DECIPHER
LABS LIMITED
Regd.Off: A-2, Q2, 5th Floor, Cyber Towers, Hitech City, Madhapur, Hyderabad, Shaikpet,
Telangana, India, 500081 Works: 9-109/9, Plot No.112, Road No. 14, Gayatri Nagar,
Ph: (+91)-40-48536100 Url: www.decipherlabs.in Mail: decipherlabsltd@gmail.com
D.L No. TG/15/04/2016-14766/14767 CINNo.L24230TG1986PLC006781 GST:36AAACC8372L1ZB

To, Date: 08.09.2026

BSE Limited
P.J. Towers, Dalal Street
Mumbai - 400001

Dear Sir/Madam,

Sub: Submission of 40th Annual Report for the Financial Year 2025-26 under Regulation 34 of SEBI (LODR) Regulation 2015.

Unit: Decipher Labs Limited (Scrip Code: 524752)

In Compliance with Regulation 34 of SEBI (LODR) Regulations 2015, we are herewith submitting the 40th Annual Report for the Financial Year 2025-26 of the Company, which is dispatched to our shareholders on 08th September, 2026. The Annual General Meeting of the Company is scheduled to be held on Wednesday, 30th day of September, 2026 at 11:00 A.M. through Video Conference "VC" / Other Audio-Visual Means.

This is for the information and records of the Exchange, please.

Thanking you.

Yours sincerely,
For Decipher Labs Limited

SUSHANT MOHAN LAL
Digitally signed by SUSHANT MOHAN LAL
Date: 2026.09.08 17:14:24 +05'30'

Sushant Mohan Lal
Non-Executive Director
(DIN: 01227151)

Encl: as above

40th Annual Report 2025 - 2026

DECIPHER LABS LIMITED

Formulating Growth, Deciphering Tomorrows

CORPORATE INFORMATION

BOARD OF DIRECTORS

*#Mr. Sushant Mohanlal	:	Non-executive Director	(DIN: 01227151)
Mr. G. Venkateswara Rao	:	Independent Director	(DIN: 02147615)
*Mrs. Lakshmi Vijaya Nimmala	:	Independent Director	(DIN: 09788849)
Mrs. Gayathri Raghuram	:	Independent Director	(DIN: 09775806)
Mr. Janaki Ram Ajjarapu	:	Non-Executive Director	(DIN: 02155939)
Mr. Dalavath Amarsingh	:	Executive Director	(DIN: 02206249)
**Mr. Bhupendra Lal Waghray	:	Additional Director (Independent)	(DIN: 07337149)

*# Non-Executive and Non-Independent w.e.f. 30.05.2025 (post-closing hours)
*Resigned w.e.f. 05.09.2026.
**Appointed as Additional Director(s) in Board meeting held on 13.08.2026
Appointed w.e.f. 13.11.2025.

CFO (CHIEF FINANCIAL OFFICER):

Mrs. Sonam Jalan

COMPANY SECRETARY & COMPLIANCE OFFICER :

Mrs. Preeti Singh

REGISTERED OFFICE :

A-2, Q2, 5th Floor, Cyber Towers,
Hitech City, Madhapur, Hyderabad,
Telangana, India, 500081
Ph. No. 040-29323151, Fax: 040- 2932 3151.

WORK SPACE :

9-109/9, Road No.14, Gayatri Nagar,
Bouduppal Village, R.R. District,
Hyderabad, Telangana, India, 500039.

STATUTORY AUDITORS :

M/s. Ramanatham & Rao,
Chartered Accountants
P. B. No. 2102, Flat #302, Kala Mansion,
Sarojini Devi Road, Secunderabad – 500003.

SECRETARIAL AUDITORS :

M/s. Aakanksha Dubey & Co
Practicing Company Secretaries
Plot No.8-2-603/23/3 & 8-2-603/23, 15,
2nd Floor, HSR Summit, Banjara Hills,
Road No. 10, Hyderabad–500034.

BANKERS :

AXIS Bank Limited

AUDIT COMMITTEE

Composition as on 31.03.2026

Mr. G. Venkateswara Rao	:	Chairman
Mrs. Lakshmi Vijaya Nimmala	:	Member
Mr. Sushant Mohan Lal	:	Member

Composition as on date of report i.e. 05.09.2026

Mr. G. Venkateswara Rao	:	Chairman
Mr. Bhupendra Lal Waghray	:	Member
Mr. Sushant Mohan Lal	:	Member

NOMINATION & REMUNERATION COMMITTEE

Composition as on 31.03.2026

Mrs. Lakshmi Vijaya Nimmala	:	Chairman
Mr. G. Venkateswara Rao	:	Member
Mrs. Gayathri Raghuram	:	Member

Composition as on date of report i.e. 05.09.2026

Mr. Bhupendra Lal Waghray	:	Chairman
Mr. G. Venkateswara Rao	:	Member
Mrs. Gayathri Raghuram	:	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition as on 31.03.2026

Mr. G. Venkateswara Rao	:	Chairman
Mrs. Lakshmi Vijaya Nimmala	:	Member
Mr. Janaki Ram Ajjarapu	:	Member

Composition as on date of report i.e. 05.09.2026

Mr. G. Venkateswara Rao	:	Chairman
Mr. Bhupendra Lal Waghray	:	Member
Mr. Janaki Ram Ajjarapu	:	Member

REGISTRAR & SHARE TRANSFER AGENTS

Venture Capital & Corporate Investments Private Limited,
“AURUM”, 4th & 5th Floors, Plot No.57, Jayabheri Enclave,
Phase – II, Gachibowli, Hyderabad –500032, Telangana.
Toll free No. (+91)- 4023818475/476

LISTED AT	:	BSE Limited
DEMAT ISIN NUMBER IN NSDL & CDSL	:	INE643N01012
WEBSITE	:	www.decipherlabs.in
INVESTOR E-MAIL ID	:	cs@decipherlabs.in
CORPORATE IDENTITY NUMBER	:	L24230TG1986PLC006781

NOTICE

Notice is hereby given that the 40th Annual General Meeting of the members of Decipher Labs Limited will be held on **Wednesday, 30th September, 2026 at 11:00 A.M.** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Standalone and Consolidated Audited Balance Sheet as at 31st March 2026, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.

2. To appoint a director in place of Mr. Sushant Mohan Lal (DIN: 01227151) who retires by rotation and being eligible, offers himself for re-appointment.

3. To consider appointment of Statutory Auditor of company:

   To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT, pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or reenactment(s) thereof, for the time being in force], and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Ramanatham & Rao., Chartered Accountants, (Firm Registration No.002934S), be and is hereby appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Fortieth Annual General Meeting (AGM) (i.e. 40th AGM) till the conclusion of the Forty Fifth Annual General Meeting (45th AGM), at such remuneration as shall be, fixed by the Board of Directors of the Company."

   "RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company."

SPECIAL BUSINESS:

4. **TO APPOINT MR. BHUPENDRALAL WAGHRAY (DIN: 07337149) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

   "RESOLVED THAT, pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 along with the rules made thereunder, including, the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended ("Companies Act"), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendments, modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI Listing Regulations"), and other applicable provisions thereof, if any, and pursuant to the provisions of the articles of association of the Company, Mr. Bhupendralal Waghray (DIN: 07337149), who was appointed as an Additional Director of the Company in the Independent category in the board meeting, pursuant to recommendation of Nomination and Remuneration Committee in their meeting held on 13th August, 2026, and who holds office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from 13th August, 2026 to 12th August, 2031, not liable to retire by rotation."

   "RESOLVED FURTHER THAT the Board be and is hereby authorized to do all the acts, deeds, matters and things which are necessary to the appointment of Mr. Bhupendralal Waghray (DIN: 07337149) as an independent director of the Company, including filing of the necessary forms with the Registrar of Companies, Telangana and things as may be required to be done to give effect to the above mentioned resolutions and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

5. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS (SALE AND PURCHASE) OF THE COMPANY WITH M/S. SAYA HEALTHCARE 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 the Regulation(s) 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with related Rules made thereunder, if any, each as amended from time to time, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis, the approvals and recommendations of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to continue with the existing contract(s)/arrangement(s)/ transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s), (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Saya Healthcare Private Limited (“SHPL”), being the related party of the Director of the Company and accordingly, a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and SHPL, for an aggregate value not exceeding Rs. 10 Crores, for sale and purchases of goods and/or services to be entered/ continued during FY 2026-27, subject to such contract(s)/ arrangement(s)/ transaction(s) on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm’s length basis.”

S No.	Particulars	Amount (in Crores)
1.	Sales	5.00
2.	Purchases	5.00

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

For Decipher Labs Limited

Sd/-
Dalavath Amarsingh
Executive Director
DIN: 02206249

Place: Hyderabad
Date: 05.09.2026

NOTES:

1. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM. Accordingly, the 40th AGM of the Company will be convened through VC/ OAVM in compliance with the provisions of the Act and Rules made thereunder, the SEBI Listing Regulations read with the aforesaid Circulars. The deemed venue for the 40th AGM shall be the Registered Office of the Company, i.e., A-2, Q2, 5th Floor, Cyber Towers, Hitech City, Madhapur, Hyderabad, Telangana, India, 500081.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. 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.

3. 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 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 EGM/AGM without restriction on account of first come first served basis.

4. 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.

5. 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) the Secret arial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://decipherlabs.in/ .The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

   THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

   The remote e-voting period begins on Sunday, **27th September, 2026 at 09:00 A.M. and ends on Tuesday, 29th September, 2026 at 05:00 P.M.** 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 r**ecord date (cut-off date) i.e. Wednesday, 23rd September, 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, 23rd September, 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. 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.

	NSDL Mobile App is available on App Store Google Play
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.
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 ssrfcs@gmail.com with a copy marked to evoting@nsdl.com and cs@decipherlabs.in. 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 Mr. Swapneel Puppala 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 cs@decipherlabs.in.

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 cs@decipherlabs.in . 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 AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the 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 AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the 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 (cs@decipherlabs.in). The same will be replied by the company suitably.

6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@decipherlabs.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@decipherlabs.in. These queries will be replied to by the company suitably by email.

For Decipher Labs Limited

Sd/-
Dalavath Amarsingh
Executive Director
DIN: 02206249

Place: Hyderabad
Date: 05.09.2026

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

ITEM NO.3: TO CONSIDER AND, IF THOUGHT FIT, APPROVE THE APPOINTMENT OF M/S. RAMANATHAM & RAO, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY.

M/s. Ramanatham & Rao, Chartered Accountants (ICAI Firm Registration No. 002934S), is a reputed accounting firm registered with the Institute of Chartered Accountants of India. is a firm registered with the Institute of Chartered Accountants of India (ICAI) and has substantial experience in statutory audits, tax audits, and advisory services for listed companies and large corporates.

The Audit Committee and the Board of Directors considered several key factors in recommending the appointment of M/s. Ramanatham & Rao., Chartered Accountants as the Statutory Auditors of the Company, including:

- Performance: Their professional standing and capabilities during their association with the Company.
- Experience: The firm's extensive track record in handling audits of listed entities.
- Competence: The technical expertise of the leadership and the audit team in executing complex statutory audits.
- Scalability: Their ability to seamlessly scale and deeply understand the Company's evolving operations, internal controls, systems, and processes.

M/s. Ramanatham & Rao, Chartered Accountants has conveyed its written consent and eligibility certificate to be appointed as the Statutory Auditors of the Company. They have confirmed that their appointment, if approved by the shareholders, will be within the limits prescribed under Section 141(3)(g) of the Companies Act, 2013, and that they satisfy the criteria challenging independence under the Act.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. Ramanatham & Rao, Chartered Accountants as the Statutory Auditors for a term of five (5) consecutive years, subject to the approval of the shareholders at this Annual General Meeting (AGM).

In terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details regarding the credentials and proposed remuneration of the Statutory Auditors are provided below:

a. Terms of Appointment: The Statutory Auditors shall hold office for a term of five (5) consecutive years, from the conclusion of this 40th AGM until the conclusion of the 45th AGM of the Company to be held in the financial year 2030-31.

b. Proposed Audit Fees and Material Changes: It is proposed to pay an aggregate remuneration of Rs. 2,00,000/- (Rupees Two Lakhs Only) per annum plus applicable taxes and reimbursement of actual out-of-pocket expenses. This fee shall cover the Statutory Audit, review of quarterly standalone and consolidated financial results, limited review reports, and the issuance of necessary certificates in accordance with the guidelines laid down by SEBI and the Companies Act, 2013. The remuneration for subsequent years during the tenure shall be as may be mutually agreed upon between the Board of Directors and the Statutory Auditors. There is no material change in the fee payable to the new Statutory Auditors compared to the preceding year.

c. Basis of Recommendation and Auditor Credentials: The Company is satisfied with the auditor's performance and independence. The auditor understands the company's operations, internal controls and financial reporting which ensures smooth audits. The auditor continues to meet eligibility criteria under the Companies Act, 2013. Re-appointment avoids onboarding costs and time required for a new auditor to familiarize themselves with the Company.

M/s. Ramanatham & Co., Chartered Accountants

The Board recommends the Resolution set out at Item No. 3 of the Notice for approval by the shareholders as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP) of the Company, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the passing of this Resolution.

ITEM NO.4: TO APPOINT MR. BHUPENDRALAL WAGHRAY (DIN: 07337149) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors, upon recommendation of the Nomination and Remuneration Committee appointed, Mr. Bhupendralal Waghray as an Additional Director (Non-Executive, Independent Director) of the Company, not being liable to retire by rotation, for a period of five (5) years with effect from 13th August, 2026, subject to the approval of the Members.

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director be appointed to hold office for a term up to five consecutive years on the Board of a Company subject to passing of a special resolution by the Shareholders of the Company within three months of appointment as Director.

Mr. Bhupendralal Waghray is a seasoned government officer with years of service in the Commercial Tax Department, Government of Andhra Pradesh, having served as a Deputy Commercial Tax Officer with extensive experience in tax administration and revenue matters. He possesses strong analytical, communication, and leadership skills with a firm commitment to ethics, corporate governance, and compliance. As an Independent Director, he brings objective decision-making, strategic thinking, and stakeholder-focused governance to support sustainable organizational growth. The Board has determined that the appointment of Mr. Bhupendralal Waghray, would be beneficial to the Company to avail his services as a Non-Executive Independent Director on the Board of the Company.

In the opinion of the Board, Mr. Bhupendralal Waghray is a person of integrity and fulfils the conditions specified in the Act and the rules framed thereunder for appointment as a Non-Executive Independent Director and he is Independent of the Management.

The Company has received declarations from Mr. Bhupendralal Waghray, stating that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of SEBI Listing Regulations and further that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. He has given his consent to act as a Director of the Company.

In terms of the proviso to Section 160(1) of the Act, the Board recommends the Resolution set out in Item No. 4 of the accompanying notice for the approval by the Members of the Company as a Special Resolution.

Except Mr. Bhupendralal Waghray, none of the Directors, or any other key managerial personnel or any of their relatives, are concerned or interested, whether financially or otherwise, in this Resolution.

ITEM NO.5: TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS (SALE AND PURCHASE) OF THE COMPANY WITH M/S. SAYA HEALTHCARE PRIVATE LIMITED:

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, material related party transactions require prior approval of the shareholders through ordinary resolutions. In terms of the SEBI Listing Regulations, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of the SEBI Listing Regulations. Accordingly, the materiality threshold for seeking shareholders' approval for related party transactions of the Company is 10% of the annual consolidated turnover. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction ('RPT') to include a transaction involving transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Further, SEBI vide its circular SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2025/93 dated June 26, 2025 has notified the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ('Standards') effective September 1, 2025 which inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs including material modifications, to the Audit Committee and to the Members, while seeking approval.

It is in the above context that, this Resolution is placed for the approval of the Members of Saya Healthcare Private Limited ("SHPL") ('Company'/' SHPL") along with necessary details on the proposed RPTs provided in this Statement.

Details of the proposed transactions with SHPL being a related party of the Company, including the information pursuant to Clause 4 of the Standards read with applicable laws and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

S No.	Particulars of the information	Information provided by the Management	Comments of the Audit Committee
Details of the related party and transactions with the related party			
A. (1) Basic details of the related party			
1.	Name of the related party	Saya Healthcare Private Limited ("SHPL")	
2.	Country of incorporation of the related party	India	
3.	Nature of business of the related party	Saya Healthcare Private Limited **("SHPL")** specialises in manufacturing, a part of the broader chemical sector. The company has been in operation for over 5 years.	
A. (2) Relationship and ownership of the related party			
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) and the following:	Saya Health Care Private Limited **("SHCPL")** is the Company in which the wife and father of the Director (i.e. Mr. Sushant Mohanlal) of the Company (i.e. Decipher Labs Limited) is a Director and Shareholder.	
2.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Decipher Labs Limited does not/ have any direct or indirect holdings or hold any shares in Saya Healthcare 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 Since the related party is a Body Corporate.	
4.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). ***Explanation**: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related*	Saya Healthcare Private Limited does not hold any Equity Shares in Decipher Labs Limited.	

<table>
<tr><td></td><td>party has control2.

While calculating indirect shareholding, shareholding held by relatives 3shall also be considered.</td><td></td><td></td></tr>
<tr><td colspan="4">A. (3) Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.

Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td>Following transactions were undertaken by the listed entity with the related party during the last financial year i.e. FY_ 2025-26:

<table>
<tr><th>S No.</th><th>Nature of Transactions</th><th>Amount (in Lakhs) FY 2025-26</th></tr>
<tr><td>1.</td><td>Sales</td><td>-</td></tr>
<tr><td>2.</td><td>Purchases</td><td>-</td></tr>
<tr><td>3.</td><td>Availing of services</td><td>7.00</td></tr>
<tr><td>4.</td><td>Inter-Corporate Borrowings</td><td>-</td></tr>
<tr><td>5.</td><td>Interest on Borrowings</td><td>-</td></tr>
<tr><td colspan="2">Total</td><td>7.00</td></tr>
</table>
</td><td></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Nil</td><td></td></tr>
<tr><td>3.</td><td>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.</td><td>Nil</td><td></td></tr>
</table>

A. (4) Amount of the proposed transaction(s)

<table>
<tr><td></td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Following are the amounts of proposed transactions to be undertaken between the Company and the Related Party:
<table><tr><th>S no.</th><th>Particulars of proposed transaction</th><th>Proposed Amount (in Lakhs.)</th></tr><tr><td>1.</td><td>Sales (includes goods and services)</td><td>500.00</td></tr><tr><td>2.</td><td>Purchases (includes goods and services)</td><td>500.00</td></tr><tr><td colspan="2">TOTAL</td><td>1,000.00</td></tr></table></td><td></td></tr>
<tr><td></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</td><td></td></tr>
<tr><td></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>The details of the percentage of listed entity's annual consolidated turnover with the value of proposed transaction is as shown hereunder:
<table><tr><th>S no.</th><th>Particulars</th><th>Amounts (in Lakhs)</th></tr><tr><td>1.</td><td>Value of Proposed Transaction</td><td>1000.00</td></tr><tr><td>2.</td><td>Annual Turnover (FY 2025-26)</td><td>1405.40</td></tr><tr><td>3.</td><td>Percentage of 1 & 2</td><td>71.15%</td></tr></table></td><td></td></tr>
<tr><td></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>Not applicable</td><td></td></tr>
</table>

<table>
<tr><td></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>The details of the percentage of Related Party's annual consolidated turnover with the value of proposed transaction is as shown hereunder:

<table><tr><th>S no.</th><th>Particulars</th><th>Amount (in Lakhs)</th></tr><tr><td>1.</td><td>Value of Proposed Transaction</td><td>1000.00</td></tr><tr><td>2.</td><td>Annual Consolidated Turnover (FY 2025-26)</td><td>7.5</td></tr><tr><td>3.</td><td>Percentage of 1 &2</td><td>11,764.70%</td></tr></table></td><td></td></tr>
<tr><td></td><td>Financial performance of the related party for the immediately preceding financial year:

Explanations:
The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td>The details of the financial performance of the related party for immediately preceding financial year are as mentioned below:

<table><tr><th>S No.</th><th>Particulars</th><th>Amount (in Lakhs) FY 2025-26</th></tr><tr><td>1.</td><td>Turnover</td><td>7.5</td></tr><tr><td>2.</td><td>Profit After Tax (PAT)</td><td>4.23</td></tr><tr><td>3.</td><td>Net Worth</td><td>5.46</td></tr></table></td><td></td></tr>
<tr><td colspan="4">A. (5) Basic details of the proposed transaction</td></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>The transaction(s) involve(s) sale of goods and/or services to the related party and purchase of goods and/or services from related party i.e. Saya Healthcare Private Limited (SHPL).</td><td></td></tr>
<tr><td>2.</td><td>Details of each type of the proposed transaction</td><td>Following are the details of each type of transaction:

<table><tr><th>S No.</th><th>Category</th><th>Amount (In Lakhs) FY 2026-27</th></tr><tr><td>1.</td><td>Sale of Goods</td><td>400</td></tr><tr><td>2.</td><td>Rendering of Services</td><td>100</td></tr><tr><td>3.</td><td>Purchase of Goods</td><td>400</td></tr><tr><td>4.</td><td>Receiving of Services</td><td>100</td></tr><tr><td>5.</td><td>Others</td><td>-</td></tr><tr><td colspan="2">Total</td><td>1000.00</td></tr></table></td><td></td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>For the Financial Year 2026-27</td><td></td></tr>
</table>

<table>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>No</td><td></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>Aggregate value of proposed transactions for FY 2026-27 is Rs. 1,000 Lakhs.</td><td></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>RPT transactions enable access to specialized expertise, resources, or infrastructure that would otherwise be costlier or less efficient to obtain from unrelated parties.</td><td></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.

Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td><td>Mr. Sushant Mohan Lal, director, holds shares indirectly in the Related Party i.e. Saya Healthcare Private Limited (SHPL) and hence they will have interest in the transaction.</td><td></td></tr>
<tr><td></td><td>a. Name of the director / KMP</td><td rowspan="2">Mr. Sushant Mohanlal holds shares indirectly through the following persons:
a) Ankita Mathur (Wife of Director)
b) Suchit Mohanlal (i.e. Father of Director)
holds shares in the Related Party i.e. Saya Health Care Private Limited (SHCPL).
The director as mentioned above have indirect holding in SHCPL and the details of shareholding and % are as mentioned below:

<table>
<tr><th>S no.</th><th>Name of the Director</th><th>No. of shares held</th><th>% of holding</th></tr>
<tr><td>1.</td><td>Ankita Mathur</td><td>5000</td><td>50%</td></tr>
<tr><td>2.</td><td>Suchit Mohanlal</td><td>5000</td><td>50%</td></tr>
<tr><td colspan="2">TOTAL</td><td>10000</td><td>100%</td></tr>
</table></td><td></td></tr>
<tr><td></td><td>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</td><td></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</td><td></td></tr>
</table>

9.	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	
B. (1) Disclosure *only* in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances			
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Comparable price	
2.	Basis of determination of price.	Pricing mechanism under comparable has been determined either by benchmarking internal / external comparable contracts / published reports of similar nature.	
3.	In case of Trade advance (of upto 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:	Not Applicable	
	a. Amount of Trade advance		
	b. Tenure		
	c. Whether same is self-liquidating?		

C. Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a *material RPT* and is in addition to Part A and B			
C (5) Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate			
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	Not Applicable	
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	No	
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	No	
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	No	
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	No	

Minimum Information to be provided to the shareholders for approval of Material RPTs:

a. **Justification for the proposed transaction:** They enable access to specialized expertise, resources, or infrastructure that would otherwise be costlier or less efficient to obtain from unrelated parties.

b. **Disclose 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:** Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.

c. **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 shareholders for approval:** Complied.

d. **Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:** The proposed transactions are routine in nature and in the ordinary course of business & at arm's length. The terms of proposed transactions are as per the market practice and beneficial to the Corporation and its Shareholders.

e. **The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making:** Not Applicable

f. **Any other information that may be relevant: Nil**

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related parties is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 5.

Except Mr. Sushant Mohanlal, Non-executive Director, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, directly or indirectly, financially or otherwise, in the resolution as set out at Item No. 5.

Based on the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution forming part of Item No. 5 of the accompanying Notice to the shareholders for approval.

For Decipher Labs Limited

Sd/-
Dalavath Amarsingh
Executive Director
DIN: 02206249

Place: Hyderabad
Date: 05.09.2026

BOARD'S REPORT

To the Members,

The Board of Directors take pleasure in presenting the Fortieth (40th) Annual Report including inter-alia Directors' Report, its annexures and audited financial statements (including standalone & consolidated financial statements along with respective Auditors' Report thereon) for the year ended 31st March, 2026. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

1. FINANCIAL SUMMARY /HIGHLIGHTS:

The performance during the period ended 31st March, 2026 has been as under:

(Rs. In Lakhs)

Particulars	Standalone		Consolidated	
	2024-25	2024-25	2024-25	2024-25
Revenue from operations	113.54	85.32	1405.40	2261.25
Other income	0.13	2.28	22.09	131.82
Total Income	113.67	87.60	1427.49	2393.07
Less: Total Expense	137.50	131.49	1795.98	3031.69
Profit/loss before Exceptional Items and Tax Expense	(23.83)	(43.90)	(368.49)	(638.62)
Add/(Less): Exceptional Items	--	--	--	--
Profit /loss before Tax Expense	(23.83)	(43.90)	(368.49)	(638.62)
Less: Tax Expense (Current & Deferred)	0.85	0.13	(60.06)	(130.60)
Profit /loss for the year (1)	(24.68)	(44.02)	(308.43)	(508.02)
Other Comprehensive Income/ loss (2)	--	--	89.37	52.38
Total (1+2)	(24.68)	(44.02)	(219.06)	(455.64)
Earnings per share	(0.24)	(0.44)	(3.05)	(5.03)

2. OVERVIEW & STATE OF THE COMPANY'S AFFAIRS:

Revenues – Standalone

During the year under review, the Company on a standalone basis has recorded a total income of Rs. 113.67 Lakhs and net loss of Rs. 24.68 Lakhs as against the income of Rs. 87.60 Lakhs and incurred a loss of Rs. 44.02 Lakhs respectively in the previous financial year ending 31st March, 2025.

Revenues – Consolidated

During the year under review, the Company on a consolidated basis has recorded a total income of Rs. 1427.49 Lakhs and incurred a loss of Rs. 308.43 Lakhs as against the income of Rs. 2393.07 Lakhs and incurred a loss of Rs. 508.02 Lakhs respectively in the previous financial year ending 31st March, 2025.

3. BUSINESS UPDATE AND STATE OF COMPANY'S AFFAIRS:

The information on Company's affairs and related aspects is provided under Management Discussion and Analysis report, which has been prepared, inter-alia, in compliance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forms part of the annual Report.

4. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

During the period under review and as at the date of Board's Report there was no change in the nature of business pursuant to inter-alia Section 134 of the Companies Act, 2013 and Companies (Accounts) Rules, 2014.

5. **TRANSFER TO RESERVES:**

Pursuant to provisions of Section 134 (3) (j) of the Companies Act, 2013, the company has not proposed to transfer any amount to general reserves account of the company during the year under review.

6. **DIVIDEND:**

During the year under the review and at the date of this report, the Company has not paid or declared any dividend to its shareholders.

7. **TRANSFER OF SHARES AND UNPAID OR UMCLAIMED AMOUNTS TO INVESTOR EDUCTION AND PROTECTION FUND (IEPF):**

Pursuant to the provisions of Section 124 of the Companies Act 2013, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government.

During the Year, no amount of dividend was unpaid or unclaimed for a period of seven years and therefore no amount is required to be transferred to Investor Education and Provident Fund under the Section 125(1) and Section 125(2) of the Act.

8. **MATERIAL CHANGES & COMMITMENT AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There have been no material changes and commitments, other than disclosed as part of this report, affecting the financial position of the Company which have occurred during the financial year i.e. 01st April, 2025 to 31st March, 2026 of the Company to which the financial statements relate and as on the date of the Annual Report.

