



Exato Technologies Limited

(Formerly Known as Exato Technologies Private Limited)

BOARD'S REPORT FOR THE FINANCIAL YEAR 2024-25

To,
The Members,

Your directors have pleasure in presenting their 08th (Eighth) Board's Report on the business and operations of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2025.

I. Disclosure of financial summary or highlights:

During the year under review, performance of your Company is as under:

(All amounts are in Rupees (₹))

Particulars	Standalone		Consolidated	
	Year ended 31 st March, 2025	Year ended 31 st March, 2024	Year ended 31 st March, 2025	Year ended 31 st March, 2024
Revenue from Operation	1,23,36,64,962	1,13,90,72,845	1,24,22,54,653	1,13,90,72,845
Other Income	1,93,05,051	59,37,509	1,93,07,193	59,37,509
Total Income	1,25,29,70,012	1,14,50,10,354	1,26,15,61,846	1,14,50,10,354
Less: Expenses	1,12,35,26,240	1,05,88,49,441	1,12,82,14,191	1,06,69,99,968
Profit/(Loss) before Extraordinary Items and Taxes	12,94,43,773	8,61,60,913	13,33,47,655	7,80,10,386
Less: Extraordinary Items	-	-	-	-
Profit/(Loss) before tax	12,94,43,773	8,61,60,913	13,33,47,655	7,80,10,386
Less: Tax Expenses				
a) Current tax	3,96,58,361	2,54,46,180	3,96,58,361	2,31,78,725
b) Deferred Tax	12,643	1,41,374	(48,34,105)	(10,14,589)
c) Income Tax Expense/(Income) relating to earlier years	(48,06,212)	(10,14,589)	22,80,099	1,41,374
Profit/Loss for the year	9,45,78,980	6,15,87,948	9,62,43,300	5,57,04,876

II. Description of state of company's affairs and future outlook:

The Company is engaged in the Information Technology sector, specializing in the development and deployment of advanced technology solutions. Its core competencies encompass:

- CCaaS (Contact Centre as a Service) Solutions – enabling enterprises to deliver seamless, scalable, and efficient customer engagement.
- Comprehensive Workforce Management (WFM) Solutions – facilitating optimized workforce planning, scheduling, and productivity enhancement.
- State-of-the-Art Conversational AI Solutions – empowering businesses with intelligent virtual assistants, natural language processing, and AI-driven customer interaction tools.

The Company maintains its official website, exato.ai, which provides detailed information about the portfolio of products, services, and industry-specific solutions offered by the Company.

During the year, the Company continued to focus on strengthening its technological capabilities, improving service delivery, and expanding its customer base. In pursuit of its strategic objectives, the Company is actively exploring business development opportunities in the United Kingdom and the United States, with an emphasis on forming strategic alliances, entering into partnerships, and offering customized solutions tailored to these markets.

A significant milestone, achieved subsequent to the closure of the financial year under review, was the conversion of the Company into a Public Company with effect from 31st July, 2025, signifying a new chapter in its corporate journey and aligning its structure with the Company's long-term growth and expansion objectives.

Looking ahead, the Company remains committed to:

- Leveraging innovation to enhance product offerings.
- Expanding its geographical presence in mature technology markets.
- Strengthening client relationships through superior service delivery.
- Exploring avenues for revenue diversification by catering to emerging sectors.

The management believes that the Company's robust technical expertise, global expansion plans, and focus on value creation position it well for sustained growth in the upcoming years.

During the financial year 2024-25, the Company's turnover marked an increase of 8.30%. Further, during the year under review the Company earned an after-tax profit of Rs. 9.46 Crore in comparison of Rs. 6.16 Crore during the previous year thereby registering a growth of 53.57%.

III. Operations and Business Performance of Subsidiary Companies:

During the year under review, the Company continued to strengthen its global footprint through its wholly-owned subsidiaries, Exato.ai Inc., incorporated in the United States, and Exato.ai Pte. Ltd., incorporated in Singapore. There has been no change in the nature of their business during the year.

Further, during the year under review, the Company incorporated a new wholly-owned subsidiary in India in the name and style of M/s Exato Infotech Private Limited. The Subsidiary Company has been formed with the purpose of carrying out the objects related to designing, developing, customizing, and implementing technology systems for cloud communications, including Internet-based voice and data services through cloud-based VoIP platforms and other allied services.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's Subsidiary Companies in Form AOC-1 are enclosed herewith and marked as **Annexure – A**.

