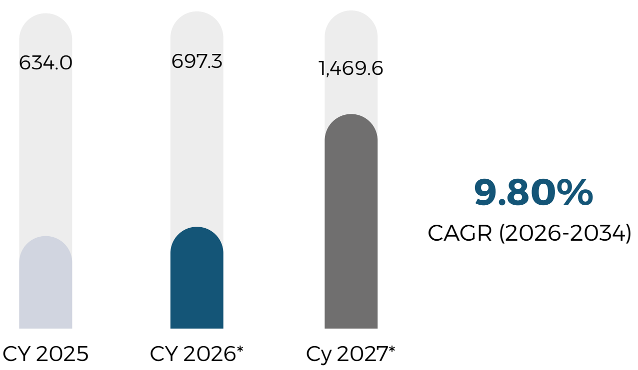
Large organisations represented the largest customer segment. They adopted integrated applicant tracking systems and candidate management platforms to support high-volume recruitment. The market also witnessed stronger adoption of cloud-based deployment models. Vendors expanded their ecosystems through strategic partnerships and venture investments. These initiatives strengthened AI-powered candidate matching and workforce analytics capabilities.

Cloud deployment is expected to account for 68.8% of the market in CY 2026. Small and medium-sized enterprises (SMEs) are projected to be the fastest-growing customer segment. Their adoption is supported by lower implementation costs and flexible subscription models.

The market will continue to evolve through greater adoption of automated candidate screening, virtual onboarding and real-time workforce analytics. Demand is expected to remain strong across IT and telecommunications, healthcare and Banking, Financial Services and Insurance (BFSI). Growth will also be supported by digitalisation across emerging economies and increasing adoption of cloud-native recruitment platforms.

Global Staffing Agency Software Market Growth

(USD, million)



*Projected

Source: Staffing Agency Software Market, Fortune Business Insights

Indian Staffing Services Market[9]

The Indian staffing market continued to expand, driven by enterprise demand across IT and ITeS, BFSI, healthcare, retail and hospitality sectors. Organisations increasingly outsourced talent acquisition and administrative functions, including payroll processing, recruitment process outsourcing (RPO), benefits administration and multi-process HR management.

This shift reflects the need to improve recruitment efficiency, optimise workforce management across multiple locations and comply with evolving labour regulations. Organisations also sought greater operational flexibility while managing fixed costs.

Artificial intelligence is increasingly transforming recruitment, payroll administration and workforce analytics. These technologies are improving hiring decisions and employee retention. The RPO market is projected to reach USD 420 million by CY 2027. Rising demand for contract staffing is also encouraging organisations to partner with specialist HR service providers. These partnerships help address skill shortages, strengthen skills-based hiring and support hybrid workforce models.

Growth Drivers

Digital Transformation and Technological Advancement in Recruitment

Organisations are digitising recruitment through automation, applicant tracking systems and AI-powered sourcing tools. These technologies improve hiring efficiency and increase demand for scalable HR technology platforms.

Ascent of the Gig Economy and Flexible Work Models

Businesses are increasingly adopting flexible workforce models to address changing operational requirements and optimise labour costs. This trend is increasing demand for staffing providers specialising in contract, temporary and project-based talent.

Escalating Demand for Specialised Skills Amid Talent Scarcity

Persistent shortages of skilled professionals are increasing reliance on specialist staffing firms. Recruiters with expertise in sourcing niche and high-demand talent remain well positioned for growth.

Proliferation of Artificial Intelligence and Automation in Talent Acquisition

AI-powered recruitment solutions automate candidate screening, improve matching accuracy and accelerate hiring decisions. Rising adoption is increasing demand for intelligent talent acquisition platforms.

[8] https://www.fortunebusinessinsights.com/staffing-agency-software-market-106745

[9] https://www.imarcgroup.com/india-human-resource-outsourcing-market

Ascendancy of Remote and Hybrid Work Environments

The continued shift toward remote and hybrid work enables organisations to access wider talent pools. This trend is supporting demand for recruitment firms and workforce solutions providers managing distributed workforces.

Company Overview

Incorporated in 2008 and headquartered in Pune, Maharashtra, Vinsys IT Services India Limited is part of the Vinsys Group. The Company provides IT business solutions, corporate learning and talent management services. It serves clients across India, the Middle East and North America.

The Company offers professional training, certification programmes, digital learning tools, project management and specialised technology instruction. Vinsys delivers learning solutions, including live virtual classrooms, in-house courses, self-paced modules and digital learning platforms. These platforms offer interactive content, gamification, multilingual capabilities and integrated learning management systems.

The Company also provides language services including document translation, interpretation, transcription and subtitling in over 200 languages. These services support the communication requirements of global enterprises.

In addition, the Company offers technology consulting, custom software development and IT services to support digital transformation and operational efficiency. Its talent management portfolio includes workforce planning, recruitment, human resource management, payroll administration and compliance services. These offerings help organisations strengthen workforce management and execute flexible staffing strategies.

The Company maintains a strong focus on service quality and provides round-the-clock support across its service portfolio.

5,500+
Clients

200+
Languages supported

6,000+
Course offerings

Business Verticals

IT Services and Consulting

The end-to-end IT solutions provided by the Company involve software development, product conceptualisation and IT consulting. It focuses on creating custom software. The Company focuses on creating custom software, managing technology projects and helping companies adopt new technologies to improve their operations and boost growth.

Training and Certification

The Company provides multiple certification courses across multiple formats, including virtual, online, in-person and self-paced courses. The Company has a vast network of industry experts and state-of-the-art labs that have trained a million professionals and worked with thousands of businesses globally.

Digital Learning and eLearning Solutions

The digital learning assets of the Company include eLearning modules, interactive content and custom learning platforms. Its offerings include more than 100,000 ready-to-use courses, gamified training, immersive simulations and multilingual options, making learning engaging and accessible to all kinds of learners.

Language Services

Vinsys provides language services that include specialising in translation, localisation, interpretation, transcription, voiceover and subtitling for technical, medical and legal documents. The Company ensures high-quality, timely and cost-effective language solutions are delivered to the client base.

HR and Recruitment Services

The Company offers HR and recruitment services related to workforce planning and staffing recruitment services, compliance support, payroll management and helps attract and hire the right talent on time to organisations. Additionally, the Company's expertise in various sourcing strategies and workforce solutions is focused on helping businesses to streamline their talent acquisition efficiently.

Revenue Generated

Business Verticals	2025-26	2024-25
IT services and consulting	1454.81	2247.26
Training and certification	4308.98	3157.59
Language Services	349.36	363.20
HR and recruitment services	34.96	91.16

Core Competencies

Language Services at a Global Scale	Extensive Experience and Industry Reach
Robust Software and Project Execution Capabilities	Expertise from a Large Pool of Subject Matter Experts
Proven Success in Training and Professional Development	Vast and Evolving Course Portfolio

Opportunities and Threats

Opportunities

Key Areas	Analysis and Insights
Integration of Next-Gen Technologies	The growing adoption of artificial intelligence (AI), machine learning (ML), cybersecurity and blockchain is expanding demand for specialised technology training. This presents opportunities to broaden the Company's training portfolio, address evolving enterprise requirements, attract new clients, increase wallet share and support long-term revenue growth.
Micro-learning and Flexible Formats	Rising demand for flexible, personalised and outcome-based learning is accelerating the adoption of micro-learning and blended learning models. Expanding these offerings can improve learner engagement, increase course adoption and generate recurring business from enterprise clients.
Global Expansion	Expanding operations through localised training programmes and strategic partnerships in high-growth international markets is expected to strengthen market presence, enhance customer engagement and support sustainable business growth. This supports long-term revenue growth while reducing dependence on any single geography.
Digital Modernisation	Continued investment in digital learning infrastructure, including advanced Learning Management Systems (LMS), immersive technologies such as VR/AR and data-driven quality management practices, is enhancing learner experience, operational efficiency and service delivery. These capabilities improve operational efficiency, differentiate the Company's offerings and support higher client retention.
Established Industry Reputation	Maintaining high standards of quality, reliability and innovation in digital learning solutions reinforces stakeholder confidence, strengthens long-term client relationships and supports the organisation's strategic transformation objectives. This trusted market position strengthens customer loyalty, supports premium offerings and creates a solid foundation for sustained business growth.
Market Influence	Delivering innovative and high-impact learning solutions enhances the organisation's competitive positioning, strengthens brand reputation across global markets and contributes to long-term value creation and sustainable growth.

VINSYS

Threats

Strategic Risk Areas	Analysis and Insights
Increasing Competition from EdTech Providers	Intensifying competition from agile and cost-efficient digital learning providers may impact market share, learner acquisition and overall business growth, necessitating continued differentiation through value-added offerings.
Competitive Pressure from Established Global Players	The presence of well-established international e-learning organisations continues to create a highly competitive landscape, potentially affecting customer acquisition, market penetration and revenue expansion opportunities.
Rapid Technological and Skill Evolution	Accelerating advancements in technology, including artificial intelligence (AI) and emerging digital capabilities, require continuous curriculum enhancement and innovation to maintain industry relevance and competitive positioning.
Economic and Regulatory Uncertainties	Fluctuations in economic conditions and evolving regulatory frameworks may influence corporate training investments, certification demand and overall market growth, requiring proactive risk management and business adaptability.
Data Security and Compliance Risks	Protecting learner data and maintaining stakeholder confidence necessitate ongoing investment in robust cybersecurity measures, regulatory compliance and effective quality assurance practices.
Changing Learner Expectations	The evolving preferences of a diverse and digitally proficient learner base require continuous refinement of learning methodologies, delivery models and customer engagement strategies to sustain satisfaction and market competitiveness.

Financial Performance

(Rs. In Crores)

Particulars	FY 2026	FY 2025	YoY Growth (%)	Detailed Explanation for Change (≥ 25%)
Total Revenue	268.37	211.7	26.77%	Increase in revenue from operations driven by higher business volumes across key business segments.
EBITDA	42.53	39.6	7.40%	Not applicable (change is below 25%).
PAT	30.25	30.1	0.67%	Not applicable (change is below 25%).
ROCE (in %)	18.21%	25.63%	-28.96%	Due to Increase in Shareholders Equity
Debtors' turnover (in times)	3.25	3.58	-9.14%	Not applicable (change is below 25%).
Interest coverage ratio (in times)	12.76	19.00	-40.58%	Ratio declined mainly because finance costs increased significantly following additional borrowings, while EBIT grew marginally.
Current ratio (in times)	3.35	3.50	-4.16%	Not applicable (change is below 25%).
Debt to equity ratio (in times)	0.32	0.15	117.92%	Due to increase in loan
Operating profit margin (in %)	14.47	18.71	-20.58%	Not applicable (change is below 25%).
Net profit margin (in %)	11.27	14.19	-20.59%	Not applicable (change is below 25%)
Return on Networth (In %)	18.75	22.92	-18.19%	Not applicable (change is below 25%)

Growth Strategy

Strategic Focus Area	Key Strategic Initiatives	Expected Business Outcome
International Market Expansion	Expand the Company's presence across Southeast Asia, Africa and Oceania while strengthening operations in established markets such as the GCC, the United States and Europe.	Expand the customer base, enhance global market penetration and diversify revenue across strategic international regions.
Digital Learning Platform Enhancement	Invest in AI-enabled and immersive VR learning capabilities to strengthen the Digi Learn platform while expanding SaaS-based digital learning solutions for enterprise and government clients.	Deliver innovative, scalable and technology-driven learning experiences that improve customer value and reinforce competitive position.
Growth in Enterprise and Public Sector Engagements	Leverage the Company's certifications and IPO proceeds to secure larger, long-term contracts across BFSI, telecommunications and government sectors.	Increase recurring revenues, strengthen relationships with institutional clients and enhance business stability through long-term contracts.
Expansion of Service Portfolio	Broaden service offerings through enhanced workforce capabilities, expanding multilingual support and diversified training solutions aligned with evolving customer requirements.	Expand the addressable market, improve service delivery and strengthen the Company's ability to meet diverse client requirements.
Profitability and Cost Optimisation	Increase the contribution of high-value digital offerings while leveraging automation and operational efficiencies to optimise resource utilisation.	Improve operating margins, enhance operational efficiency and support sustainable long-term financial performance.

Human Resource

The Company considers its employees to be a key strategic asset and an important driver of long-term growth. Its workforce combines experienced professionals with emerging talent, providing strong domain expertise and supporting innovation across the business. As of March 31, 2026, the total number of employees is XX.

The Company remains committed to employee engagement and social responsibility. During the year, it partnered with the DKMS BMST Foundation India to raise awareness of severe blood disorders and encourage community participation.

Employee well-being remains a key priority. The Company promotes a safe, inclusive and healthy workplace through regular wellness initiatives, including yoga sessions and sporting activities such as cricket, badminton, carrom and chess. These programmes support employee well-being, encourage collaboration and contribute to a positive workplace culture.

Outlook

Vinsys IT Services India Limited is strategically positioned to accelerate its global expansion across IT training, workforce upskilling and enterprise software solutions. Looking ahead, the company's outlook is anchored by inorganic growth initiatives, notably the strategic majority acquisition of Omnibridge Solutions to deepen software services capabilities, alongside geographic diversification into European markets through its newly incorporated United Kingdom subsidiary. Supported by strategic senior leadership appointments in growth and technology, Vinsys continues to scale its high-margin corporate learning repositories and digital lab infrastructure to address critical global skill shortages, deepen relationships with hyperscaler partners and drive sustainable medium-term value creation.

Risk Management

Principal Risk	Risk Assessment	Risk Mitigation Strategy
Macroeconomic Risk	Changes in interest rates, inflationary pressures and fiscal or monetary policies may adversely affect operating performance, profitability and overall business growth.	The Company mitigates macroeconomic risks by diversifying revenue streams, implementing disciplined cost optimisation measures and adopting proactive scenario planning to enhance business resilience.
Foreign Exchange Risk	Fluctuations in foreign currency exchange rates may impact margins and financial performance arising from international business operations.	The Company manages foreign exchange exposure through multi-currency transactions, dynamic pricing mechanisms and natural hedging strategies by aligning foreign currency inflows with corresponding outflows.
Customer Concentration Risk	Dependence on a limited number of key customers may expose the Company to revenue and profitability risks in the event of reduced business or customer attrition.	The Company focuses on strengthening customer relationships through robust CRM practices, expanding its client portfolio and maintaining high service standards to improve customer retention and reduce concentration risk.
Competitive Risk	Intense competition within the industry may exert pressure on pricing, market share and the Company's ability to sustain product and service differentiation.	The Company continues to invest in research and development, strengthen its brand and establish strategic partnerships to enhance competitive positioning and deliver differentiated value propositions.
Technology Risk	Rapid technological advancements and cybersecurity threats may affect operational continuity, platform reliability and the Company's ability to remain technologically competitive.	The Company invests in advanced digital technologies, enhances cybersecurity infrastructure through regular assessments and continuously upskills its workforce to adapt to emerging technological developments.
Regulatory and Compliance Risk	Changes in statutory, legal and regulatory requirements may increase compliance obligations and disrupt business operations if not addressed effectively.	The Company regularly reviews and strengthens its compliance framework, works closely with legal advisors and maintains readiness to address evolving regulatory requirements promptly.
Liquidity and Credit Risk	Delays in customer collections or payment defaults may impact cash flows, working capital and overall financial liquidity.	The Company mitigates liquidity risks through stringent credit evaluation processes, effective receivables management, optimised payment terms and the maintenance of adequate liquidity reserves.

Internal control systems and their adequacy

The Company has in place strong internal control procedures commensurate with its size and operations. The Company believes that safeguarding of assets and business efficiency can be prolonged by exercising adequate internal controls and standardising operational processes. The internal control and risk management system is structured and applied in accordance with the principles and criteria established in the corporate governance code of the organisation. It is an integral part of the general organisational structure of the Company and Group and involves a range of personnel who act in a coordinated manner while executing their respective responsibilities. The Board of Directors offers its guidance and strategic supervision to the Executive Directors and management, monitoring and support committees.

Cautionary statement

The statements made in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be "forward-looking statements" within the meaning of applicable securities laws & regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand-supply and price conditions in the domestic and overseas markets in which the Company operates, changes in government regulations, tax laws and other statutes and other incidental factors.

Annexure-E to the Directors' Report

Secretarial Audit Report

Form No. MR-3

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

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

To,
The Members,
VINSYS IT SERVICES INDIA LIMITED
(CIN: L72200PN2008PLC131274)
S. No. 28/11- 12, Shivaji Niketan,
C.T.S. No. 458A, Tejas Housing Society,
Near Mantri Park Behind Kothrud Bus Stand,
Kothrud, Pune- 411038, Maharashtra, India,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Vinsys IT Services India Limited** (hereinafter called 'the Company') for the Financial Year ended March 31, 2026. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

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

i. The Companies Act, 2013 ('the Act') and the rules made there under as applicable;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

iii. The Depositories Act,1996 and the Regulations and Bye-laws framed there under;

iv. Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;

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

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and circulars/ guidelines/ Amendments issued there under;

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines/Amendments issued there under;

   c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars/ guidelines/Amendments issued there under; and

   d) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (to the extent applicable)

   e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and circulars/ guidelines/Amendments issued there under;

vi. Revised Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules made there under, Regulations, guidelines etc. mentioned above except:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	Regulation 7 (2) read with Regulation 6(2) – Continual disclosure Under SEBI (Prohibition of Insider Trading) Regulations, 2015	Delay in Regulation 7 (2) read with Regulation 6(2) – Continual disclosure Under SEBI (Prohibition of Insider Trading) Regulations, 2015	Delay of 1 trading day in submission of disclosure by the Kunal Vikrant Patil (Promoter Group) under Regulation 7(2) (a) of the SEBI (PIT) Regulations, 2015. The transaction was executed on November 27, 2025, whereas the disclosure was submitted to the Company on December 2, 2025, against the prescribed due date of December 1, 2025. However, the Company disclosed the transaction to the Stock Exchanges on December 2, 2025, i.e. on the date of receipt of the disclosure.

