Date: 08th August 2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001
Scrip Code: 544811 (BSE SME)

Sub: Submission of Annual Report for the Financial Year 2025-26 under Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

With reference to the captioned subject, we are submitting herewith the 13th Annual Report of the Company and Notice of Annual General Meeting (AGM Notice) for the Financial Year 2025-26, which is being sent to the shareholders by electronic mode who have registered their e-mail addresses with the depositories.

The 13th Annual General Meeting (AGM) of the Company will be held on Monday, August 31st, 2026 at 10:00 A.M. (IST) through Video Conferencing/Other Audio Visual means (VC/OAVM). Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members with the remote e-voting facility to cast their votes electronically on the resolutions mentioned in the AGM Notice using the electronic voting platform provided by National Securities Depository Limited (NSDL). The voting rights of members shall be in proportion to the shares held by them, as on the cut-off date i.e. Monday, August 24, 2026.

The remote e-voting period commences on Thursday, August 27th, 2026 at 09:00 am. (IST) and ends on Sunday, August 30, 2026 at 05:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the members participating in AGM through VC/OAVM, who have not already cast their vote by remote e-voting shall be able to exercise their rights in the meeting.

The Annual Report containing the AGM Notice for Financial Year 2025-26 is also uploaded on the Company's website viz. https://kratikal.com.

Thanking you,
Yours faithfully,
For Kratikal Tech Limited

ANMOL GUPTA
Digitally signed by ANMOL GUPTA
Date: 2026.08.08 12:41:32 +05'30'

Anmol Gupta
Company Secretary & Compliance Officer
Membership No. ACS69040

Encl.: Annual Report 2025-2026



KRATIKAL
SECURE FOR SURE

threatcop
Security Starts with People

Kratikal Tech Limited

Annual Report 2025-2026

Disclaimer

Kratikal Tech Limited (the "Company") is an SME-listed cybersecurity company. This Annual Report has been prepared for the financial year ended March 31, 2026 solely for the information of shareholders and other stakeholders, and does not constitute an offer, recommendation, or invitation to purchase or subscribe to any securities of the Company.

Certain visuals used in this Annual Report may be for illustrative purposes only, intended to convey the broad categories the Company is engaged in. This report is compiled based on information and data believed to be reliable; however, the Company makes no express or implied representation or warranty as to the accuracy, completeness, fairness or reasonableness of its contents, and any liability for the contents or omissions of this report is expressly disclaimed.

This Annual Report contains certain statements, including those relating to the Company's business prospects and market opportunities, that may constitute 'forward-looking statements' within the meaning of applicable laws and regulations. Such forward-looking statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties, and assumptions, including but not limited to the performance of the Indian economy and global markets, industry performance, competition, successful strategy implementation, future growth and technological changes, that could cause actual results to differ materially from those expressed or implied. The Company assumes no obligation to update any forward-looking statement contained in this report. Any third-party statements or projections included herein are not endorsed by, and the Company is not accountable for, such third-party statements or projections.

Kratikal Tech Limited

Kratikal Tech Limited is an India-based cybersecurity company providing **AI-driven, SaaS-based security products and services** that help organizations identify, assess, and mitigate cyber risks. The Company focuses on protecting businesses from cyber threats and data breaches by strengthening security across **people, processes, and technology.**

Company's product offering includes **People Security Management**, delivered through its proprietary **Threatcop** platform that helps mitigate human-related cyber risks; and its services portfolio comprises **Technology & Process Security Services**, which include **Vulnerability Assessment and Penetration Testing (VAPT), application and infrastructure security, red-team exercises, and governance, risk and compliance (GRC) services,** supported by its AI-driven **AutoSecT & VMDR** platform.