9. **CHANGES IN SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:**

During the period under the review there is no change in the status of the Company i.e. the Company does not have any Associates/ Joint Ventures. However, the Company has following Corporates as one (1) as Subsidiary and One (1) as a Step-down Subsidiary based in United States of America (USA):

a) Decipher Software Solutions LLC (Subsidiary) and

b) Decipher Soft Middle East W.L.L (Step-down Subsidiary)

The Board had earlier approved the closure of the Company's Bahrain unit on account of geopolitical considerations. The Board has also currently reviewed the current business performance of the Company's wholly owned subsidiary incorporated in the United States of America ("US Subsidiary"), which has been incurring significant losses in light of recent market developments. In view of the prevailing circumstances, the Board is considering a proposal for the divestment of the Company's US Subsidiary, together with its step-down subsidiary, subject to the approval of the shareholders and such other approvals, consents and regulatory clearances as may be applicable.

The proposed divestment exploration forms part of the Company's strategy to streamline and rationalise its operations and focus its resources on its core businesses, taking into consideration the prevailing market conditions, continued losses incurred by the overseas operations, recent developments in the overseas markets, geopolitical developments, and potential trade-related and other business risks associated with the relevant jurisdictions.

The consideration and other terms of the proposed divestment, including the valuation of the subsidiaries, wherever required, shall be determined in accordance with applicable laws and regulatory requirements and shall be subject to the requisite approvals, if any. Considering the current financial position of the overseas operations and the continued losses incurred during the current financial year and the preceding two financial years, the proposed divestment may result in a one-time accounting loss for the Company. The actual financial impact, if any, shall depend upon the final valuation and transaction terms and shall be determined and recognised in accordance with the applicable Indian Accounting Standards at the relevant time.

10. FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/ JOINT VENTURES:

In accordance with Section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial statements of the subsidiary company in Form AOC- 1 is annexed as Annexure IV herewith forming part of the Annual Report. In accordance with the proviso to Section 136(1) of the Companies Act, 2013, the Annual Report of your Company, containing therein its audited standalone and the consolidated financial statements has been placed on the website of the Company.

11. CONSOLIDATED FINANCIAL STATEMENTS:

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') and Section 129 of the Companies Act, 2013, the Consolidated Financial Statements which have been prepared by the Company in accordance with the applicable provisions of the Companies Act, 2013 and the applicable Indian Accounting Standards (Ind AS) forms part of this Annual Report.

12. SHARECAPITAL OF THE COMPANY:

During the year under review, there was no change in the share capital of the Company as detailed below:

i. Authorised Share Capital:

The Authorized Share Capital of your Company as on 31st March, 2026 stood at Rs.10,50,00,000/- (Rupees Ten Crores Fifty Lakhs Only) consisting of 1,05,00,000 (One Crore Five Lakhs Only) Equity shares of Rs.10/- (Rupees Ten Only) each.

ii. Paid-up Share Capital

The Issued and paid-up share capital of the Company as on 31st March, 2026 stood at Rs. 10,10,00,000/- (Rupees Ten Crores Ten Lakhs Only) consisting of 1,01,00,000 (Rupees One Crores One Lakh only) Equity shares of face value Rs.10/- (Rupees Ten Only) each.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year under the review and as on date of this report, the Company has a proper composition of Board consisting of Seven (7) Directors, out of which Three (3) are Independent Directors(s) including Two (2) Women Directors and One (1) is Executive director and Two (2) are Non-executive and Non-Independent Directors and One (1) is Additional Director (Independent Category). Further the details of Appointments/ re-appointments/ Resignations/ Retirements of any of the Directors and key managerial personnel during the year and as on the date of this report is detailed below:

a) Appointment/Re-appointment/Resignation of Directors/KMP of the Company

- Appointment of Mrs. Preeti Singh as Company Secretary and Compliance Officer of the Company with effect from 01st January, 2025.
- Appointment of Mrs. Ankita Mathur as an Additional Director (Executive Category) of the Company with effect from 30th May, 2025.
- Change in Designation of Mr. Sushant Mohanlal from Executive Director of the Company to Non-Executive and Non-Independent Director of the Company with effect from 30th May, 2025 (post-closing hours).
- Resignation of Mrs. Ankita Mathur as an Additional Director (Executive Category) of the Company with effect from 14th August, 2025.
- Appointment of Mr. Dalavath Amarsingh as a Whole time Director of the company with effect from 13th November, 2025.
- Appointment of Mr. Bhupendralal Waghray as an Additional Director (Independent Category) of the Company w.e.f. 13th August, 2026.
- As on the date of the report Mrs. Lakshmi Vijaya Nimmala resigned from the position of the Independent Director of the Company w.e.f. 13th September, 2026.

b) Key Managerial Personnel:

Key Managerial Personnel as on date of this report:

- Mrs. Sonam Jalan, Chief Financial Officer of the Company.
- Mrs. Preeti Singh, Company Secretary and Compliance Officer of the Company.

c) Information u/r 36(3) of SEBI (LODR), Regulations, 2015:

As required under regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking appointment/re-appointments are given as Annexure-A to the notice of the AGM forming part of this Annual Report.

14. BOARD MEETINGS:

The Board of Directors duly met Six (6) times on 30.05.2025, 14.08.2025, 05.09.2025, 13.11.2025, 19.01.2026, 12.02.2026 and in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

15. SECRETARIAL STANDARDS:

Pursuant to the provisions of Section 118 of the Companies Act, 2013, the Company has complied with the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

16. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has, inter alia, received the following declarations from all the Independent Directors as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) read with Regulation 25 of the SEBI (LODR), Regulations, 2015 confirming that:

a. they meet the criteria of independence as prescribed under the provisions of the Act, read with Schedule IV and Rules issued thereunder, and the Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company;

b. they have complied with the Code for Independent Directors prescribed under Schedule IV to the Act; and

c. they have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs and have qualified the online proficiency self-assessment test or are exempted from passing the test as required in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

d. they had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board of Directors and Committee(s).

The Board of Directors of the Company has taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same.

17. ANNUAL EVALUATION OF BOARD'S PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF DIRECTORS:

Performance of the Board and Board Committees was evaluated on various parameters such as structure, composition, diversity, experience, corporate governance, competencies, performance of specific duties and obligations, quality of decision-making and overall Board effectiveness. Performance of individual Directors was evaluated on parameters such as meeting attendance, participation and contribution, engagement with colleagues on the Board, responsibility towards stakeholders and independent judgement.

All the Directors participated in the evaluation process conducted in meeting dated 12th February 2026. The Board discussed the performance evaluation reports of the Board, Board Committees, Individual Directors. The Board upon discussion noted the inputs of the Directors.

The detailed procedure followed for the performance evaluation of the Board, Committees and Individual Directors is enumerated in the Corporate Governance Report.

18. FAMILIARISATION PROGRAMMES:

The Company familiarises its Independent Directors on their appointment as such on the Board with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, etc. through familiarisation programme. The Company also conducts orientation programme upon induction of new Directors, as well as other initiatives to update the Directors on a continuing basis. The familiarisation programme for Independent Directors is disclosed on the Company's website www.decipherlabs.in.

19. DIRECTOR'S RESPONSIBILITY STATEMENT:

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

a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

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 and loss of the company for that period;

c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d) The Directors had prepared the annual accounts on a going concern basis; and

e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

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.

20. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Your Company has well established procedures for internal control across its various locations, commensurate with its size and operations. The organization is adequately staffed with qualified and experienced personnel for implementing and monitoring the internal control environment.

The internal audit function is adequately resourced commensurate with the operations of the Company and reports to the Audit Committee of the Board.

21. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations. The Company promotes ethical behaviour and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil Mechanism and Whistle-blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. Employees may report their genuine concerns to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

Vigil Mechanism Policy has been established by the Company for directors and employees to report genuine concerns pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013. The same has been placed on the website of the Company www.decipherlabs.in.

22. DEPOSITS FROM PUBLIC:

The Company has not accepted any public deposits during the Financial Year ended 31st March, 2026 and as such, no amount of principal or interest on public deposits was outstanding as on the date of the balance sheet.

23. DETAILS OF DEPOSITS NOT IN COMPLIANCE WITH THE REQUIREMENTS OF THE ACT:

Since the Company has not accepted any deposits during the Financial Year ended 31st March, 2026, there has been no non-compliance with the requirements of the Act.

Pursuant to the Ministry of Corporate Affairs (MCA) notification dated 22nd January 2019 amending the Companies (Acceptance of Deposits) Rules, 2014, the Company is required to file with the Registrar of Companies (ROC) requisite returns in Form DPT-3 for outstanding receipt of money/loan by the Company, which is not considered as deposits.

The Company complied with this requirement within the prescribed timelines.

24. ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an annual return is uploaded on website of the Company www.decipherlabs.in.

25. DISCLOSURES OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

The required information as per Sec.134 (3) (m) of the Companies Act 2013 is provided hereunder:

A. Conservation of Energy: Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption: All the Factors mentioned in Rule 8 (3)(b) Technology absorption are not applicable to the Company.

C. Foreign Exchange Earnings and Out Go:

Foreign Exchange Earnings : $52,300

Foreign Exchange Outgo : NIL

26. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the period under the review, the company has not given loans, Guarantees or made any investments attracting the provisions of Section 186 of the Companies Act, 2013.

27. RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm's length basis and in the ordinary course of business. The Form AOC-2 pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is annexed herewith as Annexure-V to this report.

28. STATEMENT SHOWING THE NAMES OF THE TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN AND THE NAME OF EVERY EMPLOYEE AS PER RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

Disclosure pertaining to remuneration and other details as required under section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in Annexure – X (a) to this Report.

The Statement containing the particulars of employees as required under section 197(12) of the Companies Act, 2013 read with rule 5(2) and other applicable rules (if any) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in Annexure X (b) to this report.

During the year, NONE of the employees is drawing a remuneration of Rs.1,02,00,000/- and above per annum or Rs.8,50,000/- and above in aggregate per month, the limits specified under the Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

29. RATIO OF REMUNERATION TO EACH DIRECTOR:

Under section 197(12) of the Companies Act, 2013, and Rule 5(1) (2) & (3) of the Companies (Appointment & Remuneration) Rules, 2014 read with Schedule V of the Companies Act, 2013 the ratio of remuneration of to each director is as disclosed in the Annexure – X(a) of this report.

30. AUDITORS:

A. STATUTORY AUDITORS AND STATUTORY AUDITORS REPORT:

The members of the Company in accordance with Section 139 of the Companies Act, 2013 in the 35th Annual General Meeting (AGM) has approved the appointment of M/s. Ramanatham & Rao., Chartered Accountants (Firm Registration No.:002934S), Hyderabad as Statutory Auditors of the Company for a period of five (5) years i.e. from the conclusion of 35th AGM held on 25th September, 2021 till the conclusion of 40th AGM of the Company to be held in the financial year 2026-2027.

The Board of Directors, at its meeting held on 05.09.2026, based on the recommendation of the Audit Committee and subject to the approval of the Members, has recommended the appointment of M/s. Ramanatham & Rao., Chartered Accountants, Hyderabad (Firm Registration No. 002934S) as the Statutory Auditors of the Company pursuant to the provisions of Section 139(1) of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, for a consecutive term of five (5) years, to hold office from the conclusion of this the 40th Annual General Meeting until the conclusion of the 45th Annual General Meeting of the Company to be held in the financial year 2030-31, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors from time to time.

The Statutory Auditors of the Company confirmed that the audit firm have hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) as required under the Listing Regulations.

The Auditors' Report on the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026 does not contain any reservation, qualification or adverse remarks and their report together with the notes to Financial Statements are self-explanatory and hence do not call for any further comments from the Board under Section 134 of the Companies Act, 2013.

B. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Regulation 24A and other applicable provisions, if any, of the SEBI Listing Regulations, read with Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and based on the recommendation of the Audit Committee, the Board of Directors, appointed of M/s. Aakanksha Dubey & Co., Practicing Company Secretaries, a peer-reviewed firm, as the Secretarial Auditor of the Company for a term of five (5) consecutive years commencing from the Financial Year 2025-26 to Financial Year 2029-30, pursuant to the approval of the shareholders at the previous AGM.

The Secretarial Audit Report for the Financial Year ended March 31, 2026 is annexed herewith as Annexure-I and forms an integral part of this Annual Report. The Secretarial Audit Report does contain any following qualification, reservation or adverse remark, etc.:

S.No	Qualification	Explanation by the Management
1.	During the period under the review the Company delayed in submission of declaration under Regulation 31(4) of SEBI (SAST), Regulations, 2011.	The Company informed that it had taken the matter seriously and has sensitized the Promoter and internal compliance teams to ensure stricter adherence to timelines for all future disclosures.
2.	Securities Exchange Board of India (SEBI) vide order dated 31.07.2025 has taken following actions for Violation of Section 12A(a), (b), (c) of the SEBI Act, 1992 read with Regulations 3(a), (b), (c), (d), 4(1), 4(2)(e), (f), (k) and (r) of PFUTP Regulations and clause 6 of schedule B read with regulation 9(1) of PIT Regulations by both the Directors and; provisions of regulations 3(b), (c), (d), 4(1), 4(2)(e), (f), (k) and (r) of PFUTP Regulations read with section 12A(a), (b), (c) of SEBI Act and also the provisions of regulations 30(7) read with 4(1)(c), (e), (h), (i)of the LODR Regulations. i. The Company is restrained from buying, selling or otherwise dealing in securities (including units of mutual funds), directly or indirectly for period of one year. ii. Mr. Janakiram Ajjarapu, Promoter & Director and Mr. Sushant Mohan Lal, Director of the Company are restrained from accessing the securities market and further prohibited from buying, selling or otherwise dealing in securities (including units of mutual funds), directly or indirectly, or being associated with the securities market in any manner, whatsoever, for the following period, from the date of this order. iii. Mr. Janakiram Ajjarapu, Promoter & Director and Mr. Sushant Mohan Lal, Director of the Company are directed to disgorge the unlawful gains of Rs. Rs. 7,90,90,000/- and Rs. 2,30,82,800/- respectively each within 45 days from the date of the order and the same shall be credited into the IPEF referred to in section 11(5) of the SEBI Act, within 45 days from the date of the order. iv. Mr. Janakiram Ajjarapu, Promoter & Director and Mr. Sushant Mohan Lal, Director of the Company are prohibited from selling their assets, properties including mutual funds/shares/securities held by them in demat and physical form except for the purpose of effecting disgorgement or payment of penalty in terms of the order.	The management had informed that Company and its Directors, Mr. Janakiram Ajjarapu and Mr. Sushant Mohan Lal have jointly filed an appeal to Securities Appellate Tribunal. The hearing for appeal against SEBI Order vide QJA/SS/IVD-2/ID18/31578/2025-26 dated 31st July, 2025 was held on 16th September, 2025. The appeal was admitted and the order has been received. Details of order as mentioned in this report. Further final order is pending with SAT.

	v. Penalty to Mr. Janakiram Ajjarapu, Promoter & Director an amount of Rs. 50,00,000/- (Fifty Lakh rupees) to under Section 15HA of the SEBI Act for violating regulations 3(a), (b), (c), (d), 4(1), 4(2)(e), (f), (k) and (r) of the PFUTP Regulations and Rs. 10,00,000/- (ten Lakh rupees) under Section 15HB of the SEBI Act for violating clause 6 of schedule B read with regulation 9(1) of PIT Regulations. vi. Penalty to Mr. Sushant Mohan Lal, Director an amount of Rs. 30,00,000/- (Thirty Lakh rupees) under section 15HA of the SEBI Act for violating regulations 3(a), (b), (c), (d), 4(1), 4(2)(e), (f), (k) and (r) of the PFUTP Regulations and Rs. 5,00,000/- (Five Lakh rupees) under Section 15HB of the SEBI Act for violating clause 6 of schedule B read with regulation 9(1) of PIT Regulations. The Company and its Directors, Mr. Janakiram Ajjarapu and Mr. Sushant Mohan Lal have jointly filed an appeal to Securities Appellate Tribunal. The hearing for appeal against SEBI Order vide QJA/SS/IVD-2/ID18/31578/2025-26 dated 31st July, 2025 was held on 16th September, 2025. The appeal was admitted and final order is pending with SAT	

The Secretarial Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force).

C. INTERNAL AUDITOR AND INTERNAL AUDIT REPORT:

Pursuant to provisions of Section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014 and Section 179 read with Rule 8(4) of the Companies (Meetings of Board and its Powers) Rules, 2014; during the year under review the Internal Audit of the functions and activities of the Company was undertaken by the Internal Auditor of the Company on quarterly basis.

Deviations are reviewed periodically and due compliance ensured. Summary of Significant Audit Observations along with recommendations and its implementations are reviewed by the Audit Committee and concerns, if any, are reported to Board. There were no adverse remarks or qualification on accounts of the Company from the Internal Auditor.

D. COST AUDITOR AND COST AUDIT REPORT:

In terms of the Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Company is not required to maintain cost accounting records and get them audited every year. Hence, maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act, are not applicable for the business activities carried out by the Company.

31. DETAILS OF FRAUDS REPORTED BY STATUTORY AUDITORS:

During the year under the review, the Auditors have not reported any matter under section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under section 134(3) (ca) of the Companies Act, 2013.

32. ANNUAL SECRETARIAL COMPLIANCE REPORT:

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 read with Regulation 24(A) of the Listing Regulations, SEBI has directed listed entities to issue an Annual Secretarial compliance report by a Practicing Company Secretary to keep in check the Compliance of all applicable SEBI Regulations and circulars/guidelines issued thereunder. Further, Secretarial Compliance Report dated 30th May, 2026, was given by M/s Aakanksha Dubey and Co., Practicing Company Secretary which was submitted to BSE Limited.

33. INTERNAL AUDIT AND FINANCIAL CONTROLS:

The Company has adequate internal controls consistent with the nature of business and size of the operations, to effectively provide for safety of its assets, reliability of financial transactions with adequate checks and balances, adherence to applicable statues, accounting policies, approval procedures and to ensure optimum use of available resources. These systems are reviewed and improved on a regular basis. It has a comprehensive budgetary control system to monitor revenue and expenditure against approved budget on an ongoing basis.

34. COMMITTEES:

(I). AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18(1) of SEBI (LODR) Regulations, 2015 read with Section 177 of the Companies Act, 2013. Further all the required details including the composition of the Committee has been detailed in the Corporate Governance report, forming a part of this Annual report.

(II). NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19(1) of SEBI (LODR) Regulations, 2015 read with Section 178 of the Companies Act, 2013. Further all the required details including the composition and the remuneration policy for selection and appointment of Directors, Key Managerial Personnel (KMP), Senior Management and their remuneration framed by the Board on the recommendation of this Committee in Compliance with Section 178 of Companies Act, 2013 are included in the Corporate Governance report, forming a part of this Annual report.

(III). STAKEHOLDERS RELATIONSHIP/ INVESTOR GRIEVANCE COMMITTEE

The Stakeholders Relationship Committee of the Company is constituted in line with the provisions of Regulation 20 of SEBI (LODR) Regulations with the Stock Exchange read with Section 178 of the Companies Act, 2013. Further all the required details including the composition of the Committee are included in the Corporate Governance report, forming a part of this Annual report.

35. COMPOSITION OF CSR COMMITTEE AND CONTENTS OF CSR POLICY:

Since the Company does not have the net worth of Rs. 500 Crore or more, or turnover of Rs. 1000 Crore or more, or a net profit of Rs. 5 Crore or more as mentioned in the point no.1 of this director's report i.e. financial highlights above during the immediately preceding financial year i.e. 31st March, 2026, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable to the Company and hence the Company need not adopt any Corporate Social Responsibility Policy.

36. RISK MANAGEMENT POLICY:

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks and also to identify business opportunities. As a process, the risks associated with the business are identified and prioritized based on severity, likelihood and effectiveness of current detection. Such risks are reviewed by the senior management on a periodical basis.

37. NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES:

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgement of the Board may affect the independence of the Directors except Mr. Ajjarapu Janakiram (Non- Executive Director & Promoter) who is holding 16,59,075 Equity Shares of the Company.

38. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3) OF SECTION 178:

The assessment and appointment of Members to the Board is based on a combination of criterion that includes ethics, personal and professional stature, domain expertise, gender diversity and specific qualification required for the position. The potential Board Member is also assessed on the basis of independence criteria defined in Section 149(6) of the Companies Act, 2013 and Regulation 27 of SEBI (LODR) Regulations, 2015. In accordance with Section 178(3) of the Companies Act, 2013 and Regulation 19(4) of SEBI (LODR) Regulations, 2015, on the recommendations of the Nomination and Remuneration Committee, the Board adopted a remuneration policy for Directors, Key Management Personnel (KMPs) and Senior Management. The Policy is attached a part of Corporate Governance Report. We affirm that the remuneration paid to the Directors is as per the terms laid down in the Nomination and Remuneration Policy of the Company.

39. CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING:

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and the applicable Securities laws. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading, is available on our website (www.decipherlabs.in).

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

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition, and Redressal of Sexual Harassment at workplace.

This is in line with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ('POSH Act') and the Rules made thereunder. With the objective of providing a safe working environment, all employees (permanent, contractual, temporary, trainees) are covered under this Policy. The policy is available on our website (www.decipherlabs.in).

All employees are covered under this policy. The Company is having less than 10 employees and therefore not required to constitute Internal Complaints Committee. No Complaints were pending at the beginning of the year or received during the year.

41. INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY:

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

42. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

During the year under the review, there were significant and material orders passed by the regulators /courts that would impact the going concern status of the Company and its future operations as mentioned below:

The Securities Exchange Board of India ("SEBI") ("Regulator") passed an order dated 31st July, 2025, was passed against the Company and Two (2) of the Directors of the Company, the physical copy of which was received by the Company on 11th August, 2025, imposing penalty on the Company and its Directors and giving directions to the directors of the Company for violating Regulations 3(a), (b), (c), passed. (d), 4(1), 4(2)(e), (f), (k) and (r) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The details of the penalties and directions are mentioned below:

Order on Directors: The Directors are restrained from accessing the securities market and further prohibited from buying, selling or otherwise dealing in securities (including units of mutual funds), directly or indirectly, or being associated with the securities market in any manner, whatsoever from the date of the of the order for a period of 3 years (i.e. period of debarment).

The SEBI levied a penalty of Rs. 60,00,000/- (Rupees Sixty Lakhs Only) [Rs. 50,00,000/- under Section 15HA and Rs. 10,00,000/- under Section 15HB of SEBI Act, 1992] and directed to disgorge the unlawful gains of Rs. 7,90,90,000/- (Rupees Seven Crores Ninety Lakhs Ninety Thousand Only) on and by Mr. Janakiram Ajjarapu and Rs. 35,00,000/- (Rupees Thirty-Five Lakhs Only) [Rs. 30,00,000/- under Section 15HA and Rs. 5,00,000/- under Section 15HB of SEBI Act, 1992] and directed to disgorge the unlawful gains of Rs. 2,30,82,800/- (Rupees Two Crores Thirty Lakhs Eighty Thousand Eight Hundred Only) on and by Mr. Sushant Mohan Lal, to be credited into the IPEF Account under SEBI Act.

Debarred from accessing securities market and subsequent stay order : The Company is restrained from accessing the securities market and further prohibited from buying, selling or otherwise dealing in securities (including units of mutual funds), directly or indirectly, or being associated with the securities market in any manner, whatsoever from the date of the of the order for a period of 1 years (i.e., period of debarment). The Securities Appellate Tribunal (SAT) has granted a Stay Order on the debarment vide its Order dated 16th September, 2025.

In addition to penalty, the Directors are restrained from accessing the securities market and further prohibited from buying, selling or otherwise dealing in securities (including units of mutual funds), directly or indirectly, or being associated with the securities market in any manner, whatsoever from the date of the of the order for a period of 3 years (i.e. period of debarment).

Current Status: The company has filed an appeal in the Securities Appellate Tribunal (SAT) which has been admitted and the case is pending final Orders. The next date of hearing as on date of this Report is 18.11.2026. The company has received a stay Order against the debarment The Company continues to remain focused on its core operations and long-term strategic objectives. However, certain external developments and prevailing market conditions have adversely affected the operating environment and performance. In view of these developments and the consequent impact on the performance and prospects of such operations, the Company has undertaken a strategic review of its business portfolio and is evaluating appropriate measures. These measures are intended to enable the Company to realign its resources towards its core businesses and markets with greater long-term potential.

43. AGREEMENTS/MOU, ID ANY ENTERED BYTHE COMPANY:

The Company has not entered into any MoU or any other agreements during the year under the review. Hence, There are no major agreements / MoUs entered by the company except for the abovementioned MoU's.

44. DETAILS FOR APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the year under review, there were no applications made or proceedings pending in the name of the Company under Insolvency and Bankruptcy Code, 2016.

45. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:

During the year under review, there has been no one time settlement of loans taken from Banks and Financial Institutions.

46. INSURANCE:

The properties and assets of your Company are adequately insured, wherever required.

47. CREDIT & GUARANTEE FACILITIES:

The Company has not availed any credit and guarantee facilities during the year apart from the banking facilities for its day-to-day operations.

48. CREDIT RATINGS:

Since the Company, as on date of this report does not have any Debt Instruments or Fixed Deposit Programme, therefore company has not obtained any Credit Ratings during the Financial Year.

49. INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government.

During the Year, no amount of dividend was unpaid or unclaimed for a period of seven years and therefore no amount is required to be transferred to Investor Education and Provident Fund under the Section 125(1) and Section 125(2) of the Act.

50. DEVIATIONS, IF ANY OBSERVEDON FUNDS RAISED THROUGH PUBLIC ISSUE, PREFERENTIAL ISSUE ETC:

During the year under review, company has not raised any funds from public and hence there are no deviations observed on funds raised.

51. CEO/ CFO CERTIFICATION:

As required Regulation 17(8) read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO/CFO certification is attached with the annual report as Annexure - VII.

52. FUND RAISING BY ISSUANCE OF DEBT SECURITIES, IF ANY:

Pursuance to SEBI Circular No. SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018, read with SEBI Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/172 dated October 19, 2023, the Directors confirm that the Company is not defined as a "Large Corporate" as per the framework provided in the said Circular. Further, your Company has not raised any funds by issuance of debt securities.

53. POLICIES:

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All the policies are available on our website www.decipherlabs.in.

54. EVENT BASED DISCLOSURES:

During the year under review, the Company has not taken up any of the following activities except as mentioned:

1. Issue of sweat equity share : NA
2. Issue of shares with differential rights : NA
3. Issue of shares under employee's stock option scheme : NA
4. Disclosure on purchase by Company or giving of loans
   by it for purchase of its shares : NA
5. Buy back shares : NA
7. Preferential Allotment of Shares : NA

55. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management discussion and analysis report for the year under review as stipulated under Regulation 34 (e) read with schedule V, Part B of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 with the stock exchange in India is annexed herewith as Annexure- III to this report.

56. CORPORATE GOVERNANCE:

Your Company has taken adequate steps to ensure compliance with the provisions of Corporate Governance as prescribed under the Listing Regulations. A separate section on Corporate Governance, forming a part of this Report and the requisite certificate from the Company's Auditors confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance as Annexure-II.

57. DECLARATION FROM DIRECTORS AND COMPLIANCE WITH CODE OF CONDUCT:

None of the Directors of the Company are disqualified from being appointed as Directors as specified under Section 164(1) and 164(2) of the Act read with Rule 14(1) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) or are debarred or disqualified by the Securities and Exchange Board of India ("SEBI"), Ministry of Corporate Affairs ("MCA") or any other such statutory authority.

All members of the Board and Senior Management have affirmed compliance with the Code of Conduct for Board and Senior Management for the financial year 2025-26. The Company had sought the following certificates from independent and reputed Practicing Company Secretaries confirming that:

a. none of the Director on the Board of the Company has been debarred or disqualified from being appointed and/or continuing as Directors by the SEBI/MCA or any other such statutory authority.

b. independence of the Directors of the Company in terms of the provisions of the Act, read with Schedule IV and Rules issued thereunder and the Listing Regulations.

58. DECLARATION BY THE COMPANY:

The Company has issued a certificate to its Directors, confirming that it has not made any default under section 164(2) of the Companies Act, 2013, as on March 31, 2026.

59. STATUTORY COMPLIANCE:

The Company has complied with the required provisions relating to statutory compliance with regard to the affairs of the Company in all respects.

60. COMPLIANCE WITH MATERNITY BENEFIT ACT, 1961:

During the year under the review, the Company is in Compliance with Maternity Benefit Act, 1961.

61. FAILURE TO IMPLEMENT CORPORATE ACTIONS:

During the year under review, no corporate actions were done by the Company which were failed to be implanted.

62. ACKNOWLEDGEMENTS:

Your directors place on record their appreciation for the overwhelming co-operation and assistance received from the investors, customers, business associates, bankers, vendors, as well as regulatory and governmental authorities.