We further report that the Company is engaged in the Business of Providing Software Consultancy and Supply Services. Our reporting is based on representations made by the Company and its officers regarding the systems in place, as confirmed by the management.

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, on test-check basis, the Company has complied with following Acts, Laws and Regulations applicable specifically to the Company:-

1. Information Technology Act, 2000 and Information Technology (Reasonable security practices and procedures and sensitive personal data or information) Rules, 2011.

We have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for compliances of the said laws.

Further, during the period under review, provisions of the following Acts, Rules, Regulations and Standards were not applicable to the Company,

i. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client with respect to issue of securities; - the Company is not registered as Registrar to an Issue & Share Transfer Agent. However, the Company has appointed MUFG Intime India Private Limited as Registrar & Share Transfer Agent as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

iii. Securities and Exchange Board of India (Issue and Listing of Securitised Debt Instruments and Security Receipts) Regulations, 2008;

iv. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and circulars/ guidelines/Amendments issued there under;

v. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

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

We further report that –

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Director, Independent Directors and Woman Director. The changes in the composition of the Board of Directors / appointment / re-appointments of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Since none of the members have communicated dissenting views in the matters / agenda proposed from time to time for consideration of the Board and Committees thereof, during the year under the report, hence were not required to be captured and recorded as part of the minutes.

We further report that -

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

There was no event/action which had major bearing on the Company's affairs in pursuance to the above referred laws, rules, regulations, guidelines, standards, etc.

For, SCS and Co. LLP
Company Secretaries
Firm Registration Number:- L2020GJ008700
Peer Review Number:- 5333/2023

Sd/-
Anjali Sangtani
Partner
M. No. F14118, COP: - 23630
UDIN: - F014118H001379955

Date: - September 04, 2026
Place: - Ahmedabad

Note: This Report is to be read with my letter of even date which is annexed as **Annexure I** and this Annexure form integral part of this report.

ANNEXURE I

To,
The Members,
VINSYS IT SERVICES INDIA LIMITED
(CIN: L72200PN2008PLC131274)
S. No. 28/11- 12, Shivaji Niketan,
C.T.S. No. 458A, Tejas Housing Society,
Near Mantri Park Behind Kothrud Bus Stand,
Kothrud, Pune -411038, Maharashtra, India,

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

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

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

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

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

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

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

For, SCS and Co. LLP
Company Secretaries
Firm Registration Number: - L2020GJ008700
Peer Review Number: - 5333/2023

Sd/-
Anjali Sangtani
Partner
M. No. F14118, COP: - 23630
F014118H001379955

Date: - September 04, 2026
Place: - Ahmedabad

Standalone Financial Statements

Independent Auditor's Report to the Members

TO
THE MEMBERS OF
VINSYS IT SERVICES INDIA LIMITED

OPINION

We have audited the accompanying Standalone Financial Statements of **VINSYS IT SERVICES INDIA LIMITED** ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2026, the Standalone Statement of Profit and Loss for the year ended on March 31, 2026, the Standalone Statement Cash Flow Statement for the year ended and and a summary of significant accounting policies and other explanatory information.

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

BASIS FOR OPINION

We conducted our audit of the Standalone Financial Statements in accordance with the standards on Auditing specified under Section 143 (10) of the Act (SAs). 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 independence requirements that are relevant to our audit of the Financial Statements under the provision 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 we have obtained is sufficient and appropriate to provide a basis for our 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.

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

S.No.	Key Audit Matter
1.	**Assessment of Trade Receivables:** The Company has trade receivables amounting to Rs. 3,483.50 Lakhs (i.e., 24.19% of total assets) at the Balance Sheet Date March 31, 2026. The increasing challenges over the economy and operating environment in the IT industry during the year have increased the risks of default on receivables from the Company's customers. In particular, in the event of insolvency of customers, the Company is exposed to potential risk of financial loss when the customers fail to meet their contractual obligations in accordance with the requirements of the agreements. Based on historical default rates and overall credit worthiness of customers, the management believes that no impairment allowance is required in respect of outstanding trade receivables as on March 31, 2026. For the purpose of impairment assessment, significant judgements and assumptions, including the credit risks of customers, the timing and amount of realisation of these receivables, are required for the identification of impairment events and the determination of the impairment charge.

S.No.	Key Audit Matter
	Auditor Response to key Audit Matter: Principal Audit Procedures: We have performed the following procedures in relation to the recoverability of trade receivables: • Tested the accuracy of aging of trade receivables at year end on a sample basis; • Obtained a list of outstanding receivables and assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers, publicly available information and latest correspondence with customers. • Tested subsequent settlement of trade receivables after the Balance Sheet date on sample basis. **Conclusion:** We found the key judgement and assumptions used by management in the recoverability assessment of trade receivables to be supportable based on the available evidence.

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON.

The Company's Board is responsible for the preparation of the other information. The other information comprises the information included Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the, Financial Statements and our Auditor's Report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013, ("the Act"), with respect to the preparation of these Standalone Financial Statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting standard and accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF STANDALONE FINANCIAL STATEMENTS

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

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

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

- Obtain an understanding of internal financial controls 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 management.

- Conclude on the appropriateness of management's use of 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 Standalone Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

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

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

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

   d) In our opinion, the aforesaid Financial Statements comply with the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

   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 internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure "A"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197 (16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Directors during the year is in accordance with the provisions of Section 197 of the Act.

h) With respect to 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 explanation given to us:

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

(ii) The Company has made provision, as at March 31, 2026, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

(iii) The Company is not liable to transfer any amounts, to the Investor Education and Protection Fund during the year ended March 31, 2026.

(iv) 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;

(v) The Company has not declared any dividend during the Financial Year 2025-26.

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

Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

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

For **A Y & Company**
Chartered Accountants
FRN: 020829C

Sd/-
CA Arpit Gupta
Partner
M.NO.: 421544
UDIN: 26421544HWFYIG3405
Place: Pune
Date: 27.05.2026

Annexure "A" to the Auditor's Report

Report on the Internal Financial Control under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013, ('The Act')

We have audited the internal financial control over financial reporting of Vinsys IT Services India Limited ('the company') as of March 31, 2026, in conjunction with our audit of the Standalone Financial Statement of the Company for the year ended on that date.

Management Responsibility for Internal Financial Controls

The Company's management 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 Control over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by 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 authorizations of management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **A Y & Company**
Chartered Accountants
FRN: 020829C

Sd/-
CA Arpit Gupta
Partner
M.NO.: 421544
UDIN: 26421544HWFYIG3405
Place: Pune
Date: 27.05.2026

Annexure "B" to the Auditor's Report

Referred to in Paragraph 2 Under "Report on Other Legal and Regulatory Requirements" of Our Report to the member of Vinsys IT Services India 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:

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

a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a program of physical verification of Property, Plant and Equipment so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) The title deeds of immovable properties are held in the name of the Company.

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

(e) No proceeding have been initiated or are pending against the Company as at March 31, 2026, for holding any benami property under the Benami Transactions (Prohibition) Act, 1988, (45 of 1988) and Rules made thereunder.

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

(b) The Company has not been sanctioned working capital limits in excess of Rs. 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.

3) In our opinion the investments made by the Company are prima facie, not prejudicial to the interest of the company. Further the Company has not, provided any guarantee or security, granted any loans or advances in the nature of loans , secured or unsecured to companies, firms, LLP or other parties covered in register maintained under Section 189 of the Companies Act, 2013. Hence the question of reporting such loans are not prejudicial to the Company's interest or whether the receipt of the principal amount and interest are regular and whether reasonable steps for recovery of overdues of such loan are taken, does not arise.

4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013, in respect of loans, investments, guarantees, and security.

5) 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.

6) As informed to us, 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.

7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Goods and Service Tax, Duty of Customs, Cess and any other statutory dues with the appropriate authorities and no statutory dues were outstanding as at March 31, 2026, for a period of more than six months from the date they became payable except as followings:

b) According to the information and explanation given to us, there are no dues of Income Tax, Goods and Service Tax and Duty of Customs outstanding on account of any dispute.

8) 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.

9) a) The Company has not defaulted in repayment of any loans or other borrowings from any lender.

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

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

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 by pledging securities held in their subsidiaries during the year and hence reporting on Clause 3 (ix) (f) of the Order is not applicable.

10) a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year so that reporting under this clause is not applicable.

b) During the year, the Company has not made preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally). So that reporting under this clause is not applicable.

11) 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, 2013, has been filed in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014, with the Central Government during the year and upto the date of this Report.

c) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this Report), while determining the nature, timing and extent of our audit procedures.

12) The Company is not a Nidhi Company. Therefore, the provisions of Clause 3 (xii) of the Order are not applicable to the Company.

13) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, with respect to the applicable transactions with the related parties and the details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.

14) a) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

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

15) 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.

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

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

17) The company has not incurred cash losses in the financial year and in the immediately preceding financial year.

18) During the year under review, there has been no resignation of statutory auditors during the year.

19) 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.

20) There are no unspent amounts towards Corporate Social Responsibility (CSR) requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to Sub-Section (5) of Section 135 of the said Act. Accordingly, reporting under Clause 3 (xx) (a) of the Order is not applicable for the year.

21) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this Report.

For **A Y & Company**
Chartered Accountants
FRN: 020829C

Sd/-
CA Arpit Gupta
Partner
M.NO.: 421544
UDIN: 26421544HWFYIG3405
Place: Pune
Date: 27.05.2026

Standalone Balance Sheet

as at March 31, 2026

(Amount In Lakhs)

Particular	Notes	31-Mar-26	31-Mar-25
I. Equity and Liabilities			
Shareholders Fund			
Share Capital	2.1	1,467.79	1,467.79
Reserves & Surplus	2.2	7,755.98	7,057.48
		9,223.78	**8,525.27**
Share Application Money Pending Allottment		-	-
Non-current liabilities			
Long Term Borrowings	2.3	2,777.82	1,285.53
Deferred tax liabilities (Net)	2.4	-	-
Long Term Provisions	2.5	57.90	59.81
		2,835.72	**1,345.34**
Current liabilities			
Short Term Borrowigs	2.6	1,656.66	639.13
Trade payables			
(a) total outstanding dues of micro and small enterprises	2.7	-	-
(b) total outstanding dues other than micro and small enterprises	2.7	117.09	25.19
Other current liabilities	2.8	291.80	412.40
Short term Provisions	2.9	275.72	423.25
		2,341.27	**1,499.97**
Total		**14,400.76**	**11,370.58**
II. Assets			
Non- current assets			
Fixed assets			
Property, Plant & Equipments	2.10	233.71	240.24
Intangible Assets	2.10	901.33	847.36
Capital WIP	2.10	1,768.47	1,453.18
Long Term Loans & Advances		-	-
Non Current Investments	2.11	329.88	228.60
Deferred Tax Assets	2.4	77.46	93.44
Other Non Current Assets	2.12	383.04	305.41
		3,693.88	**3,168.23**
Current Assets			
Investments	2.13	1,037.71	663.06
Inventories		-	-
Trade Receivables	2.14	3,483.50	3,270.04
Cash & Bank Balances	2.15	357.11	127.13
Short Term loans & advances	2.16	4,293.60	2,866.21
Other current Assets	2.17	1,534.96	1,275.93
		10,706.88	**8,202.37**
Total		**14,400.76**	11,370.58

Notes on significant accounting policies 1

The accompanying notes are an integral part of the Financial Statements.

As per our report of even date

For **A Y & Company**
Firm Registration No. 020829C
Chartered Accountants

Sd/-
CA Arpit Gupta
Partner
Membership No. 421544
UDIN: 26421544HWFYIG3405

Place : Pune
Date : 27.05.2026

For and on behalf of the Board of Directors
Vinsys IT Services India Limited

Sd/-
Vikrant Patil
Chairman & Managing Director
(DIN:00325383)

Sd/-
Vinaya Patil
Whole Time Director
(DIN:00325458)

Sd/-
Gayatree Karandikar
Company Secretary

Sd/-
Saneeka Dhamankar
Chief Financial Officer

Standalone Statement of Profit and Loss

for the period ended March 31, 2026

(Amount In Lakhs)

Particular	Notes	31-Mar-26	31-Mar-25
Income			
Revenue from Operations	2.18	6,148.12	5,859.21
Other Income	2.19	464.41	327.23
Total Income (I)		**6,612.53**	**6,186.44**
Expenses			
Cost of Delivery of Services	2.20	2,609.93	2,160.75
Employee benefit expenses	2.21	1,657.56	1,404.96
Finance Cost	2.22	331.08	181.80
Depreciation & Amortization Expense	2.23	311.40	289.83
Other Expenses	2.24	766.90	608.80
Total Expenses (II)		**5,676.87**	**4,646.14**
Profit/(loss) Before Prior period, exceptional and extraordinary items and tax (I) - (II)		**935.66**	**1,540.30**
Exceptional Items		-	-
Profit/(Loss) before tax		**935.66**	**1,540.30**
Tax Expenses			
Current Tax		216.72	363.99
Deferred Tax Charge		15.98	44.54
Total Tax Expense		**232.70**	**408.53**
Profit/(loss) after tax		**702.96**	**1,131.77**
Earnings/(loss) Per Share			
Basic (Nominal value of shares Rs.10 (PY: Rs.NIL))	2.25	4.79	7.71
Diluted (Nominal value of shares Rs.10 (PY: Rs.NIL))	2.25	4.79	7.71

Notes on significant accounting policies 1

The accompanying notes are an integral part of the Financial Statements.

As per our report of even date

For **A Y & Company**
Firm Registration No. 020829C
Chartered Accountants

Sd/-
CA Arpit Gupta
Partner
Membership No. 421544
UDIN: 26421544HWFYIG3405

Place : Pune
Date : 27.05.2026

For and on behalf of the Board of Directors
Vinsys IT Services India Limited

Sd/-
Vikrant Patil
Chairman & Managing Director
(DIN:00325383)

Sd/-
Vinaya Patil
Whole Time Director
(DIN:00325458)

Sd/-
Gayatree Karandikar
Company Secretary

Sd/-
Saneeka Dhamankar
Chief Financial Officer

Standalone Statement of Cash Flows

for the period ended March 31, 2026

(Amount In Lakhs)

Particular	31-Mar-26	31-Mar-25
Cash flow from operating activities		
Net Profit before tax and extraordinary items	935.66	1,540.30
Non-Cash adjustment to reconcile profit before tax to net cash flows		
Depreciation	311.40	289.83
Non Cash Items	(2.17)	17.40
Investment Income	(386.21)	(320.29)
Interest Paid	260.06	168.51
Operating profit before Working Capital changes	**1,118.74**	**1,695.74**
Change in Working Capital	**(1,928.57)**	**(2,043.59)**
Increase/(Decrease) in Trade Payables	91.91	(54.66)
Increase/(Decrease) in Other current Liabilities	(120.61)	190.71
Decrease/(Increase) in Trade receivables	(213.46)	(1,052.27)
Increase in Short Term Loans & Advances	(1,427.40)	(627.86)
Decrease/(Increase) in Other Current Assets	(259.02)	(499.51)
Cash generated from operations	**(809.83)**	**(347.85)**
Income Tax(Paid)/ Refund	(363.99)	(246.73)
Prior Period Items	(4.46)	(5.24)
Net Cash flow from / (used in) Operating activities (A)	**(1,178.29)**	**(599.83)**
Cash Flow from/(used in) Investing Activities		
Purchase of property, plant and equipment	(674.13)	(644.68)
Purchase/Sales of Investments	(475.93)	347.11
Investment Income	386.21	320.29
Decrease in Other Non Current Assets	(77.63)	32.81
Net Cash (used in) investing activities (B)	**(841.48)**	**55.54**
Cash Flow from/ (used in) Financing Activities		
Interest Paid	(260.06)	(168.51)
Proceeds from Borrowings`	2,509.82	429.09
Proceeds from Equity Share Capital	(0.00)	-
Proceeds from Securities Premium (Net)		
Net Cash flow from / (used in) financing activities (C)	**2,249.76**	**260.58**
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	**229.99**	**(283.71)**
Cash and Cash Equivalents at the beginning of the year	127.13	410.83
Cash and Cash Equivalents at the end of the year	**357.10**	**127.13**
Cash & Cash Equivalents comprises of		
Cash in Hand	1.14	0.89
Cash at Bank	355.98	126.23

The accompanying notes are an integral part of the Financial Statements.

As per our report of even date

For **A Y & Company**
Firm Registration No. 020829C
Chartered Accountants

Sd/-
CA Arpit Gupta
Partner
Membership No. 421544
UDIN: 26421544HWFYIG3405

Place : Pune
Date : 27.05.2026

For and on behalf of the Board of Directors
Vinsys IT Services India Limited

Sd/-
Vikrant Patil
Chairman & Managing Director
(DIN:00325383)

Sd/-
Vinaya Patil
Whole Time Director
(DIN:00325458)

Sd/-
Gayatree Karandikar
Company Secretary

Sd/-
Saneeka Dhamankar
Chief Financial Officer

Notes to Standalone Financial Statements

for the period ended March 31, 2026

STANDALONE SUMMARY SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

A. COMPANY INFORMATION

The Company was originally incorporated as "Vinsys IT Services India Private Limited" as a private limited company under the provisions of the Companies Act, 1956, vide Certificate of Incorporation dated January 11, 2008, issued by the Registrar of Companies, Maharashtra, Pune. Subsequently, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on May 10, 2023, our Company was converted from a private limited company to public limited company and consequently, the name of our Company was changed to "Vinsys IT Services India Limited" and a fresh certificate of incorporation dated May 12, 2023, was issued to Company by the Registrar of Companies, Pune. The Corporate Identification Number of our Company is L72200PN2008PLC131274.