IV. Web address, where annual return referred to in sub-section (3) of section 92 has been placed:

The Company is maintaining website <https://exato.ai> and pursuant to the provisions of Section 92(3) of the Companies Act, 2013, the Annual Return of the Company for the financial year 2024-25 shall be uploaded on such website. Web address for the same is as below:

<https://exato.ai/financial-reports.html>

V. Capital Structure:

During the year under review, the Company issued, offered and allotted 1,062 (One Thousand and Sixty-Two) equity shares of Rs. 10/- (Rupees Ten Only) each at a premium of Rs. 56,510/- (Rupees Fifty-Six Thousand Five Hundred and Ten Only) each aggregating to Rs. 6,00,24,240/- (Rupees Six Crore Twenty-Four Thousand Two Hundred and Forty Only) by way of private placement.

Relevant details for Issue are as under:

A	Date of allotment	29-03-2025	
B	Method of allotment	Private Placement	
C	Issue Price	Face Value	Rs. 10/-
		Premium	Rs. 56,510/-

D	Number of shares allotted	1,062
E	Total Amount	Rs. 6,00,24,240/-

Pursuant to the above allotment, the issued, subscribed and paid-up share capital of the Company increased from Rs. 1,27,590/- (Rupees One Lakh Twenty-Seven Thousand Five Hundred and Ninety Only) divided into 12,759 (Twelve Thousand Seven Hundred and Fifty-Nine) equity shares of Rs. 10/- (Rupees Ten Only) to Rs. 1,38,210/- (Rupees One Lakh Thirty-Eight Thousand Two Hundred and Ten Only) divided into 13,821 (Thirteen Thousand Eight Hundred and Twenty-One) equity shares of Rs. 10/- (Rupees Ten Only) each.

Further, subsequent to the closure of financial year 2024-25, the Board of Directors at its meeting held on 14.06.2025, allotted 76,01,550 (Seventy-Six Lakhs One Thousand Five Hundred and Fifty) equity shares of Rs. 10/- (Rupees Ten Only) each as fully paid-up bonus shares to the persons whose names appeared in the Register of Members as on 31.05.2025 (Record Date), in the proportion of 550:1, i.e. 550 equity shares for every 1 equity share held by them.

Consequent to the above, the existing issued, subscribed and paid-up share capital of the Company stands increased to Rs. 7,61,53,710/- (Rupees Seven Crore Sixty-One Lakhs Fifty-Three Thousand Seven Hundred and Ten Only) divided into 76,15,371 (Seventy-Six Lakhs Fifteen Thousand Three Hundred and Seventy-One Only) equity shares of Rs. 10/- (Rupees Ten Only) each.

VI. Disclosure relating to amounts if any which is proposed to carry to any reserves:

No amount has been transferred to General Reserve from Profit & Loss Account of the Company for financial year ended 31.03.2025.

VII. Disclosure of change in nature of business:

There has been no change in the nature of business of the Company during the year under review.

VIII. Disclosures with regard to Meetings of the Board:

a) Number of Board Meetings held:

During the year under review, the Board of Directors of the Company had met at regular intervals to review the performance, deliberate and decide on various

business matters. During the year the Board met 7 (seven) times details of which are mentioned hereunder:

Sl. No.	Number of Board Meetings	Date of Board Meeting	Number of directors as on the date of meeting	Number of directors attended the meeting
1.	"01 st of 2024-25"	15-04-2024	4	3
2.	"02 nd of 2024-25"	17-06-2024	4	2
3.	"03 rd of 2024-25"	10-08-2024	4	2
4.	"04 th of 2024-25"	18-09-2024	4	2
5.	"05 th of 2024-25"	14-01-2025	3	2
6.	"06 th of 2024-25"	24-03-2025	2	2
7.	"07 th of 2024-25"	29-03-2025	2	2

Attendance of Directors at the meeting of Board of Directors:

Sl. No.	Name of the Director	Number of meetings entitled to attend	Number of meetings attended
1.	Mr. Appuorv Kumar Sinha Chairman and Managing Director DIN: 07918398	7	7
2.	Mrs. Swati Sinha Whole-time Director DIN: 09394596	7	7
3.	Mr. Rohit Narendra Jhamb Additional Director DIN: 03366087	4	0
4.	Mrs. Aprajita Singh Nominee Director DIN: 09047784	5	1

b) Number of Committee Meetings held:

During the year under review, no committee was required to be constituted under the provisions of the Companies Act, 2013. Accordingly, the Board of Directors has not constituted any committee, and no committee meetings were held during the year.