Your directors also thank the employees at all levels, who through their dedication, co-operation, support and smart work have enabled the company to achieve a moderate growth and is determined to poise a rapid and remarkable growth in the year to come.

Your Directors also wish to place on record their appreciation of business constituents, banks and other financial institutions and shareholders of the Company, SEBI, BSE, NSDL, CDSL, Banks etc. for their continued support for the growth of the Company.

For Decipher Labs Limited

	Sd/-	**Sd/-**
	Sushant Mohan Lal	**Dalavath Amarsingh**
Place: Hyderabad	**Non-Executive Director**	**Executive Director**
Date: 05.09.2026	**(DIN: 01227151)**	**DIN: 02206249**

Annexure- I

FORM MR-3

SECRETARIAL AUDIT REPORT

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

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

To
The Members of
Decipher Labs Limited
Hyderabad

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Decipher Labs Limited (hereinafter called "the Company"). Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year commencing from 1st April, 2025 and ended 31st March, 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Decipher Labs Limited ("The Company") for the financial year ended on 31st March, 2026, according to the provisions of:

a. The Companies Act, 2013 (the Act) and the rules made there under;

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

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

d. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings;

2. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') is furnished hereunder for the financial year 2025-26: -

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **including the provisions with regard to disclosures and maintenance of records required under the said Regulations;**

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Amended Regulations 2018; **The Company has framed code of conduct for regulating & reporting trading by insiders and for fair disclosure and displayed the same on the Company's website i.e., www.decipherlabs.in.**

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

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

e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: **Not Applicable as the Company has not issued any debt securities during the year under review.**

f. The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client; **Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review.**

g. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable as the company has not delisted/ proposed to delist its equity shares during the year under review.**

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **Not Applicable as the Company has not bought back/ proposed to buy-back any of its securities during the year under review.**

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

j. Other applicable laws include the following:

1. Code on Wages,
2. Industrial Relations Code,
3. Code on Social Security, and
4. Occupational Safety, Health and Working Conditions Code (OSHWC Code).

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

a. Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings.

b. Securities and Exchange Board of India Act, 1992 & Circulars, Master Circulars and Regulations issued by SEBI and applicable to the Company.

c. Listing Agreements entered into by the Company with BSE Limited.

3. We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial auditor and other designated professionals.

4. We have relied on the representation made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other applicable Acts, Laws and Regulations and it was noted that the Company has complied with the said Laws to the extent applicable.

5. During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. including the following:

   During the year the Company has conducted 6 meetings of the Board of Directors, 5 meetings of the Audit committee, 4 meeting of Nomination, Remuneration Committee, 1 meeting of Stakeholder Relationship Committee, and 1 meeting of Independent Directors. We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company secretaries of India.

6. As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that:

i. The provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of:

- External Commercial Borrowings were not attracted to the Company under the financial year under report;
- Foreign Direct Investment (FDI) was compiled by the company under the financial year under report;
- Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad was not attracted to the company under the financial year under report.

7. As per the information and explanations provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.

We further report that: -

i. During the period under review, Ms. Sonam Jalan was the Chief Financial Officer and Mrs. Preeti Singh is the Company Secretary and Compliance Officer of the Company.

ii. The website of the company contains applicable policies as specified by SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and the provisions of Companies Act, 2013.

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

iv. Adequate notice of board meeting is given to all the directors along with agenda at least seven days in advance or on shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and meaningful participation at the meeting.

v. As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

vi. 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.

vii. We further report that during the year under report, the Company has not undertaken event/action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

viii. The compliance by the Company of applicable financial laws like Direct and Indirect tax laws has not been reviewed in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

Observations/ Non-Compliances/ Adverse Remarks/ Qualifications in respect of the Companies Act, 2013 and SEBI Act, Regulations, Rules, Guidelines, Notifications, Circulars made there under are as follows:

a) During the period under the review the Company delayed in submission of declaration under Regulation 31(4) of SEBI (SAST), Regulations, 2011.

b) Securities Exchange Board of India (SEBI) vide order dated 31.07.2025 has taken following actions for Violation of Section 12A(a), (b), (c) of the SEBI Act, 1992 read with Regulations 3(a), (b), (c), (d), 4(1), 4(2)(e), (f), (k) and (r) of PFUTP Regulations and clause 6 of schedule B read with regulation 9(1) of PIT Regulations by both the Directors and; provisions of regulations 3(b), (c), (d), 4(1), 4(2)(e), (f), (k) and (r) of PFUTP Regulations read with section 12A(a), (b), (c) of SEBI Act and also the provisions of regulations 30(7) read with 4(1)(c), (e), (h), (i)of the LODR Regulations.

i. The Company is restrained from buying, selling or otherwise dealing in securities (including units of mutual funds), directly or indirectly for period of one year.

ii. Mr. Janakiram Ajjarapu, Promoter & Director and Mr. Sushant Mohan Lal, Director of the Company are restrained from accessing the securities market and further prohibited from buying, selling or otherwise dealing in securities (including units of mutual funds), directly or indirectly, or being associated with the securities market in any manner, whatsoever, for the following period, from the date of this order.

iii. Mr. Janakiram Ajjarapu, Promoter & Director and Mr. Sushant Mohan Lal, Director of the Company are directed to disgorge the unlawful gains of Rs. Rs. 7,90,90,000/- and Rs. 2,30,82,800/- respectively each within 45 days from the date of the order and the same shall be credited into the IPEF referred to in section 11(5) of the SEBI Act, within 45 days from the date of the order.

iv. Mr. Janakiram Ajjarapu, Promoter & Director and Mr. Sushant Mohan Lal, Director of the Company are prohibited from selling their assets, properties including mutual funds/shares/securities held by them in demat and physical form except for the purpose of effecting disgorgement or payment of penalty in terms of the order.

v. Penalty to Mr. Janakiram Ajjarapu, Promoter & Director an amount of Rs. 50,00,000/- (Fifty Lakh rupees) to under Section 15HA of the SEBI Act for violating regulations 3(a), (b), (c), (d), 4(1), 4(2)(e), (f), (k) and (r) of the PFUTP Regulations and Rs. 10,00,000/- (ten Lakh rupees) under Section 15HB of the SEBI Act for violating clause 6 of schedule B read with regulation 9(1) of PIT Regulations.

vi. Penalty to Mr. Sushant Mohan Lal, Director an amount of Rs. 30,00,000/- (Thirty Lakh rupees) under section 15HA of the SEBI Act for violating regulations 3(a), (b), (c), (d), 4(1), 4(2)(e), (f), (k) and (r) of the PFUTP Regulations and Rs. 5,00,000/- (Five Lakh rupees) under Section 15HB of the SEBI Act for violating clause 6 of schedule B read with regulation 9(1) of PIT Regulations.

The Company and its Directors, Mr. Janakiram Ajjarapu and Mr. Sushant Mohan Lal have jointly filed an appeal to Securities Appellate Tribunal. The hearing for appeal against SEBI Order vide QJA/SS/IVD-2/ID18/31578/2025-26 dated 31st July, 2025 was held on 16th September, 2025. The appeal was admitted and final order is pending with SAT

For Aakanksha Dubey & Co.

Sd/-
Aakanksha Sachin Dubey
Practicing Company Secretary
C.P. No. 20064 & M. No. 49041
UDIN: A049041H001395001
Peer Review Cer. No. 3363/2023

Place: Hyderabad
Date: 05.09.2026

Annexure- A to Secretarial Audit Report

To

The Members of

M/s. Decipher Labs Limited

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 secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices followed by us provide a reasonable basis for our opinion.
3. We have relied on the reports given by the concerned professionals in verifying the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, We have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Aakanksha Dubey & Co.

Sd/-
Aakanksha Sachin Dubey
Practicing Company Secretary
C.P. No. 20064 & M. No. 49041
UDIN: A049041H001395001
Peer Review Cer. No. 3363/2023

Place: Hyderabad
Date: 05.09.2026

Annexure-II

CORPORATE GOVERNANCE REPORT

In accordance with Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report containing the details of Corporate Governance systems and processes at Decipher Labs Limited (“Decipher”) as follows:

1. COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is a set of principles, processes and systems to be followed by the Directors, Management and Employees of the Company for enhancement of shareholder value while keeping in view the interest of other stakeholders as well.

Company believes that good corporate governance is the foundation for being a truly sustainable Company.

Set procedures, guidelines and practices have been evolved to ensure timely disclosures of information regarding the financials, performance, significant events and governance etc. of the Company. The Company has adopted a code of conduct for its Board, Key Managerial Personnel (KMPs) and Senior Management Employees which has been communicated to them and they have affirmed the compliances of the same through their annual disclosures to the Company.

The Company lays emphasis on transparency across the entire spectrum of its business. The Company, as a conscientious corporate citizen, is fully committed to the principles of integrity, transparency and compliance with applicable regulations while dealing with the Government, Customers, Suppliers, Employees and other Stakeholders. Directors fully endorse and support the Corporate Governance practices in accordance with the provisions of Listing Regulations of SEBI.

DATE OF REPORT:

The information provided in the Report on Corporate Governance for the purpose of unanimity is as on 31st March, 2026. The Report is updated as on the date of the report wherever applicable.

BOARD DIVERSITY:

The Company recognizes and embraces the importance of a diverse Board in its success. We believe that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy is available on our website.

BOARD OF DIRECTORS:

1. COMPOSITION AND CATEGORY OF DIRECTORS:

The Board of the Company comprises highly experienced persons of repute and eminence and has an optimal mix of professionalism, knowledge and experience that enables it to discharge its responsibilities and provide effective leadership to the business. The Board comprises both Executive and Non-Executive Directors, with a majority being Independent Directors, including Women Directors. Hence, as on date of this report, the Company's Board comprises of total Six (6) Directors in which there are One (1) Executive Director, Two (2) Non - Executive and Non-Independent Director(s) and Three (3) Independent Directors including two (2) woman Directors.

In terms of clause 17(1) (b) of SEBI (LODR) Regulations, 2015, the Company is required to have one third of total Directors as Independent Directors. The non-executive Directors are appointed or re-appointed based on the recommendation of the Nomination & Remuneration Committee which considers their overall experience, expertise and industry knowledge. One third of the Directors other than Independent Directors, are liable to retire by rotation every year and are eligible for reappointment, subject to approval by the shareholders.

2. ATTENDANCE AND DIRECTORSHIPS HELD:

As mandated by the SEBI (LODR) Regulations, 2015, none of the Directors are members of more than ten Board-level committees nor are they chairman of more than five committees in which they are members.

Further all the Directors have confirmed that they do not serve as an independent director in more than seven listed companies or where they are whole-time directors in any listed company, then they do not serve as independent director in more than three listed companies.

The names and categories of the Directors on the Board, their attendance at Board meeting during the year and at last Annual General Meeting, as also the number of Directorships and Committee memberships held by them in other companies are shown in Table 1.

3. NO. OF MEETINGS OF THE BOARD OF DIRECTORS HELD AND DATES ON WHICH HELD:

Date of the Board meetings: 30.05.2025, 14.08.2025, 05.09.2025, 13.11.2025, 19.01.2026 and 12.02.2026

Table 1 detailed below:

Name of Director	Category	Relationship with another Director	Whether Attended Last AGM	No. of Meetings		Directorships in Other Indian Companies (other than Decipher Labs Limited) #	Committees Position in Other Indian Companies (other than Decipher Labs Limited) #	
				Held	Attended		Member	Chairman
*Mr. Sushant Mohan Lal	Non-Executive Director	Husband of Mrs. Ankita Mathur	Yes	6	6	-	-	-
Mr. G. Venkateswara Rao	Independent Director	None	Yes	6	6	-	-	-
Mrs. Lakshmi Vijaya Nimmala	Independent Director	None	Yes	6	6	-	-	-
Mr. Janaki Ram Ajjarapu	Promoter and Non-Executive Director	None	Yes	6	5	1	-	-
Mrs. Gayathri Raghuram	Independent Director	None	Yes	6	5	-	-	-
**Mrs. Ankita Mathur	Additional Director (Executive Category)	Wife of Mr. Sushant Mohan Lal	NA	NA	NA	-	-	-
*#Mr. Dalavath Amarsingh	Executive Director	None	NA	2	2	-	-	-

*Change in Designation from Executive Director to Non-Executive Director of the Company w.e.f. 30.05.2025

** Appointed as an Additional Director (Executive Category) of the Company w.e.f. 30.05.2025 and resigned from the Company w.e.f. 14.08.2025.

*# Appointed w.e.f. 13.11.2025.

That includes the directorship held as on March 31, 2026 as obtained from the website of the Ministry of Corporate Affairs.

4. THE NAME OF OTHER LISTED ENTITIES WHERE DIRECTORS OF THE COMPANY ARE DIRECTORS AND THE CATEGORY OF DIRECTORSHIP

Name of Director	Other Listed Entities in which concern Director is Director	Category of Directorship
Mr. Janaki Ram Ajjarapu	NIL	-
Mr. Sushant Mohan Lal	NIL	-
Mr. G. Venkateswara Rao	NIL	-
Mrs. Lakshmi Vijaya Nimmala	NIL	-
Mrs. Gayathri Raghuram	NIL	-
Mrs. Ankita Mathur	NIL	-
Mr. Dalavath Amarsingh	NIL	-

5. DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE:

In accordance with the provisions of as per section 2 (77) of the Companies Act, 2013, read with Rule 4 of the Companies (Specification of definitions details) Rules, 2014, during the year under the review, no Directors of the Company were related to each other related except that Mr. Sushant Mohanlal was the Husband of Mrs. Ankita Mathur.

6. NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON- EXECUTIVE DIRECTORS:

Mr. Janaki Ram Ajjarapu, Non-executive director has a pecuniary relationship to the extent of 16,59,075 Equity shares held by him in the Company.

Mr. Sushant Mohan Lal, Non-executive director has a pecuniary relationship to the extent of 2,16,315 Equity shares held by him in the Company.

7. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

Independent Directors are familiarized about the Company's operations and businesses. Interaction with the Business heads and key executives of the Company is also facilitated. Detailed presentations on important policies of the Company are also made to the directors. Direct meetings with the Chairman are further facilitated to familiarize the incumbent Director about the Company/its businesses and the group practices.

The details of familiarisation programme held in FY 2025-26 are also disclosed on the Company's website i.e., https://decipherlabs.in/ .

8. CHART OR A MATRIX SETTING OUT THE SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS:

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

S. No.	Names of the Director	Skills / Expertise / Competence of the Board of Directors are required in the context of business of the Company
1.	Mr. Janaki Ram Ajjarapu	Marketing, Regulatory, Finance & Accounting, Legal, M&A and General Management
2.	Mr. Sushant Mohan Lal	Trading, Technology, Marketing, Regulatory, Finance & Accounting, Legal and General Management
3.	Mr. G. Venkateswara Rao	Regulatory, Finance & Accounting, Legal and General Management

4.	Mrs. Lakshmi Vijaya Nimmala	Finance and Human Resources department.
5.	Mrs. Gayathri Raghuram	Technology, Finance & Accounting, Research & Development
6.	Mrs. Ankita Mathur	Human Resources department.
7.	Mr. Dalavath Amarsingh	Trading, Manufacturing, Technology, Marketing, Research & Development and Human Resources department.

9. DECLARATION BY BOARD:

The Board has confirmed that in its opinion, the independent directors fulfil the conditions specified in these regulations and are independent of the management.

10. RESIGNATION OF INDEPENDENT DIRECTOR

During the financial year 2025-26, No Independent Director of the Company had resigned from the Company.

11. COMMITTEES OF THE BOARD:

The Company has the following three Board-level Committees:

- Audit Committee
- Stakeholder Relationship Committee
- Nomination& Remuneration Committee

All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of service for Committee members are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance are provided in this report below.

1. AUDIT COMMITTEE:

Terms of reference of Audit committee covers all the matters prescribed under Regulation 18 of the Listing Regulations and Section 177 of the Act, 2013.

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

The terms of reference of the Audit Committee encompasses the requirements of Section 177 of Companies Act, 2013 and as per Regulation 18 of SEBI (LODR) Regulations, 2015 read with Schedule II thereof, inter alia, includes:

Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.

a. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

b. Recommending the appointment and removal of External Auditors, fixation of audit fee and approval for payment for any other services;

c. Review and monitor the auditor's independence and performance, and effectiveness of audit process.

d. Approval of payment to statutory auditors for any other services rendered by them.

e. Review with the management and statutory auditors of the annual financial statements before submission to the Board with particular reference to:

i) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

ii) Changes, if any, in accounting policies and practices and reasons for the same;

iii) Major accounting entries involving estimates based on the exercise of judgment by management;

iv) Significant adjustments made in the financial statements arising out of audit findings;

v) Compliance with listing and other legal requirements relating to financial statements

vi) Disclosure of any related party transactions;

vii) Modified opinion(s) in the draft audit report;

f. Review of the quarterly and half yearly financial results with the management and the statutory auditors;

g. Examination of the financial statement and the auditors' report thereon;

h. Review and monitor statutory auditor's independence and performance and effectiveness of audit process;

i. Approval or any subsequent modification of transactions with related parties;

j. Scrutiny of inter-corporate loans and investments;

k. Review of valuation of undertakings or assets of the company wherever it is necessary;

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

m. Review with the management, statutory auditors and the internal auditors about the nature and scope of audits and of the adequacy of internal control systems;

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

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

p. Consideration of the reports of the internal auditors and discussion about their findings with the management and suggesting corrective actions wherever necessary;

q. Look into the reasons for any substantial defaults in payment to the depositors, debenture-holders, shareholders (in case of non-payment of declared dividend) and creditors, if any;

r. Review the functioning of the whistle blower mechanism;

s. Review and monitor the end use of funds raised through public offers and related matters;

t. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;

u. Frame and review policies in relation to implementation of the Code of Conduct for Prevention of Insider Trading and supervise its implementation under the overall supervision of the Board;

v. Discharge such duties and functions as indicated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and the rules made thereunder from time to time.

w. Review of the following information:

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the audit committee), submitted by management;
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses;

- The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.
- Statement of deviations as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchange(s) in terms of Regulation 32(1).
- Annual statement of funds utilized for purposes other than those stated in the offer document /prospectus / notice in terms of Regulation 32(7).
- The Audit Committee of the listed holding company shall also review the financial statements, in particular, the investments made by the unlisted subsidiary company.
- Carrying out any other function as may be referred to the Committee by the Board.

Authority to review / investigate into any matter covered by Section 177 of the Companies Act, 2013 and matters specified in Part C of Schedule II of the Listing Regulations.

B. COMPOSITION, MEETINGS & ATTENDANCE

There were Five (5) Audit Committee Meetings held during the year on 30.05.2025, 14.08.2025, 05.09.2025, 13.11.2025 and 12.02.2026.

Name	Designation	Category	No of Meetings held during the tenure	No. of meeting attended
Mr. G. Venkateswara Rao	Chairman	Independent Director	5	5
*Mr. Sushant Mohan Lal	Member	Non-Executive Director	5	5
Mrs. Lakshmi Vijaya Nimmala	Member	Independent Director	5	5

*Change in Designation from Executive Director to Non-Executive Director of the Company w.e.f 30.05.2025.

Previous Annual General Meeting of the Company was held on 30th September, 2025 and Mr. G. Venkateswara Rao, Chairman of the Audit Committee for that period, attended the previous AGM.

2. NOMINATION AND REMUNERATION COMMITTEE:

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE

- Recommend to the Board the setup and composition of the Board, including formulation of the criteria for determining qualifications, positive attributes and independence of a Director.
- Periodical review of composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Support the Board in matters related to the setup, review and refresh of the Committees.
- Devise a policy on Board diversity.
- Recommend to the Board the appointment or reappointment of Directors.
- Recommend to the Board how the Company will vote on resolutions for appointment of Directors on the Boards of its material subsidiaries.
- Recommend to the Board, the appointment of Key Managerial Personnel (KMP) and executive team members.
- Carry out the evaluation of every Director’s performance and support the Board and Independent Directors in the evaluation of the performance of the Board, its Committees and individual Directors, including formulation of criteria for evaluation of Independent Directors and the Board.

- Oversee the performance review process for the KMP and executive team with the view that there is an appropriate cascading of goals and targets across the Company.
- Recommend the Remuneration Policy for the Directors, KMP, executive team and other employees.
- On an annual basis, recommend to the Board the remuneration payable to Directors, KMP and executive team of the Company.
- Review matters related to remuneration and benefits payable upon retirement and severance to MD/EDs, KMP and executive team.
- Review matters related to voluntary retirement and early separation schemes for the Company.
- Provide guidelines for remuneration of Directors on material subsidiaries.
- Recommend to the Board how the Company will vote on resolutions for remuneration of Directors on the Boards of its material subsidiaries.
- Assist the Board in fulfilling its corporate governance responsibilities relating to remuneration of the Board, KMP and executive team members.
- Oversee familiarization programs for Directors.
- Review HR and People strategy and its alignment with the business strategy periodically, or when a change is made to either.
- Review the efficacy of HR practices, including those for leadership development, rewards and recognition, talent management and succession planning.
- Perform other activities related to the charter as requested by the Board from time to time.

B. COMPOSITION OF THE NOMINATION AND REMUNERATION COMMITTEE, MEETINGS & ATTENDANCE:

There were Four (4) Nomination and Remuneration Committee Meetings held during the financial year on 30.05.2025, 14.08.2025, 05.09.2025 and 13.11.2025.

Name	Designation	Category	No of Meetings held during the tenure	No. of meeting attended
Mrs. Lakshmi Vijaya Nimmala	Chairperson	Independent Director	4	4
Mr. G. Venkateswara Rao	Member	Independent Director	4	4
Mrs. Gayathri Raghuram	Member	Independent Director	4	4

C. PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:

The performance evaluation criteria for Independent Directors are already mentioned under the head “Board Evaluation” in Directors’ Report.

3. STAKEHOLDER’S RELATIONSHIP COMMITTEE:

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

Terms of reference of the committee comprise of various matters provided under Regulation 20 of the Listing Regulations and section 178 of the Act, 2013 which inter-alia include:

(i) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

(ii) Proactively communicate and engage with stockholders including engaging with the institutional shareholders at least once a year along with members of the Committee/Board/ KMPs, as may be required and identifying actionable points for implementation.

(iii) Review of measures taken for effective exercise of voting rights by shareholders.

(iv) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

(v) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

B. COMPOSITION OF THE COMMITTEE, MEETINGS AND ATTENDANCE DURING THE YEAR:

One (1) Stakeholders' relationship Committee Meetings were held during the year on 12.02.2026:

Name	Designation	Category	No of Meetings held during the tenure	No. of meeting attended
Mr. Venkateswara Rao Gudipudi	Chairman	Independent Director	1	1
Mrs. Lakshmi Vijaya Nimmala	Member	Independent Director	1	1
Mr. Janaki Ram Ajjarapu	Member	Non- Executive Director	1	1

C. NAME AND DESIGNATION OF COMPLIANCE OFFICER:

During the year under the review, Ms. Preeti Singh was appointed the Company Secretary and Compliance Officer of the of the Company.

D. DETAILS OF COMPLAINTS/REQUESTS RECEIVED, RESOLVED AND PENDING DURING THE YEAR 2025-26:

INVESTOR COMPLAINTS	
Particulars	**Year ended 31.03.2026**
Pending at the beginning of the year	**0**
Received during the year	**0**
Disposed of during the year	**0**
Remaining unresolved at the end of the year	**0**

12. SENIOR MANAGEMENT:

During the year under the review, there was no change in the senior management including the changes therein since the close of the previous financial year:

Name of the Person	Designation	Type of Change	Effective date of change
Mr. Sushant Mohanlal	Non-Executive Director	Executive to Non-executive Director.	30.05.2025.

13. REMUNERATION OF DIRECTORS:

a. PECUNIARY RELATIONSHIP OR TRANSACTIONS OF THE NON-EXECUTIVE DIRECTORS VIS-À-VIS THE LISTED COMPANY:

Mr. Janaki Ram Ajjarapu, Non-executive director is holding 16,59,075 Equity shares (16.43% of paid-up Capital) in the Company.

Mr. Sushant Mohan Lal, Non-executive director has a pecuniary relationship to the extent of 2,16,315 Equity shares held by him in the Company.

b. CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS:

Policy:

Remuneration to Executive Director and key managerial personnel

1.1 The Board on the recommendation of the Nomination and Remuneration (NR) committee shall review and approve the remuneration payable to the Executive Directors of the company in terms of approval of the General Body.

1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the Company.

1.3 The remuneration structure to the Executive Directors and key managerial personnel shall include the following components:

(i) Basic pay

(ii) Perquisites and Allowances

(iii) Stock Options

(iv) Commission

(v) Retirement benefits

1.4 The Annual plan and Objectives for Executive Directors shall be reviewed by the NR committee and Annual Performance Bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

2. Remuneration to Non – Executive Directors

2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders.

2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

3. Remuneration to other employees

3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities should and individual performance.

c. POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE:

1. Scope:

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

2. Terms and References:

2.1 "Director" means a director appointed to the Board of a Company.

2.2 "Nomination and Remuneration Committee means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2.3 "Independent Director" means a Director referred to in sub-Section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

Qualifications and criteria

3.1.1 The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.

3.1.2 In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:

- General understanding of the Company's business dynamics, global business and social perspective;
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

3.1.3 The proposed appointee shall also fulfil the following requirements:

- shall possess a Director Identification Number;
- shall not be disqualified under the companies Act, 2013;
- shall Endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;
- shall abide by the code of Conduct established by the Company for Directors and senior Management personnel;
- shall disclose his concern or interest in any Company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as any prescribed, from time to time, under the Companies Act, 2013, Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant laws.

3.1.4 The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

3.2 Criteria of Independence

3.2.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.

3.2.2 The criteria of independence shall be in accordance with the guidelines as laid down in Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

An independent Director in relation to a Company, means a director other than a managing Director or a whole-time Director or a nominee Director

i. who, in the opinion of the board of directors, is a person of integrity and possesses relevant expertise and experience;

ii. who is or was not a promoter of the listed entity or its holding, subsidiary or associate company [or member of the promoter group of the listed entity];

iii. who is not related to promoters or directors in the listed entity, its holding, subsidiary or associate company;

iv. who, apart from receiving director's remuneration, has or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;

v. none of whose relatives—

a. is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;

b. is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;

c. has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or

d. has any other pecuniary transaction or relationship with the listed entity, its holding, subsidiary or associate company amounting to two percent or more of its gross turnover or total income: Provided that the pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company or their promoters, or directors in relation to points (A) to (D) above shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.]

vi. who, neither himself [“/herself], nor whose relative(s) —

a. holds or has held the position of key managerial personnel or is or has been an employee of the listed entity or its holding, subsidiary or associate company [or any company belonging to the promoter group of the listed entity,] in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed:

[Provided that in case of a relative, who is an employee other than key managerial personnel, the restriction under this clause shall not apply for his / her employment.]

b. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —

(i) a firm of auditors or company secretaries in practice or cost auditors of the listed entity or its holding, subsidiary or associate company; or

(ii) any legal or a consulting firm that has or had any transaction with the listed entity, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;

c. holds together with his relatives two per cent or more of the total voting power of the listed entity; or

d. is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the listed entity, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the listed entity;

e. is a material supplier, service provider or customer or a lessor or lessee of the listed entity;

vii. who is not less than 21 years of age.

viii. who is not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director:

3.2.3 The independent Director shall abide by the “code for independent Directors “as specified in Schedule IV to the companies Act, 2013.

3.3 Other Directorships/ Committee Memberships

3.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance Accordingly, members should voluntarily limit their Directorships in other listed public limited companies in such a way that it does not interfere with their role as Director of the Company. The NR Committee shall take into account the nature of, and the time involved in a director service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

3.3.2 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be public limited companies.

3.3.3 A Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed Company.

3.3.4 A Director shall not be a member in more than 10 committee or act as chairman of more than 5 committee across all companies in which he holds Directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder’s relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 8 of the companies Act, 2013 shall be excluded.

Remuneration policy for Directors, key managerial personnel and other employees:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered and individual performance.

Remuneration policy for Directors, key managerial personnel and other employees

1. Scope:

0.1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the Directors, key managerial personnel and other employees of the Company.

2. Terms and Reference:

In this policy the following terms shall have the following meanings:

2.1 “Director” means a Director appointed to the Board of the Company.