SIGNIFICANT ACCOUNTING POLICIES

1. Accounting Convention

The Standalone Financial Statements are prepared under the historical cost convention on the "Accrual Concept" and Going Concern assumption of accountancy in accordance with the accounting principles generally accepted in India and comply with the accounting standards as prescribed by the Companies (Accounting Standard) Rules, 2006 and with the relevant provisions of the Companies Act, 2013 and Rules made there under.

2. Use of Estimates

The preparation of Financial Statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods

3. Property, Plant and Equipment

Property, Plant and Equipment are stated at cost less accumulated depreciation. Cost comprises all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition /construction are included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

In case of new projects / expansion of existing projects, expenditure incurred during construction / preoperative period including interest and finance charge on specific / general purpose loans, prior to commencement of commercial production are capitalized. The same are allocated to the respective t on completion of construction / erection of the capital project / fixed assets.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

Capital assets (including expenditure incurred during the construction period) under erection / installation are stated in the Balance Sheet as "Capital Work in Progress."

4. Impairment of Assets

At each Balance Sheet Date, the Company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the assets and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the assets.

5. Depreciation

All fixed assets, except capital work in progress, are depreciated on WDV Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. All Fixed Assets individually costing Rs. 5,000 or less are fully depreciated in the year of installation/ purchase. Depreciation on additions to / deletions from fixed assets made during the period is provided on pro-rata basis from / up to the date of such addition /deletion as the case may be.

Notes to Standalone Financial Statements

for the period ended March 31, 2026

Asset Name	Useful Lives (Years)
Computer and Allied Equipments	3
Office Equipments	5
Vehicles	8
Furniture and Fixtures	10
Appurtenant to Building	30
Data Power	3
Software's	10

6. Investments

Investments are classified into current investments and non-current investments. Current investments, i.e., investments that are readily realizable and intended to be held for not more than a year valued at cost. Any permanent reduction in the carrying amount or any reversals of such, reductions are charged or credited to the Statement of Profit and Loss Account.

Non-current investments are stated at cost. Provision for diminution in the value of these investments is made only if such decline is other than temporary, in the opinion of the management.

7. Inventories

The Company is in the business of providing services so that it does not hold any inventories.

8. Revenue Recognition

Revenue from the operations is recognized on generally accepted accounting principles and when it is earned and no significant uncertainty exists as to its ultimate collection and includes taxes, wherever applicable.

The capital gain on sale of investments, if any, are recognized on completion of transaction. No notional profit / loss are recognized on such investments.

Revenue from sale of product is recognized, net of trade discounts. Sales exclude indirect taxes.

Interest income is recognized on time proportion basis, when it is accrued and due for payment.

9. Borrowing Cost

Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

10. Employee Benefits

Employee Benefits:

Employee benefits include provident fund and gratuity.

Defined contribution plan:

The Company's contributions to provident fund are considered as defined contribution plan and are charged as an expense as they fall due based on the amount of contribution required to be made when the services are rendered by the employees.

Defined Benefits Plan:

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet Date. Actuarial gains and losses are recognised in the Profit and Loss Account in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested while otherwise, it is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of plan assets.

Short term Employee benefits:

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service. The cost of such compensated absences is accounted as under:

in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and in case of non-accumulating compensated absences, when the absences occur.

Share based payment:

The Employee Stock Option Plan (ESOPs) of the Company are in accordance with the Companies Act, 2013. The Plan provide for grant of options on equity shares to employees of the Company to acquire the equity shares of the Company that vest in a cliff vesting or in a graded manner and that are to be exercised within a specified period.

Notes to Standalone Financial Statements

for the period ended March 31, 2026

In accordance with the Guidance Note on Accounting for Employee Share-based Payments, issued by The Institute of Chartered Accountants of India, the cost of equity-settled transactions is measured using the Fair value method. The Fair value of ESOP is amortised on a straight-line basis over the vesting period of the option as employee compensation cost. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the number of equity instruments that are outstanding and expected to vest.

The options that do not vest because of failure to satisfy vesting condition are reversed by a credit to employee compensation expense, equal to the amortised portion of value of lapsed portion. In respect of the options which expire unexercised the balance standing to the credit of Employee's Stock Option (Grant) Outstanding accounts is transferred to Profit and Loss Account.

11. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, share split and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

12. Taxes on Income

Income tax expenses for the year comprise current tax and deferred tax. Current tax provision is determined on the basis of taxable income computed as per the provisions of the Income Tax Act. Deferred tax is recognized for all timing differences that are capable of reversal in one or more subsequent periods subject to conditions of prudence and by applying tax rates that have been substantively enacted by the Balance Sheet date.

13. Foreign Currency Translation

a) Transaction denominated in foreign currencies are recorded at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year end are restated at closing rate.

b) Any exchange difference on account of settlement of foreign currency transaction and restatement of monetary assets and liabilities denominated in foreign currency is recognized in the Statement of Profit and loss Account.

14. Provision, Contingent Liabilities and Contingent Assets

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities is disclosed in Notes to the account for:-

(i) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or

(ii) Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the Financial Statement since this may result in the recognition of the income that may never be realized.

General:

Except wherever stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.

B. NOTES ON ACCOUNTS

1. The Standalone Financial Statements including Standalone Financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the Consolidated Financial Statements / information may not necessarily be same as those appearing in the respective audited Consolidated Financial Statements for the relevant years.

Notes to Standalone Financial Statements

for the period ended March 31, 2026

2. Segment Reporting

The Company at present is engaged in the Business of IT Service. In view of this, primary and secondary reporting disclosures for business / geographical segment as envisaged in AS-17 are not applicable:

3. Provisions, Contingent Liabilities and Contingent Assets (AS 29)

Contingent liabilities and commitments (to the extent not provided for). There are no contingent liabilities as on March 31, 2026.

4. Additional Information to the Financial Statements:

5. Details of CSR:

Particulars	For the Year Ended On	
	31-Mar-26	31-Mar-25
a). Amount required to be spent during the year	22,97,000	12,88,836
b). Total of previous years' shortfall / (Excess)	0	1,556
b). Amount of expenditure incurred	32,86,297	12,90,000
c). Shortfall at the end of the year	0	0
d). Excess at the end of the year	9,89,297	2,720
e). Reasons for shortfall	-	-
f). Nature of CSR Activities	Education and Other Related Expenses	Education and Other Related Expenses

6. Additional regulatory information:

(a) Details of crypto currency or virtual currency

The Company has neither traded nor invested in Crypto currency or Virtual Currency for the year ended on March 31, 2026, March 31, 2025. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.

(b) Compliance with approved scheme of arrangements

Company is not engaged in any scheme of arrangements.

(c) Undisclosed income

During the year ended on March 31, 2026, March 31, 2025., the Company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(d) Relationship with struck off companies

The Company does not have any transactions with the companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956 during the year ended on March 31, 2026, March 31, 2025.

(e) Compliance with numbers of layers of companies

The Company is in compliance with the number of layers of companies in accordance with Clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017, during the year ended March 31, 2026, March 31, 2025.

(f) Utilisation of borrowed funds and share premium

During the year ended on March 31, 2026, March 31, 2025, the Company has not advanced or Loans or invested funds (either borrowed funds or share premium or kind of funds) to any other person(s) or entity(ies), including foreign

Notes to Standalone Financial Statements

for the period ended March 31, 2026

entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

During the year ended on March 31, 2026, March 31, 2025, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

ii) provide any guarantee, security, or the like on behalf of the ultimate beneficiaries.

(g) The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

(h) No proceeding have been initiated nor pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act,1988, (45 of 1988) and Rules made thereunder.

(i) The Company has not revalued its tangible and intangible assets in the year ended March 31, 2026, March 31, 2025.

(k) The Company does not have any Immovable Property whose title deeds are not registered in the name of Company.

(l) The Company has not been sanctioned working capital limits at any points of time during the year, from banks or financial institutions on the basis of security of current assets.

(m) The Company has not granted any loans and Advances to Promoters, Directors, KMPs and related parties during the reporting period.

7. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006:

Based on the information available with the Company in respect of MSME (as defined in the Micro, Small and Medium Enterprises Development Act, 2006) and as confirmed to us, there are no delays in payment of dues to such enterprise during the year.

Notes to Standalone Financial Statements

for the period ended March 31, 2026

SHAREHOLDERS FUNDS

2.1. Share Capital

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Authorised Shares		
1,55,00.000 Equity Shares of Rs. 10 Each (Previous Year 1,50,00.000 Equity Shares of Rs. 10 Each)	1,550.00	1,500.00
Issued Shares		
1,46,77,927 Equity Shares of Rs. 10 Each (Previous Year 1,46,77,927 Equity Shares of Rs. 10 Each)	1,467.79	1,467.79
Subscribed & Paid up Shares		
1,46,77,927 Equity Shares of Rs. 10 Each (Previous Year 1,46,77,927 Equity Shares of Rs. 10 Each)	1,467.79	1,467.79
Total Issued, Subscribed and Fully Paid-up Share Capital	**1,467.79**	**1,467.79**

A. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

(Amount In Lakhs)

Equity Shares	FY 2025-26		FY 2024-25	
	Number	Issued Capital (Rs.)	Number	Issued Capital (Rs.)
Shares outstanding at the beginning of the year	1,46,77,927	1,467.79	1,46,77,927	1,467.79
Shares Issued during the year	-		-	
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	**1,46,77,927**	**1,467.79**	**1,46,77,927**	**1,467.79**

B. Shares in the company held by each shareholder holding more than 5 % shares specifying the number of shares held

Particulars	FY 2025-26		FY 2024-25	
	Number	% of Holding	Number	% of Holding
Vikrant Patil	34,30,000	23.37	34,30,000	23.37
Vinaya Patil	51,02,500	34.76	51,02,500	34.76
Karan Patil			7,35,000	5.01
Kunal Patil			7,35,000	5.01
Venus Investments Vcc - Venus Stellar Fund	11,67,000	7.95		

C. Shares held by holding/ultimate holding company and/or their subsidiaries/associates

There is no Holding Company of Vinsys IT Services India Limited

D. Shares with rights preferences and restrictions attaching to each class including restriction on distribution of dividend and repayment of capital

Equity shares

The company has only one class of Equity having a par value Rs. 10.00 per share. Each shareholder is eligible for one vote per share held.

Notes to Standalone Financial Statements

for the period ended March 31, 2026

2.1. Share Capital (Contd..)

E. Shareholding of Promoters

Name of Promoters	2025-26			2024-25		
	No. of Shares	% of Shares	% Change during the year	No. of Shares	% of Shares	% Change during the year
Vikrant Patil	34,30,000	23.37	0.00	34,30,000	23.37	0.00
Vinaya Patil	51,02,500	34.76	0.00	51,02,500	34.76	0.00
Karan Patil	5,85,000	3.99	-1.02	7,35,000	5.01	0.00
Kunal Patil	3,85,000	2.62	-2.38	7,35,000	5.01	0.00

2.2. Reserves & Surplus

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
A. Security Premium		
Opening balance	4,981.41	4,981.41
Add: Additions during the Period	-	-
Less: Utilized for IPO Expenses	-	-
	4,981.41	**4,981.41**
B. Surplus		
Opening balance	2,076.08	949.54
(+) Net Profit/(Net Loss) For the current year	702.96	1,131.77
(-) Prior Period Items	(4.46)	(5.24)
(-) Bonus Share Issued During the year	-	-
	2,774.57	**2,076.07**
Closing Balance	**7,755.98**	**7,057.48**

LONG TERM BORROWINGS

2.3. Long Term Borrowings

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Secured Loan from Banks	3,205.58	1,366.02
Less: Current Maturities of Long Term Debts	427.76	80.49
Total	**2,777.82**	**1,285.53**

2.4. Deferred Tax Liabilities/(Assets)

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Opening Balance of Deferred Tax Liabilities	(93.44)	(137.97)
Addition during the year	15.98	44.54
Total	**(77.46)**	**(93.44)**

Notes to Standalone Financial Statements

for the period ended March 31, 2026

2.5. Long Term Provisions

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Provision for Gratuity	57.90	59.81
Total	**57.90**	**59.81**

CURRENT LIABILITIES

2.6. Short Term Borrowings

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Secured		
Bank Overdraft	1,228.90	394.22
Current Maturities of Long Term Debt	427.76	80.49
Unsecured Loans from Directors & Subsidiaries	-	164.42
Total	**1,656.66**	**639.13**

2.7. Trade Payables

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Trade Payables		
Micro, Small & Medium Enterprises	-	-
Other than Micro, Small & Medium Enterprises	117.09	25.19
Total	**117.09**	**25.19**

2.7.1 Disclosure in respect of amount due to Micro, Small & Medium Enterprises

The management has initiated the process of identifying enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2026, has been made in the Financial Statements based on information received and available with the Company as on date of financials. The Company has not received any claim for interest from any supplier under the said Act.

2.7.2 Ageing Summary of Trade Payable

(Amount In Lakhs)

Ageing Summary of Trade Payable	31-Mar-26	31-Mar-25
Other than Micro, Small & Medium Enterprises		
- less than 1 year	97.09	24.70
- 1 year to 2 years	19.51	-
- 2 year to 3 years	-	0.03
- More than 3 years	0.49	0.46

Notes to Standalone Financial Statements

for the period ended March 31, 2026

2.8. Other Current Liabilities

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
TDS Payable	28.43	31.23
GST Payable	84.14	105.64
Audit Fees Payable	8.00	8.00
Other Expenses Payable	6.60	120.31
Other Payables	1.32	3.65
Professional Tax Payable	0.44	0.45
Provident Fund Payable	9.37	9.52
ESI Payable	0.12	0.21
Salary Payable	153.38	133.38
Total	**291.80**	**412.40**

2.9. Short Term Provisions

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Provision for Income Tax Current Year	216.72	363.99
Provision for Gratuity	59.00	59.26
Total	**275.72**	**423.25**

NON CURRENT ASSETS

2.10. Property, Plant & Equipments

(Amount In Lakhs)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 01st Apr 2025	Additions	Deletion/ Sale	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Depreciation charge for the period	Deletion- Sale/ Loss	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Balance as at 31 March 2026
A. Property Plant & Equipment										
Tangible										
Computer & Allied Equipments	403.03	59.58	-	462.61	340.08	59.56	-	399.64	62.95	62.97
Office Equipments	140.00	1.08	-	141.08	125.99	3.67	-	129.66	14.01	11.42
Vehicals	148.22	20.84	15.62	153.44	124.57	12.05	7.26	129.37	23.65	24.07
Furniture & Fixtures	239.23	0.11	-	239.34	216.19	3.83	-	220.03	23.04	19.32
Appurtenants to Building	270.41	11.12	-	281.53	155.84	11.79	-	167.62	114.57	113.90
Data Power	40.40	-	-	40.40	38.38	-	-	38.38	2.02	2.02
Total A	**1,241.30**	**92.73**	**15.62**	**1,318.41**	**1,001.06**	**90.90**	**7.26**	**1,084.70**	**240.24**	**233.71**
B. Intangible Assets										
Softwares	1,280.08	274.48	-	1,554.56	432.72	220.50	-	653.23	847.36	901.33
Total B	**1,280.08**	**274.48**	**-**	**1,554.56**	**432.72**	**220.50**	**-**	**653.23**	**847.36**	**901.33**
C. Intangible Assets Under Development										
Softwares	1,453.18	589.31	274.03	1,768.47	-	-	-	-	1,453.18	1,768.47
Total C	**1,453.18**	**589.31**	**274.03**	**1,768.47**	**-**	**-**	**-**	**-**	**1,453.18**	**1,768.47**
Grand Total	**3,974.57**	**956.52**	**289.65**	**4,641.43**	**1,433.78**	**311.40**	**7.26**	**1,737.92**	**2,540.78**	**2,903.51**

Notes to Standalone Financial Statements

for the period ended March 31, 2026

2.10. Property, Plant & Equipments (Contd..)

Ageing Schedule of Intangible Assets Under Development

F.Y. 2025-26

(Amount In Lakhs)

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	589.31	1,179.16	-	-	1,768.47
Projects temporarily suspended	-	-	-	-	-

F.Y. 2024-25

(Amount In Lakhs)

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	545.56	907.63	-	-	1,453.19
Projects temporarily suspended	-	-	-	-	-

OTHER NON-CURRENT ASSETS

2.11. Non current Current Investments

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Investment in Subsidiary Companies		
(a) Vinsys International, UAE	1.70	1.70
(b) Vinsys Corporation,USA	0.68	0.68
(c) Vikvin Consultants Pvt Ltd	100.00	100.00
(d) Vinsys Information Technology Services	70.71	70.71
Shares with Bank	2.06	2.06
Fixed Deposits	154.73	53.46
Total	**329.88**	**228.60**

2.12. Non Current Assets

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Security Deposits	382.74	305.11
Tender Deposits	0.30	0.30
Total	**383.04**	**305.41**

CURRENT ASSETS

2.13. Current Investments

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Fixed Deposits	1,037.71	663.06
Total	**1,037.71**	**663.06**

Notes to Standalone Financial Statements
for the period ended March 31, 2026

2.14. Trade Receivables

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Unsecured, Considered good		
Debts outstanding other than Related Parties for a period:		
Outstanding for a period more than six months	1,535.28	773.83
Outstanding for a period less than six months	1,948.22	2,496.21
Total	**3,483.50**	**3,270.04**

(Amount In Lakhs)