2	4	1	24	24	12+	200
Core Business Verticals	Threatcop Products	AI-Driven Platform	Indian States	Countries	Industry Coverage	Employees

FY26 Highlights

₹ 3,671.59 Lakhs	24.73%	16.73%	34.95%	34.35%
Operating Revenue	EBITDA Margin	PAT Margin	ROE	ROCE

Board of Directors : Leadership, Governance & Management

BODs



Mr. Pavan Kumar
Chairman, Managing Director & CEO

- Associated as a Promoter since **2013**
- **11+ years** experience in cybersecurity & SaaS platforms
- **B.Tech – MNNIT Allahabad**
- Leads strategy, product vision, and international expansion
- Key contributor to **Threatcop** & **AutoSecT** platforms
- Experience across **ISO 27001, SOC 2,** and AI-led security solutions



Mr. Paratosh Kumar
Whole-Time Director

- Associated as a Promoter since **2013**
- **11+ years** experience in sales, marketing & operations
- **B.Tech – MNNIT Allahabad**
- Oversees sales, service delivery, and operational execution
- Involved in scaling Threatcop suite and cybersecurity services



Mr. Anand Ramanlal Karwa
Independent Director



Mr. Sanjeev Kumar Sinha
Independent Director



Ms. Shubhi Kesarwani
Independent Director

SMPs & KMPs



Mr. Dip Jung Thapa
Chief Operating Officer

- Associated since **2016**
- **B.Tech – MNNIT Allahabad**
- Leads execution of **People Security Management** platform
- Responsible for operations, delivery & technical teams



Ms. Shikha Garg
AVP – Sales

- Associated since **2018**
- **6+ years** experience in sales & customer acquisition
- Drives revenue growth, pipeline management & enterprise sales



Mr. Naman Srivastav
Growth Director

- Associated since **2024**
- **B.Tech – ECE**
- Focus on growth strategy, key accounts & TDMARC expansion



Mr. Vinay Singh
Chief Financial Officer

- Associated since **2019**
- **6+ years** of experience
- Experience includes managing all aspects of finance



Mr. Anmol Gupta
Company Secretary & Compliance Officer

- Associate Member of ICSI since **2022**
- **4+ years** of experience as a Company Secretary & Compliance Officer
- Previously associated with SAEL Agri Commodities Limited

Certifications

CERT-In Empanelment

Empanelled with the Indian Computer Emergency Response Team (CERT-In)
Enables participation in government, PSU and regulated-sector cybersecurity engagements

Information Security & Privacy Standards

ISO/IEC 27001:2002
ISO/IEC 27017:2015
ISO/IEC 27018:2019

Assurance & Control Frameworks

SOC 2 Type I & Type II readiness, assessment, and implementation support
Controls aligned with security, availability, confidentiality, and processing integrity principles

Company Offerings

People Security Management

(Threatcop Product Suite)
A people-centric cybersecurity platform focused on mitigating human-layer cyber risks through behaviour-driven security solutions.

Key Offerings

TSAT	TLMS	TDMARC	TPIR
TSAT Threatcop Security Awareness Training	**TLMS** Threatcop Learning Management System	**TDMARC** Threatcop DMARC	**TPIR** Threatcop Phishing Incident Response

For More Details

Technology & Process Security Services

(Cyber Security Services and AutoSecT Platform)
Comprehensive cybersecurity services and AI-driven platforms addressing technology, infrastructure, and governance risks.

Key Offerings

- Vulnerability Assessment & Penetration Testing (VAPT)
- Compliance Services, Governance, Risk & Compliance (GRC)
- Virtual CISO (vCISO) and Cyber Governance Advisory
- **AutoSecT** AI-Driven VMDR and Pentest Platform

Product & Services Wise Revenue Bifurcation

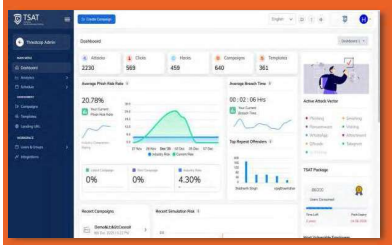
Particulars	FY24	FY25	FY26
Sale of Products	**49.37%**	**51.73%**	**53.77%**
TSAT	39.17%	40.05%	43.19%
TLMS	2.56%	3.36%	4.48%
TDMARC	7.64%	8.17%	6.10%
TPIR	-	0.15%	-
Sale of Services	**50.63%**	**48.26%**	**46.22%**
VAPT	38.31%	35.37%	34.98%
Compliance Services	10.96%	12.63%	10.83%
vCISO	1.36%	0.26%	0.27%
AutoSecT	-	-	0.14%
Total	**100.00%**	**100.00%**	**100.00%**