2.2 "key managerial personnel" means

(i) The Chief Executive Officer or the managing Director or the manager;

(ii) The Company Secretary;

(iii) The Whole-time Director;

(iv) The Chief Financial Officer; and

(v) Such other office as may be prescribed under the companies Act, 2013

2.3 "Nomination and Remuneration committee" means the committee constituted by Board in accordance with the provisions of Section 178 of the companies Act, 2013, clause 49 of the Equity Listing Agreement and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

3.1 Remuneration to Executive Director and key managerial personnel

3.1.1 The Board on the recommendation of the Nomination and Remuneration (NR)

3.1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the Company.

3.1.3 The remuneration structure to the Executive Director and key managerial personnel shall include the following components:

(i) Basic pay

(ii) Perquisites and Allowances

(iii) Stock Options

(iv) Commission (Applicable in case of Executive Directors)

(v) Retrial benefits

(vi) Annual performance Bonus

3.1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

3.2 Remuneration to Non – Executive Directors

3.2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders as per the provisions of the Companies Act.

3.2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

3.3. Remuneration to other employees

1.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

d. MECHANISM FOR EVALUATION OF THE BOARD

Evaluation of all Board members is performed on an annual basis. The evaluation is performed by the Board and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

In line with Securities and Exchange Board of India Circular No. SEBI/ HO/ CFD/ CMD/ CIR/ P/ 2017/ 004, dated January 5, 2017 and the Companies Amendment Act, 2017 the Company adopted the recommended criteria by Securities and Exchange Board of India.

The Directors were given fives Forms for evaluation of the following:

(i) Evaluation of Board;

(ii) Evaluation of each Committee of the Board;

(iii) Evaluation of Independent Directors;

(iv) Evaluation of Chairperson; and

(v) Evaluation of Managing Director and Whole-time Director

The Directors were requested to give following ratings for each criterion:

1. Could do more to meet expectations;

2. Meets expectations; and

3. Exceeds expectations.

The Directors have sent the duly filled forms to the Board. Based on the evaluation done by the Directors, the report on Evaluation was submitted to the Board. And based on the report, the Board of Directors has informed that the performance of Directors is satisfactory.

e. OTHER DIRECTORSHIPS/ COMMITTEE MEMBERSHIPS:

5.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as director of the company. The NR Committee shall take into account the nature of and the time involved in a director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

5.2 Director shall not serve as director in more than 20 companies of which not more than 10 shall be public limited companies.

5.3 Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed company.

5.4 Director shall not be a member in more than 10 committees or act as chairman of more than 5 committees across all companies in which he holds directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under section 8 of the companies Act, 2013 shall be excluded.

f. REMUNERATION TO DIRECTORS PAID DURING THE FINANCIAL YEAR 2025-26 AND OTHER DISCLOSURES:

Name of the Director	Salary (Rs)	Sitting Fees (Rs)	Number of Equity shares held as on 31.03.2026	Service Contracts	Stock Option Details	Fixed Component	Performance Based Incentive
Mr. Sushant Mohan Lal	--	--	2,16,315	--	--	--	--
Mr. Janaki Ram Ajjarapu	--	--	16,59,075	--	--	--	--
Mr. Venkateswara Rao GudipudI	--	--	--	--	--	--	--
Mrs. Lakshmi Vijaya Nimmala	--	--	--	--	--	--	--
Mrs. Gayathri Raghuram	--	--	--	--	--	--	--
*Mr. Dalavath Amarsingh	2,25,000	--	--	--	--	--	--

*Appointed w.e.f. 13.11.2025.

14. GENERAL BODY MEETINGS:

A. LOCATION, DATE AND TIME OF LAST THREE AGMS AND SPECIAL/ORDINARY RESOLUTIONS THERE AT AS UNDER:

Financial Year	Type of Meeting (AGM/EGM)	Date	Time	Location	Special Resolution Passed
2025-26	EGM	12.02.2026	11:00 A.M.	Video Conferencing and Other Audio-Visual Means	Yes
2025-26	AGM	30.09.2025	11:00 A.M	Video Conferencing and Other Audio-Visual Means	Yes
2024-25	AGM	30.09.2024	11:00 A.M.	Video Conferencing and Other Audio-Visual Means	Yes
2023-24	AGM	30.09.2023	11:00 A.M.	Video Conferencing and Other Audio-Visual Means	Yes
2023-24	EGM	12.05.2023	12:00 Noon	Video Conferencing and Other Audio-Visual Means	Yes
2022-23	AGM	29.09.2022	11.30 A.M.	Video Conferencing and Other Audio-Visual Means	Yes

B. PASSING OF RESOLUTIONS BY POSTAL BALLOT:

There were no resolutions passed by the Company through Postal Ballot during the financial year 2025-26.

C. EXTRAORDINARY GENERAL MEETING:

There was One (1) Extraordinary General Meetings held during the financial year 2025-26 as mentioned in the above table.

D. SUSPENSION FROM TRADING

There was no suspension from trading in equity shares of the Company during the year 2025-26.

15. MEANS OF COMMUNICATION

The Company regularly intimates its financial results, audited/limited reviewed, to the Stock Exchange, as soon as the same are taken on record/approved.

IN terms of the requirements of SEBI (Listing Obligations & Disclosures Requirements), the un-audited financial results as well as audited financial results, shareholding pattern of the Company and Corporate Governance Report are electronically submitted, unless there are technical difficulties and are displayed through Corporate Filing and Dissemination System viz., on www.bseindia.com. The un-audited financial results as well as audited financial results, shareholding pattern of the Company and Report on Corporate Governance are displayed on www.bseindia.com.

All important information and official press releases are displayed on the website for the benefit of the public at large. Analysts 'Reports/ Research Report, if any, are also uploaded on the website of the Company. The Company's website can be accessed at https://decipherlabs.in/.

16. GENERAL SHAREHOLDER INFORMATION:

A. ANNUAL GENERAL MEETING:

The 40th (Fortieth) Annual General Meeting of the Company will be held as per the following schedule:

Day	Tuesday
Date	30th September, 2026
Time	11:00 A.M.
Venue	Through Video Conferencing / other audio video means

B. FINANCIAL YEAR AND FINANCIAL YEAR CALENDAR 2026-27 (TENTATIVE SCHEDULE)

The financial calendar (tentative) shall be as under:

Financial Year	2026-27
First Quarterly Results	14.08.2026
Second Quarterly Results	On or before 14.11.2026
Third Quarterly Results	On or before 14.02.2027
Fourth Quarterly Results	On or before 30.05.2027
Annual General Meeting for year ending 31st March, 2027	On or before 30.09.2027

C. DIVIDEND PAYMENT DATE:

The Company has not paid any dividend during the financial year 2025-26.

D. NAME AND ADDRESS OF STOCK EXCHANGE WHERE THE COMPANY'S SECURITIES ARE LISTED:

BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001.

E. STOCK CODE: BSE SCRIP CODE 524752

F. LISTING ON STOCK EXCHANGES:

The equity shares of the Company are listed on BSE Ltd. The Company has paid the listing fees for to BSE Limited.

G. REGISTRAR AND SHARE TRANSFER AGENTS:

Venture Capital & Corporate Investments Private Limited,

"AURUM", DOOR No.4-50/P-II/57/4F & 5F, Plot No.57, 4th & 5th Floors, Jayabheri Enclave Phase – II, Gachibowli, Hyderabad – 500 032.

H. SHARE TRANSFER SYSTEM:

The requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository and the transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form.

Shares received for transfer by the Company or its Registrar and Share Transfer Agent in physical mode are processed and all valid transfers are approved. The share certificate(s) is/are duly transferred and dispatched within a period of 15 days from the date of receipt.

I. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2026:

Category	Number of shareholders	%	Number of shares (Amount)	%
Upto - 5000	27421	91.42	1850267	18.32
5001 - 10000	1275	4.25	982429	9.73
10001 - 20000	681	2.27	1016602	10.07
20001 - 30000	232	0.77	578105	5.72
30001 - 40000	105	0.35	374103	3.7
40001 - 50000	69	0.23	315026	3.12
50001 - 100000	140	0.47	993996	9.84
100001 and above	72	0.24	3989472	39.5
TOTAL	**29995**	**100**	**10100000**	**100**

J. DEMATERIALISATION & LIQUIDITY OF SHARES:

Trading in Company's shares is permitted only in dematerialized form for all investors. Investors are therefore advised to open a demat account with a Depository participant of their choice to trade in dematerialized form. Shares held in demat and Physical mode as on 31st March, 2026 is as follows:

Particulars	No. of Equity Shares	% Share Capital
NSDL	26,85,196	26.59
CDSL	67,85,926	67.19
Physical	6,28,878	6.23
TOTAL	**101,00,000**	**100.00**

To enable us to serve our investors better, we request shareholders whose shares are in the physical mode to dematerialize their shares and update their bank accounts with respective depository participants.

K. LOCATIONS & ADDRESS FOR CORRESPONDENCE:

A-2, Q2, 5th Floor, Cyber Towers, Hitech City, Madhapur, Hyderabad, Shaikpet, Telangana, India, 500081.

L. LIST OF ALL CREDIT RATINGS OBTAINED BY THE ENTITY ALONG WITH ANY REVISIONS THERETO DURING THE RELEVANT FINANCIAL YEAR, FOR ALL DEBT INSTRUMENTS OF SUCH ENTITY OR ANY FIXED DEPOSIT PROGRAMME OR ANY SCHEME OR PROPOSAL OF THE LISTED ENTITY INVOLVING MOBILIZATION OF FUNDS, WHETHER IN INDIA OR ABROAD

Since the Company has not issued any Debt Instruments or Fixed Deposit Programme, therefore company has not obtained any Credit Ratings during the Financial Year.

M. OUTSTANDING GLOBAL DEPOSITORY RECEIPTS OR AMERICAN DEPOSITORY RECEIPTS OR WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:

The Company has not issued these types of securities.

N. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

NIL Charges for Monitoring Foreign Investment Limit

O. BOOK CLOSURE DATE:

The date of Book Closure for the purpose of Annual General Meeting shall be from 23.09.2026 to 30.09.2026. (both days inclusive).

P. ELECTRONIC CONNECTIVITY:

Demat ISIN Number: INE643N01012

Q. NATIONAL SECURITIES DEPOSITORY LIMITED

Trade World, Kamala Mills Compound

Senapati Bapat Marg, Lower Parel

Mumbai – 400 013.

R. CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED

Phiroze Jeejeebhoy Towers, 28th Floor

Dalal Street, Mumbai – 400 023.

S. SHAREHOLDING PATTERN AS ON 31ST MARCH, 2026:

S. No.	CATEGORY OF SHAREHOLDER	No. of shares held	Percentage of shareholding
(A)	**PROMOTER AND PROMOTER GROUP**		
(1)	Indian:		
(a)	Individual	16,59,075	16.43
(b)	Others	0	0
	Sub-Total A (1):	**16,59,075**	**16.43**
(2)	Foreign:	**--**	**--**
(a)	Individuals	**--**	**--**
	Sub-Total A(2):	**--**	**--**
	Total A=A(1) + A(2)	**16,59,075**	**16.43**
(B)	**PUBLIC SHAREHOLDING**		
(1)	INSTITUTIONS:		
(a)	Financial Institutions /Banks	300	0
(b)	Foreign Institutional Investors	--	--
	Sub-Total B(1):	**300**	**0**
(2)	**NON-INSTITUTIONS:**		
(a)	Bodies Corporate	31,906	0.32
(b)	Individuals	79,31,891	78.54
(c)	Central Government /State Government	--	--
(d)	Directors and their relatives	2,23,145	2.14
	Sub-Total B(2):	**81,97,60**	**81.00**
(C)	**OTHERS:**		
(1)	HUF	2,33,807	2.31
(2)	Employees	--	--
(3)	Clearing Members	--	0
(4)	Foreign Bodies	--	--
(5)	Foreign Nationals	--	--
(6)	Corporate Body - Others	--	--
(7)	NBFC	--	--
(8)	Non-Resident Indians	19,754	0.20
(9)	Trusts and LLPs	122	--
	Sub-Total C:	**2,53,683**	**2.51**
	GRAND TOTAL (A+B+C):	**1,01,00,000**	**100.00**

17. OTHER DISCLOSURES:

A. DISCLOSURES ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS THAT MAY HAVE POTENTIAL CONFLICT WITH THE INTERESTS OF LISTED ENTITY AT LARGE:

There were no material significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel or the Senior Management which may have a potential conflict with the interest of the Company at large.

B. DETAILS OF NON-COMPLIANCE BY THE LISTED ENTITY, PENALTIES, STRICTURES IMPOSED ON THE LISTED ENTITY BY STOCK EXCHANGE(S) OR THE BOARD OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS;

There was no penalty imposed on company by stock exchange on any matter related to capital markets, during the last three years except the following:

a) A Fine of Rs. Rs. 2360/- (Rupees Two Thousand Three Hundred and Sixty Only) was imposed by BSE Limited to the Company on account of delay in appointment of Company Secretary and Compliance officer of the Company.

b) The company has been served with an Order issued by the Quasi-Judicial Authority, SEBI, reference number QJA/SS/IVD-2/ID18/31578/2025-26, dated July 31, 2025. This Order prohibits the company, its Promoter, and its director from engaging with capital markets and imposes unwarranted penalties on the Directors, in addition to restricting their market holdings based on the findings of an investigation. Although the investigation revealed no involvement of the management or the company, the Securities and Exchange Board of India (SEBI) has imposed severe penalties, including the debarment of the company and its directors for selling portions of their equity shares in the market.

Management contends that this Order represents the most stringent possible outcome arising from an investigation that has not presented any evidence of any misconduct by the company's management, aside from the liquidation of portions of their longtime shareholdings. The investigation also confirmed, in its report, that the management was not involved in any intended manipulations in the market. Disregarding the extensive service history of the management to the company, numerous unjustified, unproven assumptions have been made regarding the management’s intentions and an unjust order has been passed.

The company has filed an Appeal with the Sebi Appellate Tribunal (SAT) and is awaiting final orders. Despite the challenging economic conditions and the geopolitical shifts occurring worldwide, the Company continues to remain focused on its core operations and long-term strategic objectives. However, certain external developments and prevailing market conditions have adversely affected the operating environment and performance of certain operations. In view of these developments and the consequent impact on the performance and prospects of such operations, the Company has undertaken a strategic review of its business portfolio and is evaluating appropriate measures. These measures are intended to enable the Company to realign its resources towards its core businesses and markets with greater long-term potential. The Company does not expect the proposed measures to have any material adverse impact on its core operations or long-term business prospects. Nevertheless, having successfully navigated numerous challenges over the past four decades, the company remains optimistic about its ability to endure this latest adversity and to achieve long-term improvement.

C. WHISTLE BLOWER POLICY:

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined in Regulation 22 of SEBI (LODR) Regulations 2015 and in terms of Section 177 of the Companies Act, 2013.

With a view to adopt the highest ethical standards in the course of business, the Company has a whistle blower policy in place for reporting the instances of conduct which are not in conformity with the policy. Directors, employees, vendors or any person having dealings with the Company may report non-compliance to the Chairman of the Audit Committee, who reviews the report. Confidentiality is maintained of such reporting and it is ensured that the whistle blowers are not subjected to any discrimination. No person has been denied access to the Audit Committee.

D. COMPLIANCE WITH THE MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENTS OF SEBI (LISTING OBLIGATIONS AND DISLOSURE REQUIREMENTS) REGULATIONS, 2015

The Company has complied with the mandatory requirements of SEBI (LODR) Regulations, 2015 and is in the process of implementation of non– mandatory requirements except as specifically mentioned anywhere in the report.

E. DISCLOSURE IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

Since the Company has less than 10 employees this is not applicable to the Company.

F. WEB LINK WHERE POLICY FOR DETERMINING 'MATERIAL' SUBSIDIARIES IS DISCLOSED:

The Company does not have any material subsidiary as defined under Listing Regulations.

G. WEB LINK WHERE POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS:

In line with the requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on Company's Website https://decipherlabs.in/. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's Length. All Related Party Transactions are subjected to independent review by the statutory auditor to establish compliance with the requirements of Related Party Transactions under the Companies Act, 2013 and Listing Regulations.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material Related Party Transactions, Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 annexed as Annexure V.

H. DISCLOSURE OF COMMODITY PRICE RISKS AND COMMODITY HEDGING ACTIVITIES

Price and demand of the Company's finished products are inherently volatile and remain strongly influenced by global economic conditions. Any fluctuation in finished product prices or currency has direct impact on the Company's revenue and profits.

The Company considers exposure to commodity price fluctuations to be an integral part of our business and its usual policy is to sell its products at prevailing market prices. The Company has a well-defined policy framework wherein no speculative positions are taken and limited commodity hedging is done with and endeavors to achieve month average rates both in currency and metal prices. The Company follows the policy of taking forward cover for net foreign exposure, if the net is payable in foreign currency, with negligible exposure in non-USD currencies All policies are periodically reviewed basis local and global economic environment.

I. DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT AS SPECIFIED UNDER REGULATION 32 (7A).

The Company has not raised any fund through preferential allotment or Qualified Institutional Placement during the financial year 2025-26.

J. CERTIFICATE FROM PRACTICING COMPANY SECRETARY

The Company has obtained certificate from Practicing Company Secretary that none of the Directors on the Board of the Company are debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such authority. And the Certificate to this effect, duly signed by the Practicing Company Secretary is annexed to this Report.

K. RECOMMENDATIONS OF COMMITTEES

The Board has accepted and acted upon all the recommendations by the Audit & Nomination and Remuneration Committees.

L. TOTAL FEES FOR ALL SERVICES PAID BY THE LISTED ENTITY AND ITS SUBSIDIARIES, ON A CONSOLIDATED BASIS, TO THE STATUTORY AUDITOR

The Total Audit Fee for all services paid by the Company and its subsidiaries on a consolidated basis to the statutory auditor (s) is Rs. 16,49,000/- (Rupees Sixteen Lakhs Forty-Nine Thousand Only).

M. DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF 'LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT

Neither the listed company nor the subsidiary company has advanced any loan to other firm/ companies in which directors are interested.

N. DETAILS OF MATERIAL SUBSIDIARIES OF THE LISTED ENTITY; INCLUDING THE DATE AND PLACE OF INCORPORATION AND THE NAME AND DATE OF APPOINTMENT OF THE STATUTORY AUDITORS OF SUCH SUBSIDIARIES: NIL

NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT.

The company has complied with the requirement of Corporate Governance Report of sub-paras (2) to (10) of Schedule-V of the Securities Exchange Board of India (LODR) Regulations, 2015.

O. ADOPTION OF DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II of SEBI (LODR) REGULATIONS, 2015.

The company has adopted discretionary requirements to the extent of Internal Auditors reporting to the Audit Committee.

P. DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATIONS 17 TO 27 AND CLAUSES (b) TO (i) OF SUB-REGULATION (2) OF REGULATION 46 ARE AS FOLLOWS:

Regulation	Particulars	Compliance Status
17	Board of Directors	yes
18	Audit Committee	yes
19	Nomination and Remuneration Committee	yes
20	Stakeholders Relationship Committee	yes
21	Risk Management Committee	NA, Company does not fall in list of top 1000 Companies as per Marker cap in BSE
22	Vigil Mechanism	yes
23	Related Party Transactions	yes
24	Corporate Governance requirements with respect to subsidiary of Listed company	NA The Subsidiary is not a material subsidiary.
25	Obligations with respect to Independent Directors	yes
26	Obligations with respect to Directors and Senior Management	yes
27	Other Corporate Governance Requirements	yes
46 (2) (b) to (i)	Website	yes

Q. DECLARATION ON CODE OF CONDUCT FOR THE YEAR 2025-26.

This is to confirm that the Board has laid down a code of conduct for all Board members and senior management personnel of the Company. The code of Conduct has also been posted on the website of the Company. It is further confirmed that all Directors and senior management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the Financial Year ended on March 31, 2026 as envisaged in Regulation 26(3) of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

R. MD/ CFO CERTIFICATION:

The Managing Director and CFO certification of the financial statements as specified in Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the Financial Year 2025-26 is annexed as Annexure VII in this Annual Report.

S. CORPORATE GOVERNANCE CERTIFICATE:

The Certificate on Corporate Governance from Practicing Company Secretary, stating compliance with conditions of corporate governance of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the Financial Year 2025-26 is annexed as Annexure IX in this Annual Report.

T. RECONCILIATION OF SHARE CAPITAL:

A qualified Practicing Company Secretary carry out audit to reconcile the total admitted capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. Reconciliation of Share Capital Audit Report confirms that the total paid up capital was in agreement with the total number of shares in physical firm and the total number of dematerialized shares held with NSDL and CDSL.

U. DISCLOSURE OF PENDING CASES / INSTANCES OF NON-COMPLIANCE:

There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three years except as specifically mentioned in the Point No.17B and elsewhere in the report. The penalty was paid and the management assured the Board that due care would be taken in order to avoid any further non-compliances.

V. COMPLIANCE WITH THE DISCRETIONARY REQUIREMENTS UNDER LISTING REGULATIONS:

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of Listing Regulations. In addition, the Company has also adopted the following non-mandatory requirements to the extent mentioned below:

- Audit qualifications: Company's financial statements have no qualifications.
- Reporting of Internal Auditor: The Internal Auditor of the Company directly reports to the Audit Committee on functional matters.

The Company has submitted quarterly compliance report on Corporate Governance with the Stock Exchanges, in accordance with the requirements of Regulation 27(2) (a) of the Listing Regulations.

W. DISCLOSURE OF ACCOUNTING TREATMENT:

The Company has complied with the appropriate accounting policies and has ensured that they have been applied consistently. There have been no deviations from the treatment prescribed in the Accounting Standards notified under Section 133 of the Companies Act, 2013.

X. GREEN INITIATIVE IN THE COPORATE GOVERNANCE

As part of the green initiative process, the Company has taken an initiative of sending documents like notice calling Annual General Meeting, Corporate Governance Report, Directors Report, Audited financial Statements, Auditors Report, Dividend intimations etc., by email are sent only to those shareholders whose email addresses are not registered with the Company and for bounced mail cases. Shareholders are requested to register their email id with Registrar and Share Transfer Agent/concerned depository to enable the Company to send the documents in electronic from or inform the Company, in writing, in case they wish to receive the above documents in paper mode.

For Decipher Labs Limited

	Sd/-	**Sd/-**
	Sushant Mohan Lal	**Dalavath Amarsingh**
Place: Hyderabad	**Non-Executive Director**	**Executive Director**
Date: 05.09.2026	**(DIN: 01227151)**	**DIN: 02206249**

Annexure – III

MANAGEMENT DISCUSSION & ANALYSIS REPORT

OVERVIEW:

The financial year under review was one of the most challenging periods faced by the Company in recent years. The operating environment was impacted by a combination of global economic uncertainty, geopolitical disruptions, regulatory developments, tightening liquidity conditions, and a generally cautious business sentiment across several industries and geographies. These factors adversely affected revenue generation, profitability, customer spending patterns, and the pace of execution of various business initiatives.

During the year, the Company experienced a significant decline in revenues and reported losses both on a standalone and consolidated basis. The deterioration in financial performance reflects not only challenging market conditions but also the impact of legacy issues, reduced business opportunities in certain segments, and the need to align operations with the realities of the current business environment.

Management has therefore adopted a measured and pragmatic approach focused on business preservation, cost optimization, risk management, and enhancement of operational discipline. The Company has undertaken a comprehensive review of its business model, organizational structure, cost base, and strategic priorities to ensure that available resources are deployed efficiently and towards activities capable of generating sustainable value.

The primary objective in the near term is to stabilize operations, improve cash flows, strengthen compliance and governance standards, and create a platform from which the Company can pursue selective opportunities when market conditions become more favourable. Management remains mindful that the path to recovery may be gradual and that the current environment requires prudent decision-making rather than aggressive expansion.

The Company continues to draw strength from its long operating history and experience in navigating periods of uncertainty. While the near-term outlook remains challenging, management remains committed to preserving the Company's long-term viability and positioning it to benefit from future improvements in industry and economic conditions.

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The global business landscape continues to undergo significant transformation. Economic growth across major economies has moderated amid persistent inflationary concerns, geopolitical conflicts, trade restrictions, fluctuating currency markets, and evolving regulatory frameworks. Businesses worldwide have become increasingly cautious in making investment decisions, resulting in slower project execution cycles and reduced spending across several sectors.

The pharmaceutical industry continues to face considerable challenges despite its long-term importance to healthcare systems globally. Increasing regulatory requirements, intense competition from generic manufacturers, pricing controls imposed by governments, supply chain disruptions, rising compliance costs, and pressure on margins continue to affect industry participants. Market consolidation is expected to continue as companies seek scale, efficiencies, and stronger market positions to withstand these pressures.

Similarly, the information technology and consulting sectors have experienced softer demand conditions, particularly in discretionary spending categories. Many customers have postponed expansion plans, reduced budgets, or delayed implementation of new projects pending greater visibility regarding economic conditions.

Against this backdrop, the Company has focused on preserving key customer relationships, maintaining operational continuity, and identifying opportunities for collaboration with strategic partners. The Board and management recognize that the prevailing environment may favour companies capable of operating with leaner structures, lower fixed costs, and stronger strategic alliances.

The Company has therefore continued evaluating alternative business arrangements, including marketing alliances, technology partnerships, outsourcing arrangements, joint ventures, and other collaborative structures that may improve operational efficiency and market access without requiring substantial capital commitments.

Management believes that industry consolidation and strategic cooperation will increasingly become important factors for survival and long-term competitiveness. Accordingly, efforts are being directed toward identifying suitable partners whose capabilities, customer base, and resources may complement the Company's existing strengths.

While certain sectors may eventually benefit from a normalization of global economic activity, management remains cautious regarding the pace and timing of any recovery and continues to plan its operations on conservative assumptions.

OPPORTUNITIES AND THREATS:

The Company's principal opportunity lies in its ability to adapt its business model to changing market conditions and participate in industry consolidation through strategic partnerships and collaborative arrangements. Management continues to explore opportunities that may provide access to customers, technologies, markets, operational expertise, or complementary resources that can strengthen the Company's competitive position.

Discussions with potential partners and counterparties remain ongoing. However, given current market conditions and regulatory considerations, management recognizes that the process of completing meaningful transactions may require considerable time and effort. As such, there can be no assurance regarding the timing or outcome of any proposed collaboration.

The Company also continues to evaluate opportunities within selected service-oriented and asset-light business segments where capital requirements are relatively lower and scalability can be achieved through partnerships and technology-driven solutions.

At the same time, the Company faces several significant threats and challenges, including a prolonged slowdown in domestic and international economic activity, evolving regulatory developments that may affect business operations and strategic flexibility, and intense competition from larger and better-capitalized market participants. The Company also continues to experience margin pressures due to competitive pricing and increasing compliance costs, customer concentration risks, delays in project execution, limited availability of growth capital coupled with higher financing costs, and supply chain disruptions and operational uncertainties arising from geopolitical developments. In addition, continued pressure on profitability and working capital, along with the challenge of attracting and retaining specialized talent in a highly competitive environment, remain key risks that could impact the Company's future performance.

Management believes that the ability to manage these risks effectively will be critical to ensuring the Company's long-term sustainability. Consequently, greater emphasis is being placed on disciplined capital allocation, operational efficiency, risk mitigation, and strategic collaboration.

SEGMENT –WISE OR PRODUCT WISE PERFORMANCE:

Revenues – Standalone

During the year under review, the Company on a standalone basis has recorded an revenue of Rs. 113.54 Lakhs and incurred a loss of Rs. 24.68 Lakhs as against the income of Rs. 85.32 Lakhs and loss of Rs. 44.02 Lakhs respectively in the previous financial year ending 31.03.2025.

Revenues – Consolidated

During the year under review, the Company on a consolidated basis has recorded an revenue of Rs. 1,405.40 Lakhs and incurred a loss of Rs. 308.43 Lakhs as against the income of Rs. 2,261.25 Lakhs and loss of Rs. 508.02 Lakhs respectively in the previous financial year ending 31.03.2025.