IX. Details of loan, guarantee, investment or security is given by the Company as per Section 186:

During the year under review, the Company has made an investment in Equity Shares of M/s Exato Infotech Private Limited, a wholly-owned subsidiary by way of subscribing its 3,00,000 (Three Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) aggregating to Rs. 30,00,000/- (Rupees Thirty Lakhs Only) upon its incorporation.

The Company has not given any loan or provided any guarantee falling within the purview of Section 186 of the Companies Act, 2013 during the year under review.

X. Disclosures relating to deposits covered under Chapter V of Companies Act, 2013:

The Company has neither accepted nor renewed any deposits during the year under review.

XI. Particulars of contracts or arrangements with related parties:

Details of material transactions with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 is enclosed herewith in Form AOC-2 as **Annexure-B**.

XII. Explanation to qualification, reservation or adverse remarks made by the statutory auditors in their report:

Auditor's remarks are self-explanatory and require no more clarifications.

XIII. Details of material changes and commitment occurred during the period between the end of FY and the date of report, affecting financial position of Company:

No material changes and commitments affecting the financial position of the Company have occurred after 31st March, 2025 to the date of this Report.

XIV. Disclosures under Rule 8(3) of Companies Accounts Rule, 2014:

A. Details regarding technology absorption as per Rule 8(3)(B):

The Company is regularly improving its services with the help of new means of technology. Your Company is committed to provide the best services to its customers with the help of latest technology, which is reasonable according to the size of the

Company. No expenditure has been incurred for research & development or purchase of technology.

B. Details regarding energy conservation as per Rule 8(3)(A):

The steps taken or impact on conservation of energy.	The Company has been taking all possible measures to conserve energy by supporting existing energy consuming machinery and refurbishing them.
The steps taken by the Company for utilizing alternate sources of energy.	
Capital investment on energy conservation equipment.	Nil

C. Details regarding foreign exchange earnings and outgo as per Rule 8(3)(C):

The Foreign Exchange earnings and outgo during the financial period ended 31st March, 2025 is as follows:

Particulars	31 st March, 2025
Foreign Exchange Earnings	29,51,01,169/-
Foreign Exchange Outgo/ Expenditure	47,96,06,478/-

XV. Details of Companies which have become/ceased to be subsidiaries, joint ventures or associates:

A new wholly-owned subsidiary of the Company in the name and style of 'Exato Infotech Private Limited' having CIN: U61900UP2024PTC206509 and its registered office at A-33, Sector 2, Gautam Buddha Nagar, Noida, Uttar Pradesh – 201301 was incorporated on 19.07.2024.

The new wholly-owned subsidiary is engaged in the business of designing, development, customisation, implementation of technology and system for Cloud communications through Internet-based voice and data communications with cloud based VoIP service.

No company has become or ceased to be a joint venture or associate of the Company during the year under review.

XVI. The details about the policy developed and implemented by the Company on corporate social responsibility initiatives taken during the year:

The Company has complied with the provisions of Section 135 of the Companies Act, 2013. Annual Report on CSR Activities for the F.Y. 2024-25 is enclosed herewith and marked as **Annexure – C**.

XVII. Disclosure of statement on development and implementation of risk management policy:

During the year under review, the Company did not have a Risk Management Policy in place. However, the Company ensured that appropriate procedures and internal controls were followed to identify and monitor business risks as part of its overall operational and strategic management. The Board and senior management remained vigilant and responsive to potential risks impacting the Company's performance and continuity.

XVIII. Details of Directors or Key Managerial Personnel who were appointed or have resigned during year:

During the year under review, there were no appointments or resignations of Directors or Key Managerial Personnel. However, the following Directors ceased to be associated with the Company for reasons other than resignation:

Sl. No.	Name	Designation	Date of cessation	Reason for cessation
1.	Mr. Rohit Narendra Jhamb (DIN: 03366087)	Additional Director	30-09-2024	Non-regularization of his appointment at Annual General Meeting
2.	Mrs. Aprajita Singh (DIN: 09047784)	Nominee Director	31-01-2025	Withdrawal of nomination by M/s Ecocare Infratech Solutions Private Limited, an investor Company