Business Overview – People Security Management

Kratikal Tech Limited operates a dedicated **People Security Management** vertical through its proprietary **Threatcop** platform, focused on mitigating cyber risks arising from human behaviour, which remains one of the most targeted and vulnerable layers in enterprise security.

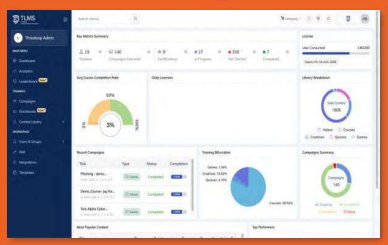
This vertical addresses threats such as phishing, social engineering, credential compromise, email impersonation, and business email compromise (BEC) through a structured, behaviour-driven security framework.

Core Product Offerings



TSAT

Simulation-led phishing and social engineering campaigns across email, SMS, voice, and communication-based vectors to assess employee susceptibility and risk behaviour.



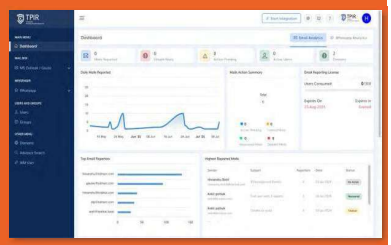
TLMS

Centralised cybersecurity learning platform delivering role-based, continuous awareness training using micro-learning modules, assessments, certifications, and analytics.



TDMARC

Real-time email authentication, anti-spoofing, and domain protection platform with Sender ID visibility to prevent domain impersonation and email fraud.



TPIR

One-click phishing reporting and automated incident response platform enabling employees to actively participate in threat detection and containment.

Value Proposition

- Improves employee cyber awareness and response readiness
- Converts users from passive risk to active security contributors
- Reduces likelihood and impact of phishing, BEC, and email-based attacks
- Strengthens audit readiness and regulatory compliance outcomes

Operating & Revenue Model

- Subscription-based SaaS model (per-user / per-year)
- Contracts executed via channel partners and distributors
- Modular adoption enabling phased deployment and expansion
- Strong potential for a 'land and expand' approach across users, geographies and business units

Case Studies of Products

Threatcop Security Awareness Training (TSAT)

Customer Context
- Large scheduled small finance bank
- Increasing phishing and social-engineering risk due to human-layer gaps

Solution Deployed
- Enterprise-wide phishing and social-engineering simulations
- Role-based, targeted awareness training driven by behavioural risk insights

Outcome & Impact
- Improved threat recognition and response behaviour
- Reduction in phishing clicks, data submissions and overall risk scores

Threatcop Learning Management System(TLMS)

Customer Context
- Large Indian e-commerce organisation with distributed workforce
- Growing exposure to phishing and social-engineering threats

Solution Deployed
- Centralised cybersecurity learning and awareness platform
- Role-based learning journeys, simulations, assessments, and progress tracking

Outcome & Impact
- Improved employee awareness and reporting behaviour
- Cybersecurity awareness embedded into daily operations

Threatcop DMARC (TDMARC)

Customer Context
- IT organisation facing phishing and email impersonation risks
- Limited use of email authentication controls

Solution Deployed
- DMARC implementation with SPF and DKIM
- Continuous monitoring and structured authentication enforcement

Outcome & Impact
- Improved email authentication maturity
- Reduction in failed email authentications and spoofing risks
- Enhanced email trust and compliance posture

Threatcop Phishing Incident Response (TPIR)

Customer Context
- Indian dairy company with delayed phishing detection & inconsistent reporting
- Elevated risk of credential compromise

Solution Deployed
- One-click phishing reporting for employees
- Automated escalation and centralised incident visibility

Outcome & Impact
- Faster phishing detection and response time
- Improved incident visibility and reduced credential compromise risk
- Strengthened email incident response capability

Business Overview – Technology & Process Security Services

The **Technology & Process Security Services** vertical delivers comprehensive cybersecurity coverage across applications, infrastructure, cloud environments, APIs, and governance frameworks. This vertical combines **deep technical security services** with **AutoSecT**, the Company's proprietary AI-driven security automation platform.