	Standalone		Consolidated	
Segment	**Revenue generated in FY 2025 – 26 (Amount in Lakhs)**	**Revenue generated in FY 2024 - 25 (Amount in Lakhs)**	**Revenue generated in FY 2025- 26 (Amount in Lakhs)**	**Revenue generated in FY 2024 - 25 (Amount in Lakhs)**
Manufacturing and Trading of Pharmaceutical drugs	67.50	68.60	67.50	68.60
Consultancy Services	46.04	16.72	1337.90	2192.65

The details of the financial performance of the Company are comprised in the Balance Sheet, Profit and Loss Account and other financial statements which are annexed hereto along with the Directors and the Auditors Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an adequate internal control system which commensurate with the size and nature of its business. The internal control system is being supported by internal audits, regular reviews by management to ensure reliability of financial and all other records to prepare financial statements and other data. Further the Audit Committee of the Board review the findings and recommendations of the internal audit and suitable implementations are affected.

RISK MANAGEMENT SYSTEM:

The company manages our business risk through strict compliance and internal control system.

RISK MANAGEMENT:

The Company continues to strengthen its risk management framework in response to the evolving business environment. Risk management is integrated into the decision-making process and encompasses strategic, operational, financial, legal, regulatory, and reputational risks. Management regularly reviews key business risks and evaluates mitigation measures to reduce their potential impact on operations and financial performance. Particular attention is currently being directed towards liquidity management, compliance obligations, customer retention, cost control, and regulatory developments that may influence the Company's future course of action.

The Board and senior management remain actively involved in monitoring risk exposures and ensuring that appropriate internal controls and governance mechanisms are maintained.

RISK AND CONCERNS:

The Company's current operating environment presents a number of material risks and concerns that may affect future performance. Revenue visibility remains limited in certain business segments, while industry-wide competitive pressures continue to impact pricing and profitability.

Given the financial performance reported during the year, management has undertaken a comprehensive review of all areas of expenditure and resource deployment. The Company is actively identifying opportunities to reduce fixed costs, improve productivity, rationalize non-essential expenditure, and optimize operational processes.

Management recognizes that certain difficult but necessary decisions may need to be implemented to safeguard the long-term sustainability of the enterprise. These decisions may include restructuring of business operations, consolidation of activities, reassessment of investment priorities, renegotiation of commercial arrangements, and rationalization of costs where required.

The objective of such measures is not merely to reduce expenditure but to ensure that the Company remains economically viable, operationally resilient, and capable of generating value over the long term. The Board believes that preserving financial stability during periods of uncertainty is essential to maintaining the Company's ability to capitalize on future opportunities.

The Company will continue to explore strategic tie-ups, commercial alliances, and mutually beneficial partnerships that may help strengthen revenues while limiting capital expenditure requirements and operational risks.

OUTLOOK:

The outlook for the forthcoming financial year remains subdued and uncertain. While there are indications that certain sectors of the economy may gradually stabilize, the broader business environment continues to be characterized by cautious spending patterns, regulatory uncertainty, competitive intensity, and geopolitical risks.

Management does not presently foresee a significant improvement in business conditions in the immediate future and therefore expects operating conditions to remain challenging. Revenue growth is likely to remain constrained until broader economic conditions improve and strategic initiatives begin yielding measurable results.

The Company has also been affected by regulatory developments that have influenced certain aspects of its strategic planning and expansion activities. As a result, management has adopted a more conservative approach toward capital deployment and business expansion. Several previously contemplated initiatives have been deferred or placed under review pending greater clarity regarding the regulatory and operating environment.

Accordingly, the Company's priorities for the coming year will be centered on preserving cash flows and financial resources while undertaking measures to reduce and rationalize operating costs. Management will continue to focus on strengthening governance standards, regulatory compliance, and internal control frameworks to ensure operational stability and resilience. Efforts will also be directed toward stabilizing existing business operations, improving operational efficiency, and optimizing the utilization of available resources. In view of the prevailing market conditions, the Company will actively evaluate strategic partnerships, alliances, and collaborative arrangements that can support business sustainability and future growth with limited capital commitments. Additionally, the Company will seek to identify asset-light business opportunities capable of generating sustainable returns while remaining committed to protecting and enhancing stakeholder value over the long term.

Management believes that strategic partnerships and business tie-ups will play a critical role in the Company's future direction. Rather than pursuing aggressive expansion independently, the Company intends to focus on opportunities where risks, investments, and operational responsibilities can be shared with capable partners.

Although near-term growth prospects remain limited and the possibility of continued business challenges cannot be ruled out, management remains committed to taking all necessary steps to preserve the Company's long-term economic significance. Through disciplined execution, prudent financial management, and strategic restructuring initiatives, the Company seeks to create a more sustainable operating platform capable of supporting future recovery and growth when market conditions become more favourable.

The Board and management remain focused on navigating the present challenges responsibly while maintaining the flexibility required to respond to emerging opportunities as they arise.

DISCLOSURE OF ACCOUNTING TREATMENT:

The Company has not carried out any treatment different from that prescribed in Accounting Standards.

DETAILS OF SIGNIFICANT CHANGES:

Particulars	F.Y 2025-26	F.Y 2024-25	% of changes	Remarks
Debtors Turnover	8.71	3.76	132	Outstanding dues received and sales reduced
Inventory Turnover	-	-	-	-
Interest Coverage Ratio	-	-	-	-
Current Ratio	0.22	0.47	(53)	Due to decrease in sales
Debt Equity Ratio	-	-	-	-
Operating Profit Margin (%)	(0.21)	(0.52)	59.6	Due to decrease in Sales
Net Profit Margin (%)	(0.21)	(0.52)	59.6	Due to decrease in sales
Return on Net-worth	(0.03)	(0.05)	(40)	Due to decrease in current assets

There is change in net worth as compared to the immediately previous financial year.

HUMAN RESOURCES:

The company is in the process of expansion of its operations and with time will need to expand the man power which had previously come down during consolidation. There is a conscious effort by the Company to build diversity in the workforce. The company through its subsidiary has sufficient manpower.

CAUTIONARY STATEMENT:

Some of the statements in this Management Discussion & Analysis, describing the Company's objectives, projections, estimates and expectations may be "forward looking statement" within the meaning of applicable laws and regulations. Actual results might differ substantially from those expressed or implied. Important developments that could affect the Company's operation including changes in the industry structure, significant changes in political and economic environment in India, tax laws, import duties, litigation and labour relations. The Company does not undertake endeavors to update these statements.

For Decipher Labs Limited

	Sd/-	**Sd/-**
	Sushant Mohan Lal	**Dalavath Amarsingh**
Place: Hyderabad	**Non-Executive Director**	**Executive Director**
Date: 05.09.2026	**(DIN: 01227151)**	**DIN: 02206249**

Annexure - IV

Form AOC – 1

Statement containing salient features of the financial statements of Subsidiaries (Pursuant to proviso to sub-section (3) of section 129 read with Rule5 of the Companies (Accounts) Rules, 2014)

Name of the Subsidiary	**Decipher Software Solutions LLC**	**Decipher Soft Middle East W.L.L.**
Reporting Period	01.04.2025 to 31.03.2026	01.04.2025 to 31.03.2026
Reporting Currency	US Dollar	US Dollar

S. No.	**Particulars**	**Decipher Software Solutions LLC**	**Decipher Soft Middle East W.L.L.**
		Amount in USD	**Amount in USD**
1.	Share Capital:	1,181,767	45,185
2.	Reserves and surplus for the year ending	1,072,879	(27,058)
3.	Total Assets	2,557,088	27,094
4.	Total Liabilities	302,442	8,967
5.	Investments	45,185	-
6.	Turnover (Income)	1,376,415	-
7.	Profit / loss before Taxation	(352,131)	(15,090)
8.	Provision for Taxation /Deferred Tax	(64,901)	-
9.	Profit / loss after Taxation	(287,230)	(15,090)
10.	Proposed Dividend	-	-
11.	% of Shareholding	100%	100%

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

1. Names of Subsidiaries which are yet to commence operation: None
2. Names of subsidiaries which have been liquidated or sold during the year: None

For Decipher Labs Limited

	Sd/-	**Sd/-**
	Sushant Mohan Lal	**Dalavath Amarsingh**
Place: Hyderabad	**Non-Executive Director**	**Executive Director**
Date: 05.09.2026	**(DIN: 01227151)**	**DIN: 02206249**

Annexure-V

Form No. AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: **Not Applicable as all the Related Party Transactions have been entered into at an arm's length basis.**

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions:	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any: Approved by Audit Committee and Board Meeting in last Financial Year:
1.	Suchit Mohan Lal	Rent	2 Year	3,00,000	NA
2.	Vitpro LLC	Consultancy Services	1 Year	1,00,00,000/-	NA
3.	ICP Solutions Limtied	Consultancy Services	1 Year	1,00,00,000/-	NA

For Decipher Labs Limited

	Sd/-	**Sd/-**
	Sushant Mohan Lal	**Dalavath Amarsingh**
Place: Hyderabad	**Non-Executive Director**	**Executive Director**
Date: 05.09.2026	**(DIN: 01227151)**	**DIN: 02206249**

Annexure – VI

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Decipher Labs Limited
Hyderabad

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Decipher Labs Limited having CIN L24230TG1986PLC006781 and having registered office at A-2, Q2, 5th Floor, Cyber Towers, Hitech City, Madhapur, Hyderabad, Shaikpet, Telangana, India, 500081 (herein after referred to as the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3)read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers. We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Mr. Sushant Mohan Lal	01227151	19/05/2006
2.	Mr. Janaki Ram Ajjarapu	02155939	14/02/2023
4.	Mr. Venkateswara Rao Gudipudi	02147615	13/08/2022
5.	Mrs. Lakshmi Vijaya Nimmala	09788849	14/02/2023
6.	Mrs. Gayathri Raghuram	09775806	04/09/2023
7.	Mr. Dalavath Amarsingh	02206249	13/11/2025

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Aakanksha Dubey & Co.

Sd/-
Aakanksha Sachin Dubey
Practicing Company Secretary
C.P. No. 20064 & M. No. 49041
UDIN: A049041H001394957
Peer Review Cer. No. 3363/2023

Place: Hyderabad
Date: 05.09.2026

Annexure -VII

CERTIFICATE BY THE DIRECTOR AND CFO OF THE COMPANY

To
The Board of Directors
Decipher Labs Limited

Dear Sirs,

As required under Regulation 17(8) read with Part B, Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we state that:

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March 2026 and to the best of our knowledge and belief;

a. These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and

b. These statements present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

2. There are, to the best of my knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct.

3. We accept responsibility for establishing and maintaining internal controls, I have evaluated the effectiveness of the internal control systems of the company and I have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which I was aware and the steps that I have taken or propose to take and rectify the identified deficiencies and,

4. That we have informed the auditors and the audit committee of:

a) Significant changes in the internal control during the year;

b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

c) Instances of significant fraud of which we have become aware and the involvement of any employee having a significant role in the company's internal control system.

For and on behalf of the Board
Decipher Labs Limited

Sd/-
Dalavath Amarsingh
Executive Director
(DIN: 02206249)

Sd/-
Sonam Jalan
CFO

Place: Hyderabad
Date: 05.09.2026

Annexure – VIII

DECLARATION ON CODE OF CONDUCT AS REQUIRED BY SCHEDULE V OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I, Dalavath Amarsingh, Executive Director of Decipher Labs Limited (“the Company”) hereby state and affirm Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management of the company during Financial Year 2025-2026.

For Decipher Labs Limited

Sd/-
Dalavath Amarsingh
Executive Director
(DIN: 02206249)

Annexure – IX

CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF

Decipher Labs Limited

We have examined the compliance of the conditions of Corporate Governance by Decipher Labs Limited ('the Company') for the year ended on March 31, 2026, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para-C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2026.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Aakanksha Dubey & Co.

Sd/-
Aakanksha Sachin Dubey
Practicing Company Secretary
C.P. No. 20064 & M. No. 49041
UDIN: A049041H001394981
Peer Review Cer. No. 3363/2023

Place: Hyderabad
Date: 05.09.2026

Annexure – X(a)

PARTICULARS OF EMPLOYEE

(As per Sub-section (12) of section 197 of the Act and rules made thereof as amended from time to time)

A. Statement of particulars as per Rule 5 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014.

The remuneration and perquisites provided to the employees and Management are at par with the industry levels. The remunerations paid to Whole-time Directors and Senior Executives are reviewed and recommended by the Nomination and Remuneration Committee.

i. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

S No.	Name of the Director(s)	Designation	Ratio of remuneration to MRE*
Remuneration			
1.	**Amar Singh Dalavath**	Executive Director	1.77

*MRE: Median Remuneration of Employees

Note:

a) S No. 1 are related to remuneration paid to Executive Director and such Remuneration includes monthly salary, perquisites and annual/performance pay

a) "Median" means:

i. the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one;

ii. if there is an even number of observations, the median shall be the average of the two middle values.

ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year:

S No.	Name of the Director(s)	Designation	Remuneration FY 2025-26	Remuneration FY 2024-25	% Increase/ (Decrease) in Remuneration
Remuneration					
1.	***Sushant Mohan Lal**	Non-Executive Director	-	7,50,000	-
2.	**Sonam Jalan**	CFO	10,80,000	10,80,000	-
3.	**Preeti Singh**	CS	3,00,000	75,000	Appointed during the year hence not applicable
4.	***Siva Kumar Chappidi**	CS	-	2,70,000	Resigned during the year hence not applicable
5.	**Amar Singh Dalavath**	Executive Director	2,25,000	-	-

*Change in designation w.e.f. 30.05.2025.

iii. The percentage increase in the median remuneration of employees in the financial year:

S No.	Particulars	Remuneration		% Increase/ (Decrease)
		FY 2025-26	FY 2024-25	
1.	*Median Remuneration of all the employees per annum	5,08,948	2,70,000	45

*Employees who have served for whole of the respective financial years have been considered.

iv. The number of permanent employees on the rolls of Company: 1 Employees.

v. 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:

a) The average percentile increase already made in the salaries of employees excluding key managerial personnel is NIL %.

b) The Key managerial personnel remuneration was increased around as below. (Including all the perquisites). However, the amount may vary due to the variation of period of increment.

S No.	Particulars	Details (in %)	Justification (in case of increase in point no.2)
1.	Average percentage increase in the remuneration of all Employees* (Other than Key Managerial Personnel)	Not Applicable	-
2.	Average Percentage increase in the Remuneration of Key Managerial Personnel Amar Singh Dalavath (Executive Director) Sonam Jalan (CFO) Preeti Singh (Company Secretary)	 - - -	-

vi. affirmation that the remuneration is as per the remuneration policy of the company: Yes, the remuneration is as per the remuneration policy of the company.

Annexure-X(b)

vii. the Names of the top ten employees in terms of remuneration drawn and the name of every employee:

S No	Names of the Employees	Remuneration drawn (in Rs.)	Designation	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employees	Date of commencement of employment and age of such employee	The last employment held by such employee before joining the company	% of equity shares held by the employee in the company	Whether any such employee is a relative of any director/ manager of the company and if so, name of such director or manager
1.	Amar Singh Dalavath	2,25,000	Executive Director	Whole time	Graduation	14.11.2025 and 58	-	-	No
2.	Preeti Singh	3,00,000	CS and Compliance Officer	Whole time	Company Secretary	01.01.2025 and 38	-	-	No
3.	Sonam Jalan	10,80,000	CFO	Whole time	Chartered Accountant	27.03.2019 and 34	-	-	No
4.	Aruna Dalavat	1,46,846	Bouduppal Manager	Whole time	Graduate	21.03.2012 and 55	-	-	No

Independent Auditor's Report

To the Members of Decipher Labs Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Decipher Labs Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2026, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement of Cash Flow for the year then ended, and notes to the standalone financial statements, including a material accounting policies and other explanatory information. (hereinafter referred to as "the standalone financial statements").

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

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters. We have determined that there are no key audit matters to communicate in our report.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report, but does not include the standalone financial statements, and our auditor's report thereon.

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

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

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of the standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act.

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

In preparing the standalone financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 standalone 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 except for the matter stated in paragraph 1(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules ,2014.

(c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with Indian Accounting Standards specified under Section 133 of the Act.

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

(f) The modification relating to the maintenance of accounts and other matters connected therewith Are as stated in paragraph 1(b) above and paragraph 1(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules 2014.

(g) with respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

(h) 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.

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

i. The Company does not have pending litigations on its financial position in its standalone financial statements;

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

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

iv.

(a) The Management has represented that (refer note 30 of the standalone financial statements) 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, (refer note 30 of the standalone financial statements) to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

v. No dividend was declared or paid during the year by the Company.

vi. Based on our examination, the accounting software used by the company do not have the feature of recording the audit trail. Hence we are unable to comment on the audit trail feature and whether the audit trail had operated throughout the year or was tampered with.

The audit trail was not maintained in the prior year and hence, the question of commenting on whether the audit trail was preserved by the Company as per the statutory requirements for record retention does not arise.

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

For Ramanatham & Rao
Chartered Accountants
(FRN: S-2934)

Sd/-
K Sreenivasan
Partner
Membership No: 206421
UDIN: 26206421SLRYMJ7745

Place: Hyderabad
Date: 30.05.2026

Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1(g) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls with reference to Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

Opinion

We have audited the internal financial controls with reference to the standalone financial statements of Decipher Labs Limited (“the Company”) as of March 31,2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to these standalone financial statements, 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 with reference to these standalone financial statements to future periods are subject to the risk that the internal financial control with reference to these standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements 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”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143 (10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 with reference to these standalone financial statements 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 with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to these standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, 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 judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone financial statements.

Meaning of Internal Financial Controls with reference to these Standalone Financial Statements

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

For Ramanatham & Rao
Chartered Accountants
(FRN: S-2934)

Sd/-
K Sreenivasan
Partner
Membership No: 206421
UDIN: 26206421SLRYMJ7745

Place: Hyderabad
Date: 30.05.2026

Annexure "B" to the Independent Auditor's Report

With reference to Paragraph 2 under 'Report on Other Legal Regulatory Requirements' section of our report to the Members of the Company, we report that

i. 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 Property, Plant and Equipment.

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

(b) The property, plant and equipment have been physically verified by the management in a periodical manner, which in our opinion is reasonable, having regard to the size of the Company and the nature of its business. No material discrepancies were noticed on such physical verification

(c) The Company does not hold any immovable properties. Accordingly the provisions of paragraph 3 (1) (c) of the Order is not applicable to the Company.

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

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii.

(a) Physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion, the coverage, frequency and procedure of such verification is reasonable and adequate in relation to the size of the Company and the nature of its business. The discrepancies notices on verification between the physical stocks and the book records were not exceeding 10% or more int the aggregate for each class of inventory.

(b) The Company has not availed working capital facility from banks or financial Institutions and hence clause 3(ii)(b) of the Order is not applicable.

iii. During the year the Company has not made investments, not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties and hence reporting under clause 3(iii) of the Order is not applicable.

iv. 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 Act in respect of loans as applicable.

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

vi. The Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act and hence clause 3(vi of the Order is not applicable.

vii. In respect of statutory dues:

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

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

b) There are no disputed statutory dues as referred in Sub-clause(a) above that have not been deposited on account of any dispute by the Company.

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

ix.

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

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

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

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

e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and hence, reporting under clause 3(ix)(e) of the Order is not applicable.

f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiary. The Company does not have associates or joint ventures.

x.

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

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

xi.

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

b) No report under sub-section (12) of section 143 of the Companies Act is required to be filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.

xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.

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

xiv.

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

b) We have considered, 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.

xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi.

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

b. The Company is not engaged in any non-banking financial housing finance activities. Accordingly, the requirement to report on clause 3(xvi)(b) of the Order is not applicable to the Company

c. The Company is not a core investment company as defined in the Regulations made by the Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company

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

xvii. The Company has incurred cash loss of Rs.22.03 lakhs during the financial year covered by our audit and has incurred of Rs. 42.23 in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the Company during the year.

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

xx. In our opinion, the provisions of Section 135 of the Act are not applicable to the Company and hence reporting under clause 3(xx) of the Order are not applicable.

For Ramanatham & Rao
Chartered Accountants
(FRN: S-2934)

Sd/-
K Sreenivasan
Partner
Membership No: 206421
UDIN: 26206421SLRYMJ7745

Place: Hyderabad
Date: 30.05.2026

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2026

All amounts in ₹ Lakhs, unless otherwise stated

Particulars	Note	As at 31st March 2026	As at 31st March 2025
I. ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	12.00	13.80
(b) Financial assets			
(i) Investments in subsidiary	4	866.41	866.41
(c) Other non-current assets	5	3.50	3.50
(d) Deferred Tax Assets	6	0.83	1.68
Current Assets			
(a) Inventories	7	0.40	-
(b) Financial assets			
(i) Trade receivables	8.1	3.39	22.68
(ii) Cash and cash equivalents	8.2	2.50	5.47
(c) Current tax assets (net)	9	-	0.21
(d) Other current assets	10	10.49	4.08
TOTAL ASSETS		**899.52**	**917.82**
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	11	1,010.00	1,010.00
(b) Other equity	12	(185.94)	(161.27)
Liabilities			
Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	13.1	50.32	24.45
(ii) Trade Payables			
a) Total outstanding dues of Micro and small enterprises	13.2	-	-
b) Total outstanding dues of creditors other than Micro and small enterprises		10.24	28.92
(iii) Other financial liabilities	13.3	14.43	14.92
(b) Other current liabilities	14	0.47	0.81
TOTAL EQUITY AND LIABILITIES		**899.52**	**917.82**

Material accounting policies 2

The accompanying notes are an integral part of the financial statements. Audited

As per our report of even date
For Ramanatham & Rao
Chartered Accountants
FRN : 0029345

Sd/-
K.Srinivasan
Partner
M.No: 206421

Place: Hyderabad
Date: 30.05.2026

For and on behalf of the Board

Sd/-
Amar Singh Dalavat
Whole Time Director
DIN: 02206249

Sd/-
Sushant Mohan Lal
Director
DIN: 01227151

Sd/-
Preeti Singh
Company Secretary
MGMPS5480G

Sd/-
Sonam Jalan
Chief Financial Officer
COFPK5981R

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2026

All amounts in ₹ Lakhs, unless otherwise stated

Particulars	Note	Year ended 31st Mar, 2026	Year ended 31st March 2025
I. Income			
Revenue from operations	15	113.54	85.32
Other income	16	0.13	2.28
Total revenue		**113.67**	**87.60**
II. Expenses			
Purchase of stock-in-trade	17	64.50	67.25
Changes in inventories of finished goods	18	(0.40)	-
Employee benefits expense	19	17.53	23.43
Depreciation and amortization expenses	3	1.80	1.67
Other expenses	20	54.08	39.14
Total expenses		**137.50**	**131.49**
III. Profit/(Loss) before exceptional items and tax (I-II)		**(23.83)**	**(43.90)**
IV. Exceptional items		-	-
V. Profit/(Loss) before tax (III-IV)		**(23.83)**	**(43.90)**
VI. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax	6	0.85	0.13
VII. Profit/(Loss) for the period (V-VI)		**(24.68)**	**(44.02)**
VIII. Other comprehensive income		-	-
IX. Total comprehensive income for the year		**(24.68)**	**(44.02)**
X. Earning per equity share (Face Value of Rs. 10/- each)			
(1) Basic (in Rs.)		(0.24)	(0.44)
(2) Diluted (in Rs.)		(0.24)	(0.44)

Material accounting policies 2

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Ramanatham & Rao
Chartered Accountants
FRN : 0029345

Sd/-
K.Srinivasan
Partner
M.No: 206421

Place: Hyderabad
Date: 30.05.2026

For and on behalf of the Board

Sd/-
Amar Singh Dalavat
Whole Time Director
DIN: 02206249

Sd/-
Sushant Mohan Lal
Director
DIN: 01227151

Sd/-
Preeti Singh
Company Secretary
MGMPS5480G

Sd/-
Sonam Jalan
Chief Financial Officer
COFPK5981R

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2026

All amounts in ₹ Lakhs, unless otherwise stated

Particulars	Year ended 31st March, 2026		Year ended 31st March, 2025	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit/(Loss) before tax		(23.83)		(43.90)
Adjustments for :				
Depreciation and amortization expenses		1.80		1.67
Profit on sale of asset		-		(0.37)
Advance to suppliers written off		-		-
Operating Profit before Working Capital Changes		**(22.03)**		**(42.60)**
Adjustments for:				
(Increase) / Decrease in Trade Receivables	19.29		371.82	
(Increase) / Decrease in inventories	(0.40)			
(Increase) / Decrease in Other Assets	(6.20)		(4.29)	
(Increase) / Decrease in Other Non Current Assets	-		(3.20)	
Increase / (Decrease) in Trade Payable	(18.68)		(345.86)	
Increase / (Decrease) in Other Liabilities	(0.82)		7.15	
		(6.81)		25.62
Cash Generated from Operations		(28.85)		(16.98)
Direct Taxes Paid		-		-
Net Cash generated from/(used in) Operating Activities		(28.85)		(16.98)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Sale of Property, Plant & Equipment	-		1.02	
Purchase of Property, Plant & Equipment	-		(5.69)	
Net Cash used in Investing Activities		-		(4.67)
C. CASH FLOW FROM FINANCING ACTIVITIES		-		-
Increase / (Decrease) in Borrowings		25.87		24.45
Net Cash used in Borrowing Activities		25.87		24.45
Net Increase in Cash and Cash Equivalents		(2.97)		2.82
Cash and Cash Equivalents at the beginning of the year		5.47		2.65
Cash and Cash Equivalents at the end of the year (Note 9)		2.50		5.47

Material accounting policies 2

The accompanying notes are an integral part of the financial statements.

Audited

Notes to cash flow statement

1 Statement of Cash Flows has been prepared under with the 'Indirect method' as set out in Indian Accounting Standard - 7 Statement of Cash Flows.

As per our report of even date
For Ramanatham & Rao
Chartered Accountants
FRN : 0029345

Sd/-
K.Srinivasan
Partner
M.No: 206421

Place: Hyderabad
Date: 30.05.2026

For and on behalf of the Board

Sd/-
Amar Singh Dalavat
Whole Time Director
DIN: 02206249

Sd/-
Sushant Mohan Lal
Director
DIN: 01227151

Sd/-
Preeti Singh
Company Secretary
MGMPS5480G

Sd/-
Sonam Jalan
Chief Financial Officer
COFPK5981R

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2026

All amounts in ₹ Lakhs, unless otherwise stated

a. Equity share capital

Particulars	Note	As on 31st March 2026	As on 31st March 2025
Balance at the beginning of the year		**1,010.00**	**1,010.00**
Add: Change in equity share capital due to prior period error		-	-
Restated balance at the beginning of the year	11	**1,010.00**	**1,010.00**
Add: Changes in equity share capital during the year		-	-
Balance at the end of the year		**1,010.00**	**1,010.00**

b. Other equity

	Note	Retained Earnings	Securities Premium	Total
Balance as at 1st April, 2025		**(793.59)**	630.00	**(163.59)**
Profit/(loss) for the year		(24.68)	-	(24.68)
Balance as at 31st March, 2026		**(818.27)**	**630.00**	**(188.27)**
	11			
Balance as at 1st April, 2024		**(749.57)**	630.00	**(119.57)**
Profit/(loss) for the year		(44.02)	-	(44.02)
Balance as at 31st March, 2025		**(793.59)**	630.00	**(163.59)**

Material accounting policies **2**

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Ramanatham & Rao
Chartered Accountants
FRN : 0029345

Sd/-
K.Srinivasan
Partner
M.No: 206421

Place: Hyderabad
Date: 30.05.2026

For and on behalf of the Board

Sd/-
Amar Singh Dalavat
Whole Time Director
DIN: 02206249

Sd/-
Sushant Mohan Lal
Director
DIN: 01227151

Sd/-
Preeti Singh
Company Secretary
MGMPS5480G

Sd/-
Sonam Jalan
Chief Financial Officer
COFPK5981R

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

1. Background

Decipher Labs Limited (Formerly Knowns as Combat Drugs Limited) was incorporated in 1989 having it's registered office in Hyderabad. The Company deals in trading and manufacturing of Pharmaceutical drugs.

The Board of Directors approved the financial statements for the year ended 31st March,2026 and authorized for issue on 30.05.2026.The shareholders have the power to amend the Financial Statements after the issue.