Further, subsequent to the close of the financial year and up to the date of this report, the following changes have taken place in the composition of the Board and Key Managerial Personnel:

Sl. No.	Name	Designation	Date of change	Nature of change
1.	Mrs. Geeta Jain	Company Secretary	05-05-2025	Appointment
2.	Mr. Abhijeet Sinha (DIN: 11100685)	Director (Non-Executive)	04-06-2025	Appointment
3.	Mr. Appuorv Kumar Sinha (DIN: 07918398)	Chairman and Managing Director	18-06-2025	Change is designation
4.	Mrs. Swati Sinha (DIN: 09394596)	Whole-time Director	18-06-2025	Change in designation
5.	Dr. Omkar Rai (DIN: 01364223)	Independent Director	18-06-2025	Appointment
6.	Mr. Vijay Kumar Tyagi (DIN: 10103631)	Independent Director	18-06-2025	Appointment

Mr. Abhijeet Sinha (DIN: 11100685), Director (Non-Executive) of the Company is retiring at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment. Accordingly, Board of Directors recommends said re-appointment to the shareholders for consideration at the ensuing Annual General Meeting.

XIX. Details of significant and material orders passed by regulators or courts or tribunals impacting the going concern status and company's operations in future:

No orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations during the year.

XX. The details in respect of adequacy of internal financial controls with reference to the Financial Statements:

The Board of Directors of the Company has duly discharged its responsibility for establishing and maintaining internal financial controls, considering the essential components of internal control as stated in the Guidance Note on Audit of Internal

Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Accordingly, the Board has ensured the design, implementation, and maintenance of adequate internal financial controls that operated effectively during the year under review. These controls were designed to facilitate the orderly and efficient conduct of the Company's business, safeguard its assets, prevent and detect frauds and errors, ensure the accuracy and completeness of accounting records, and enable the timely preparation of reliable financial information, as required under the Companies Act, 2013.

XXI. A statement that the Company has complied with provision relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal Act), 2013:

The Company is committed for providing and promoting a safe and healthy work environment for all its employees. The Company has extreme intolerance towards anti-social behavior at the workplace and has adopted a 'Prevention of Sexual Harassment' Policy (POSH) that is in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed there under for prevention and redressal of complaints of sexual harassment at workplace.

The Company has duly constituted the Internal Complaints Committee in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the Financial Year 2024–25:

- | | | | |
|-------|---|---|----------|
| (i) | Number of Sexual Harassment Complaints received | - | 0 (Zero) |
| (ii) | Number of Sexual Harassment Complaints disposed off | - | 0 (Zero) |
| (iii) | Number of Sexual Harassment Complaints pending beyond 90 days | - | 0 (Zero) |

XXII. Statement that the Company has complied with Maternity Benefit Act:

The Company has complied with the provisions of the Maternity Benefit Act, 1961 with appropriate benefits and facilities as mandated under the Act have been extended to all eligible women employees. The Company remains committed to fostering a supportive and inclusive workplace, in line with applicable statutory requirements.

XXIII. Number of employees as on the closure of financial year:

(i)	Male	-	95 (Ninety-Five)
(ii)	Female	-	23 (Twenty-Three)
(iii)	Transgender	-	0 (Zero)
	TOTAL	-	118 (One Hundred and Eighteen)

XXIV. Statutory Auditors of the Company:

The Company at its "01st of 2025-26" Extra-Ordinary General Meeting held on 04.06.2025 had appointed M/s Arora Prem & Associates, Chartered Accountants (FRN: 006426N), as Statutory Auditors of the Company for the F.Y. 2024-25.

This appointment was made to fill the casual vacancy caused by the resignation of the previous Statutory Auditor, M/s DPAK & Associates, Chartered Accountants (FRN: 019015C).

M/s Arora Prem & Associates is retiring at the ensuing Annual General Meeting and, being eligible, have offered themselves for re-appointment.

XXV. A disclosure, as to maintenance of cost records as specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013, is required by the Company and accordingly such accounts and records are made and maintained:

The Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

XXVI. Secretarial Standards:

During the year under review, the Company has duly complied the Secretarial Standard on the Meetings of Board of Directors (SS-1) and Secretarial Standard on General Meeting (SS-2) in pursuance to the provisions of Section 118 (10) of the Companies Act, 2013.

XXVII. The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year:

The Company has neither made any application under Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year under review nor any proceeding under the said Code is pending against the Company.