Ageing Summary of Trade Receivable	31-Mar-26	31-Mar-25
Undisputed, considered good		
- less than 6 months	1,948.22	2496.21
- 6 months to 1 year	765.55	313.65
- 1 year to 2 years	422.66	292.45
- 2 year to 3 years	206.06	2.41
- More than 3 years	141.01	165.32

2.15. Cash and Bank Balances

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Cash & Cash Equivalent		
Balance with Banks in current Accounts	355.97	126.23
Cash on hand	1.14	0.89
Total	**357.11**	**127.13**

2.16. Short Term Loans & Advances

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Salary Advance	2.99	0.39
Advance for Expenses	0.18	0.15
Advance to Subsidiaries	4,268.32	2,854.21
Other Advances	-	5.00
Employee Imprest	0.02	-
Travelling Advance	22.09	6.46
Total	**4,293.60**	**2,866.21**

2.16.1 Loans & Advances granted to Promoter,Director, KMP & Related Parties

Type of Borrower	Amount of Loan	Percentage of Total Loan & Advances in the nature of loan
Promotoers	-	-
Directors	-	-
KMPS	-	-
Related Parties	-	-

Notes to Standalone Financial Statements

for the period ended March 31, 2026

2.17. Other Current Assets

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Prepaid Expenses	31.19	24.89
Exam Vouchers	310.60	197.05
Advance Tax & TDS	486.39	425.42
GST Receivables	-	0.30
Unbilled Revenue Receivables	706.78	628.27
Total	**1,534.96**	**1,275.93**

2.18. Revenue From Operations

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Sale of Services		
Export	1,223.07	1,971.11
Domestic	4,846.53	3,398.83
Unbilled Sales	78.51	489.27
Total	**6,148.12**	**5,859.21**

2.19. Other Income

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Interest Received	386.08	320.16
Other Incomes	78.20	6.94
Dividend Income	0.13	0.13
Total	**464.41**	**327.23**

2.20 Cost of Delivery of Services

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Cost of Delivery of services	2,609.93	2,160.75
Total	**2,609.93**	**2,160.75**

2.21. Employee Benefits Expenses

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Director Remuneration	94.53	71.53
Salary Expenses	1,458.01	1,210.14
Gratuity Expenses	38.60	60.94
MLWF Employer	0.39	0.37
Bonus Ex-Gratia	9.66	9.59
Staff Welfare Expenses	8.61	9.15
Contribution to Statutory Funds	47.76	43.23
Total	**1,657.56**	**1,404.96**

Notes to Standalone Financial Statements

for the period ended March 31, 2026

2.22. Finance Cost

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Interest on Loans	260.06	168.51
Bank Charges & Processing Fees	71.02	13.29
Total	**331.08**	**181.80**

2.23. Depreciation & Amortization

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Depreciation Expenses	311.40	289.83
Total	**311.40**	**289.83**

2.24. Other Expenses

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Annual Maintenance Charges	5.87	4.96
Audit Fees	5.00	8.00
Bad Debts	43.63	0.06
Database Hiring Charges	3.30	1.67
Electricity & Power Expenses	26.99	33.15
Advertising & Business Promotion	59.65	14.07
Computer Repair & Maintenance	2.61	4.96
Insurance	10.90	6.80
Interest on Statutory Dues		0.63
Internet Charges	12.53	12.80
Legal Fees/ ROC Filing Fees	-	12.93
Office Expenses	16.13	14.49
Postage / Courier Charges	4.23	0.84
Printing & Stationery	5.72	1.63
Garden Expenses	1.00	2.41
Professional Fees	101.11	81.67
Rates / Taxes / Insurance	21.58	0.84
Registrations / Renewals / Subscriptions	68.94	63.01
Repairs & Maintenance	12.99	13.38
Digital Marketing Expense		27.50
Tender Fees	11.28	2.18
Rent Expenses	219.37	218.07
Sundry Balance Written Off		5.63
Foreign Travelling Expenses	8.75	7.17
Travelling Expenses	70.13	43.06
Corporate Gifts - Diwali/Xmas	3.60	3.03
Corporate Social Responsibility Expenses	32.86	12.90
Telephone Charges	10.49	9.71
Web Hosting Charges	8.26	1.27
Total	**766.90**	**608.80**

Notes to Standalone Financial Statements

for the period ended March 31, 2026

2.25. Earnings Per Share

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Profit/(Loss) after tax as per Statement of Profit and Loss	702.96	1,131.77
Weighted average number of equity shares in calculating basic EPS	146.78	146.78
Basic {Nominal Value of Shares- Rs. 10/- (Previous Year- Rs. 10/-)}	4.79	7.71
Diluted {Nominal Value of Shares- Rs. 10/- (Previous Year- Rs. 10/-)}	4.79	7.71

2.26. Auditor remuneration

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
As Auditor		
Statutory Audit	5.00	5.00
Tax Audit	1.50	1.50
For other services		

2.27. Earnings in Foreign current (accrual basis)

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Sale of services	1,223.07	1,971.11
	-	-

2.28. Compliance with Micro , Small and Medium scale enterprise

The Company has not received any intimation from suppliers regarding their status under the Micro Small and Medium Enterprises Act, 2006 hence disclosure, if any, relating to amounts unpaid as at the yearend together with interest paid/ payable as required under the said act have not been given.

2.29 Related Party Disclosures- AS-18

Relationship with Related party	Name of related parties
Key Managerial Personnel	Mr. Vikrant Patil (Chairman and Managing Director)
Key Managerial Personnel	Mrs. Vinaya Patil (Whole time Director)
Key Managerial Personnel	Mr. Ravindra Kamthe (Independent Director)
Key Managerial Personnel	Mr. Pradeep Nannajkar (Independent Director)
Key Managerial Personnel	Mr. Kaarthik Subramani Krishnamurthy (Independent Director)
Key Managerial Personnel	Mrs. Gayatree Karadikar (Company Secretary)
Key Managerial Personnel	Mrs. Saneeka Dhamankar (Chief Financial Officer)
Other Entity	System Consultants (Proprietory of Mrs Vinaya Patil)
Subsidiaries	Vinsys International Ltd. (UAE) (Wholly owned subsidiary)
	Vinsys Corporation (US) (Wholly owned subsidiary)
	Vinsys IT Services LLC (wholly owned subsidiary)
	Vinsys Information Technology Consultancy LLC (Abu Dhabi) (Subsidiary)
	Vinsys Information Technology Consultancy (Dubai) (step down subsidiary of Vinsys Information Technology Consultancy LLC Abu dhabi)
	Vikvins Consultants Pvt Ltd (99% voting right)
	Vinsys IT Services LLC, Qatar(step down subsidiary of Vinsys IT Services LLC)
	Vinsys Arabia Information Technology Company (step down subsidiary of Vinsys Information Technology Consultancy LLC Abu dhabi)
	Vinsys IT Holco LLC- FZ (step down subsidiary of Vinsys Information Technology Services LLC Abu Dubai)

Notes to Standalone Financial Statements

for the period ended March 31, 2026

2.29 Related Party Disclosures- AS-18 (Contd..)

Transactions with Related Party:-

(Amount In Lakhs)

Name of the Party	31-Mar-26	31-Mar-25
Director Remuneration		
Mr. Vikrant Patil (Chairman and Managing Director)	56.15	41.77
Mrs. Vinaya Patil (Whole time Director)	38.38	29.77
Sitting Fees		
Mr. Ravindra Kamthe (Independent Director)	1.00	1.00
Mr. Pradeep Nannajkar (Independent Director)	1.00	1.00
Salary Expenses		
Saneeka Dhamankar	16.00	15.77
Gayatree karandikar	15.69	14.70
Rent Expenses		
System Consultants (Proprietory of Mrs Vinaya Patil)	279.85	280.97
Unsecured loan		
Loan repaid to Vikvins Consultants Pvt Ltd	164.42	-
Loan given to Vikvins Consultants Pvt Ltd	30.86	-
Loan given to Vinsys Information Technology Services LLC	1,055.42	811.85
Loan received from Vikvins Consultants Pvt Ltd	-	155.81
Interest on loan (Income)		
Interest accrued on loan given to Vikvins Consultants Pvt Ltd	-	20.61
Interest accrued on loan given to Vinsys Information Technology Services LLC	329.53	241.16
Interest on loan (Expenses)		
Interest on loan from Vikvins Consultants Pvt Ltd	14.75	9.95
Sales to subsidiary companies		
Vinsys Arabia Information Technology Company	-	519.22
Vinsys Information Technology Services LLC	2.68	578.78

Closing Balance with related parties:-

(Amount In Lakhs)

Name of the Party	31-Mar-26	31-Mar-25
Loan given to Vikvins Consultants Pvt Ltd	29.16	-
Loan received from Vikvins Consultants Pvt Ltd		164.42
Loan given to Vinsys Information Technology Services LLC		2,853.96
Vinsys Information technology Services LLC	2.68	578.78
Vinsys Arabia Information Technology Company	252.39	519.22

Notes to Standalone Financial Statements

for the period ended March 31, 2026

2.30 Employee benefits AS 15

Defined contribution plans

The Company has recognized Rs 118.45 Lakhs towards Provident Fund and Rs 1.89 Lakhs towards employee state insurance in the Statement of Profit and Loss.

Defined Benefit plans

Gratuity

In accordance with the Payment of Gratuity Act, 1972, the Company was required to provide post employement benefit to its employees in the form of gratuity. The disclosure relating to acturial assumptions in accordance with AS 15 (revised) are provided below,

	31-Mar-26	31-Mar-25
Mortality Table	IALM(2012-14)ult	IALM(2012-14)ult
Discount rate	6.70%	6.50%
Rate of increase in compensation levels	5%	5%
Exepected average remaining working lives of employees (in years)	3.82	3.85
Retirement Age	58 years	58 years
Withdrawal rate		
Age upto 30 years	25%	25%
Age 31-40 years	25%	25%
Age 41-50 years	25%	25%
Age above 50 years	25%	25%

Discount Rate:The discount rate should be based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities

Salary Increases: It should be set by taking into account inflation,seniority,promotion and other relevant factors such as supply and demand in the employment market and the past history regarding salary increases.

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

(Amount In Lakhs)

Table showing change in the Present value of Projected benefit obligation	31-Mar-26	31-Mar-25
Present value of benefit obligation at the beginning of the period	187.84	131.47
Interest cost	11.99	9.26
Past service cost	-	-
Service cost curtailment	34.49	25.17
Actuarial (gain) losses on obligation	(2.62)	27.78
Benefits paid	(6.65)	(5.84)
Present value of benefit obligation at the end of the period	225.05	187.84

(Amount In Lakhs)

Expenses recognized in the Statement of Profit or Loss for current period	31-Mar-26	31-Mar-25
Current service cost	34.49	25.17
Net Interest cost	11.99	9.26
Expected return on plan assets	(6.14)	(3.47)
Actuarial (gain) losses	(1.75)	28.31
Past service cost	-	-
Expenses recognized in the Statement of Profit or Loss for current period	38.60	59.27

Notes to Standalone Financial Statements

for the period ended March 31, 2026

2.31 Operating Lease

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Lease payment debited to Statement of Profit & Loss (net of GST)	219.37	288.50

2.32 Foreign currency exposure outstanding at the year end

The following foreign currency receivables/ payables balances are not covered by derivative instruments at the balance sheet date.

Particulars	**Amount in Foreign currency**	**Amount in Indian currency**
Trade receivables (EURO)	46,166.95	48,44,834.66
Trade receivables (USD)	7,80,710.50	7,39,93,922.17
Trade receivables (AED)	11,100.00	2,68,449.06
Trade receivables (SAR)	11,76,470.29	2,78,71,582.11

2.33 Other disclosures

(a) Remuneration to Directors

(Amount In Lakhs)

Particulars	**31 March 2026 (Amount in Lakhs)**	**31 March 2025 (Amount in Lakhs)**
Salary including Variable Pay	94.53	71.53
Total	**94.53**	**71.53**

(b) As per the best estimate of the management, there is no capital commitment and contingent liability exists as on the date of the financial statement.

(c) Disclosures required under mandatory accounting standards & Schedule III are given to the extent appplicable and possible.

(d) Additional information as required by para 5 of General Instructions for preparation of Statement of Profit and Loss (other than already disclosed above) are either Nil or Not Applicable.

(e) Previous year figures are regrouped or rearranged wherever considered necessary.

(f) Figures have been rounded off to the nearest Lakhs

As per our report of even date

For **A Y & Company**
Firm Registration No. 020829C
Chartered Accountants

Sd/-
CA Arpit Gupta
Partner
Membership No. 421544
UDIN: 26421544HWFYIG3405

Place : Pune
Date : 27.05.2026

For and on behalf of the Board of Directors
Vinsys IT Services India Limited

Sd/-
Vikrant Patil
Chairman & Managing Director
(DIN:00325383)

Sd/-
Vinaya Patil
Whole Time Director
(DIN:00325458)

Sd/-
Gayatree Karandikar
Company Secretary

Sd/-
Saneeka Dhamankar
Chief Financial Officer

Consolidated Financial Statements

Independent Auditor's Report to the Members

TO
THE MEMBERS OF
VINSYS IT SERVICES INDIA LIMITED

OPINION

We have audited the accompanying Consolidated Financial Statements of VINSYS IT SERVICES INDIA LIMITED ("the Company"), along with its Subsidiary Companies (as disclosed below) which comprise the Balance Sheet as at March 31, 2026, the Consolidated Statement of Profit and Loss for the year ended on March 31, 2026, the Consolidated Statement Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.

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

S.No.	Name of Entity	Relationship
1.	Vikvins Consultants Private Limited	Subsidiary Company
2.	Vinsys International Limited (Dubai)	Wholly Owned Subsidiary
3.	Vinsys IT Services LLC (Dubai)	Wholly Owned Subsidiary
4.	Vinsys IT Services LLC (Qatar)	Wholly Owned Subsidiary of Vinsys IT Services LLC Dubai
5.	Vinsys Information Technology Consultancy – Sole Proprietorship LLC (Abu Dhabi)	Wholly Owned Subsidiary of Vinsys IT Services LLC Dubai
6.	Vinsys Information Technology Consultancy (Dubai)	Wholly Owned Subsidiary of Vinsys Information Technology Consultancy - Sole Proprietorship LLC (Abu Dhabi)
7.	Vinsys Arabia Information Technology Company (Kingdom of Saudi Arabia)	Wholly Owned Subsidiary of Vinsys Information Technology Consultancy - Sole Proprietorship LLC (Abu Dhabi)
8.	Vinsys Corporation (incorporated in United States of America)	Wholly Owned Subsidiary
9.	Vinsys IT Holco LLC – FZ (Incorporated in Dubai)	Subsidiary Company of Vinsys IT Services LLC Dubai

BASIS FOR OPINION

We conducted our audit of the Consolidated Financial Statements in accordance with the standards on Auditing specified under Section 143 (10) of the Act (SAs). 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 independence requirements that are relevant to our audit of the Financial Statements under the provision 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 we have obtained is sufficient and appropriate to provide a basis for our 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.

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

S.No.	Key Audit Matter
1.	**Assessment of Trade Receivables:** The Company has trade receivables amounting to Rs. 9,025.16 Lakhs, (i.e., 37.14% of total assets) at the Balance Sheet Date March 31, 2026. The increasing challenges over the economy and operating environment in the IT industry during the year have increased the risks of default on receivables from the Company's customers. In particular, in the event of insolvency of customers, the Company is exposed to potential risk of financial loss when the customers fail to meet their contractual obligations in accordance with the requirements of the agreements. Based on historical default rates and overall credit worthiness of customers, management believes that no impairment allowance is required in respect of outstanding trade receivables as on March 31, 2026. For the purpose of impairment assessment, significant judgements and assumptions, including the credit risks of customers, the timing and amount of realisation of these receivables, are required for the identification of impairment events and the determination of the impairment charge.
	Auditor Response to key Audit Matter: Principal Audit Procedures: We have performed the following procedures in relation to the recoverability of trade receivables: • Tested the accuracy of aging of trade receivables at year end on a sample basis; • Obtained a list of outstanding receivables and assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers, publicly available information and latest correspondence with customers • Tested subsequent settlement of trade receivables after the balance sheet date on sample basis. Conclusion: We found the key judgement and assumptions used by management in the recoverability assessment of trade receivables to be supportable based on the available evidence.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board is responsible for the preparation of the other information. The other information comprises the information included Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the Financial Statements and our Auditor's Report thereon.

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

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated Financial Statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting standard and accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

- Obtain an understanding of internal financial controls 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 management.

- Conclude on the appropriateness of management's use of 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 Consolidated 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 Consolidated Financial Statements that, individually or in aggregate, make it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

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

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

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

d) In our opinion, the aforesaid Financial Statements comply with the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

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 internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure "A"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197 (16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to 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 explanation given to us:

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

   (ii) The Company has made provision, as at March 31, 2026, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

   (iii) The Company is not liable to transfer any amounts, to the Investor Education and Protection Fund during the year ended March 31, 2026.

   (iv) 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;

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

Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

(vi) The Company has not paid any dividend during the year 2025-26.

For **A Y & Company**
Chartered Accountants
FRN: 020829C

Sd/-
CA Arpit Gupta
Partner
M.NO.: 421545
UDIN: 26421544RLLSIB7600
Place: Pune
Date: 27.05.2026

Annexure "A" to the Auditor's Report

Report on the Internal Financial Control under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013, ('The Act')

We have audited the internal financial control over financial reporting of Vinsys IT Services India Limited ('the Company') as of March 31, 2026, in conjunction with our audit of the Financial Statement of the Company for the year ended on that date.