2. Material Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of the financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) Statement of Compliance

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of Companies Act, 2013 ("the Act") read along with the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Amendment Rules, 2016 and Companies (Indian Accounting Standards) Amendment Rules as amended, the relevant provisions of the Companies Act, 2013 ('the Act').

b) Basis of preparation

The financial statements have been prepared under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair values by Ind AS. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

c) Use of estimates and critical accounting judgements

In preparation of the financial statements, the Company makes judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected. Significant judgements and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets and investments, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

d) Revenue Recognition

i) Revenue from contract with customers

Revenue is recognised when the performance obligations have been satisfied, which is once control of the goods is transferred from the Company to the customer.Revenue related to the sale of goods is recognised when the product is delivered to the destination specified by the customer, and the customer has gained control through their ability to direct the use of and obtain substantially all the benefits from the asset.Revenue is measured based on consideration specified in the contract with a customer which is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates and excludes amounts collected on behalf of third parties.

ii) Other income

Dividend income is recognised when the shareholder's right to receive the income is established.

Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.

e) Income tax

Current income taxCurrent income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.Current income tax relating to items recognised outside profit or loss is recognised in outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred taxDeferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

f) Impairment of assets

Property, plant and equipment and intangible assets are tested for impairment annually whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

g) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

h) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using effective interest method, less provision for impairment.

i) Inventories

Raw Materials, Fuel, Stores & Spares and Packing Materials

Valued at lower of cost and net realizable value (NRV). These items are considered to be realizable at cost, if the finished products, in which they are intended for use, are expected to be sold at or above cost. Cost is determined on weighted average basis.

Work-in-Progress (WIP) and Finished Goods

Valued at lower of cost and NRV. Cost of Finished Goods and WIP includes cost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of inventories is computed on weighted average basis

j) Other financial assets

i) ClassificationThe Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost. The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.For assets measured at fair value, gains and losses will either be recorded in Statement of profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for equity investment at fair value through other comprehensive income.The Company reclassifies debt investments when and only when its business model for managing those assets changes.

ii) MeasurementAt initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost.

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.Equity instruments:The Company subsequently measures all equity investments at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.Changes in the fair value of financial assets at fair value through profit or loss are recognised in the other income. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

iii) Impairment of financial assetsThe Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 20 details how the Company determines whether there has been a significant increase in credit risk.For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

iv) Derecognition of financial assetsA financial asset is derecognized only when• The Company has transferred the rights to receive cash flow from the financial asset or• retains the contractual rights to receive the cash flows of the financial assets, but assumes a contractual obligation to pay cash flows to one or more recipients. Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset is not derecognized.Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

k) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

l) Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation/Amortisation methods, estimated useful lives and residual valueDepreciation is calculated using the straight-line basis at the rates arrived at based on the useful lives prescribed in Schedule II of the Companies Act, 2013. The company follows the policy of charging depreciation on pro-rata basis on the assets acquired or disposed off during the year. Leasehold assets are amortised over the period of lease.The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.Gains or losses on disposal are determined by comparing proceeds with carrying amount.

m) Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

n) Borrowings

Borrowings are initially recognized at fair value, net of transaction cost incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates.Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognized in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instrument issued.Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of financial statements for issue, not to demand payment as consequence of the breach."

o) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalization.Other borrowings costs are expensed in the period in which they are incurred.

p) Provisions

Provisions for legal claims and returns are recognised when the company has a present legal or constructive obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provisions due to the passage of time is recognized as interest expense.

q) Employee benefits

Short-term obligations Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

r) Contributed equity

Equity shares are classified as equity.Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

s) DividendsProvision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

t) Earning per share(i) Basic earnings per shareBasic earnings per share is calculated by dividing:• The profit attributable to owners of the company• By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.(ii) Diluted earnings per shareDiluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:• The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and• The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

u) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

v) Leases

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

w) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs with two decimals as per the requirement of Schedule III, unless otherwise stated.

x) Standards issued but not effective

There is no such notification applicable from 01.04.2025.

Notes to the financial statements for the year ended 31st March 2026

All amounts in ₹ Lakhs, unless otherwise stated

3 Property, Plant and Equipment

Changes in the carrying value property, plant and equipment for the year ended 31st March 2026

Sr. No	Particulars	Plant and Equipment	Furniture & Fixtures	Electrical Equipment	Mobile Phones	Computers	Total
1	**Gross Carrying Amount**						
	As at 1st April, 2025	0.37	5.87	11.58	0.78	10.54	29.14
	Additions	-	-	-	-	-	-
	Disposal / Adjustments	-	-	-	-	-	-
	As at 31st March, 2026	**0.37**	**5.87**	**11.58**	**0.78**	**10.54**	**29.14**
2	**Depreciation**						
	As at 1st April, 2025	0.37	0.46	3.49	0.50	10.53	15.34
	Charge for the year	-	0.55	1.10	0.15	-	1.80
	Disposal / Adjustments	-				-	-
	As at 31st March, 2026	**0.37**	**1.01**	**4.58**	**0.65**	**10.53**	**17.14**
3	**Net Carrying Amount**						
	As at 31st March, 2026	**- 0.00**	**4.86**	**6.99**	**0.14**	**0.03**	**12.00**

3.1 Other Intangible Assets - Computer Software

Changes in the carrying value property, plant and equipment for the year ended 31st March 2026

Sr. No	Particulars	Rs. In Lakh
1	**Gross Carrying Amount**	
	As at 1st April, 2025	0.17
	Additions	-
	As at 31st March, 2026	**0.17**
2	**Amortisation**	
	As at 1st April, 2025	0.17
	Charge for the year	-
	As at 31st March, 2026	**0.17**
3	**Net Carrying Amount**	
	As at 31st March, 2026	-

3 Property, Plant and Equipment

Changes in the carrying value property, plant and equipment for the year ended 31st March, 2025

Sr. No	Particulars	Plant and Equipment	Furniture & Fixtures	Electrical Equipment	Mobile Phones	Computers	Total
1	**Gross Carrying Amount**						
	As at 1st April, 2024	0.39	0.18	11.58	0.78	11.18	24.10
	Additions	-	5.69	-	-	-	5.69
	Disposal / Adjustments	0.02	-	-	-	0.63	0.65
	As at 31st March, 2025	**0.37**	**5.87**	**11.58**	**0.78**	**10.54**	**29.14**
2	**Depreciation**						
	As at 1st April, 2024	0.37	0.04	2.39	0.35	10.53	13.68
	Charge for the year	-	0.42	1.10	0.15	-	1.67
	Disposal / Adjustments	-	-	-	-	-	-
	As at 31st March, 2025	**0.37**	**0.46**	**3.49**	**0.50**	**10.53**	**15.34**
3	**Net Carrying Amount**						
	As at 31st March, 2025	**- 0.00**	**5.41**	**8.09**	**0.28**	**0.02**	**13.80**

3.1 Other Intangible Assets - Computer Software

Changes in the carrying value other intangible assets for the year ended 31st March, 2025

Sr. No	Particulars	Rs. In Lakh
1	**Gross Carrying Amount**	
	As at 1st April, 2024	0.17
	Additions	-
	As at 31st March, 2025	**0.17**
2	**Amortisation**	
	As at 1st April, 2024	0.17
	Charge for the year	-
	As at 31st March, 2025	**0.17**
3	**Net Carrying Amount**	
	As at 31st March, 2025	-

Notes to the financial statements for the year ended 31st March 2026

All amounts in ₹ Lakhs, unless otherwise stated

4. Investments

Particulars	As at 31st March 2026	As at 31st March 2025
Investments in Equity Instruments (Unquoted - Measured at amortised		
Wholly owned subsidiaries		
Decipher Software Solutions LLC.,	840.00	840.00
(2,000(P.Y 2,000) common stock @ USD1 each)		
ICP Solutions Limited	26.41	26.41
(10,65,513 (P.Y 560,796) Equity Shares of Rs. 10/- each)		
TOTAL	**866.41**	**866.41**
Aggregate amount of unquoted investments	**866.41**	**866.41**

5. Other Non-current assets

Particulars	As at 31st March 2026	As at 31st March 2025
Rental Deposits	3.50	3.50
TOTAL	**3.50**	**3.50**

6. Deferred Tax Asset

Particulars	As at 31st March 2026	As at 31st March 2025
(Arising on account of timing difference)		
Depreciation	0.83	1.68

Reconciliation of Deferred Tax Asset

Particulars	As at 31st March 2026	As at 31st March 2025
Opening Balance - Deferred Tax Asset	**1.68**	**1.81**
Tax Income/(Expense) recognised in Profit or Loss	(0.85)	(0.13)
Deferred Tax Asset	**0.83**	**1.68**

Movements in Deferred Tax Asset:

Particulars	Assets : Impact of difference between Tax Depreciation and Depreciation
As at 1st April, 2025	1.68
(Charged)/Credited:	
to Profit or Loss	(0.85)
to Other Comprehensive Income	-
As at 31st March, 2026	**0.83**

Notes to the financial statements for the year ended 31st March 2026

All amounts in ₹ Lakhs, unless otherwise stated

7. Inventories

Particulars	As at 31st Mar 2026	As at 31st March 2025
Finished goods-stock of Medicines	0.40	-
TOTAL	**0.40**	**-**

8.1 . Trade receivables

Particulars	As at 31st March 2026	As at 31st March 2025
Trade Receivables considered good- Secured	-	-
Trade Receivables considered good- Unsecured		
From Others	3.39	22.68
Trade Receivables which have significant increase in Credit Risk	-	-
Less: Allowance for expected credit losses	-	-
TOTAL	**3.39**	**22.68**

8(a) Trade Receivables ageing schedule:

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 Year	1-2 years	2-3 years	More than 3 years	Total as at 31 Mar 2026
(i) Undisputed Trade receivables – considered good	-	3.39	-	-	-	-	3.39
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables–credit impaired	-	-	-	-	-	-	-

8(b) Trade Receivables ageing schedule:

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 Year	1-2 years	2-3 years	More than 3 years	Total as at 31 March 2025
(i) Undisputed Trade receivables – considered good	-	22.68	-	-	-	-	22.68
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables–credit impaired	-	-	-	-	-	-	-

Notes to the financial statements for the year ended 31st March 2026

All amounts in ₹ Lakhs, unless otherwise stated

8.2. Cash and cash equivalents

Particulars	As at 31st March 2026	As at 31st March 2025
a) Balances with banks		
in current accounts	2.44	5.41
b) Cash on hand	0.05	0.05
TOTAL	**2.50**	**5.47**

9. Current tax assets

Particulars	As at 31st March 2026	As at 31st March 2025
TDS Receivable	-	0.21
TOTAL	**-**	**0.21**

10. Other current assets

Particulars	As at 31st March 2026	As at 31st March 2025
Kotak Securities Brokerage Account	(0.01)	0.05
GST Input net of Output	10.50	4.03
		-
TOTAL	**10.49**	**4.08**

11. Equity share capital

Particulars	As at 31st March 2026	As at 31st March 2025
AUTHORIZED:		
1,01,00,000 Equity Shares of ?10/- each	1,010.00	1,010.00
(31st March,2025, 1,01,00,000 Equity Shares of ?10/- each)		
(31st March,2024, 1,01,00,000 Equity Shares of ?10/- each)		
TOTAL	**1,010.00**	**1,010.00**
ISSUED, SUBSCRIBED & PAID-UP CAPITAL		
1,01,00,000 Equity Shares of ?10/- each	1,010.00	1,010.00
(31st March,2025, 1,01,00,000 Equity Shares of ?10/- each)		
(31st March, 2024, 1,01,00,000 Equity Shares of ?10/- each)		
TOTAL	**1,010.00**	**1,010.00**

(A) Movement in equity share capital:

Particulars	Number of shares	Amount
Balance at April 01, 2024	**101.00**	**1,010.00**
Movement during the year	-	-
Balance at March 31, 2025	**101.00**	**1,010.00**
Movement during the year	-	-
Balance at March 31, 2026	**101.00**	**1,010.00**

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

Name of the shareholder	As at 31st Mar 2026		As at 31st March 2025	
	No. of Shares	% holding	No. of Shares	% holding
Janakiram Ajjarapu	16,59,075	16.43	16,59,075	16.43

Notes to the financial statements for the year ended 31st March 2026

All amounts in ₹ Lakhs, unless otherwise stated

(C) Terms/Rights attached to equity sharesThe Company has only one class of equity shares having a face value of ? 10 /- each. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the equity shareholders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(D) The Company has not issued any share as fully paid up without payment being received in cash or as bonus shares nor any share has been bought back by the Company since its incorporation.

(B) Details of Shareholding of Promoters

Shares held by promoters at the end of the year	As at 31st Mar 2026		% Change During the Year
Promoter Name	No.Of Shares	%of Total Shares	
Janakiram Ajjarapu	16,59,075	16%	0.00%
Total	**16,59,075**	**16%**	

Shares held by promoters at the end of the year	As at 31st March 2025		% Change During the Year
Promoter Name	No. of Shares	%of Total Shares	
Janakiram Ajjarapu	16,59,075	16%	0.00%
Total	**16,59,075**	**16%**	

12. Other equity

Particulars	As at 31st March 2026	As at 31st March 2025
Reserves and surplus		
Retained Earnings	(815.94)	(791.27)
Securities Premium	630.00	630.00
TOTAL	**(185.94)**	**(161.27)**

12.1 Retained earnings

Particulars	As at 31st March 2026	As at 31st March 2025
Opening balance	**(791.27)**	**(747.24)**
Profit for the year	(24.68)	(44.02)
Closing balance	**(815.94)**	**(791.27)**

12.2 Securities Premium

Particulars	As at 31st March 2026	As at 31st March 2025
Opening balance	**630.00**	**630.00**
On account of issue of shares	-	-
Closing balance	**630.00**	**630.00**

12.1: Retained earnigs represents the cumulative profits of the Company. This Reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

12.2: Securities Premium is used to record premium on issue of shares of the Company. This Reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

Notes to the financial statements for the year ended 31st March 2026

All amounts in ₹ Lakhs, unless otherwise stated

13.1. Borrowings - Current

Particulars	As at 31st March 2026	As at 31st March 2025
b) Unsecured loans		
Loans from Related parties	50.32	24.45
TOTAL	**50.32**	**24.45**

Loans from Related parties are interest free which are repayable on Demand.

Net Debt Reconciliation - from related parties

Paticulars	As at 31st March 2026	As at 31st March 2025
Opening balance of borrowings	24.45	-
Add: Amount received during the year	54.62	60.27
Less : Amount repaid during the year	28.75	35.82
Closing balance of borrowings	**50.32**	**24.45**

13.2.Trade payables

Particulars	As at 31st March 2026	As at 31st March 2025
Due to Micro enterprises and small enterprises	-	-
Due to others	10.24	28.92
TOTAL	**10.24**	**28.92**

Trade Payables ageing schedule:

Particulars	Outstanding for following periods from due date of payment						Total as at 31 Mar 2026
	Unbilled dues	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-	-
(ii) Others	-	10.24	-	-	-	-	10.24
(iii) Disputed dues- MSME	-	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-	-	-
Total	-	10.24	-	-	-	-	10.24

Trade Payables ageing schedule:

Particulars	Outstanding for following periods from due date of payment						Total as at 31 March
	Unbilled dues	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-	-
(ii) Others	-	28.92	-	-	-	-	28.92
(iii) Disputed dues- MSME	-	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-	-	-
Total	-	28.92	-	-	-	-	28.92

Notes to the financial statements for the year ended 31st March 2026

All amounts in ₹ Lakhs, unless otherwise stated

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

Particulars	As at 31st March 2026	As at 31st March 2025
i) Principal amount and the interest due thereon remaining unpaid to each supplier at the end of accounting year		
Principal amount		
Interest due	-	-
ii)Amount of interest paid by the Company under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the accounting year	-	-
iii) Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-
iv) Amount of interest accrued and remaining unpaid at the end of accounting year	-	-
v) Amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of MSMED Act, 2006.	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

13.3. Other financial liabilities

Paticulars	As at 31st March 2026	As at 31st March 2025
Expense payables	14.43	14.92
TOTAL	**14.43**	**14.92**

14. Other current liabilities

Particulars	As at 31st March 2026	As at 31st March 2025
Statutory dues	0.47	0.81
TOTAL	**0.47**	**0.81**

Notes to the financial statements for the year ended 31st March 2026
All amounts in ₹ Lakhs, unless otherwise stated

15. Revenue from operations

Particulars	Year ended 31st Mar, 2026	Year ended31st March 2025
Sale of products		
-Pharma sales	67.50	68.60
Sale of services		
-Consultancy services	46.04	16.72
TOTAL	**113.54**	**85.32**

16. Other income

Particulars	Year ended 31st Mar, 2026	Year ended31st March 2025
Rent Income	-	0.17
Profit on sale of Fixed Asset	-	0.37
Forex Gain	-	0.35
Balances written off	-	1.38
Discount	0.12	0.01
Other Income	0.01	-
TOTAL	**0.13**	**2.28**

17. Purchase of stock-in-trade

Particulars	Year ended 31st Mar, 2026	Year ended31st March 2025
Material purchased	64.50	67.25
TOTAL	**64.50**	**67.25**

18. Changes in inventories of finished goods

Particulars	Year ended 31st Mar, 2026	Year ended31st March 2025
Opening inventories		
Finished goods	-	-
(A)		
Closing inventories		
Finished goods	0.40	-
(B)		
TOTAL	**(0.40)**	**-**

19. Employee benefits expense

Particulars	Year ended 31st Mar, 2026	Year ended31st March 2025
Directors' Remuneration	2.25	7.50
Salaries to Staff	15.27	15.93
Staff welfare expenses	0.01	0.01
TOTAL	**17.53**	**23.43**

Notes to the financial statements for the year ended 31st March 2026
All amounts in ₹ Lakhs, unless otherwise stated

20. Other expenses

Particulars	Year ended 31st Mar, 2026	Year ended31st March 2025
Advertisement Expenses	0.83	0.62
Payment to Auditor (Refer Note 20a)	2.00	2.00
Business deveopment expense	7.00	4.22
Consultancy & Other Charges	18.18	12.61
Travelling Expenses	4.45	0.02
Office Expenses	1.18	0.75
Repairs and Maintenance	0.36	0.36
Postage & Telegrams	0.06	-
Printing & Stationery	0.26	0.01
Rent, Rates & Taxes	15.42	13.76
Telephone Expenses	0.07	0.18
Listing Fees	3.25	3.25
Foreign Exchange Loss(net)	0.36	-
Miscellaneous Expenses	0.65	1.36
TOTAL	**54.08**	**39.14**

20a. Payment to auditor

Particulars	Year ended 31st Mar, 2026	Year ended31st March 2025
To statutory auditors		
-Statutory audit fee	1.40	1.40
-Quarterly review audit fee	0.60	0.60
TOTAL	**2.00**	**2.00**

Note 21. Ind AS 115- Revenue from Contracts with Customers
(A). Reconciliation of revenue as per contract price and as recognised in statement of profit and loss

Particulars	Year ended 31st March, 2026	Year ended 31st March 2025
Revenue with customers	113.54	85.32
Less: Discounts and Incentives	-	-
Less: Sales Returns/Credits/Reversals	-	-
Revenue from contract with customers as per statement of profit and loss	**113.54**	**85.32**

22. Financial instruments and risk management

Fair values

1. The carrying amounts of trade payables, other financial liabilities(current), borrowings (current),trade receivables, cash and cash equivalents, other bank balances and loans are considered to be the same as fair value due to their short term nature.

2. The fair value of financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

   Set out below, is a comparision by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximation of fair values:

Notes to the financial statements for the year ended 31st March 2026

All amounts in ₹ Lakhs, unless otherwise stated

(i) Categories of financial instruments

Particulars	Level	As at 31st March, 2026		As at 31st March, 2025	
		Carrying amount	Fair value*	Carrying amount	Fair value*
Financial assets					
Measured at amortised cost:					
Current					
Trade receivables	3	3.39	3.39	22.68	22.68
Cash and cash equivalents	3	2.50	2.50	5.47	5.47
Total		**5.89**	**5.89**	**28.15**	**28.15**
Financial liabilities					
Measured at amortised cost					
Non-current					
Borrowings		-	-	-	-
Current					
Trade payables	3	10.24	10.24	28.92	28.92
Other financial liabilities	3	14.43	14.43	14.92	14.92
Total		**24.68**	**24.68**	**43.83**	**43.83**

*Fair value of instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques, which maximise the use of observable market data and rely as little as possible on entity specific estimates. If significant inputs required to fair value an instruments are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs are not based on observable market data, the instruments is included in level 3.

Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realized or paid in sale transactions as of respective dates. As such, the fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date. In respect of investments as at the transaction date, the Company has assessed the fair value to be the carrying value of the investments as these companies are in their initial years of operations obtaining necessary regulatory approvals to commence their business.

23. Financial risk management

The Company is exposed to market risk (fluctuation in foreign currency exchange rates, price and interest rate), liquidity risk and credit risk, which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

(A) Market risk

"Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk, interest rate risk and price risk. Financial instruments affected by market risk include loans and borrowings, trade receivables and trade payables involving foreign currency exposure. The sensitivity analyses in the following sections relate to the position as at March 31, 2026 and March 31, 2025.The analysis exclude the impact of movements in market variables on the carrying values of financial assets and liabilties .The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31st March, 2026 and 31 March 2025.

Foreign currency exchange rate risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the trade/ other payables, trade/other receivables and derivative assets/liabilities. The risks primarily relate to fluctuations in US Dollar against the functional currencies of the Company. The Company's exposure to foreign currency changes for all other currencies is not material. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks.

The following tables demonstrate the sensitivity to a reasonably possible change in US dollors exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

(B) Credit Risk

Credit risk is the risk arising from credit exposure to customers, cash and cash equivalents held with banks and current and non-current held-to maturity financial assets.

With respect to credit exposure from customers, the Company has a procedure in place aiming to minimise collection losses. Credit Control team assesses the credit quality of the customers, their financial position, past experience in payments and other relevant factors. Cash and other collaterals are obtained from customers when considered necessary under the circumstances.

The carrying amount of trade receivables, loans, advances, deposits, cash and bank balances, bank deposits and interest receivable on deposits represents company's maximum exposure to the credit risk. No other financial asset carry a significant exposure with respect to the credit risk. Bank deposits and cash balances are placed with reputable banks and deposits are with reputable government, public bodies and others.

The credit quality of financial assets is satisfactory, taking into account the allowance for credit losses.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including default risk associate with the industry and country in which customers operate. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment.

An impairment analysis is performed at each reporting date on an individual basis for major receivables. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

i. Credit risk on cash and cash equivalents and other bank balances is limited as the Company generally invest in deposits with banks with high credit ratings assigned by external agencies.

ii. Credit risk on trade receivables and other financial assets is evaluated as follows:

(i) Expected credit loss for trade receivable under simplified approach:

Particulars	**As at 31st March, 2026**	**As at 31st March, 2025**
Gross carrying amount	3.39	22.68
Expected credit losses (Loss allowance provision)	-	-
Carrying amount of trade receivables	**3.39**	**22.68**

(ii) Reconciliation of loss allowance provision

Particulars	**Trade receivables**
Loss allowance as at 1st April 2025	**-**
Changes in loss allowance during the period of 2025-26	-
Loss allowance as at 31st March, 2026	**-**

(iii) Significant estimates and judgements

Impairment of financial assets:

The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(C) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding to meet obligations when due and to close out market positions. Company's treasury maintains flexibility in funding by maintaining availability under deposits in banks.

Management monitors cash and cash equivalents on the basis of expected cash flows.

Maturities of Financial liabilities

Contractual maturities of financial liabilities as at :

Particulars	As at 31st March, 2026		As at 31st March, 2025	
	Less than 12 months	More than 12 months	Less than 12 months	More than 12 months
Borrowings	-	-	-	-
Trade Payables	10.24	-	28.92	-
Other Financial liabilities	14.43	-	14.92	-
Total	**24.68**	**-**	**43.83**	**-**

24. Capital management

Capital management and Gearing Ratio

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is debt divided by total capital. The Company includes within debt, interest bearing loans and borrowings.

Particulars	**As at 31st March, 2026**	**As at 31st March, 2025**
Borrowings		
Current	-	-
Non current	-	-
Debt	**-**	**-**
Equity		
Equity share capital	1,010.00	1,010.00
Other equity	(185.94)	(161.27)
Total capital	**824.06**	**848.73**
Gearing ratio in % (Debt/ capital)	**0**	**0**

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31st March 2026 and 31st March 2025.

25. MSME Note

Micro enterprises and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the confirmations received in response to intimation in this regard sent by the Company to the suppliers. No interest in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006 or otherwise has either been paid or payable or accrued and remaining unpaid as at March 31, 2026.

26. Interest in Other entities

(i) Subsidiary

A list of Company's associates as at 31st March 2026 is given below

Particulars	Country of incorporation	Principal activities	% of holding 2025	% of holding 2024
Decipher Software Solutions LLC	US	Medicines	100%	100%
Step down subsidiary				
-Decipher Middle East W.L.L., Bahrain	US	Medicines	100%	100%

27. **Contingent liabilities and Capital Commitments-** Nil (Previous year-Nil)

28. **Related party disclosures**

Names of related parties and nature of relationships:

Name of the related parties and Nature of relationship

i) **Wholly owned Subsidiary Company**

Decipher Software Solutions LLC., USA

Step down subsidiary Company

Decipher Middle East W.L.L., Bahrain

ii) **Key Management Personnel (KMP):**

Sushanth Mohan Lal - Non -Executive Director
Janaki Ram Ajjarapu - Director
Venkateswara Rao Gudipudi - Independent Director
Lakshmi Vijaya Nimmala - Independent Director
Dalavath Amarsingh - Whole Time Director
Gayathri Raghuram - Director
Sonam Jalan - Chief Financial Officer
Preeti Singh -Company Secretary

ii) **Relatives of Key Management Personnel (KMP):**

Suchit Mohan Lal - Father of Sushanth Mohan Lal

Ankita Mathur -Wife of Sushanth Mohan Lal

iii) Enterprises in which key managerial personnel and/or their relatives have control:

Vitpro LLC

ICP Solution Limited

Details of transactions during the year where related party relationship existed:

Names of the related parties	Nature of Transactions	Year ended 31st March, 2026	Year ended 31st March, 2025
Sushanth Mohan Lal	Remuneration	-	7.50
Sushanth Mohan Lal	Advance Taken	20.81	20.11
Sushanth Mohan Lal	Advance Repaid	18.95	7.22
Ankita Mathur	Consultancy Charges	6.08	7.43
Dalavath Amarsingh	Remuneration	2.25	-
Sonam Jalan	Salary	10.80	10.80
Preeti Singh	Salary	3.00	3.00
Suchit Mohan Lal	Rent and Maintenance	2.40	2.40
Sushanth Mohan Lal	Loan taken for expense	1.66	1.66
Sushanth Mohan Lal	Loan repaid	0.01	0.01
ICP Solutions Limited	Advance received for expense	12.57	12.57
ICP Solutions Limited	Advance repaid back	12.57	12.57
ICP Solutions Limited	Advance Taken	33.81	38.49
ICP Solutions Limited	Advance Repaid	9.80	28.61
Vitpro LLC	Consultancy income	46.04	46.04

Details of outstanding balances as at the year end where related party relationship existed:

Names of the related parties	Nature of Balance	Year ended 31st March, 2026	Year ended 31st March, 2025
Suchit Mohan Lal	Rent payable	7.33	4.93
Sushant Mohan Lal	Expense payable	1.66	1.66
Sonam Jalan	Salary payable	0.90	0.90
Preethi Singh	Salary payable	0.25	0.25
Ankita Mathur	Consultancy services	-	6.08
Vitpro LLC	Consultancy income receivable	8.25	8.25

Enterprises in which key managerial personnel and/or their relatives have control:

ICP Solutions Limited	loan taken	33.81	38.49
	loan repaid	9.8	28.61
	Balance outstanding	33.90	9.89
Sushanth Mohan Lal	loan taken	20.81	20.11
	loan repaid	18.95	7.22
	Balance outstanding	16.43	14.56

29. Earnings per share (EPS)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Profit/(Loss) after tax	(24.68)	(44.02)
Weighted average number of equity shares in calculating Basic and Diluted EPS (in Number)	1,01,00,000	1,01,00,000
Face value per share ?	10.00	10.00
Basic and Diluted Earnings per Share (EPS)?	(0.24)	(0.44)

30. Segment Information

a) Description of segments and principal activities

The Company primarily operates in the Pharmaceutical segment. The Chief Operating Decision Maker (CODM) reviews the performance of the Pharmaceutical segment at the consolidated level and makes decisions on sales volumes and profitability.

b) Major Customer in Pharmaceutical Segment

72.87% (P.Y 55.56%) of Revenue is coming from one single customer

31. Note on "Code on Security, 2020"

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

The Company is using Tally accounting software Version Prime 2.0 and the audit trail feature is not enabled. The company is in the process of establishing necessary controls and maintaining documentation relating to audit trail (edit log) as per Rule 3(1) of Companies (Accounts) Rules, 2014

32. Relationship with Struck off companies

The company does not have any transaction with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956, during the current year and in the previous year.