XXVIII. The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof:

There has been no one-time settlement in the Company during the year under review.

XXIX. Statements to the effect that the consolidated Financial Statement is also being presented in addition to the standalone Financial Statement of the Company:

In accordance with the provisions of the Companies Act, 2013 and the applicable Accounting Standards, the Consolidated Financial Statements of the Company have been prepared and presented in addition to the Standalone Financial Statements.

The following are the wholly-owned subsidiaries of the Company whose financial statements have been consolidated with the Company's accounts for the financial year ended 31st March, 2025:

1. Exato.ai Inc., United States
2. Exato.ai Pte. Ltd., Singapore
3. Exato Infotech Private Limited, India

XXX. State the details in respect of frauds reported by auditors under sub-section (12) of section 143 other than those which are reportable to the Central Government:

During the year under review, no fraud has been reported by the auditors of the Company under sub-section (12) of Section 143 of the Companies Act, 2013, other than those which are reportable to the Central Government.

XXXI. Disclosure of statement on declaration given by Independent Directors under section 149(6):

During the year under review, the provisions relating to the appointment of Independent Directors as prescribed under Section 149(4) of the Companies Act, 2013

were not applicable to the Company. Accordingly, the Company was not required to appoint Independent Directors, and therefore no declarations under Section 149(6) were obtained.

XXXII. Statement regarding opinion of the Board with regard to integrity, expertise and experience (including the proficiency) of the independent directors appointed during the year:

During the year under review, the provisions relating to the appointment of Independent Directors were not applicable to the Company. Accordingly, no Independent Director was appointed during the year, and hence, no opinion of the Board was required to be formed with respect to their integrity, expertise, experience, or proficiency.

XXXIII. Disclosure for Companies covered under section 178(1) on Directors appointment and remuneration including other matters provided under section 178(3):

During the year under review, the provisions of Section 178(1) of the Companies Act, 2013 relating to the constitution of the Nomination and Remuneration Committee were not applicable to the Company. Accordingly, the Company was not required to constitute such a Committee, and the matters relating to directors' appointment and remuneration as stated under Section 178(3) were dealt with by the Board of Directors.

XXXIV. A statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors:

During the year under review, the requirement relating to formal annual evaluation by the Board of its own performance, that of its Committees, and of individual Directors, as specified under the Companies Act, 2013, was not applicable to the Company. Accordingly, no formal evaluation was conducted during the year.

XXXV. Directors' Responsibility Statement:

In accordance with the provisions of Section 134(5) of the Companies Act 2013, directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2025, 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 as at 31st March, 2025 and Statement of 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 the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Acknowledgment

The Directors express their sincere appreciation to the valued members, bankers, auditors, clients and employees for their support.

The Directors express gratitude towards the Government of India, various State Governments particularly, State Government of Delhi and all concerned government departments/agencies for their co-operation.

The Directors appreciate the valuable contributions made by every member of Exato Technologies Limited Family.

**For and on behalf of Board of Directors
M/s Exato Technologies Limited**

Date: 21.08.2025	(Appuorv Kumar Sinha)	(Swati Sinha)
Place: Noida	Chairman and Managing Director	Whole-time Director
	DIN: 07918398	DIN: 09394596

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

1. Number of Subsidiaries – 3 (Three)

Block I	
Particulars	Details
CIN/ any other registration number of subsidiary company	File No.: 6791776 EIN No : 36-5039949
Name of the subsidiary	Exato.ai Inc.
Date since when subsidiary was acquired	11.05.2022
Provisions pursuant to which the company has become a subsidiary (<i>Section 2(87)(i)/ Section 2(87)(ii)</i>)	Section 2(87)(ii)
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as that of holding Company
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
Share capital	Rs. 17,11,628/-
Reserves & Surplus	Rs. (98,20,380)/-
Total assets	Rs. 17,28,701/-
Total Liabilities	Rs. 17,28,701/-
Investments	Nil
Turnover	Rs. 42,248/-
Profit before taxation	Rs. (2,00,385)/-
Provision for taxation	Nil
Profit after taxation	Rs. (2,00,385)/-
Proposed Dividend	Nil
% of shareholding	100.00