Management Responsibility for Internal Financial Controls

The Company's management 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 Control over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by 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 were 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 authorizations of management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **A Y & Company**
Chartered Accountants
FRN: 020829C

Sd/-
CA Arpit Gupta
Partner
M.NO.: 421545
UDIN: 26421544RLLSIB7600
Place: Pune
Date: 27.05.2026

VINSYS

Consolidated Balance Sheet

as at March 31, 2026

(Amount In Lakhs)

Particular	Notes	31-Mar-26	31-Mar-25
I. Equity and Liabilities			
Shareholders Fund			
Share Capital	2.1	1,467.79	1,467.79
Reserves & Surplus	2.2	14,666.83	11,642.19
		16,134.62	**13,109.98**
Minority Interest		**70.74**	**7.91**
Share Application Money Pending Allotment		-	-
Non-current liabilities			
Long Term Borrowings	2.3	3,046.68	1,415.19
Deferred tax liabilities (Net)	2.4	-	-
Long Term Provisions	2.5	57.90	59.81
		3,104.58	**1,475.00**
Current liabilities			
Short Term Borrowigs	2.6	2,142.16	519.52
Trade payables			
(a) total outstanding dues of micro and small enterprises	2.7	-	-
(b) total outstanding dues other than micro and small enterprises	2.7	599.81	595.20
Other current liabilities	2.8	1,758.74	1,703.60
Short term Provisions	2.9	490.21	615.48
		4,990.92	**3,433.80**
Total		**24,300.86**	**18,026.70**
II. Assets			
Non- current assets			
Fixed assets			
Property, Plant & Equipments	2.10	801.58	766.69
Intangible Assets	2.10	1,262.05	1,161.35
Capital WIP	2.10	4,036.13	2,869.59
Goodwill		477.12	477.12
Long Term Loans & Advances		-	-
Non Current Investments	2.11	305.70	153.34
Deferred Tax Assets	2.4	86.60	102.16
Other Non Current Assets	2.12	600.07	484.98
		7,569.25	**6,015.23**
Current Assets			
Investments	2.13	1,037.71	663.06
Inventories		-	-
Trade Receivables	2.14	9,025.16	7,486.60
Cash & Bank Balances	2.15	1,046.72	1,332.12
Short Term loans & advances	2.16	1,171.91	12.26
Other current Assets	2.17	4,450.09	2,517.40
		16,731.61	**12,011.47**
Total		**24,300.86**	**18,026.70**

Notes on significant accounting policies 1

The accompanying notes are an integral part of the Financial Statements.

As per our report of even date

For **A Y & Company**
Firm Registration No. 020829C
Chartered Accountants

Sd/-
CA Arpit Gupta
Partner
Membership No. 421544
UDIN: 26421544RLLSIB7600

Place : Pune
Date : 27.05.2026

For and on behalf of the Board of Directors
Vinsys IT Services India Limited

Sd/-
Vikrant Patil
Chairman & Managing Director
(DIN:00325383)

Sd/-
Vinaya Patil
Whole Time Director
(DIN:00325458)

Sd/-
Gayatree Karandikar
Company Secretary

Sd/-
Saneeka Dhamankar
Chief Financial Officer

Consolidated Statement of Profit and Loss

for the period ended March 31, 2026

(Amount In Lakhs)

Particular	Notes	31-Mar-26	31-Mar-25
Income			
Revenue from Operations	2.18	26,836.99	21,168.31
Other Income	2.19	182.07	278.75
Total Income (I)		**27,019.06**	**21,447.06**
Expenses			
Cost of Delivery of Services	2.20	16,067.44	12,309.25
Employee benefit expenses	2.21	4,059.37	3,487.69
Finance Cost	2.22	399.55	235.80
Depreciation &Amortization Expense	2.23	551.47	381.98
Other Expenses	2.24	2,456.76	1,410.45
Total Expenses (II)		**23,534.59**	**17,825.18**
Profit/(loss) Before Prior period, exceptional and extraordinary items and tax (I) - (II)		**3,484.47**	**3,621.88**
Exceptional Items		-	-
Profit/(Loss) before tax		**3,484.47**	**3,621.88**
Tax Expenses			
Current Tax		444.23	573.09
Deferred Tax Charge		15.56	44.31
Total Tax Expense		**459.79**	**617.40**
Profit/(loss) after tax		**3,024.68**	**3,004.49**
Allocated to Minority Interest		**50.36**	**1.21**
Allocated to Owner of Parents		**2,974.32**	**3,003.28**
Earnings/(loss) Per Share			
Basic (Nominal value of shares Rs.10 (PY: Rs.NIL))	2.25	20.26	20.46
Diluted (Nominal value of shares Rs.10 (PY: Rs.NIL))	2.25	20.26	20.46

Notes on significant accounting policies 1

The accompanying notes are an integral part of the Financial Statements.

As per our report of even date

For **A Y & Company**
Firm Registration No. 020829C
Chartered Accountants

Sd/-
CA Arpit Gupta
Partner
Membership No. 421544
UDIN: 26421544RLLSIB7600

Place : Pune
Date : 27.05.2026

For and on behalf of the Board of Directors
Vinsys IT Services India Limited

Sd/-
Vikrant Patil
Chairman & Managing Director
(DIN:00325383)

Sd/-
Vinaya Patil
Whole Time Director
(DIN:00325458)

Sd/-
Gayatree Karandikar
Company Secretary

Sd/-
Saneeka Dhamankar
Chief Financial Officer

Consolidated Statement of Cash Flows

for the period ended March 31, 2026

(Amount In Lakhs)

Particular	31-Mar-26	31-Mar-25
Cash flow from operating activities		
Net Profit before tax and extraordinary items	3,484.47	3,621.88
Non-Cash adjustment to reconcile profit before tax to net cash flows		
Depreciation	536.92	381.98
Non Cash Items	38.96	29.30
Investment Income	(83.93)	(85.91)
Interest Paid	296.07	201.19
Operating profit before Working Capital changes	**4,272.49**	**4,148.44**
Change in Working Capital	**(4,571.15)**	**(2,526.32)**
Increase/(Decrease) in Trade Payables	4.61	385.52
Increase/(Decrease) in Other current Liabilities	55.13	413.96
Decrease/(Increase) in Trade receivables	(1,538.55)	(3,139.58)
Increase in Short Term Loans & Advances	(1,159.65)	195.25
Decrease/(Increase) in Other Current Assets	(1,932.69)	(381.47)
Cash generated from operations	**(298.66)**	**1,622.12**
Income Tax(Paid)/ Refund	(569.24)	(302.07)
Prior Period Items	14.41	(5.24)
Net Cash flow from / (used in) Operating activities (A)	**(853.50)**	**1,314.80**
Cash Flow from/(used in) Investing Activities		
Purchase of Fixed Assets	(1,831.78)	(1,555.85)
Purchase/(Sales) of Investments	(527.01)	566.84
Interest received	83.93	85.91
Decrease in Other Non Current Assets	(115.09)	(38.72)
Net Cash (used in) investing activities (B)	**(2,389.96)**	**(941.82)**
Cash Flow from/ (used in) Financing Activities		
Interest Paid	(296.07)	(201.19)
Proceeds/(Repayment) from Borrowings`	3,254.12	132.02
Net Cash flow from / (used in) financing activities (C)	**2,958.05**	**(69.16)**
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	**(285.40)**	**303.82**
Cash and Cash Equivalents at the beginning of the year	1,332.13	1,028.32
Cash and Cash Equivalents at the end of the year	**1,046.72**	**1,332.13**
Cash & Cash Equivalents comprises of		
Cash in Hand	8.17	2.93
Cash at Bank	1,038.55	1,329.19

The accompanying notes are an integral part of the Financial Statements.

As per our report of even date

For **A Y & Company**
Firm Registration No. 020829C
Chartered Accountants

Sd/-
CA Arpit Gupta
Partner
Membership No. 421544
UDIN: 26421544RLLSIB7600

Place : Pune
Date : 27.05.2026

For and on behalf of the Board of Directors
Vinsys IT Services India Limited

Sd/-
Vikrant Patil
Chairman & Managing Director
(DIN:00325383)

Sd/-
Vinaya Patil
Whole Time Director
(DIN:00325458)

Sd/-
Gayatree Karandikar
Company Secretary

Sd/-
Saneeka Dhamankar
Chief Financial Officer

Notes to Consolidated Financial Statements

for the period ended March 31, 2026

NOTE 1

CONSOLIDATED SUMMARY SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

A. COMPANY INFORMATION

The Company was originally incorporated as "Vinsys IT Services India Private Limited" as a private limited company under the provisions of the Companies Act, 1956, vide Certificate of Incorporation dated January 11, 2008, issued by the Registrar of Companies, Maharashtra, Pune. Subsequently, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on May 10, 2023. Our Company was converted from a private limited company to public limited company and consequently, the name of our Company was changed to "Vinsys IT Services India Limited" and a fresh certificate of incorporation dated May 12, 2023, was issued to Company by the Registrar of Companies, Pune. The Corporate Identification Number of our Company is L72200PN2008PLC131274.

B. List of Subsidiaries.

Sr. No.	Name of Entity	Relationship
1.	Vikvins Consultants Private Limited	Subsidiary Company
2.	Vinsys International Limited (Dubai)	Wholly Owned Subsidiary
3.	Vinsys IT Services LLC (Dubai)	Wholly Owned Subsidiary
4.	Vinsys IT Services LLC (Qatar)	Wholly Owned Subsidiary of Vinsys IT Services LLC Dubai
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8.	Vinsys Corporation (incorporated in United States of America)	Wholly Owned Subsidiary
9.	Vinsys IT Holco LLC – FZ (Incorporated in Dubai)	Subsidiary Company of Vinsys IT Services LLC Dubai

SIGNIFICANT ACCOUNTING POLICIES

1. Accounting Convention

The Consolidated Financial statements are prepared under the historical cost convention on the "Accrual Concept" and Going Concern assumption of accountancy in accordance with the accounting principles generally accepted in India and comply with the accounting standards as prescribed by Companies (Accounting Standard) Rules, 2006 and with the relevant provisions of the Companies Act, 2013 and Rules made there under.

2. Use of Estimates

The preparation of Financial Statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods

3. Basis of Consolidation

The assets, liabilities, costs and revenues of the individual consolidated companies are fully consolidated on a line-by-line basis, regardless of the percentage owned, while the carrying value of consolidated investments held by the Holding Company and other consolidated companies is eliminated against the related share of equity.

Notes to Consolidated Financial Statements

for the period ended March 31, 2026

All intercompany balances and transactions, including unrealised profits deriving from transactions between consolidated companies, are eliminated. Unrealised losses are eliminated, unless it is likely that they will be recovered in the future.

4. Property, Plant and Equipment

Property, Plant and Equipment are stated at cost less accumulated depreciation. Cost comprises of all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition /construction are included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

In case of new projects / expansion of existing projects, expenditure incurred during construction / preoperative period including interest and finance charge on specific / general purpose loans, prior to commencement of commercial production are capitalized. The same are allocated to the respective on completion of construction / erection of the capital project / fixed assets.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

Capital assets (including expenditure incurred during the construction period) under erection / installation are stated in the Balance Sheet as "Capital Work in Progress."

5. Impairment of Assets

At each Balance Sheet date, the Company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the assets and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the assets.

6. Depreciation

All fixed assets, except capital work in progress, are depreciated on WDV Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. All Fixed Assets individually costing Rs. 5,000 or less are fully depreciated in the year of installation/ purchase. Depreciation on additions to / deletions from fixed assets made during the period is provided on pro-rata basis from / up to the date of such addition /deletion as the case may be.

Asset Name	Useful Lives (Years)
Computer and Allied Equipments	3
Office Equipments	5
Vehicles	8
Furniture and Fixtures	10
Appurtenant to Building	30
Data Power	3
Softwares	10

7. Investments

Investments are classified into current investments and non-current investments. Current investments, i.e., investments that are readily realizable and intended to be held for not more than a year valued at cost. Any permanent reduction in the carrying amount or any reversals of such, reductions are charged or credited to the Statement of Profit and Loss Account.

Non-current investments are stated at cost. Provision for diminution in the value of these investments is made only if such decline is other than temporary, in the opinion of the management.

8. Inventories

The Company is in the business of providing services so that it does not hold any inventories.

9. Revenue Recognition

Revenue from the operations is recognized on generally accepted accounting principal and when it is earned and no significant uncertainty exists as to its ultimate collection and includes taxes, wherever applicable.

The capital gain on sale of investments if any are recognized on completion of transaction. No notional profit / loss are recognized on such investments.

Revenue from sale of product is recognized, net of trade discounts. Sales exclude indirect taxes.

Interest income is recognized on time proportion basis, when it is accrued and due for payment.

Notes to Consolidated Financial Statements

for the period ended March 31, 2026

10. Borrowing Cost

Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

11. Employee Benefits

Employee Benefits:

Employee benefits include provident fund and gratuity.

Defined contribution plan:

The Company's contributions to provident fund are considered as defined contribution plan and are charged as an expense as they fall due based on the amount of contribution required to be made when the services are rendered by the employees.

Defined Benefits Plan:

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in the Profit and Loss Account in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested while otherwise, it is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of plan assets.

Short term Employee benefits:

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service. The cost of such compensated absences is accounted as under:

in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

in case of non-accumulating compensated absences, when the absences occur.

Share based payment:

The Employee Stock Option Plan (ESOPs) of the Company are in accordance with the Companies Act, 2013. The Plan provide for grant of options on equity shares to employees of the Company to acquire the equity shares of the Company that vest in a cliff vesting or in a graded manner and that are to be exercised within a specified period.

In accordance with the Guidance Note on Accounting for Employee Share Based Payments, issued by The Institute of Chartered Accountants of India, the cost of equity-settled transactions is measured using the Fair value method. The Fair value of ESOP is amortised on a straight-line basis over the vesting period of the option as employee compensation cost. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the number of equity instruments that are outstanding and expected to vest.

The options that do not vest because of failure to satisfy vesting condition are reversed by a credit to employee compensation expense, equal to the amortised portion of value of lapsed portion. In respect of the options which expire unexercised the balance standing to the credit of Employee's Stock Option (Grant) Outstanding accounts is transferred to Profit and Loss Account.

12. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, share split and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

13. Taxes on Income

Income tax expenses for the year comprises of current tax and deferred tax. Current tax provision is

Notes to Consolidated Financial Statements

for the period ended March 31, 2026

determined on the basis of taxable income computed as per the provisions of the Income Tax Act. Deferred tax is recognized for all timing differences that are capable of reversal in one or more subsequent periods subject to conditions of prudence and by applying tax rates that have been substantively enacted by the Balance Sheet date.

14. Foreign Currency Translation

a) Transaction denominated in foreign currencies are recorded at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year end are restated at closing rate.

b) Any exchange difference on account of settlement of foreign currency transaction and restatement of monetary assets and liabilities denominated in foreign currency is recognized in the Statement of Profit and Loss Account.

15. Provision, Contingent Liabilities and Contingent Assets

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities is disclosed in Notes to the account for:-

(i) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or

(ii) Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the Financial Statement since this may result in the recognition of the income that may never be realized.

General:

Except wherever stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.

C. NOTES ON ACCOUNTS

1. The Consolidated Financial Statements including Consolidated Financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the Consolidated Financial Statements/information may not necessarily be same as those appearing in the respective audited Consolidated Financial Statements for the relevant years.

2. Segment Reporting

The Company at present is engaged in the Business of IT Service and Manpower Supply, which constitutes a two operating business segment and one Geographical Segment. In view of above, primary and secondary reporting disclosures for business/ geographical segment as envisaged in AS –17 are as follows.

S.No	Particulars	Year ended on 31/03/2026		
		Operating Segment's		Geographical Segment
		IT Services	Manpower Supply	Outside India
1	**Segment Revenue**	6,148.12	11,062.75	9,626.12
2	**Segment Results**	935.67	519.13	2,029.67
	Less:			
	Unallocable Income	0.00	0.00	0.00
	Unallocable Expenses	0.00	0.00	0.00
	Profit Before Tax	935.67	519.13	2,029.67
	Less: Tax Expenses	232.70	129.84	97.25
3	**Profit for the Period**	702.97	389.29	1,932.42
4	Segment Assets	14,400.77	2,510.91	7,389.18
5	Segment Liabilities	14,400.77	2,510.91	7,389.18

Notes to Consolidated Financial Statements

for the period ended March 31, 2026

3. Provisions, Contingent Liabilities and Contingent Assets (AS 29)

Contingent liabilities and commitments (to the extent not provided for). There are no contingent liabilities as on March 31, 2026.

4. Additional Information to the Financial Statements:

5. Details of CSR:

Particulars	For the Year Ended On	
	March 31, 2026	March 31, 2025
a). Amount Required to be spent during the year	22.97,000	12,88,836
b). Total of previous years shortfall / (Excess)	0	1,556
b). Amount of expenditure incurred,	32,86,297	12,90,000
c). Shortfall at the end of the year	0	0
d). Excess at the end of the year	9,89,297	2,720
e). Reasons for shortfall		
f). Nature of CSR Activities	Education and Other Related Expenses	Education and Other Related Expenses

6. Additional regulatory information:

(a) Details of crypto currency or virtual currency

The Company has neither traded nor invested in Crypto currency or Virtual Currency for the year ended on March 31, 2026, March 31, 2025. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.

(b) Compliance with approved scheme of arrangements

Company is not engaged in any scheme of arrangements.

(c) Undisclosed income

During the year ended on March 31, 2026, March 31, 2025., the Company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(d) Relationship with struck off companies

The Company does not have any transactions with the companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956, during the year ended on March 31, 2026, March 31, 2025.

(e) Compliance with numbers of layers of companies

The Company is in compliance with the number of layers of companies in accordance with Clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 during the year ended on March 31, 2026, March 31, 2025.