33 : The following charges are pending for satisfaction with Registrar of Companies(ROC) , Hyderabad

Description of Property	**Charge Holder name**	**Location**	**Reason**
Immovable Property	THE DHANLAKSHMI BANK LTD for Rs.40,00,000.	Hyderabad	Company has filed the requisite forms earlier and is in the process of following up with ROC for updation of satisfaction of charges
Immovable Property	CORPORATION BANK for Rs.2,25,000	Hyderabad	Company has filed the requisite forms earlier and is in the process of following up with ROC for updation of satisfaction of charges
Immovable Property	VIJAYA BANK for Rs.40,00,000	Hyderabad	Company has filed the requisite forms earlier and is in the process of following up with ROC for updation of satisfaction of charges
Immovable Property	THE DHANLAKSHMI BANK LTD for Rs.40,00,000	Hyderabad	Company has filed the requisite forms earlier and is in the process of following up with ROC for updation of satisfaction of charges
Immovable Property	THE DHANLAKSHMI BANK LTD for Rs.60,00,000	Hyderabad	Company has filed the requisite forms earlier and is in the process of following up with ROC for updation of satisfaction of charges

34: Ratio Analysis

Particulars	Numerator	Denominator	Formula	31 March 2026	31 March 2025	Variance %	Reason
Current Ratio (no. of times)	Current Assets	Current Liabilities	Total current assets/Total current liabilities	0.22	0.47	-54%	Due to decrease in Sales
Return on Equity Ratio (%)	Net Profits after taxes	Average Shareholder's Equity	(Profit/(loss) for the period)/Networth	-0.03	-0.05	-43%	Due to write off of Deposit made to others and Sale of Machinery at Loss
Trade Receivables turnover ratio (no. of times)	Net Credit Sales	Average trade receivables	Revenue from operations for the period ended/ Trade receivables (Non current & Current) **	8.71	3.76	132%	Outstanding dues collected and sales decreased of current year
Trade payables turnover ratio (no. of times)	Net Credit Purchases	Average trade payables	Contract execution expenses/ Trade payables**	6.30	2.33	0	Since all the trade payables have been paid off in the current year.
Net capital turnover ratio (no. of times)	Net Sales	Working Capital	Revenue from operations/(Current Assets-Current liabilities)	-1.92	-2.33	-17%	Due to decrease in current assets
Net profit ratio (%)	Net Profits after taxes	Net Sales	Profit/(loss) for the period/Revenue from operations **	-0.22	-0.52	-58%	Due to decrease in Sales
Return on Capital employed (%)	Earning before interest and taxes	Capital Employed	(Profit before tax+Interest on Borrowings)/(Total Assets-Current liabilities)	-0.03	-0.05	-44%	Due to decrease in current assets
Return on investment (%)	Movement in Net worth excluding Cash flow from Equity	Opening Net worth + (Net cash flow from Equity X Weight of the net cash flow)	Profit/(loss) for the period/Investments	-	-		-

Previous year's figures have been regrouped/rearanged wherever necessary to confirm to current year.

35. Segment information

(a) Description of segments and principal activities

The Group primarily operates in the Pharmaceutical segment, Consultancy Services and others. The Chief Operating Decision Maker (CODM) reviews the performance of the above mentioned segments at the consolidated level and makes decisions on sales volumes and profitability.

Reportable segment	Product/ Services
Pharma	Manufacturing and trading of Pharmaceutical drugs
Consultancy	Consultancy Services

Particulars	31st March, 2026			31st March, 2025		
	Pharma	Consultancy	Total	Pharma	Consultancy	Total
Segment revenue	67.50	46.04	113.54	68.60	16.72	85.32
Less : Inter segment revenue	-	-	-	-	-	-
Total revenue from operations	67.50	46.04	113.54	68.60	16.72	85.32
Segment result (Profit before tax and interest) from each segment	(14.17)	(9.66)	(23.83)	(35.29)	(8.60)	(43.90)
Less : Interest and exceptional items	-	-	-	-	-	-
Profit/(Loss) before tax	**(14.17)**	**(9.66)**	**(23.83)**	**(35.29)**	**(8.60)**	**(43.90)**
Less : Tax expense	-	-	-	-	-	-
Profit/(Loss) after tax	**(14.17)**	**(9.66)**	**(23.83)**	**(35.29)**	**(8.60)**	**(43.90)**
Capital employed (Segment assets - segment liabilities)	**31st March, 2026**			**31st March, 2025**		
Segment assets	899.52	-	**899.52**	913.55	4.27	**917.82**
Segment liabilities	75.47	-	**75.47**	69.09	-	**69.09**

Particulars	**31st Mar 2026**	**31st Mar 2025**
Geographical segment revenue by location of customers		
India	67.50	68.60
Outside India	46.04	16.72
TOTAL	**113.54**	**85.32**

Particulars	**31st Mar 2026**	**31st March 2025**
Geographical segment assets		
India	899.52	917.82
Outside India	-	-
TOTAL	**899.52**	**917.82**

Material accounting policies 2

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Ramanatham & Rao
Chartered Accountants
FRN : 0029345

Sd/-
K.Srinivasan
Partner
M.No: 206421

Place: Hyderabad
Date: 30.05.2026

For and on behalf of the Board

Sd/-
Amar Singh Dalavat
Whole Time Director
DIN: 02206249

Sd/-
Sushant Mohan Lal
Director
DIN: 01227151

Sd/-
Preeti Singh
Company Secretary
MGMPS5480G

Sd/-
Sonam Jalan
Chief Financial Officer
COFPK5981R

Independent Auditor's Report

To the Members of of Decipher Labs Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Decipher Labs Limited (hereinafter referred to as "the Holding Company") and its subsidiaries Decipher Software Solutions LLC and Decipher Soft Middle East W.L.L Bahrain, (Holding Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2026, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, 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 read with the Companies Indian Accounting Standards) Rules 2015, as amended ("Ind AS") other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2026, of its consolidated loss (including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") and the relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in included in the Director's Report, but does not include the consolidated financial statements, standalone 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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the 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.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Boards of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Boards of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group'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 consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

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

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

Other Matters

1. We did not audit the financial statements of subsidiaries namely Decipher Software Solutions LLC and Decipher Soft Middle East W.L.L Bahrain, whose financial statements and financial information reflect total assets of Rs.2373.57 lakhs as at 31st March 2026, total revenue of Rs. 1313.82 lakhs and net cash inflows amounting to Rs. (203.58) lakhs for the year ended on that date as considered in the consolidated financial statements. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us by the Holding Company’s Board of Directors and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-section (3) of section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the report of such other auditor.

2. The financial statements and other financial information of the subsidiaries, located outside India, have been prepared in accordance with accounting principles generally accepted in that country and have been audited by other auditor under generally accepted auditing standards applicable in those countries / certified by the Holding Company’s Board of Directors under generally accepted accounting standards applicable in that country. The Holding Company’s Board of Directors has converted the financial statements from accounting principles generally accepted in those countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company’s Board of Directors. Our opinion in so far as it relates to the balances and affairs of such subsidiaries is based on the reports of other auditor /certification by the Holding Company’s Board of Directors and the conversion adjustments prepared by the Holding Company’s Board of Directors and audited by us.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor.

Report on Other Legal and Regulatory Requirements

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

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

(b) In our opinion, proper books of account as required by law relating to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books expect for the matter stated in paragraph 1(i)(vi) below on reporting under Rule (11)(g) of the Companies (Audit and Auditors) Rules,2014.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of the preparation of the consolidated financial statements.

(d) In our opinion, the a foresaid consolidated financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act

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

(f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 1(b) above and paragraph 1(i)(vi) below on reporting under Rule (11(g) of the Companies (Audit and Auditors) Rules 2014.

(g) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”.

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

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

i. The Group does not have any pending litigations on its financial position in its consolidated financial statements.

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

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

iv.

(a) The respective Management of Holding Company and its subsidiary company have represented that (refer note no 33 of the consolidated financial statements) 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 respective Management of Holding Company and its subsidiary company have represented that (refer note no 33 of the consolidated financial statements), to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

v. No dividend was declared or paid during the year by the Holding company.

vi. Based on our examination, the accounting software used by the company do not have the feature of recording the audit trail. Hence we are unable to comment on the audit trail feature and whether the audit trail had operated throughout the year or was tampered with.

The audit trail was not maintained in the prior year and hence, the question of commenting on whether the audit trail was preserved by the Company as per the statutory requirements for record retention does not arise.

2. As Required by the Companies (Auditor's Report) Order,2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure -B" a statement on the matters specified in paragraph 3(xxi) of the Order.

For Ramanatham & Rao
Chartered Accountants
(Firm Regn.No.002934S)

Sd/-
K Sreenivasan
Partner
Membership No: 206421
UDIN: 26206421XHLWFR5946

Place: Secunderabad
Date: 30.05.2026

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

We have audited the internal financial controls with reference to Consolidated Financial Statements of Decipher Labs Limited ("the Holding Company") as of 31 March 2026 in conjunction with our audit of the consolidated financial statements of the Holding Company for the year ended on that date.

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

Management's Responsibility for Internal Financial Controls

The Holding Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Holding 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.

Inherent Limitations of Internal Financial Controls with reference to these Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to these Consolidated Financial Statements, 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 with reference to these Consolidated Financial Statements to future periods are subject to the risk that the internal financial control with reference to these Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to these consolidated financial statements 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") 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 with reference to these consolidated financial statements 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 with reference to these consolidated financial statements and

their operating effectiveness. Our audit of internal financial controls with reference to these consolidated financial statements 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 judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to these consolidated financial statements.

Meaning of Internal Financial Controls with reference to these Consolidated Financial Statements

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

For Ramanatham & Rao
Chartered Accountants
(Firm Regn.No.002934S)

Sd/-
K Sreenivasan
Partner
Membership No: 206421
UDIN: 26206421XHLWFR5946

Place: Secunderabad
Date: 30.05.2026

Annexure "A" to the Independent Auditor's Report

With reference to paragraph 2 under 'Report on Other Legal and Regulatory Requirements section of our reports to the members of the Company, we report that:

In Terms of the information and explanations sought by us and given by the Holding Company and it subsidiary Company , the books of accounts and records examined in the normal course of audit and to the best of knowledge and belief we state that there are no qualifications or adverse remarks in the audit report on Companies (Auditors Report) Order,2020 of the Companies included the consolidated financial statements.

For Ramanatham & Rao
Chartered Accountants
(Firm Regn.No.002934S)

Sd/-
K Sreenivasan
Partner
Membership No: 206421
UDIN: 26206421XHLWFR5946

Place: Secunderabad
Date: 30.05.2026

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2026

All amounts in ₹ Lakhs, unless otherwise stated

Particulars	Note	As at 31st March 2026	As at 31st March, 2025
I. ASSETS			
Non-current Assets			
(a) Property, Plant and Equipment	3	78.64	82.83
(b) Financial assets			
(i) Investments	4	26.41	26.41
(c) Deferred tax asset (net)	5	264.87	187.52
(d) Goodwill	6	147.83	171.19
(e) Other non current assets	7	3.50	3.50
Current Assets			
(a) Inventories	8	0.40	-
(b) Financial assets			
(i) Trade receivables	9.1	259.75	421.63
(ii) Cash and cash equivalents	9.2	74.29	280.84
(iii) Other Financial asset	9.3	166.67	201.64
(c) Other current assets	10	1,410.72	1,200.91
TOTAL ASSETS		**2,433.09**	**2,576.48**
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	11	1,010.00	1,010.00
(b) Other equity	12	1,056.51	1,275.57
Liabilities			
Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	13.1	50.32	24.45
(ii) Trade Payables			
a) Total outstanding dues of Micro enterprises and small enterprises	13.2	-	-
b)Total outstanding dues of creditors other than Micro enterprises and small enterprises		119.40	115.67
(iii) Other Financial liabilities	13.3	196.39	149.98
(b) Other current liabilities	14	0.47	0.81
TOTAL EQUITY AND LIABILITIES		**2,433.09**	**2,576.48**

Material accounting policies 2

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Ramanatham & Rao
Chartered Accountants
FRN : 0029345

Sd/-
K.Srinivasan
Partner
M.No: 206421

Place: Hyderabad
Date: 30.05.2026

For and on behalf of the Board

Sd/-
Amar Singh Dalavat
Whole Time Director
DIN: 02206249

Sd/-
Sushant Mohan Lal
Director
DIN: 01227151

Sd/-
Preeti Singh
Company Secretary
MGMPS5480G

Sd/-
Sonam Jalan
Chief Financial Officer
COFPK5981R

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2026

All amounts in ₹ Lakhs, unless otherwise stated

Particulars	Note	Year ended 31st March, 2026	Year ended 31st March, 2025
I. Income			
Revenue from operations	15	1,405.40	2,261.24
Other income	16	22.09	131.82
Total revenue		**1,427.49**	**2,393.07**
II. Expenses			
Purchase of Stock-in-Trade	17	64.50	67.25
Changes in inventories of finished goods	18	(0.40)	-
Employee benefits expense	19	1,498.67	2,139.16
Depreciation and amortisation expenses	20	51.63	47.63
Other expenses	21	181.58	777.65
Total expenses		**1,795.98**	**3,031.69**
III. Profit/(Loss) before exceptional items (I-II)		**(368.49)**	**(638.62)**
IV.Exceptional items		-	-
V. Profit/(Loss) before tax (III - IV)		**(368.49)**	**(638.62)**
VI. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax	5	(60.06)	(130.60)
VII. Profit/(Loss) for the period (V-VI)		**(308.43)**	**(508.02)**
VIII. Other comprehensive income			
Items that will be reclassified to statement of profit and loss			
Exchange differences on translating the financial statements of a foreign operation		89.37	52.38
Other comprehensive income (net of tax)		**89.37**	**52.38**
IX. Total comprehensive income for the year		**(219.06)**	**(455.64)**
Net Profit/(Loss) for the year attributable to:			
Owners of the parent		(308.43)	(508.02)
Non-Controlling Interests		-	-
Other Comprehensive Income attributable to:			
Owners of the parent		89.37	52.38
Non-Controlling Interests		-	-
Total Comprehensive Income attributable to:			
Owners of the parent		(219.06)	(455.64)
Non-Controlling Interests		-	-
X. Earning per equity share attributable to the owners of Decipher Labs Limited			
(1) Basic (in Rs.)		(3.05)	(5.03)
(2) Diluted (in Rs.)		(3.05)	(5.03)

Material accounting policies 2

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Ramanatham & Rao
Chartered Accountants
FRN : 0029345

Sd/-
K.Srinivasan
Partner
M.No: 206421

Place: Hyderabad
Date: 30.05.2026

For and on behalf of the Board

Sd/-
Amar Singh Dalavat
Whole Time Director
DIN: 02206249

Sd/-
Sushant Mohan Lal
Director
DIN: 01227151

Sd/-
Preeti Singh
Company Secretary
MGMPS5480G

Sd/-
Sonam Jalan
Chief Financial Officer
COFPK5981R

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2026

All amounts in ₹ Lakhs, unless otherwise stated

Particulars	Note	Year ended 31st March, 2026	Year ended 31st March, 2025
I. Income			
Revenue from operations	15	1,405.40	2,261.24
Other income	16	22.09	131.82
Total revenue		**1,427.49**	**2,393.07**
II. Expenses			
Purchase of Stock-in-Trade	17	64.50	67.25
Changes in inventories of finished goods	18	(0.40)	-
Employee benefits expense	19	1,498.67	2,139.16
Depreciation and amortisation expenses	20	51.63	47.63
Other expenses	21	181.58	777.65
Total expenses		**1,795.98**	**3,031.69**
III. Profit/(Loss) before exceptional items (I-II)		**(368.49)**	**(638.62)**
IV.Exceptional items		-	-
V. Profit/(Loss) before tax (III - IV)		**(368.49)**	**(638.62)**
VI. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax	5	(60.06)	(130.60)
VII. Profit/(Loss) for the period (V-VI)		**(308.43)**	**(508.02)**
VIII. Other comprehensive income			
Items that will be reclassified to statement of profit and loss			
Exchange differences on translating the financial statements of a foreign operation		89.37	52.38
Other comprehensive income (net of tax)		**89.37**	**52.38**
IX. Total comprehensive income for the year		**(219.06)**	**(455.64)**
Net Profit/(Loss) for the year attributable to:			
Owners of the parent		(308.43)	(508.02)
Non-Controlling Interests		-	-
Other Comprehensive Income attributable to:			
Owners of the parent		89.37	52.38
Non-Controlling Interests		-	-
Total Comprehensive Income attributable to:			
Owners of the parent		(219.06)	(455.64)
Non-Controlling Interests		-	-
X. Earning per equity share attributable to the owners of Decipher Labs Limited			
(1) Basic (in Rs.)		(3.05)	(5.03)
(2) Diluted (in Rs.)		(3.05)	(5.03)

Material accounting policies 2

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Ramanatham & Rao
Chartered Accountants
FRN : 0029345

Sd/-
K.Srinivasan
Partner
M.No: 206421

Place: Hyderabad
Date: 30.05.2026

For and on behalf of the Board

Sd/-
Amar Singh Dalavat
Whole Time Director
DIN: 02206249

Sd/-
Sushant Mohan Lal
Director
DIN: 01227151

Sd/-
Preeti Singh
Company Secretary
MGMPS5480G

Sd/-
Sonam Jalan
Chief Financial Officer
COFPK5981R

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH 2026

All amounts in ₹ Lakhs, unless otherwise stated

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Cash flow from operating activities		
Profit/(Loss) before tax	(368.49)	(638.62)
Adjustments for :		
Exchange differences on translating the financial statements of a foreign operation	89.37	52.38
Depreciation and amortisation expenses	51.63	36.61
Badbebts written off	28.34	28.54
ERC Credit	-	555.14
Operating Profit before Working Capital Changes		
Changes in operating assets and liabilities		
(Increase) / Decrease in inventories	-	-
(Increase) / Decrease in Trade Receivables	(28.34)	329.67
(Increase) / Decrease in Other Assets	(17.29)	(439.16)
Increase / (Decrease) in Trade Payable	-	(383.71)
Increase / (Decrease) in Other Liabilities	-	(522.68)
Cash Generated from Operations	**(244.78)**	**(981.83)**
Income taxes paid	-	-
Net cash inflow (outflow) from operating activities	**(244.78)**	**(981.83)**
Cash flows from investing activities		
Purchase of Fixed assets including Capital WIP	(24.09)	(5.69)
Impairment of investment/sale of investment	-	312.52
Net cash inflow (outflow) from investing activities	**(24.09)**	**306.83**
Cash flow from financing activities		
Proceeds/(repayment) of borrowings	(0.01)	24.45
Net cash inflow (outflow) from financing activities	**(0.01)**	**24.45**
Net increase (Decrease) in cash and cash equivalents	**(268.88)**	**(650.54)**
Cash and Cash equivalents at the beginning of the financial Year	**280.84**	**931.38**
Cash and Cash equivalents at the end of the Year (Note 8.2)	**11.96**	**280.84**

Material accounting policies 2

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Ramanatham & Rao
Chartered Accountants
FRN : 0029345

Sd/-
K.Srinivasan
Partner
M.No: 206421

Place: Hyderabad
Date: 30.05.2026

For and on behalf of the Board

Sd/-
Amar Singh Dalavat
Whole Time Director
DIN: 02206249

Sd/-
Sushant Mohan Lal
Director
DIN: 01227151

Sd/-
Preeti Singh
Company Secretary
MGMPS5480G

Sd/-
Sonam Jalan
Chief Financial Officer
COFPK5981R

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2026

All amounts in ₹ Lakhs, unless otherwise stated

a. Equity share capital

Particulars	Note	As on 31st March 2026	As on 31st March 2025
Balance at the beginning of the year		**1,010.00**	**1,010.00**
Add: Change in equity share capital due to prior period error		-	-
Restated balance at the beginning of the year	11	**1,010.00**	**1,010.00**
Add: Changes in equity share capital during the year		-	-
Balance at the end of the year		**1,010.00**	**1,010.00**

b. Other equity

	Note	Retained Earnings	Securities Premium	Total
Balance as at 1st April, 2025		**90.42**	630.00	**720.42**
Profit/(loss) for the year		(308.43)	-	(308.43)
ERC Credit		-		-
Exchange differences on translating the financial statements of a foreign operation		89.38	-	89.38
Balance as at 31st March 2026	11	**(128.63)**	**630.00**	**501.37**
Balance as at 01st April 2024		**546.07**	630.00	**1,176.07**
Profit/(loss) for the year		(508.02)	-	(508.02)
Exchange differences on translating the financial statements of a foreign operation		52.38	-	52.38
Adjustment of consolidation		-	-	-
Balance as at 31st March, 2025		**90.42**	630.00	**720.42**

Material accounting policies 2

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Ramanatham & Rao
Chartered Accountants
FRN : 0029345

Sd/-
K.Srinivasan
Partner
M.No: 206421

Place: Hyderabad
Date: 30.05.2026

For and on behalf of the Board

Sd/-
Amar Singh Dalavat
Whole Time Director
DIN: 02206249

Sd/-
Sushant Mohan Lal
Director
DIN: 01227151

Sd/-
Preeti Singh
Company Secretary
MGMPS5480G

Sd/-
Sonam Jalan
Chief Financial Officer
COFPK5981R

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

1. Background

Decipher Labs Limited was incorporated in 1989 having it's registered office in Hyderabad. The Group deals in trading and manufacturing of Pharmaceutical drugs.

These Financial Statements of the Group as at and for the year ended 31st March,2026 (including comparatives) were approved and authorised for issue by the Board of Directors of the Group on 30th May, 2026

2. Material Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of the financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) Statement of Compliance

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Amendment Rules, 2016 and Companies (Indian Accounting Standards) Amendment Rules as amended, the relevant provisions of the Companies Act, 2013 ('the Act') and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

b) Basis of preparation

The financial statements have been prepared under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair values by Ind AS. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date."

c) Use of estimates and critical accounting judgements

In preparation of the financial statements, the Group makes judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected. Significant judgements and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets and investments, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

d) Revenue Recognition

i) Sale of products

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the amount can be reliably measured. Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery / dispatch of the goods. Revenue from the sale of goods is measured at the value of the consideration received or receivable, net of returns, discounts, volume rebates. Till 30th September 2017, Revenue is inclusive of excise duty and excluding taxes collected from parties such as outgoing sales taxes or value added taxes. With effect from 1st July, 2017 revenue is excluding goods and service tax.

ii) Other income

Dividend income is recognised when the shareholder's right to receive the income is established.

Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.

e) Income tax

Current income taxCurrent income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.Current income tax relating to items recognised outside profit or loss is recognised in outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate."

Deferred taxDeferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority."

f) Impairment of assets

Property, plant and equipment and intangible assets are tested for impairment annually whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

g) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

h) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using effective interest method, less provision for impairment.

i) Inventories

Raw Materials, Fuel, Stores & Spares and Packing Materials

Valued at lower of cost and net realizable value (NRV). However, these items are considered to be realizable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost, Cost is determined on weighted Average basis.

Work-in-Progress (WIP) and Finished Goods

Valued at lower of cost and NRV. Cost of Finished Goods and WIP includes cost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of inventories is computed on weighted average basis

j) other financial assets

i) ClassificationThe Group classifies its financial assets in the following measurement categories:• those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and• those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.For assets measured at fair value, gains and losses will either be recorded in Statement of profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for equity investment at fair value through other comprehensive income.The Group reclassifies debt investments when and only when its business model for managing those assets changes."

ii) Measurement At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss. Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost.

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.Equity instruments:The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Group's right to receive payments is established.Changes in the fair value of financial assets at fair value through profit or loss are recognised in the other income. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value."

iii) Impairment of financial assetsThe Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 20 details how the Group determines whether there has been a significant increase in credit risk.For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables."

iv) Derecognition of financial assetsA financial asset is derecognized only when• The Group has transferred the rights to receive cash flow from the financial asset or• retains the contractual rights to receive the cash flows of the financial assets, but assumes a contractual obligation to pay cash flows to one or more recipients. Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset is not derecognized.Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset."

k) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counter party.

l) Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation/Amortisation methods, estimated useful lives and residual valueDepreciation is calculated using the straight-line basis at the rates arrived at based on the useful lives prescribed in Schedule II of the Companies Act, 2013. The Group follows the policy of charging depreciation on pro-rata basis on the assets acquired or disposed off during the year. Leasehold assets are amortised over the period of lease.The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.Gains or losses on disposal are determined by comparing proceeds with carrying amount.

m) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

n) Borrowings

Borrowings are initially recognized at fair value, net of transaction cost incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates.Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognized in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instrument issued.Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of financial statements for issue, not to demand payment as consequence of the breach."

o) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalization.Other borrowings costs are expensed in the period in which they are incurred."

p) Provisions

Provisions for legal claims and returns are recognised when the Group has a present legal or constructive obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.Provisions are measured at the present value of management’s best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provisions due to the passage of time is recognized as interest expense.

q) Employee benefits

Short-term obligations Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees’ services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet."

r) Contributed equity

Equity shares are classified as equity.Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds."

s) DividendsProvision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

t) Earning per share(i) Basic earnings per shareBasic earnings per share is calculated by dividing:• The profit attributable to owners of the Group• By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.(ii) Diluted earnings per shareDiluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:• The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and• The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares."

u) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

v) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs with two decimals as per the requirement of Schedule III, unless otherwise stated.

w) Standards issued but not effective

There is no such notification applicable from 01.04.2026.