Annexure - A

Block II	
Particulars	Details
CIN/ any other registration number of subsidiary company	202226957C
Name of the subsidiary	Exato.ai Pte. Ltd.
Date since when subsidiary was acquired	02.08.2022
Provisions pursuant to which the company has become a subsidiary (<i>Section 2(87)(i)/ Section 2(87)(ii)</i>)	Section 2(87)(ii)
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as that of holding Company
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
Share capital	Rs. 31,505/-
Reserves & Surplus	Rs. 45,71,060/-
Total assets	Rs. 96,31,393/-
Total Liabilities	Rs. 96,31,393/-
Investments	Nil
Turnover	Rs. 85,47,443/-
Profit before taxation	Rs 55,66,964/-
Provision for taxation	Rs. 4,57,653/-
Profit after taxation	Rs.51,09,312/-
Proposed Dividend	Nil
% of shareholding	100.00

Block III	
Particulars	Details
CIN/ any other registration number of subsidiary company	U61900UP2024PTC206509
Name of the subsidiary	Exato Infotech Private Limited
Date since when subsidiary was acquired	19.07.2024
Provisions pursuant to which the company has become a subsidiary (<i>Section 2(87)(i)/ Section 2(87)(ii)</i>)	Section 2(87)(ii)
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as that of holding Company
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable

Annexure - A

Share capital	Rs. 30,00,000/-
Reserves & Surplus	Rs. (2,26,164)/-
Total assets	Rs. 38,98,139/-
Total Liabilities	Rs. 38,98,139/-
Investments	Nil
Turnover	Nil
Profit before taxation	Rs. (2,54,057)/-
Provision for taxation	Nil (Current Tax) Rs. (27,893)/- (Deferred Tax)
Profit after taxation	Rs. (2,26,164)/-
Proposed Dividend	Nil
% of shareholding	100.00

2. Number of subsidiaries which are yet to commence operations – 1 (One)

Sl. No.	CIN/ any other registration number	Names of subsidiaries which are yet to commence operations
1	U61900UP2024PTC206509	Exato Infotech Private Limited

3. Number of subsidiaries which have been liquidated or have ceased to be a subsidiary during the year – 0 (Zero)

Sl. No.	CIN/ any other registration number	Names of subsidiaries
-	-	-


**For and on behalf of Board of Directors
M/s Exato Technologies Limited**

**Date: 21.08.2025
Place: Noida**

**(Appuorv Kumar Sinha)
Chairman and Managing Director
DIN: 07918398**

**(Swati Sinha)
Whole-time Director
DIN: 09394596**

Part "B": Associates and Joint Ventures**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures****4. Number of Associate/ Joint Venture – 0 (Zero)**

1.	Name of Associate/Joint Venture	-
2.	Latest audited Balance Sheet Date	 Not Applicable
3.	Date on which the Associate or Joint Venture was associated or Acquired	
4.	Shares of Associate/Joint Ventures held by the company on the year end	
A	Number	
B	Amount of Investment in Associates/Joint Venture	
C	Extend of Holding (In percentage)	
5.	Description of how there is significant influence	
6.	Reason why the associate/joint venture is not consolidated	
7.	Net worth attributable to shareholding as per latest audited Balance Sheet	
8.	Profit/Loss for the year	
A	Considered in Consolidation	
B	Not Considered in Consolidation	

5. Number of associates or joint ventures which are yet to commence operations – 0 (Zero)

Sl. No.	CIN/ any other registration number	Names of Associates and Joint Ventures which are yet to commence operations
-	-	-

Annexure - A

- 6. Number of associates or joint ventures which have been liquidated or have ceased to be associate or joint venture during the year – 0 (Zero)**

Sl. No.	CIN/ any other registration number	Names of Associates and Joint Ventures
-	-	-

**For and on behalf of Board of Directors
M/s Exato Technologies Limited**

Date: 21.08.2025

Place: Noida

(Appuorv Kumar Sinha)

Chairman and Managing Director

DIN: 07918398

(Swati Sinha)

Whole-time Director

DIN: 09394596

Form No. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis: *The Company has not entered into any contract or arrangement which is not at arm's length.*

(a) Name(s) of the related party and nature of relationship: **Not Applicable**

(b) Nature of contracts/arrangements/transactions: **Not Applicable**

(c) Duration of the contracts / arrangements/transactions: **Not Applicable**

(d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Not Applicable**

(e) Justification for entering into such contracts or arrangements or transactions: **Not Applicable**

(f) Date(s) of approval by the Board: **Not Applicable**

(g) Amount paid as advances, if any: **Not Applicable**

(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: **Not Applicable**

For and on behalf of Board of Directors

M/s Exato Technologies Limited

Date: 21.08.2025

Place: Noida

(Appuorv Kumar Sinha)