(f) Utilisation of borrowed funds and share premium

During the year ended on March 31, 2026, March 31, 2025, the Company has not advanced or Loans or invested funds (either borrowed funds or share premium or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

During the year ended on March 31, 2026, March 31, 2025, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

Notes to Consolidated Financial Statements

for the period ended March 31, 2026

i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

ii) provide any guarantee, security, or the like on behalf of the Ultimate Beneficiaries.

(g) The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

(h) No proceeding have been initiated nor pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988, (45 of 1988) and Rules made thereunder.

(i) The Company has not revalued its tangible and intangible assets in the year ended March 31, 2026, March 31, 2025.

(j) The Company does not have any intangible assets under development as on March 31, 2026, March 31, 2025

(k) The Company does not have any Immovable Property whose title deeds are not registered in the name of Company.

(l) The Company has not been sanctioned working capital limits at any points of time during the year, from banks or financial institutions on the basis of security of current assets

(m) The Company has not granted any loans and Advances to Promoters, Directors, KMPs and related parties during the reporting period.

7. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006:

Based on the information available with the Company in respect of MSME (as defined in the Micro, Small and Medium Enterprises Development Act, 2006) and as confirmed to us there are no delays in payment of dues to such enterprise during the year.

8. Payment to Statutory Auditors:

Particulars	For the Period /Year Ended on	
	31/03/2026	31/03/2025
Statutory Audit	5.00	5.00
Tax Audit	2.00	1.50

Notes to Consolidated Financial Statements

for the period ended March 31, 2026

SHAREHOLDERS FUNDS

2.1. Share Capital

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Authorised Shares		
1,55,00,000 Equity Shares of Rs. 10 Each (Previous Year 1,50,00,000 Equity Shares of Rs. 10 Each)	1,550.00	1,500.00
Issued Shares		
1,46,77,927 Equity Shares of Rs. 10 Each (Previous Year 1,46,77,927 Equity Shares of Rs. 10 Each)	1,467.79	1,467.79
Subscribed & Paid up Shares		
1,46,77,927 Equity Shares of Rs. 10 Each (Previous Year 1,46,77,927 Equity Shares of Rs. 10 Each)	1,467.79	1,467.79
Total Issued, Subscribed and Fully Paid-up Share Capital	**1,467.79**	**1,467.79**

A. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

(Amount In Lakhs)

Equity Shares	FY 2025-26		FY 2024-25	
	Number	Issued Capital (Rs.)	Number	Issued Capital (Rs.)
Shares outstanding at the beginning of the year	1,46,77,927	1,467.79	1,46,77,927	1,467.79
Shares Issued during the year		-		-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	**1,46,77,927**	**1,467.79**	**1,46,77,927**	**1,467.79**

B. Shares in the company held by each shareholder holding more than 5 % shares specifying the number of shares held

Name of Shareholder	FY 2025-26		FY 2024-25	
	Number	% of Holding	Number	% of Holding
Vikrant Patil	34,30,000	23.37	34,30,000	23.37
Vinaya Patil	51,02,500	34.76	51,02,500	34.76
Karan Patil			7,35,000	5.01
Kunal Patil			7,35,000	5.01
Venus Investments Vcc - Venus Stellar Fund	11,67,000	7.95		

C. Shares held by holding/ultimate holding company and/or their subsidiaries/associates

There is no Holding Company of Vinsys IT Services India Limited

D. Shares with rights preferences and restrictions attaching to each class including restriction on distribution of dividend and repayment of capital

Equity shares

The Company has only one class of Equity having a par value Rs. 10.00 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

Notes to Consolidated Financial Statements

for the period ended March 31, 2026

2.1. Share Capital (Contd..)

E. Shareholding of Promoters

Shares Held by Promoters at the end of year	2025-26			2024-25		
Name of Promoters	No. of Shares	% of Shares	% Change during the year	No. of Shares	% of Shares	% Change during the year
Vikrant Patil	34,30,000	23.37%	0.00	34,30,000	23.37%	0.00
Vinaya Patil	51,02,500	34.76%	0.00	51,02,500	34.76%	0.00
Karan Patil	5,85,000	3.99%	-1.02	7,35,000	5.01%	0.00
Kunal Patil	3,85,000	2.62%	-2.38	7,35,000	5.01%	0.00

2.2. Reserves & Surplus

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
A. Security Premium		
Opening balance	4,981.41	4,981.41
Add: Additions during the Period		
Less: Utilized for IPO Expenses		
	4,981.41	**4,981.41**
B. Surplus		
Opening balance	6,174.22	3,176.18
(+) Net Profit/(Net Loss) For the current year	2,974.32	3,003.28
(-) Prior Period Items	14.41	(5.24)
(-) Bonus Share Issued During the year		
	9,162.95	**6,174.22**
C. Foreign Currency Translation Reserve		
Opening Balance	57.34	45.44
Addition/(Deduction) during the year	35.91	11.90
	93.25	**57.34**
D. Capital Reserves		
Opening Balance	429.22	429.22
Addition/(Deduction) during the year	-	-
	429.22	**429.22**
Closing Balance	**14,666.83**	**11,642.19**

LONG TERM BORROWINGS

2.3. Long Term Borrowings

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Secured Loan from Banks	3,474.44	1,495.68
Less: Current Maturities of Long Term Debts	427.76	80.49
Total	**3,046.68**	**1,415.19**

Notes to Consolidated Financial Statements

for the period ended March 31, 2026

2.4. Deferred Tax Liabilities/(Assets)

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Opening Balance of Deferred Tax Liabilities	(102.16)	(146.47)
Addition during the year	15.56	44.31
Total	**(86.60)**	**(102.16)**

2.5. Long Term Provisions

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Provision for Gratuity	57.90	59.81
Total	**57.90**	**59.81**

CURRENT LIABILITIES

2.6. Short Term Borrowings

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Secured		
Bank Overdraft	1,237.25	394.22
Current Maturities of Long Term Debt	427.76	80.49
Unsecured Loans of Subsidiaries	477.15	44.82
Total	**2,142.16**	**519.52**

2.7. Trade Payables

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Trade Payables		
Micro, Small & Medium Enterprises	-	-
Other than Micro, Small & Medium Enterprises	599.81	595.20
Total	**599.81**	**595.20**

2.7.1 Disclosure in respect of amount due to Micro, Small & Medium Enterprises:

The management has initiated the process of identifying enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2026, has been made in the Financial Statements based on information received and available with the Company as on date of financials. The Company has not received any claim for interest from any supplier under the said Act.

2.7.2 Ageing Summary of Trade payable

(Amount In Lakhs)

Ageing Summary of Trade Payable	31-Mar-26	31-Mar-25
Other than Micro, Small & Medium Enterprises		
- less than 1 year	504.40	548.15
- 1 year to 2 years	85.85	38.31
- 2 year to 3 years	0.03	8.28
- More than 3 years	9.53	0.46

Notes to Consolidated Financial Statements

for the period ended March 31, 2026

2.8. Other Current Liabilities

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
TDS Payable	41.74	39.04
GST Payable	256.08	243.93
Duties & Taxes of Subsidiary Companies	73.02	169.15
Audit Fees Payable	10.00	8.00
Other Expenses Payable	266.14	269.93
Other Payables	82.91	25.26
Professional Tax Payable	3.04	3.22
Provident Fund Payable	124.05	106.95
ESI Payable	27.01	23.33
Salary Payable	874.75	814.78
Total	**1,758.74**	**1,703.60**

2.9. Short Term Provisions

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Provision for Income Tax Current Year	431.21	556.22
Provision for Gratuity	59.00	59.26
Total	**490.21**	**615.48**

NON CURRENT ASSETS

2.10. Property, Plant & Equipments

(Amount In Lakhs)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 01st Apr 2025	Additions	Deletion/ Sale	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Depreciation charge for the period	Deletion- Sale/ Loss	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Balance as at 31 March 2026
A. Property Plant & Equipment										
Tangible										
Computer & Allied Equipments	403.03	59.58	-	462.61	340.08	59.56	-	399.64	62.95	62.97
Office Equipments	140.00	1.08	-	141.08	125.99	3.67	-	129.66	14.01	11.42
Vehicals	148.22	20.84	15.62	153.44	124.57	12.05	7.26	129.37	23.65	24.07
Furniture & Fixtures	239.23	0.11	-	239.34	216.19	3.83	-	220.03	23.04	19.32
Appurtenants to Building	270.41	11.12	-	281.53	155.84	11.79	-	167.62	114.57	113.90
Data Power	40.40	-	-	40.40	38.38	-	-	38.38	2.02	2.02
Total A	**1,241.30**	**92.73**	**15.62**	**1,318.41**	**1,001.06**	**90.90**	**7.26**	**1,084.70**	**240.24**	**233.71**
B. Intangible Assets										
Softwares	1,280.08	274.48	-	1,554.56	432.72	220.50	-	653.23	847.36	901.33
Total B	**1,280.08**	**274.48**	**-**	**1,554.56**	**432.72**	**220.50**	**-**	**653.23**	**847.36**	**901.33**
C. Intangible Assets Under Development										
Softwares	1,453.18	589.31	274.03	1,768.47	-	-	-	-	1,453.18	1,768.47
Total C	**1,453.18**	**589.31**	**274.03**	**1,768.47**	**-**	**-**	**-**	**-**	**1,453.18**	**1,768.47**
Grand Total	**3,974.57**	**956.52**	**289.65**	**4,641.43**	**1,433.78**	**311.40**	**7.26**	**1,737.92**	**2,540.78**	**2,903.51**

Notes to Consolidated Financial Statements

for the period ended March 31, 2026

2.10. Property, Plant & Equipments (Contd..)

Vikvins Consultants Private Limited

(Amount In Lakhs)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 01st Apr 2025	Additions	Deletion/ Sale	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Depreciation charge for the period	Deletion- Sale/ Loss	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Balance as at 31 March 2026
Computer & Allied Equipments	37.51	2.96		40.47	31.22	5.22		36.44	6.29	4.03
Office Equipments	5.73			5.73	2.62	1.40		4.02	3.11	1.71
Furniture & Fixtures	1.82			1.82	1.73	-		1.73	0.09	0.09
Total	**45.06**	**2.96**	**0.00**	**48.02**	**35.57**	**6.62**	**0.00**	**42.19**	**9.49**	**5.83**

Vinsys Information Technology Consultancy

(Amount In Lakhs)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 01st Apr 2025	Additions	Deletion/ Sale	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Depreciation charge for the period	Deletion- Sale/ Loss	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Balance as at 31 March 2026
Furniture & Fixtures	193.41		0.00	193.41	103.26	19.70	0.00	122.95	90.16	70.46
Computers and accessories	3.61		0.00	3.61	0.73	0.62	0.00	1.35	2.88	2.26
Vehicles	217.03	156.77	0.00	373.81	40.92	52.37	0.00	93.29	176.11	280.51
Web Application : E Library (WIP)	276.52	0.02	0.00	276.54	3.82	59.67	0.00	63.49	272.70	213.05
Capital WIP	636.56	447.56	0.00	1,084.12	0.00	0.00	0.00	0.00	636.56	1,084.12
Total	**1,327.13**	**604.35**	**0.00**	**1,931.48**	**148.72**	**132.36**	**0.00**	**281.08**	**1,178.41**	**1,650.40**

Vinsys Information Technology Consultancy LLC

(Amount In Lakhs)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 01st Apr 2025	Additions	Deletion/ Sale	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Depreciation charge for the period	Deletion- Sale/ Loss	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Balance as at 31 March 2026
Furniture & Fixtures	73.72	0.00	0.00	73.72	8.47	10.69	0.00	19.16	65.26	54.56
Computers and accessories	6.55	0.31	0.00	6.86	0.92	0.95	0.00	1.87	5.63	4.99
Web Application	3.43	0.00	0.00	3.43	0.35	0.50	0.00	0.86	3.08	2.58
Office Equipment's	1.05	0.00	0.00	1.05	0.05	0.16	0.00	0.21	1.00	0.84
Capital WIP	87.47	0.00	0.00	87.47	0.00	0.00	0.00	0.00	87.47	87.47
Total	**172.23**	**0.31**	**0.00**	**172.54**	**9.79**	**12.31**	**0.00**	**22.10**	**162.44**	**150.44**

VINSYS

Notes to Consolidated Financial Statements

for the period ended March 31, 2026

2.10. Property, Plant & Equipments (Contd..)

Vinsys Information Technology Services LLC

(Amount In Lakhs)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 01st Apr 2025	Additions	Deletion/ Sale	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Depreciation charge for the period	Deletion- Sale/ Loss	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Balance as at 31 March 2026
Furniture & Fixtures	48.91	1.35		50.26	9.04	8.77		17.82	39.86	32.44
Computers and accessories	78.29	4.95		83.24	13.81	16.80		30.61	64.48	52.63
Vehicles	6.64	0.00		6.64	1.13	1.20		2.33	5.51	4.31
Web Application (Intangible Assets)	44.98	0.00		44.98	7.50	8.19		15.69	37.48	29.29
Capital WIP	467.98	473.37		941.35	0.00	0.00		0.00	467.98	941.35
Total	**646.80**	**479.67**	**0.00**	**1,126.47**	**31.49**	**34.96**	**0.00**	**66.45**	**615.31**	**1,060.02**

Vinsys Arabia Information Technology Company

(Amount In Lakhs)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 01st Apr 2025	Additions	Deletion/ Sale	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Depreciation charge for the period	Deletion- Sale/ Loss	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Balance as at 31 March 2026
Computers and accessories	13.66	4.78	0.00	18.44	2.21	3.75		5.97	11.45	12.48
Furniture & Fixtures	29.18	0.00	0.00	29.18	1.03	7.67		8.70	28.15	20.48
Intangible assets	0.75	0.00	0.00	0.75	0.01	0.20		0.22	0.74	0.53
Capital WIP	70.96	0.00	0.00	70.96	0.00	0.00		0.00	70.96	70.96
Total	**114.55**	**4.78**	**0.00**	**119.33**	**3.26**	**11.63**	**0.00**	**14.88**	**111.29**	**104.44**

Vinsys International Ltd

(Amount In Lakhs)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 01st Apr 2025	Additions	Deletion/ Sale	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Depreciation charge for the period	Deletion- Sale/ Loss	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Balance as at 31 March 2026
Capital WIP	2.24	0.00	0.00	2.24	0.00	0.00	0.00	0.00	2.24	2.24
Total	**2.24**	**0.00**	**0.00**	**2.24**	**0.00**	**0.00**	**0.00**	**0.00**	**2.24**	**2.24**

Vinsys IT Services LLC

(Amount In Lakhs)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 01st Apr 2025	Additions	Deletion/ Sale	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Depreciation charge for the period	Deletion- Sale/ Loss	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Balance as at 31 March 2026
Computers and accessories	6.43	0.66		7.09	0.49	1.42		1.91	5.94	5.18
Furniture & Fixtures	17.42	4.72		22.14	1.73	4.34		6.07	15.69	16.07
Office Equipments	4.51	1.50		6.01	0.44	1.18		1.62	4.07	4.39
Capital WIP	69.66	0.00	69.66	0.00	0.00	0.00		0.00	69.66	0.00
Intangible Assets	0.00	135.61	0.00	135.61	0.00	20.35		20.35	0.00	115.26
Total	**98.02**	**142.50**	**69.66**	**170.86**	**2.66**	**27.30**	**0.00**	**29.95**	**95.36**	**140.91**

Notes to Consolidated Financial Statements

for the period ended March 31, 2026

2.10. Property, Plant & Equipments (Contd..)

Vinsys Corporation

(Amount In Lakhs)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 01st Apr 2025	Additions	Deletion/ Sale	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Depreciation charge for the period	Deletion- Sale/ Loss	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Balance as at 31 March 2026
Computers and accessories	1.59	0.00	0.00	1.59	0.81	0.34		1.15	0.79	0.45
Capital WIP	81.54			81.54	0.00			0.00	81.54	81.54
Total	**83.13**	**0.00**	**0.00**	**83.13**	**0.81**	**0.34**	**0.00**	**1.15**	**82.33**	**81.99**

Ageing Schedule of Intangible Assets Under Development

F.Y. 2025-26

(Amount In Lakhs)

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	1,510.24	2,525.88	-	-	4,036.13
Projects temporarily suspended	-	-	-	-	-

F.Y. 2024-25

(Amount In Lakhs)

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	43.67	62.25	51.70	78.97	236.59
Projects temporarily suspended	-	-	-	-	-

OTHER NON-CURRENT ASSETS

2.11. Non current Current Investments

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Fixed Deposits	292.62	150.26
Shares with Bank	3.08	3.08
Axis Max Life Insurance	10.00	-
Total	**305.70**	**153.34**

2.12. Non Current Assets

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Deposit with third Party	168.44	305.11
Tender Deposits	0.30	0.30
Preliminary Expenses	43.67	53.75
Security Deposits	387.67	125.82
Total	**600.07**	**484.98**

Notes to Consolidated Financial Statements

for the period ended March 31, 2026

CURRENT ASSETS

2.13. Current Investments

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Fixed Deposits	1,037.71	663.06
Total	**1,037.71**	**663.06**

2.14. Trade Receivables

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Unsecured, Considered good		
Debts outstanding other than Related Parties for a period:		
Outstanding for a period more than six months	3,709.13	1,393.62
Outstanding for a period less than six months	5,316.03	6,092.98
Total	**9,025.16**	**7,486.60**

(Amount In Lakhs)

Ageing Summary of Trade Receivable	31-Mar-26	31-Mar-25
Undisputed, considered good		
- less than 6 months	5,316.03	6,092.98
- 6 months to 1 year	1,458.58	557.17
- 1 year to 2 years	1,395.58	668.72
- 2 year to 3 years	562.16	2.41
- More than 3 years	292.81	165.32