Notes to the financial statements for the year ended 31st March, 2026

All amounts in ₹ Lakhs, unless otherwise stated

3 Property, Plant and Equipment

Changes in the carrying value property, plant and equipment for the year ended 31st March, 2026

Sr. No	Particulars	Plant and Equipment	Furniture and Fixtures	Electrical Fittings	Mobile	Computers	Vehicles	Total
1	**Gross Carrying Amount**							
	As at 1st April, 2025	0.37	5.87	11.58	0.78	10.54	94.98	124.12
	Additions	-	-	-	-	-		-
	Disposal / Adjustments	-				-	-	-
	As at 31st March, 2026	**0.37**	**5.87**	**11.58**	**0.78**	**10.54**	**94.98**	**124.12**
2	**Depreciation**							
	As at 1st April, 2025	0.37	0.46	3.49	0.50	10.53	18.96	34.31
	Charge for the period	-	0.55	1.10	0.15	-	9.37	11.17
	Disposal / Adjustments	-	-	-		-	-	-
	As at 31st March, 2026	**0.37**	**1.01**	**4.59**	**0.65**	**10.53**	**28.33**	**45.48**
3	**Net Block**							
	As at 31st March, 2026	**- 0.00**	**4.86**	**6.99**	**0.13**	**0.03**	**66.65**	**78.64**

3.1 Other Intangible Assets - Computer Software

Changes in the carrying value property, plant and equipment for the year ended 31st March, 2026

Sr. No	Particulars	Rs. In Lakh
1	**Gross Carrying Amount**	
	As at 1st April, 2025	0.17
	Additions	-
	Disposal / Adjustments	-
	As at 31st March, 2026	**0.17**
2	**Depreciation**	
	As at 1st April, 2025	0.17
	Charge for the period	-
	Disposal / Adjustments	-
	As at 31st March, 2026	**0.17**
3	**Net Block**	
	As at 31st March, 2026	-

3 Property, Plant and Equipment

Changes in the carrying value property, plant and equipment for the year ended 31st March, 2025

Sr. No	Particulars	Plant and Equipment	Furniture & Fixtures	Electrical Equipment	Mobile Phones	Computers	Vehicles	Total
1	**Gross Carrying Amount**							
	As at 1st April, 2024	0.39	0.18	11.58	0.78	11.18	88.00	112.10
	Additions	-	5.69	-	-	-	-	5.69
	Disposal / Adjustments	0.02				0.63	-	0.65
	As at 31st March, 2025	**0.37**	**5.87**	**11.58**	**0.78**	**10.55**	**88.00**	**117.14**
2	**Depreciation**							
	As at 1st April, 2024	0.37	0.04	2.39	0.35	10.53	9.34	23.02
	Charge for the year	-	0.42	1.10	0.15	-	9.62	11.29
	Disposal / Adjustments	-	-	-	-	-	-	-
	As at 31st March, 2025	**0.37**	**0.46**	**3.49**	**0.50**	**10.53**	**18.96**	**34.32**
3	**Net Block**							
	As at 31st March, 2025	**- 0.00**	**5.41**	**8.09**	**0.28**	**0.02**	**69.04**	**82.83**

3.1 Other Intangible Assets - Computer Software

Changes in the carrying value other intangible assets for the year ended 31st March, 2025

Sr. No	Particulars	Rs. In Lakh
1	**Gross Carrying Amount**	
	As at 1st April, 2024	0.17
	Additions	-
	As at 31st March, 2025	**0.17**
2	**Amortisation**	
	As at 1st April, 2024	0.16
	Charge for the year	0.01
	As at 31st March, 2025	**0.17**
3	**Net Block**	
	As at 31st March, 2025	-

Notes to the financial statements for the year ended 31st March, 2026

All amounts in ₹ Lakhs, unless otherwise stated

4. Investments

Particulars	As at 31st March, 2026	As at 31st March, 2025
Investments in Equity Instruments (Unquoted - Measured at amortised cost)		
ICP investments	26.41	26.41
(10,65,513 (P.Y 5,60,796) equity shares of face value Rs. 10/- each)		
TOTAL	**26.41**	**26.41**
Aggregate amount of unquoted investments	**26.41**	**26.41**

5. Deferred Tax Asset

Particulars	As at 31st March, 2026	As at 31st March, 2025
Arising on account of timing difference		
Depreciation	264.87	187.52
TOTAL	**264.87**	**187.52**

Reconciliation of Deferred Tax Assets : -

Particulars	As at 31st March, 2026	As at 31st March, 2025
Opening Balance - Deferred Tax Asset	187.52	55.64
Tax Income/(Expense) recognised in Profit or Loss	131.88	131.88
Deferred Tax Assets	**264.87**	**187.52**

Movements in DTA:

Particulars	On account of Depreciation	Total
At 1st April, 2025	187.52	100.69
(Charged)/Credited:		
to Profit or Loss	131.88	(45.05)
At 31st March, 2026	**319.40**	**55.64**

Notes to the financial statements for the year ended 31st March, 2026
All amounts in ₹ Lakhs, unless otherwise stated

6. Goodwill

Particulars	As at 31st March, 2026	As at 31st March, 2025
Goodwill		
- On account of Consolidation	147.83	171.19
Total	**147.83**	**171.19**

7. Other Non-Current assets

Particulars	As at 31st March, 2026	As at 31st March, 2025
Note Receivable	-	-
Rental Deposits	3.50	3.50
TOTAL	**3.50**	**3.50**

8. Inventories

Particulars	As at 31st Mar 2026	As at 31st March 2025
Finished goods-stock of Medicines	0.40	
TOTAL	**0.40**	**-**

9.1 . Trade receivables

Particulars	As at 31st March, 2026	As at 31st March, 2025
Trade Receivables considered good - Secured	-	-
Trade Receivables considered good- Unsecured		
From Others	259.75	421.63
Trade Receivables which have significant increase in Credit Risk	-	-
Less: Allowance for expected credit losses	-	-
TOTAL	**259.75**	**421.63**

Notes to the financial statements for the year ended 31st March, 2026

All amounts in ₹ Lakhs, unless otherwise stated

9(a) Trade Receivables ageing schedule:

Sl. No.	Particulars	Outstanding for following periods from due date of payment						
		Not due	Less than 6 months	6 months - 1 Year	1-2 years	2-3 years	More than 3 years	Total as at 31 March 2026
(i)	Undisputed Trade receivables – considered good	112.89	146.86	-	-	-	-	259.75
(ii)	Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv)	Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v)	Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi)	Disputed Trade Receivables–credit impaired	-	-	-	-	-	-	-

9(b) Trade Receivables ageing schedule:

Sl. No.	Particulars	Outstanding for following periods from due date of payment						
		Not due	Less than 6 months	6 months - 1 Year	1-2 years	2-3 years	More than 3 years	Total as at 31 March 2025
(i)	Undisputed Trade receivables – considered good	100.65	320.98	-	-	-	-	421.63
(ii)	Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv)	Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v)	Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi)	Disputed Trade Receivables–credit impaired	-	-	-	-	-	-	-

9.2. Cash and cash equivalents

Particulars	As at 31st March, 2026	As at 31st March, 2025
a) Balances with banks		
in current accounts	74.24	280.79
b) Cash on hand	0.05	0.05
TOTAL	**74.29**	**280.84**

9.3. Other financial assets (current)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Other receivables	166.67	201.64
TOTAL	**166.67**	**201.64**

10. Other current assets

Particulars	As at 31st March, 2026	As at 31st March, 2025
TDS Receivable	-	0.21
Prepaid Expenses	-	-
Note Receivables	1,410.72	1,200.71
TOTAL	**1,410.72**	**1,200.91**

Notes to the financial statements for the year ended 31st March, 2026
All amounts in ₹ Lakhs, unless otherwise stated

11. Equity share capital

Particulars	As at 31st March, 2026	As at 31st March, 2025
AUTHORIZED:		
1,01,00,000 Equity Shares of ?10/- each	1,010.00	1,010.00
(P Y 1,01,00,000 Equity Shares of ?10/- each)		
TOTAL	**1,010.00**	**1,010.00**
ISSUED, SUBSCRIBED & PAID-UP CAPITAL		
1,01,00,000 Equity Shares of ?10/- each	1,010.00	1,010.00
(P Y 1,01,00,000 Equity Shares of ?10/- each)		
TOTAL	**1,010.00**	**1,010.00**

(A) Movement in equity share capital:

Particulars	Number of shares	Total
Balance at April 01, 2025	**1,01,00,000**	**1,010**
Movement during the year	-	-
Balance at March 31, 2026	**1,01,00,000**	**1,010**

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

Particulars Name of the shareholder	As at 31st March, 2026		As at 31st March, 2025		% Change During the Year
	No. of Shares	% holding	No. of Shares	% holding	
Janakiram Ajjarapu	16,59,075	16.43	16,59,075	16.43	0.00%

(C) Terms/Rights attached to equity sharesThe Company has only one class of equity shares having a face value of ? 10 /- each. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the equity shareholders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(D) The Company has not issued any share as fully paid up without payment being received in cash or as bonus shares nor any share has been bought back by the Company since its incorporation.

Notes to the financial statements for the year ended 31st March, 2026

All amounts in ₹ Lakhs, unless otherwise stated

12. Other equity

Particulars	As at 31st March, 2026	As at 31st March, 2025
Reserves and surplus		
Retained earnings	1.26	309.69
Other Comprehensive Income		
Exchange differences in translating the financial statements of	425.25	335.88
Securities Premium	630.00	630.00
TOTAL	**1,056.51**	**1,275.57**

(a) Retained earnings

Particulars	As at 31st March, 2026	As at 31st March, 2025
Opening balance	309.69	262.57
ERC Credit	-	555.14
Profit/(Loss) for the year	(308.43)	(508.02)
Closing balance	**1.26**	**309.69**

(b) Exchange differences in translating the financial statements of foreign operations

Particulars	As at 31st March, 2026	As at 31st March, 2025
Opening balance	335.88	283.50
Movement during the year	89.37	52.38
Closing balance	**425.25**	**335.88**

(c) Securities Premium

Particulars	As at 31st March, 2026	As at 31st March, 2025
Opening balance	630.00	630.00
On account of shares issued during the year	-	-
Closing balance	**630.00**	**630.00**

13.1 Borrowings

Particulars	As at 31st March, 2026	As at 31st March, 2025
Current		
Loan from other companies	50.32	24.45
TOTAL	**50.32**	**24.45**

13.2. Trade payables

Particulars	As at 31st March, 2026	As at 31st March, 2025
Dues to micro enterprises and small enterprises	-	-
Dues to creditors other than micro enterprises and small	119.40	115.67
TOTAL	**119.40**	**115.67**

Notes to the financial statements for the year ended 31st March, 2026

All amounts in ₹ Lakhs, unless otherwise stated

13(a) Trade Payables ageing schedule:

Sl. No.	Particulars	Outstanding for following periods from due date of payment						Total as at 31 March 2026
		Unbilled dues	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	MSME	-	-	-	-	-	-	-
(ii)	Others	-	-	119.40	-	-	-	119.40
(iii)	Disputed dues- MSME	-	-	-	-	-	-	-
(iv)	Disputed dues- Others	-	-	-	-	-	-	-
	Total	**-**	**-**	**119.40**	**-**	**-**	**-**	**119.40**

13(b) Trade Payables ageing schedule:

Sl. No.	Particulars	Outstanding for following periods from due date of payment						Total as at 31 March 2026
		Unbilled dues	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	MSME	-	-	-	-	-	-	-
(ii)	Others	-	-	115.67	-	-	-	115.67
(iii)	Disputed dues- MSME	-	-	-	-	-	-	-
(iv)	Disputed dues- Others	-	-	-	-	-	-	-
	Total	**-**	**-**	**115.67**	**-**	**-**	**-**	**115.67**

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

Dues to creditors other than micro enterprises and small enterprises	As at 31st March, 2026	As at 31st March, 2025
i) Principal amount and the interest due thereon remaining unpaid to each supplier at the end of accounting year	-	-
Principal amount		
Interest due		
ii)Amount of interest paid by the Company under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the accounting year	-	-
iii) Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-
iv) Amount of interest accrued and remaining unpaid at the end of accounting year	-	-
v) Amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of MSMED Act, 2006.	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

13.3 Other Financial liabilities

Paticulars	As at 31st March, 2026	As at 31st March, 2025
Expense payables	196.39	149.98
TOTAL	**196.39**	**149.98**

14. Other current liabilities

Paticulars	As at 31st March, 2026	As at 31st March, 2025
Statutory Liabilities	0.47	0.81
TOTAL	**0.47**	**0.81**

Notes to the financial statements for the year ended 31st March, 2026
All amounts in ₹ Lakhs, unless otherwise stated

15. Revenue from operations

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Sale of products		
Pharma Sales		
Traded Goods	67.50	68.60
Sale of Services		
IT Consulting Services	1,337.90	2,192.65
TOTAL	**1,405.40**	**2,261.24**

16. Other income

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Other Income	22.09	131.66
Rental income	-	0.17
TOTAL	**22.09**	**131.82**

17. Purchase of Stock-in-trade

TOTAL	Year ended 31st March, 2026	Year ended 31st March, 2025
Material purchased	64.50	67.25
TOTAL	**64.50**	**67.25**

18. Changes in inventories of finished goods

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Opening inventories		
Finished goods	-	-
(A)		
Closing inventories		
Finished goods	0.40	-
(B)		
TOTAL	**(0.40)**	**-**

19. Employee benefits expense

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Salaries to Staff	1,481.83	2,102.86
Directors' Remuneration	2.25	7.50
Insurance for Employees	14.58	28.21
Staff welfare expenses	0.01	0.60
TOTAL	**1,498.67**	**2,139.16**

Notes to the financial statements for the year ended 31st March, 2026
All amounts in ₹ Lakhs, unless otherwise stated

20. Depreciation and amortization expense

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Depreciation of property, plant and equipment	11.17	8.73
Amortisation of Goodwill	40.46	38.90
TOTAL	**51.63**	**47.63**

21. Other expenses

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Advertisement Expenses	19.60	11.68
Payment to Auditor (Refer Note 21a)	2.00	2.00
Consultancy & Other Charges	49.99	67.82
Travelling Expenses	31.54	46.96
Office Expenses	4.89	24.36
Loss on investment	-	320.53
Impairment of Investment	-	213.68
Business Development Expenses	7.00	4.22
Rent, Rates and Taxes	20.11	21.16
Telephone Expenses	0.07	0.18
Listing Fee	3.25	3.25
Dues and Subscription	2.32	4.77
Postage & Telegrams	0.26	-
Bad Debts	28.34	28.54
Internet Charges	0.33	4.68
Repairs and Maintenance	0.36	0.36
Bank Charges	0.08	0.34
ROC Charges	-	0.07
Insurance	10.72	4.22
Project Management Cost	0.65	0.75
Miscellaneous Expenses	0.06	5.27
Sub contractor payment	-	12.82
TOTAL	**181.58**	**777.65**

21a. Payment to auditor

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
To statutory auditors		
-Statutory audit fee	4.07	13.79
-Quarterly review audit fee	1.00	2.31
TOTAL	**5.07**	**16.10**

Notes to the financial statements for the year ended 31st March, 2026

All amounts in ₹ Lakhs, unless otherwise stated

Note 22. Ind AS 115- Revenue from Contracts with

A. Reconciliation of revenue as per contract price and as recognised in statement of profit and loss Customers

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Revenue from contract with customers as per contract price	1,405.40	2,261.24
Less: Discounts and Incentives	-	-
Less: Sales Returns/Credits/Reversals	-	-
Revenue from contract with customers as per statement of profit and loss	**1,405.40**	**2,261.24**

23. Segment Information

a) Description of segments and principal activities

The Group primarily operates in the Pharmaceutical segment, IT Consultancy Services and others. The Chief Operating Decision Maker (CODM) reviews the performance of the above mentioned segments at the consolidated level and makes decisions on sales volumes and profitability.

b) Major Customer in Pharmaceutical Segment

3.27% (P.Y 1.33%) of Revenue is coming from one single customer

24. Additional information, as required under Schedule III to The Companies Act, 2013

Statement of Net Assets, Profit and Loss and other comprehensive Income attributable to owners and non-controlling interest								
Name of the Entity	Net Assets, i.e. Total Assets minus Total Liabilities		Share in profit and loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of consolidated Net assets	Amount	As a % of consolidated Profit and Loss	Amount	As a % of consolidated Other Comprehensive Income	Amount	As a % of consolidated Total Comprehensive Income	Amount
Parent								
Decipher Labs Limited - Parent Company	39.88	824.06	7.96	(24.55)	-	-	7.96	(24.55)
Subsidiary								
Decipher Software Solutions LLC, USA	60.12	1,242.45	92.04	(283.88)	-	-	92.04	(283.88)
TOTAL	**100.00**	**2,066.51**	**100.00**	**(308.43)**	**-**	**-**	**100.00**	**(308.43)**

25. Financial instruments and risk management

Fair values

1. The carrying amounts of trade payables, other financial liabilities(current), borrowings (current),trade receivables, cash and cash equivalents, other bank balances and loans are considered to be the same as fair value due to their short term nature.

2. Borrowings (non-current) consists of loans from banks and government authorities, other financial liabilities(non-current) consists of interest accrued but not due on deposits other financial assets consists of employee advances where the fair value is considered based on the discounted cash flow.

3. The fair value of forward foreign exchange contracts is calculated as the present value determined using forward exchange rates, currency basis spreads between the respective currencies and interest rate curves.

The fair value of financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Set out below, is a comparision by class of the carrying amounts and fair value of the Group's financial instruments, other than those with carrying amounts that are reasonable approximation of fair values:

(i) Categories of financial instruments

Particulars	Level	31st March 2026		31st March 2025	
		Carrying amount	Fair value*	Carrying amount	Fair value*
Financial assets					
Measured at amortised cost:					
Current					
Trade receivables	3	259.75	259.75	421.63	421.63
Cash and Cash Equivalents	3	74.29	74.29	280.84	280.84
Total		**334.04**	**334.04**	**702.47**	**702.47**
Financial liabilities					
Measured at amortised cost					
Current					
Borrowings	3	50.32	50.32	24.45	24.45
Trade Payables	3	119.40	119.40	115.67	115.67
Other Financial liabilities	3	196.39	196.39	149.98	149.98
Total		**366.11**	**366.11**	**290.10**	**290.10**

*Fair value of instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques, which maximise the use of observable market data and rely as little as possible on entity specific estimates. If significant inputs required to fair value an instruments are observable, the instrument is included in Level 2.

Level 3: If one or more of the significant inputs are not based on observable market data, the instruments is included in level 3.

Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Group could have realized or paid in sale transactions as of respective dates. As such, the fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date. In respect of investments as at the transaction date, the Group has assessed the fair value to be the carrying value of the investments as these companies are in their initial years of operations obtaining necessary regulatory approvals to commence their business.

26. Financial risk management

The Group is exposed to market risk (fluctuation in foreign currency exchange rates, price and interest rate), liquidity risk and credit risk, which may adversely impact the fair value of its financial instruments. The Group assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Group.

(A) Market risk

"Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk, interest rate risk and price risk. Financial instruments affected by market risk include loans and borrowings, trade receivables and trade payables involving foreign currency exposure. The sensitivity analyses in the following sections relate to the position as at March 31, 2026 and March 31, 2025.The analysis exclude the impact of movements in market variables on the carrying values of financial assets and liabilties .The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31st March 2026 and 31st March 2025."

(i) Foreign currency exchange rate risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the trade/ other payables, trade/other receivables and derivative assets/liabilities. The risks primarily relate to fluctuations in US Dollar against the functional currencies of the Group. The Group's exposure to foreign currency changes for all other currencies is not material. The Group evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks.

The following tables demonstrate the sensitivity to a reasonably possible change in US dollors rates with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities.

(ii) Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments and from foreign forward exchange contracts:

Particulars	Increase / (decrease) in profit before tax	Increase/(decrease) in other components of equity	Increase/(decrease) in profit before tax	Increase/(decrease) in other components of equity
	31st March 2026	31st March 2025	31st March 2026	31st March 2025
Change in USD				
1% increase	0.71	0.23	0.71	0.23
1% decrease	(0.71)	(0.23)	(0.71)	(0.23)
Change in SGD				
1% increase	0.03	0.04	0.03	0.04
1% decrease	(0.03)	(0.04)	(0.03)	(0.04)

The movement in the pre-tax effect is a result of a change in the fair value of monetary assets and liabilities denominated in US dollars where the functional currency of the group is a currency other than US dollars.

(B) Credit Risk

Credit risk is the risk arising from credit exposure to customers, cash and cash equivalents held with banks and current and non-current held-to maturity financial assets.

With respect to credit exposure from customers, the Group has a procedure in place aiming to minimise collection losses. Credit Control team assesses the credit quality of the customers, their financial position, past experience in payments and other relevant factors. Cash and other collaterals are obtained from customers when considered necessary under the circumstances.

The carrying amount of trade receivables, loans, advances, deposits, cash and bank balances, bank deposits and interest receivable on deposits represents Group's maximum exposure to the credit risk. No other financial asset carry a significant exposure with respect to the credit risk. Bank deposits and cash balances are placed with reputable banks and deposits are with reputable government, public bodies and others.

The credit quality of financial assets is satisfactory, taking into account the allowance for credit losses.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including default risk associate with the industry and country in which customers operate. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment.

An impairment analysis is performed at each reporting date on an individual basis for major receivables. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Group also holds deposits as security from certain customers to mitigate credit risk.

i. Credit risk on cash and cash equivalents and other bank balances is limited as the Group generally invest in deposits with banks with high credit ratings assigned by external agencies.

ii. Credit risk on trade receivables and other financial assets is evaluated as follows:

(i) Expected credit loss for trade receivable under simplified approach:

Particulars	31st March 2026	31st March 2025
Gross carrying amount	259.75	421.63
Expected credit losses (Loss allowance provision)	-	-
Carrying amount of trade receivables	**259.75**	**421.63**

(ii) Reconciliation of loss allowance provision

Particulars	Trade receivables
Loss allowance as at 31st March 2026	**-**
Changes in loss allowance during the period of 2025-26	-
Loss allowance as at 31st March 2026	**-**

(iii) Significant estimates and judgements

Impairment of financial assets:

The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(C) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding to meet obligations when due and to close out market positions. Group's treasury maintains flexibility in funding by maintaining availability under deposits in banks.

Management monitors cash and cash equivalents on the basis of expected cash flows.

(ii) Maturities of Financial liabilities

Contractual maturities of financial liabilities as at :

Particulars	31st March 2026		31st March 2025	
	Less than 12 months	More than 12 months	Less than 12 months	More than 12 months
Borrowings	50.32	-	24.45	-
Trade Payables	119.40	-	115.67	-
Expenses Payable	196.39	-	149.98	-
Total	**366.11**	**-**	**290.10**	**-**

27. Capital management

A. Capital management and Gearing Ratio

For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Group monitors capital using a gearing ratio, which is debt divided by total capital. The Group includes within debt, interest bearing loans and borrowings.

Particulars	31st March 2026	31st March 2025
Borrowings		
Current	50.32	24.45
Debt	**50.32**	**24.45**
Equity		
Equity share capital	1,010.00	1,010.00
Other equity	1,056.51	1,275.57
Total capital	**2,066.51**	**2,285.57**
Gearing ratio in % (Debt/ Capital)	**2.44%**	**1.07%**

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31st March 2026 and 31st March 2025.

28. MSME Note

Micro enterprises and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the confirmations received in response to intimation in this regard sent by the Company to the suppliers. No interest in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006 or otherwise has either been paid or payable or accrued and remaining unpaid as at March 31, 2026

29. Interest in Other entities

(i) Subsidiary

A list of Company's associates as at 31st March 2026 is given below

Particulars	Country of incorporation	Principal activities	% of holding 2026	% of holding 2026
Decipher Software Solutions LLC	US	Medicines	100%	100%
Step down subsidiary				
-Decipher Middle East W.L.L., Bahrain	US	Medicines	100%	100%

30. Contingent liabilities and Capital Commitments- Nil (P.Y Nil)

31. Related party transactions

Names of related parties and nature of relationships:

Names of the related parties	Nature of relationship
i) Key Management Personnel (KMP):	
Sushanth Mohan Lal	Director
Janaki Ram Ajjarapu	Director
Venkateswara Rao Gudipudi	Independent Director
Lakshmi Vijaya Nimmala	Independent Director
Dalavath Amarsingh	Independent Director
Gayathri Raghuram	Director
Sonam Jalan	Chief Financial Officer
Preeti Singh	Company Seretary
ii) Relatives of Key Management Personnel (KMP):	
Suchit Mohan Lal	Father of Sushanth Mohan Lal
Ankita Mathur	Wife of Sushanth Mohan Lal
iii) Enterprises in which key managerial personnel and/or their relatives have control:	
Vitpro LLC	
ICP Solution Limited	

Names of the related parties	Nature of Transactions	31st March, 2026	31st March, 2025
Sushanth Mohan Lal	Remuneration	-	7.50
Sushanth Mohan Lal	Advance Taken	20.81	20.11
Sushanth Mohan Lal	Advance Repaid	18.95	7.22
Ankita Mathur	Consultancy Charges	6.08	7.43
Dalavath Amarsingh	Remuneration	2.25	-
Sonam Jalan	Salary	10.80	10.80
Preeti Singh	Salary	3.00	3.00
Suchit Mohan Lal	Rent and Maintenance	2.40	2.40
Sushanth Mohan Lal	Loan taken for expense	1.66	1.66
ICP Solutions Limited	Advance Repaid	9.80	28.61
Vitpro LLC	Consultancy income	46.04	46.04

Details of outstanding balances as at the year end where related party relationship existed:

Names of the related parties	Nature of Balance	31st March, 2026	31st March, 2025
Suchit Mohan Lal	Rent payable	7.33	4.93
Sushant Mohan Lal	Expense payable	1.66	1.66
Sonam Jalan	Salary payable	0.90	0.90
Preethi Singh	Salary payable	0.25	0.25
Ankita Mathur	Consultancy services	-	6.08
Vitpro LLC	Consultancy income receivable	8.25	8.25

32. Earnings per share (EPS)

Particulars	31st March, 2026	31st March, 2025
Profit after tax	(308.43)	(508.02)
Weighted average number of equity shares in calculating Basic and Diluted EPS (In Numbers)	1,01,00,000	1,01,00,000
Face value per share ?	10.00	10.00
Basic and Diluted Earnings per Share (EPS)?	(3.05)	(5.03)

33. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

34. The Company is using Tally accounting software Version Prime 6.0 and the audit trail feature is not enabled. The company is in the process of establishing necessary controls and maintaining documentation relating to audit trail (edit log) as per Rule 3(1) of Companies (Accounts) Rules, 2014

35. Relationship with Struck off companies

The company does not have any transaction with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956, during the current year and in the previous year.

36. The following charges are pending for satisfaction with Registrar of Companies(ROC) , Hyderabad

Description of Property	**Charge Holder name**	**Location**	**Reason**
Immovable Property	THE DHANLAKSHMI BANK LTD for Rs.40,00,000.	Hyderabad	Company has filed the requisite forms earlier and is in the process of following up with ROC for updation of satisfaction of charge
Immovable Property	CORPORATION BANK for Rs.2,25,000	Hyderabad	Company has filed the requisite forms earlier and is in the process of following up with ROC for updation of satisfaction of charge
Immovable Property	VIJAYA BANK for Rs.40,00,000	Hyderabad	Company has filed the requisite forms earlier and is in the process of following up with ROC for updation of satisfaction of charge
Immovable Property	THE DHANLAKSHMI BANK LTD for Rs.40,00,000	Hyderabad	Company has filed the requisite forms earlier and is in the process of following up with ROC for updation of satisfaction of charge
Immovable Property	THE DHANLAKSHMI BANK LTD for Rs.60,00,000	Hyderabad	Company has filed the requisite forms earlier and is in the process of following up with ROC for updation of satisfaction of charge

37. Segment information

(a) Description of segments and principal activities

The Group primarily operates in the Pharmaceutical segment, Consultancy Services and others. The Chief Operating Decision Maker (CODM) reviews the performance of the above mentioned segments at the consolidated level and makes decisions on sales volumes and profitability.

Reportable segment	Product/ Services
Pharma	Manufacturing and trading of Pharmaceutical drugs
Consultancy	Consultancy Services

Particulars	31st March, 2026			31st March, 2025		
	Pharma	Consultancy	Total	Pharma	Consultancy	Total
Segment revenue	67.50	1,337.90	1,405.40	68.60	2,192.65	2,261.25
Less : Inter segment revenue	-	-	-		-	-
Total revenue from operations	67.50	1,337.90	1,405.40	68.60	2,192.65	2,261.25
Segment result (Profit before tax and interest) from each segment	(17.70)	(350.79)	(368.49)	(19.37)	(619.24)	(638.62)
Less : Interest and exceptional items	-	-	-	-	-	-
Profit/(Loss) before tax	**(17.70)**	**(350.79)**	**(368.49)**	**(19.37)**	**(619.24)**	**(638.62)**
Less : Tax expense and deferred tax expense	-	(60.06)	**(60.06)**	-	(130.60)	**(130.60)**
Profit/(Loss) after tax	**(17.70)**	**(290.73)**	**(308.44)**	**(19.37)**	**(488.64)**	**(508.02)**
Capital employed (Segment assets - segment liabilities)	**31st March, 2026**			**31st March, 2025**		
Segment assets	915.36	1,517.73	**2,433.09**	913.55	1,662.93	**2,576.48**
Segment liabilities	75.47	291.11	**366.58**	69.09	221.82	**290.91**

Profit Before Tax and Interest	Pharma Turnover	Consultancy Turnover	Total
	67.50	1,337.90	1,405.40
-368.49	-17.70	-350.79	- 368.49

Particulars	31st March, 2026	31st March 2025
Geographical segment revenue by location of customers		
India	67.50	68.60
Outside India	1,337.90	2,192.64
TOTAL	**1,405.40**	**2,261.24**

Particulars	31st March, 2026	31st March 2025
Geographical segment assets		
India	899.52	917.82
Outside India	1,533.57	1,658.66
TOTAL	**2,433.09**	**2,576.48**

Material accounting policies 2

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Ramanatham & Rao
Chartered Accountants
FRN : 0029345

Sd/-
K.Srinivasan
Partner
M.No: 206421

Place: Hyderabad
Date: 30.05.2026

For and on behalf of the Board

Sd/-
Amar Singh Dalavat
Whole Time Director
DIN: 02206249

Sd/-
Sushant Mohan Lal
Director
DIN: 01227151

Sd/-
Preeti Singh
Company Secretary
MGMPS5480G

Sd/-
Sonam Jalan
Chief Financial Officer
COFPK5981R

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A-2, Q2, 5th Floor, Cyber Towers, Hitech City,
Madhapur, Hyderabad, Telangana, India, 500081