Chairman and Managing Director

DIN: 07918398

(Swati Sinha)

Whole-time Director

DIN: 09394596

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

S. No.	CIN/ FCRN/ LLPIN/ FLLPIN/ PAN/ Passport	Name of the related party	Nature of relationship	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:	Amount paid as advances, if any:
1.	BGOPS5457E	Mr. Abhijeet Sinha	Relative of Director (Brother of Mr. Appuorv Kumar Sinha)	Consultancy Charges – Perpetual Rent – 01 st April 2024 to 31 st May 2025	Nature of transaction: - Availing or rendering of any services Value of transaction: - Consultancy Charges – Rs. 12,00,000/- Rent – Rs. 90,000/-	Consultancy Charges – 20.09.2023 Rent – Not Applicable	Nil

**For and on behalf of Board of Directors
M/s Exato Technologies Limited**

**Date: 21.08.2025
Place: Noida**

**(Appuorv Kumar Sinha)
Chairman and Managing Director
DIN: 07918398**

**(Swati Sinha)
Whole-time Director
DIN: 09394596**

ANNEXURE – C
ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES TO BE INCLUDED
IN THE BOARD’S REPORT FOR FINANCIAL YEAR 2024-25

1. Brief outline on CSR Policy of the Company:

EXATO TECHNOLOGIES LIMITED (the “Company”), Corporate Social Responsibility (CSR) policy (the “Policy”) has been developed in consonance with section 135 and Schedule VII of the Companies Act, 2013 (the “Act”) and in accordance with Companies (Corporate Social Responsibility Policy) Rules, 2014 (the “Rules”) as amended from time to time.

The provisions of the Companies Act, 2013 have made it imperative to institutionalize the CSR activities. The objective of your Company’s CSR policy is to lay down the guiding principles for proper functioning of CSR activities to attain sustainable development of the society around the area of operations of the Company. Your Company’s Social Responsibility policy focuses on using the capabilities of business to improve lives and contribute to sustainable living, through contributions to local communities and society at large. Our mission is to actively contribute to the Social, Economic and Environmental Development of the community in which we operate ensuring participation from the community and thereby create value for the nation.

2. Composition of CSR Committee:

In terms of sub-section (9) of Section 135 of the Companies Act, 2013, the Company does not have a CSR Committee as the amount required to be spent under CSR for the F.Y. 2024-25 does not exceed the prescribed limit of ₹50.00 Lacs.

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the company: <https://exato.ai/>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable

5. (a) Average net profit of the company as per sub-section (5) of section 135: ₹5,63,75,799/-
 (b) Two percent of average net profit of the company as per sub-section (5) of section 135: ₹11,27,516/-
 (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: Nil
 (d) Amount required to be set-off for the financial year, if any: Nil
 (e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹11,27,516/-
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹11,30,125/-
 (b) Amount spent in Administrative overheads: Nil
 (c) Amount spent on Impact Assessment, if applicable: Nil
 (d) Total amount spent for the Financial year [(a)+(b)+(c)]: ₹11,30,125/-
 (e) CSR amount spent or unspent for the Financial Year:

Total Amount spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹11,30,125/-	-	-	-	-	-

(f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (in ₹)
(1)	(2)	(3)
i.	Two percent of average net profit of the company as per sub-section (5) of section 135	₹11,27,516/-
ii.	Total amount spent for the Financial Year	₹11,30,125/-
iii.	Excess amount spent for the Financial Year [(ii)-(i)]	₹2,609/-
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil

v.	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	₹2,609/-
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7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: Not Applicable

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Year(s) (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1	FY-1	-	-	-	-	-	-	-
2	FY-2	-	-	-	-	-	-	-
3	FY-3	-	-	-	-	-	-	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:
No

If Yes, enter the number of Capital assets created/ acquired – Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner
(1)	(2)	(3)	(4)	(5)	(6)

					CSR Registration Number, if applicable	Name	Registered address
-	-	-	-	-	-	-	-

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

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: Not Applicable

For and on behalf of Board of Directors
M/s Exato Technologies Limited

Date: 21.08.2025
Place: Noida

(Appuorv Kumar Sinha)
Chairman and Managing Director
DIN: 07918398

(Swati Sinha)
Whole-time Director
DIN: 09394596