2.15. Cash and Bank Balances

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Cash & Cash Equivalent		
Balance with Banks in current Accounts	1,038.55	1,329.19
Cash on hand	8.17	2.93
Total	**1,046.72**	**1,332.12**

2.16. Short Term Loans & Advances

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Salary Advance	2.99	0.39
Advance for Expenses	1.45	5.41
Advance to Omnibridge Solutions Private Limited	274.11	-
Advance to Others	871.25	-
Employee Imprest	0.02	-
Travelling Advance	22.09	6.46
Total	**1,171.91**	**12.26**

Notes to Consolidated Financial Statements

for the period ended March 31, 2026

2.16. Short Term Loans & Advances (Contd..)

2.16.1 Loans & Advances granted to Promoter,Director, KMP & Related Parties

Type of Borrower	Amount of Loan	Percentage of Total Loan & Advances in the nature of loan
Promoters	-	-
Directors	-	-
KMPS	-	-
Related Parties	-	-

2.17. Other Current Assets

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Prepaid Expenses	71.16	171.30
Advance Tax & TDS	683.28	569.17
Exam Vouchers	310.60	197.05
WHT Recoverable	-	50.18
Vat Recoverable	10.47	2.39
Other Recoverable	1,023.98	279.73
Deferred GST		-
GST Cash ledger/Receivables		0.31
Unbilled Revenue Receivables	2,350.60	1,247.27
Total	**4,450.09**	**2,517.40**

2.18. Revenue From Operations

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Sale of Services		
Export	1,223.07	1,971.11
Domestic	15,299.30	10,349.87
Sales from Overseas Subsidiaries	9,211.29	8,290.83
Unbilled Sales	1,103.34	556.50
Total	**26,836.99**	**21,168.31**

2.19.Other Income

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Interest Received	83.73	85.71
Other Incomes	98.14	192.84
Dividend Income	0.20	0.20
Total	**182.07**	**278.75**

2.20 Cost of Delivery of Services

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Cost of Delivery of services	16,067.44	12,309.25
Total	**16,067.44**	**12,309.25**

Notes to Consolidated Financial Statements

for the period ended March 31, 2026

2.21. Employee Benefits Expenses

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Director Remuneartion	94.53	71.53
Salary Expenses	3,740.77	3,040.15
Gratuity Expenses	39.84	60.94
MLWF Employer	0.39	0.37
Travel Allowance	97.00	174.97
Leave Encashment	3.22	1.77
Bonus Ex-Gratia	14.33	77.16
Staff Welfare Expenses	9.00	10.61
Contribution to Statutory Funds	60.29	50.18
Total	**4,059.37**	**3,487.69**

2.22. Finance Cost

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Interest on Loans	296.07	201.19
Bank Charges & Processing Fees	103.49	34.61
Total	**399.55**	**235.80**

2.23. Depreciation & Amortization

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Depreciation Expenses	536.92	381.98
Preliminary Expenses Written Off	14.55	-
Total	**551.47**	**381.98**

2.24. Other Expenses

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Annual Maintenance Charges	5.87	4.96
Audit Fees	7.00	8.00
Bad Debts	43.63	0.06
Advertising & Business Promotion	186.38	140.31
Computer Repair & Maintenance	2.61	4.96
Database Hiring Charges	3.30	1.86
Electricity Charges	27.54	33.41
Foreign Exchange (Gain) / Loss (Net)	64.63	34.87
Membership & Subscription		53.99
Insurance	31.73	36.08
Interest on Statutory Dues		0.63
Internet Charges	12.53	12.80
Legal Fees/ ROC Filing Fees	10.25	88.62
Office Expenses	438.68	82.68
Postage / Courier Charges	4.79	1.76
Printing & Stationery	11.55	20.46
Garden Expenses	1.00	2.41
Professional Fees	446.23	102.51
Rates / Taxes / Insurance	21.84	1.20
Rebate & settlement		5.63

Notes to Consolidated Financial Statements

for the period ended March 31, 2026

2.24. Other Expenses (Contd..)

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Registrations / Renewals / Subscriptions	117.11	63.01
Repairs & Maintenance	17.93	21.30
Rent Expenses	727.68	465.19
Digital Marketing Expense		27.50
Travelling Expenses	71.58	43.96
Foreign Travelling Expenses	109.93	89.07
Corporate Gifts	3.60	3.03
Corporate Social Responsibility epxenes	32.86	12.90
Tender Fees	11.28	2.18
Telephone & Communication Charges	36.98	43.86
Web Hosting Charges	8.26	1.27
Total	**2,456.76**	**1,410.46**

2.25. Earnings Per Share

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Profit/(Loss) after tax as per Statement of Profit and Loss	2,974.32	3,004.49
Weighted average number of equity shares in calculating basic EPS	146.78	146.78
Basic {Nominal Value of Shares- Rs. 10/- (Previous Year- Rs. 10/-)}	20.26	20.46
Diluted {Nominal Value of Shares- Rs. 10/- (Previous Year- Rs. 10/-)}	20.26	20.46

2.26. Auditor remuneration

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
As Auditor		
Statutory Audit	5.00	5.00
Tax Audit	1.50	1.50
For other services	-	0.30

2.27. Earnings in Foreign current (accrual basis)

(Amount In Lakhs)

	31-Mar-26	31-Mar-25
Sale of services	1,223.07	1,971.11
	-	-

2.28. Compliance with Micro , Small and Medium scale enterprise:

The Company has not received any intimation from suppliers regarding their status under the Micro Small and Medium Enterprises Act, 2006. Hence, disclosure, if any, relating to amounts unpaid as at the yearend together with interest paid/ payable as required under the said Act have not been given.

Notes to Consolidated Financial Statements

for the period ended March 31, 2026

2.29 Related Party Disclosures- AS-18

Relationship with Related party	Name of related parties
Key Managerial Personnel	Mr. Vikrant Patil (Chairman and Managing Director)
Key Managerial Personnel	Mrs. Vinaya Patil (Whole time Director)
Key Managerial Personnel	Mr. Ravindra Kamthe (Independent Director)
Key Managerial Personnel	Mr. Pradeep Nannajkar (Independent Director)
Key Managerial Personnel	Mr. Kaarthik Subramani Krishnamurthy (Independent Director)
Key Managerial Personnel	Mrs. Gayatree Karadikar (Company Secretary)
Key Managerial Personnel	Mrs. Saneeka Dhamankar (Chief Financial Officer)
Other Entity	System Consultants (Proprietory of Mrs Vinaya Patil)

Transactions with Related Party:-

(Amount In Lakhs)

Name of the Party	31-Mar-26	31-Mar-25
Director Remuneration		
Mr. Vikrant Patil (Chairman and Managing Director)	56.15	41.77
Mrs. Vinaya Patil (Whole time Director)	38.38	29.77
Sitting Fees		
Mr. Ravindra Kamthe (Independent Director)	1.00	1.00
Mr. Pradeep Nannajkar (Independent Director)	1.00	1.00
Key managerial personnel remuneration		
Saneeka Dhamankar (Chief Financial Officer)	16.00	15.77
Gayatree Karandikar (Company Secretary)	15.69	14.70
Rent Expenses		
System Consultants (Proprietory of Mrs Vinaya Patil)	279.85	280.97

Notes to Consolidated Financial Statements

for the period ended March 31, 2026

2.30 Employee benefits AS 15

Defined contribution plans

The Company has recognized Rs 803.77 Lakhs towards Provident Fund and Rs 1.89 Lakhs towards employee state insurance in the Statement of Profit and Loss.

Defined Benefit plans

Gratuity

In accordance with the Payment of Gratuity Act, 1972, the Company was required to provide post employement benefit to its employees in the form of gratuity. The disclosure relating to acturial assumptions in accordance with AS 15 (revised) are provided below,

	31-Mar-26	31-Mar-25
Mortality Table	IALM(2012-14)ult	IALM(2012-14)ult
Discount rate	6.70%	6.50%
Rate of increase in compensation levels	5%	5%
Exepected average remaining working lives of employees (in years)	3.82	3.85
Retirement Age	58 years	58 years
Withdrawal rate		
Age upto 30 years	25%	25%
Age 31-40 years	25%	25%
Age 41-50 years	25%	25%
Age above 50 years	25%	25%

Discount Rate:The discount rate should be based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities

Salary Increases: It should be set by taking into account inflation,seniority,promotion and other relevant factors such as supply and demand in the employment market and the past history regarding salary increases.

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

(Amount In Lakhs)

Table showing change in the Present value of projected benefit obligation	31-Mar-26	31-Mar-25
Present value of benefit obligation at the beginning of the period	187.84	131.47
Interest cost	11.99	9.26
Past service cost	-	-
Service cost curtailment	34.49	25.17
Actuarial (gain) losses on obligation	(2.62)	27.78
Benefits paid	(6.65)	(5.84)
Present value of benefit obligation at the end of the period	225.05	187.84

(Amount In Lakhs)

Expenses recognized in the Statement of Profit or Loss for current period	31-Mar-26	31-Mar-25
Current service cost	34.49	25.17
Net Interest cost	11.99	9.26
Expected return on plan assets	(6.14)	(3.47)
Actuarial (gain) losses	(1.75)	28.31
Past service cost	-	-
Expenses recognized in the Statement of Profit or Loss for current period	38.60	59.27

Notes to Consolidated Financial Statements

for the period ended March 31, 2026

2.31 Operating Lease

(Amount In Lakhs)

Particulars	31-Mar-26	31-Mar-25
Lease payment debited to Statement of Profit and Loss (net of GST)	219.37	228.12

2.32 Foreign currency exposure outstanding at the year end

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

Particulars	Amount in Foreign currency	Amount in Indian currency
Trade receivables (USD)	14,89,814.51	14,10,04,251.12
Trade receivables (KWD)	3,375.00	10,30,117.50
Trade receivables (AED)	2,76,245.00	70,16,389.25
Trade receivables (BHD)	11,992.00	29,72,696.88
Trade receivables (SAR)	25,88,746.39	6,30,51,379.11
Trade receivables (EUROS)	46,166.95	48,44,834.66

2.33 Other disclosures

(a) Remuneration to Directors

(Amount In Lakhs)

Particulars	31 March 2026	31 March 2025
Salary including Variable Pay	94.53	71.53
Total	**94.53**	**71.53**

(b) As per the best estimate of the management, there is no capital commitment and contingent liability exists as on the date of the Financial Statement.

(c) Disclosures required under mandatory accounting standards and Schedule III are given to the extent appplicable and possible.

(d) Additional information as required by para 5 of General Instructions for preparation of Statement of Profit and Loss (other than already disclosed above) are either Nil or Not Applicable.

(e) Previous year figures are regrouped or rearranged wherever considered necessary.

(f) Figures have been rounded off to the nearest Lakhs

As per our report of even date

For **A Y & Company**
Firm Registration No. 020829C
Chartered Accountants

Sd/-
CA Arpit Gupta
Partner
Membership No. 421544
UDIN: 26421544RLLSIB7600

Place : Pune
Date : 27.05.2026

For and on behalf of the Board of Directors
Vinsys IT Services India Limited

Sd/-
Vikrant Patil
Chairman & Managing Director
(DIN:00325383)

Sd/-
Vinaya Patil
Whole Time Director
(DIN:00325458)

Sd/-
Gayatree Karandikar
Company Secretary

Sd/-
Saneeka Dhamankar
Chief Financial Officer

NOTICE

Notice is hereby given that the 18th Annual General Meeting of the Members of Vinsys IT Services India Limited will be held on Wednesday, 30 September 2026, at 04:00 p.m. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

ITEM NO. 1:

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon.

ITEM NO. 2:

To appoint a director in place of Mr. Vikrant Shivajirao Patil (holding DIN 00325383), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

ITEM NO. 3:

Approval of Material Related Party Transactions with Subsidiary Company, Omnibridge Solutions Private Limited

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

"**RESOLVED THAT** pursuant to Regulations 2(1)(zc) and 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 188 of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modifications or re-enactments thereof), and the Company's Policy on Related Party Transactions, on the recommendation of the Audit Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which term shall include any Committee thereof or any Director/Officer authorised by the Board) to enter into and/or continue entering into contract(s), arrangement(s), or transaction(s) with Omnibridge Solutions Private Limited (Omnibridge), a subsidiary and a related party of the Company, as detailed in the Explanatory Statement annexed hereto, for an aggregate value not exceeding Rs. 45 Crores (Rupees Forty Five Crore Only) for the period commencing from the conclusion of the 18th Annual General Meeting until the conclusion of the 19th Annual General Meeting of the Company, provided that all such transactions are undertaken in the ordinary course of business and on an arm's length basis, and that the Board is hereby fully authorised to execute all necessary agreements, delegate powers, make regulatory filings, and do all such acts, deeds, and things as may be necessary to give full effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof, finalising and executing all necessary agreements, contracts, deeds, writings and other documents, filing applications and making representations before the appropriate authorities, and to take all such steps as may be necessary, desirable or expedient to give effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard or incidental thereto, without requiring any further approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this Resolution to any Committee of the Board or to any Director(s), Key Managerial Personnel, Officer(s) or Authorised Representative(s) of the Company, as may be deemed necessary or expedient for the purpose of giving effect to this Resolution."

ITEM NO. 4:

To approve alteration of the Memorandum of Association of the Company

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

RESOLVED THAT pursuant to the provisions of Sections 4, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Incorporation) Rules, 2014 and other applicable rules and regulation made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), and subject to the such approvals, permissions and sanction of the Registrar of Companies, appropriate authorities, department or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for effecting alteration in the existing Main Object Clause of the Memorandum of Association of the Company, in the following manner:

Clause (A)(1):

Addition of new word "**training and skilling**" to the existing clause (A)(1) of the Memorandum of Association of the Company and revised clause shall read as follows:

To carry on in India or abroad the business as solution provider, creator, developer, designer, buyer, seller, reseller, importer, exporter, trader, consultant, librarian, adviser, trainer, publisher and assistance or service providers in the field of Information Technology (IT), business IT consulting, transcription, e-commerce, computer software, software packages, software products, customize software, embedded software, system tools, system or software testing and certification, **training and skilling**, and to provide training in soft skills, and to send employees abroad for on sight development and consulting.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolutions as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring any further consent or approval of the members of the Company."

By order of the Board of Directors
of **Vinsys IT Services India Limited**

Sd/-
Gayatree Karandikar
Company Secretary &
Compliance Officer
ACS 37827

Date: 04.09.2026
Place: Pune

Registered Office
28/11+12, Shivaji Niketan,
CTS No. 458A, Tejas Housing Society,
Near Mantri Park, Kothrud,
Pune 411038
+91-20-25382807/43
compliance@vinsys.com

NOTES

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed with the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard and latest being 03/2025 dated September 22, 2025, ("MCA Circulars") and the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Master Circular No. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated 30 January 2026, issued by SEBI, read with other applicable circulars and notifications issued by SEBI (including any statutory modification(s) or re-enactment thereof for the time being in force and as amended from time to time) (hereinafter referred to as 'SEBI Circulars'), prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the 18th Annual General Meeting ("AGM") of the Members will be held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/ OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per the note below and available at the Company's website www.vinsys.com.

2. Pursuant to the provisions of the Companies Act, 2013, (the Act), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf, and the proxy need not be a member of the Company. Since this AGM is being held through the VC/OAVM facility pursuant to the provisions of the MCA Circulars and the SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM.

3. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, is annexed hereto.

4. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/reports/ documents/intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register/ update their email addresses with their Depository Participant(s).

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

6. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), as revised with effect from April 01, 2024, read with Clarification/Guidance on applicability of Secretarial Standards 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

7. Pursuant to the MCA Circulars read with SEBI Circular dated 5th January, 2023 and SEBI Circular SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 ("SEBI Circular"), the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional/Corporate Shareholders are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/ authorization etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/ authorization shall be sent to the Company Secretary by email to compliance@vinsys.com with a copy marked to evoting@nsdl.com and scrutinizer at cs@scsandcollp.com at least 48 hours before the commencement of AGM.

8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on a first-come, first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of a first-come, first-served basis.

9. Electronic dispatch of Notice and Annual Report in accordance with the MCA General Circular Nos. 20/2020 dated 5th May, 2020 and 10/2022 dated 28th December, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and Subsequent circulars issued in this regard, the Financial Statements (including Board's Report, Auditors' Report or other documents required to be attached therewith) for the Financial Year ended 31st March 2026 pursuant to Section 136 of the Companies Act, 2013 and Notice calling the AGM pursuant to Section 101 of the Companies Act, 2013, read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose email addresses are registered with the Company / MUFG Intime India Private Limited or the Depository Participant(s). The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.

10. The Notice has also been uploaded on the website of the Company at www.vinsys.com and the website of the Stock Exchange i.e. NSE Limited at www.nseindia.com and is also made available on the website of NSDL (agency for providing the Remote e-Voting facility), i.e., www.evoting.nsdl.com.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their respective Depository Participants.

12. For ease of conduct, Members who would like to ask questions may send their questions in advance at least seven (7) days before AGM, mentioning their name, demat account number/folio number, email id, and mobile number at compliance@vinsys.com and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. A periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 30, 2026. Members seeking to inspect such documents can send an email to compliance@vinsys.com.

15. Pursuant to regulation 44(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is providing VC/ OAVM facility to its members to attend the AGM.

16. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Wednesday, September 23, 2026, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

17. The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.

18. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through the website https://on.tcs.com/ODRPortal.

19. Process and manner for Members opting for voting through Electronic means:

    i. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL"), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Members using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.

ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Wednesday, September 23, 2026, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

iii. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e., Wednesday, September 23, 2026, shall be entitled to exercise his / her vote either electronically, i.e., remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.

iv. The e-voting period commences on Sunday, September 27, 2026 at 09:00 A.M. (IST) and ends on Tuesday, September 29, 2026 at 05:00 P.M. (IST). During this period, members holding shares in dematerialised form, as on cut-off date, i.e. as on Wednesday, September 23, 2026, may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast.

v. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e., Wednesday, September 23, 2026.

vi. The Company has appointed SCS AND CO. LLP (Firm Registration Number: L2020GJ008700), to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the AGM, in a fair and transparent manner.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING:

The remote e-voting period begins on Sunday, September 27, 2026 at 09:00 A.M. (IST) and ends on Tuesday, September 29, 2026 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date), i.e., Wednesday, September 23, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 23, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

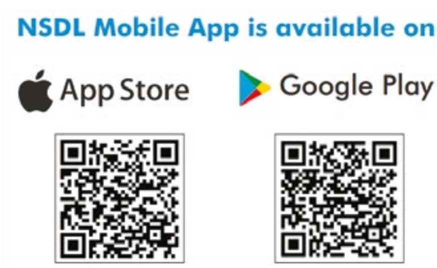
Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to log-in to NSDL e-Voting website:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@scsandcollop.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on

"Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@vinsys.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@vinsys.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:

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

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@vinsys.com. The same will be replied by the company suitably.

The Scrutinizer shall, after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and count the same, and count the votes cast during the AGM, and shall make, not later than two working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vinsys. com and on the website of NSDL www.evoting.nsdl. com within two working days of the passing of the Resolutions at the 18th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

CONTACT DETAILS

Particulars	Details
Company	**Vinsys IT Services India Limited** S. No 28/11-12, Shivaji Niketan, CTS No. 458A, Tejas Housing Society, Near Mantri Park, Behind Dhondiba Sutar Bus Stand, Kothurd, Pune 411038 **Tel No.** +91-20-25382807/43 **Email:** compliance@vinsys.com **Web:** www.vinsys.com
Registrar and Share Transfer Agent	**MUFG Intime India Private Limited** Block No 202, 2nd Floor, Akshay Complex, Off Dhole Patil Road, Pune 411001 **E-mail:** sandip.pawar@linkintime.co.in **Website:** linkintime.co.in **Tel no.:** 91-20-26160084
e-Voting Agency and VC/ OAVM	**National Securities Depository Limited** **Email:** evoting@nsdl.com NSDL help desk 1800-222-990
Scrutinizer	**M/s SCS and Co LLP,** Anjali Sangtani (Membership No. F14118 COP No.: 23630) Partner **Email:** cs@scsandcollp.com **Contact:** 079-40051702

ANNEXURE TO THE NOTICE

(Pursuant to Section 102 (1) of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings)

Item No. 3

Approval of Material Related Party Transactions with a Related Party of the Company, Omnibridge Solutions Private Limited: Ordinary Resolution:

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), prior approval of the Members of the Company by way of an Ordinary Resolution is required for entering into material related party transactions.

SEBI, vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 ("Circular"), has mandated listed entities to follow the Industry Standards on "Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions" ("RPT Industry Standards"). The said Industry Standards prescribe the information required to be placed before the Audit Committee and the Members for approval of material Related Party Transactions.

Omnibridge Solutions Private Limited (Omnibridge) is a Subsidiary Company and a related party within the meaning of Regulation 2(1)(zb) of the SEBI Listing Regulations and Section 2(76) of the Companies Act, 2013.

The Company, in the ordinary course of its business, proposes to enter into and/or continue to enter into various transactions with Omnibridge, including the following operational engagements

a) availing or rendering of services,

b) loan and advances including Inter Corporate Deposits.

These transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis.

The Management has placed before the Audit Committee all the relevant details as required under the RPT Industry Standards. After considering the necessity, nature, terms and pricing methodology of the proposed transactions, the Audit Committee has granted its approval for entering into the proposed Related Party Transactions with Omnibridge for an aggregate value not exceeding Rs. 45 Crores during the period commencing from the conclusion of the 18th Annual General Meeting until the conclusion of the 19th Annual General Meeting of the Company.

The proposed Related Party Transactions are necessary, normal and incidental to the business of the Company and are expected to facilitate efficient business operations, optimum utilisation of resources and operational synergies between the Company and its subsidiary. The proposed transactions are in the best interests of the Company and are not prejudicial to the interests of the public shareholders.

The Members' approval sought for the Material Related Party Transactions with Omnibridge shall remain valid from the conclusion of the 18th Annual General Meeting until the conclusion of the 19th Annual General Meeting of the Company.

The Members may note that, in terms of Regulation 23 of the SEBI Listing Regulations, all related parties (whether such related party is a party to the particular transaction or not) shall abstain from voting on the resolution approving the Material Related Party Transactions.

Based on the recommendation of the Audit Committee, the Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the Resolution under Item No. 3.

Except to the extent of their shareholding and/or directorship in the Company and/or, if any, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the accompanying Notice.

Information required to be disclosed in the Explanatory Statement for Item No. 3 pursuant to SEBI Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, on RPT Industry Standards read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, are as follows:

Part A: Minimum information of the proposed RPT

A (1) Basic details of the Related Party

Sr. No.	Particulars of the information	Information provided by the Management
1	Name of the Related Party	Omnibridge Solutions Private Limited
2	Country of incorporation of the Related Party	Pune
3	Nature of business of the Related Party	Software services

A (2) Relationship and ownership of the Related Party

Sl. No.	Particulars of the information	Information provided by the Management
1	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the Related Party – including nature of its concern (financial or otherwise)	Subsidiary Company with effect from 30 June 2026
2	Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the Related Party	The Company holds 90% equity share capital (directly) in Omnibridge Solutions Private Limited
3	Where the Related Party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity / subsidiary (in case of transaction involving the subsidiary)	Not applicable
4	Shareholding of the Related Party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary)	Nil

A (3) Details of previous transactions with the Related Party

Sr. No.	Particulars of the information	Information provided by the Management
1	Total amount of all the transactions undertaken by the Company with the Related Party during the last financial year	Not applicable
2	Total amount of all the transactions undertaken by the Company with the Related Party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Rs. 13.50 lakhs
3	Any default, if any, made by a Related Party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	No

A (4) Amount of the proposed transaction(s)

<table>
<tr><th>Sl. No.</th><th>Particulars of the information</th><th>Information provided by the Management</th></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / shareholders</td><td>FY 2026-27
(In Crores)
<table>
<tr><th>Sr. No.</th><th>Nature of Transactions</th><th>Amount</th></tr>
<tr><td>1.</td><td>Availing or rendering of services</td><td>10.00</td></tr>
<tr><td>2.</td><td>Loan and advances including Inter Corporate Deposits</td><td>10.00</td></tr>
<tr><td></td><td>Total</td><td>20.00</td></tr>
</table>
FY 2027-28
(In Crores)
<table>
<tr><th>Sr. No.</th><th>Nature of Transactions</th><th>Amount</th></tr>
<tr><td>1.</td><td>Availing or rendering of services</td><td>10.00</td></tr>
<tr><td>2.</td><td>Loan and advances including Inter Corporate Deposits</td><td>15.00</td></tr>
<tr><td></td><td>Total</td><td>25.00</td></tr>
</table></td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the Related Party during the current financial year would render the proposed transaction a material RPT</td><td>Yes, the proposed transaction is a material Related Party Transaction ("RPT") under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>16.77% (Rs. 45 Crore as a percentage of the Company's annual consolidated turnover of Rs. 268.37 Crore for FY 2025-26)</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>1,584.51% (Rs. 45 Crore as a percentage of the Subsidiary's annual standalone turnover of Rs. 2.84 Crore for FY 2024-25) Since Financial Statements for FY 2025-26 are yet to be adopted, figures of the previous year are considered.</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the Related Party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of Related Party) for the immediately preceding financial year, if available</td><td>1,584.51% (Rs. 45 Crore as a percentage of the Subsidiary's annual standalone turnover of Rs. 2.84 Crore for FY 2024-25) Since, Financial Statements for FY 2025-26 are yet to be adopted, figures of the previous year are considered.</td></tr>
<tr><td>6</td><td>Financial performance of the Related Party for the immediately preceding financial year</td><td>FY 2024-2025
(in Crores)
<table>
<tr><th>Particulars</th><th>Amount</th></tr>
<tr><td>Turnover</td><td>2.84</td></tr>
<tr><td>Profit / (Loss) After Tax</td><td>(9.28)</td></tr>
<tr><td>Net Worth</td><td>(0.00)</td></tr>
</table></td></tr>
</table>

[#] Since, Financial statements for FY 2025-26 are yet to be adopted, figures of the previous year are considered.

A(5) Basic details of the proposed transaction

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th>Information provided by the Management</th></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>FY 2026-27
(In Crores)
<table>
<tr><th>Sr. No.</th><th>Nature of Transactions</th><th>Amount</th></tr>
<tr><td>1.</td><td>Availing or rendering of services</td><td>10.00</td></tr>
<tr><td>2.</td><td>Loan and advances including Inter Corporate Deposits</td><td>10.00</td></tr>
<tr><td></td><td>Total</td><td>20.00</td></tr>
</table>
FY 2027-28
(In Crores)
<table>
<tr><th>Sr. No.</th><th>Nature of Transactions</th><th>Amount</th></tr>
<tr><td>1.</td><td>Availing or rendering of services</td><td>10.00</td></tr>
<tr><td>2.</td><td>Loan and advances including Inter Corporate Deposits</td><td>15.00</td></tr>
<tr><td></td><td>Total</td><td>25.00</td></tr>
</table></td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td><td>• availing or rendering of services,
• Loans and advances including Inter Corporate Deposits</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>From the conclusion of the 18th Annual General Meeting until the conclusion of the 19th Annual General Meeting of the Company (approximately 12 months).</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year. (If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.)</td><td>Financial Year 2026-2027 – Rs. 20 Crore
Financial Year 2027-2028 – Rs. 25 Crore</td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>The proposed transactions are necessary for the efficient conduct of the Company's business and its subsidiary's operations. They will facilitate operational synergies, optimum utilisation of resources, business continuity and efficient execution of sale, purchase and other commercial activities between the Company and Omnibridge. The transactions are in the ordinary course of business, on an arm's length basis and are in the best interests of the Company and its stakeholders.</td></tr>
<tr><td>7</td><td>Details of the Promoter(s) / Director(s) / Key Managerial Personnel of the listed entity who have interest in the transaction, whether directly or indirectly</td><td>The company being subsidiary of our Company. Except this, none of the Directors, Key Managerial Personnel or Promoters of the Company, or their respective relatives, are in any way directly concerned or interested, financially or otherwise, in the proposed resolution.</td></tr>
<tr><td>8</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee</td><td>Not Applicable. The proposed transactions are to be undertaken in the ordinary course of business and on an arm's length basis. The pricing for such transactions shall be determined based on prevailing market prices, comparable uncontrolled prices, negotiated commercial terms, cost-plus methodology, or such other appropriate benchmarking mechanism, wherever applicable. Reimbursements and recoveries, if any, shall be on an actual cost basis.</td></tr>
<tr><td>9</td><td>Other information relevant for decision making</td><td>NIL</td></tr>
</table>

PART B

B (1) Specific disclosure in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the Management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The proposed transactions are between the Company and Omnibridge are undertaken based on business requirements, operational efficiencies and commercial considerations. Accordingly, no bidding process is applicable.
2	Basis of determination of price	The pricing of the proposed transactions shall be determined on an arm's length basis, having regard to prevailing market prices, comparable uncontrolled prices, negotiated commercial terms, cost-plus methodology or such other generally accepted pricing methodology, wherever applicable.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the Related Party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating	Not Applicable

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the Management
1	Source of funds in connection with the proposed transaction	Internal Accruals
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: Nature of indebtedness Total cost of borrowing Tenure Other Details	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, advances, or investments to related parties. In the event such indebtedness is considered in the future, the nature, cost of funds, and tenure will be determined based on prevailing market conditions, internal financial policies, and applicable regulatory guidelines. The transaction will be assessed on a case-by-case basis and will adhere to arm’s length principles to ensure fairness and compliance and the same shall be disclosed appropriately as and when required
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	Not applicable as loans are given of internal accruals and are not borrowed funds
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party	The interest rate shall be determined on an arm's length basis, taking into account the prevailing market lending rates, the Company's cost of borrowing, the credit profile of the borrower, tenure and other commercial terms of the transaction. The rate of interest shall not be lower than the cost of borrowing of the Company at the time of the transaction
5	Maturity / due date	The amount shall be repayable on demand, without any predetermined repayment schedule or tenure
6	Repayment schedule & terms	Repayable on demand, as and when called upon
7	Whether secured or unsecured	Unsecured

Sr. No.	Particulars of the information	Information provided by the Management
8	If secured, the nature of security & security coverage ratio	Not Applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	The Funds will be utilized for general business and operational requirements

Part C: Specific type of the transaction where proposed RPT is material

C (1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

Sl. No.	Particulars of the information	Information provided by the Management
1	Latest credit rating of the related party	Not Applicable
	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following:	No
	a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting	No
	b. Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting	No
	c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation	No
	d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016 FY 2025-2026 FY 2024-2025 FY 2023-2024	No

Other Information

Sl. No.	Particulars	Details
1	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	The proposed transactions with Omnibridge are intended to facilitate the efficient conduct of business, operational synergies and optimum utilisation of resources within the Group. The transactions are in the ordinary course of business and on an arm's length basis. The pricing for such transactions shall be determined based on prevailing market prices, comparable uncontrolled prices, negotiated commercial terms, cost-plus methodology or such other generally accepted pricing methodology, wherever applicable. Reimbursements and recoveries, if any, shall be on an actual cost basis.

Sl. No.	Particulars	Details
2	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO / Managing Director / Whole Time Director / Manager and CFO of the listed entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate issued by the Managing Director and the Chief Financial Officer of the Company, as required under the RPT Industry Standards.
3	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the Members	The proposed Material Related Party Transactions have been approved by the Audit Committee and the Board of Directors recommends the Ordinary Resolution for approval by the Members.
4	Web-link and QR Code, through which Members can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable
5	Affirmation that the Audit Committee and Board of Directors, while providing information to the Members, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the Members for informed decision making	The Audit Committee and the Board of Directors confirm that all information necessary for the Members to make an informed decision has been provided in this Notice and that any commercially sensitive information has been appropriately redacted, wherever considered necessary, without affecting the completeness of the disclosures.
6	Any other information that may be relevant	Not Applicable

Item No. 4

To approve alteration of the Memorandum of Association of the Company: Special Resolution

The Main Object Clause of the MOA is required to be comprehensive so as to cover a wide range of activities to consider embarking upon new projects and activities.

The alteration in the Main Object Clause of the MOA as set out in the Resolution is to enlarge its area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company. The Main Object Clause of the MOA of the Company is being amended by inserting new word “Training and Skilling”

The Board of Directors at its meeting held on September 04, 2026, has considered and approved an alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The draft copy of the MOA of the Company with the proposed alteration is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

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

By order of the Board of Directors
of **Vinsys IT Services India Limited**

Sd/-
Gayatree Karandikar
Company Secretary &
Compliance Officer
ACS 37827

Date: 04.09.2026
Place: Pune

Registered Office
28/11+12, Shivaji Niketan,
CTS No. 458A, Tejas Housing Society,
Near Mantri Park, Kothrud,
Pune 411038
+91-20-25382807/43
compliance@vinsys.com

Annexure – 1

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Details of the Director(s) seeking appointment / re-appointment at the 18th Annual General Meeting in pursuance of the Secretarial Standard 2 on General Meetings

Sr. No.	Particulars	
1.	Name of Director	Mr. Vikrant Shivajirao Patil
2.	DIN	00325383
3.	Age and date of birth	01/07/1969, i.e., 57 years
4.	Nationality	Indian
5.	Date of first appointment on the Board	January 11, 2008
6.	Date of current designation	May 14, 2023
7.	Relationship with other Directors	Spouse of Mrs. Vinaya Vikrant Patil, Whole-Time Director and father of Mr. Kunal Vikrant Patil, Non-Executive Director
8.	Qualification and experience	He is an engineering graduate from Pune, India. with a post graduate Diploma in Business Administration from Melbourne, Australia. Mr. Vikrant Patil founded Vinsys IT Services in the year 1999 as a one-stop training provider that catered to the growing demand of corporate training and workforce development. Under his dynamic leadership, the Company has diversified into corporate training and consulting across the learning and development spectrum with a strong presence across technology training. IT Services Management, IT Governance, and Project Management training and consulting; foreign language and behavioural and management solutions. With his relentless efforts, a passionate and focused outlook towards customer satisfaction and employee growth and an uncompromising commitment to quality and service, the Company has established long term symbiotic associations with most of its customers, including Fortune 500 MNCs.
9.	Board membership in other companies as on 31 March 2026	Vikvins Consultants Private Limited
10.	Chairman / member of the Committee of the Board of Directors in other companies as on 31 March 2026	Member – Stakeholders Relationship Committee Vinsys IT Services India Limited Member – Nomination and Remuneration Committee Vinsys IT Services India Limited
11.	Number of shares in the Company as on 31 March 2026	34,30,000
12.	Number of meetings of the Board attended during the year	05
13.	Details of remuneration	To be paid: 6.00 lakhs per month w.e.f. September 30, 2025 Last drawn: 41.77 lakhs per annum
14.	Terms and conditions of appointment or re-appointment	Appointment with effect from May 14, 2023, for a term of 5 years, liable to retire by rotation
15.	Information as required pursuant to NSE Circular No. NSE/ CML/2018/24 dated June, 20, 2018	The Director being re-appointed is not debarred from holding the office of a Director by virtue of any SEBI Order or such any other authority

Notes

Notes

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