Cybersecurity Services Portfolio

- **Vulnerability Assessment & Penetration Testing (VAPT):** Web applications, mobile applications, APIs, cloud infrastructure, networks, IoT and OT/ICS environments.
- **Advanced Security Testing:** Secure code reviews, software composition analysis (SCA), AI/LLM security testing, red teaming, threat modelling and root cause analysis.
- **Compliance & Governance (GRC):** ISO 27001/27017, SOC 2 Type I & II, RBI, SEBI CSCRF, IRDAI, CERT-In, DPDP Act 2023, GDPR, HIPAA, PCI DSS.
- **Virtual CISO (vCISO) & Cyber Governance Advisory:** On-demand cybersecurity leadership, policy development, risk management and regulatory alignment.

AutoSecT – AI-Driven VMDR Platform

- Continuous vulnerability discovery across network, cloud, web, mobile and APIs.
- AI-based risk prioritisation and exploit validation.
- Centralised dashboards for CISOs and security teams.
- Automated remediation workflows and compliance mapping.
- Integrations with DevOps pipelines, ticketing tools and collaboration platforms.
- Cloud security posture management (CSPM) with agentless scanning across AWS, Azure and GCP
- Secure, shareable reporting with password protection and verifiable VAPT certification.
- Automated and scheduled scanning with smart scan scheduling for continuous and periodic assessments.

Value Proposition

- Unified view of security posture across assets and environments
- Reduced false positives and improved remediation efficiency
- Scalable, repeatable security delivery with automation
- Strong fit for regulated and compliance-intensive enterprises

Operating & Revenue Model

- Project-based engagements (VAPT, audits, assessments)
- Asset-based and subscription pricing for AutoSecT
- Managed security services with recurring retainers
- Cross-sell and upsell opportunities from services to platform adoption
- Engagements formalised through work orders or master service agreements

Case Studies of Services

Vulnerability Assessment & Penetration Testing (VAPT)

Customer Context
- B2B HCM organisation operating web apps, mobile apps, APIs, network and cloud
- Exposure to application and infrastructure security risks

Solution Deployed
- Comprehensive VAPT aligned with OWASP, SANS Top 25, NIST and CIS benchmarks
- Collaboration with development infrastructure teams for remediation

Outcome & Impact
- Identification of critical vulnerabilities and access control gaps
- Improved security posture across applications & cloud environment
- Reduced risk of unauthorised access and data exposure

Compliance Services

Customer Context
- Digital gold trading platform preparing for SOC 2 Type I & Type II compliance
- Need for structured governance, risk and control frameworks

Solution Deployed
- Assessment of security, availability, confidentiality, privacy, & processing integrity controls
- Design and implementation of policies, procedures, and evidence mechanisms aligned with SOC 2

Outcome & Impact
- Improved compliance readiness and audit outcomes
- Enhanced system reliability, data protection, & regulatory assurance
- Strengthened customer trust and governance posture

Virtual CISO (vCISO) & Cyber Governance Advisory

Customer Context
- Software development and testing organisation requiring outsourced security leadership
- Need to achieve compliance with IT-SPDF and SSF frameworks

Solution Deployed
- vCISO-led cybersecurity strategy and governance oversight
- Policy development, risk management, architecture alignment, and audit support

Outcome & Impact
- Structured cybersecurity governance aligned with regulatory requirements
- Successful Authorization to Operate (ATO)
- Improved operational resilience and compliance maturity

AutoSecT – AI-Driven VMDR & Pentest Platform

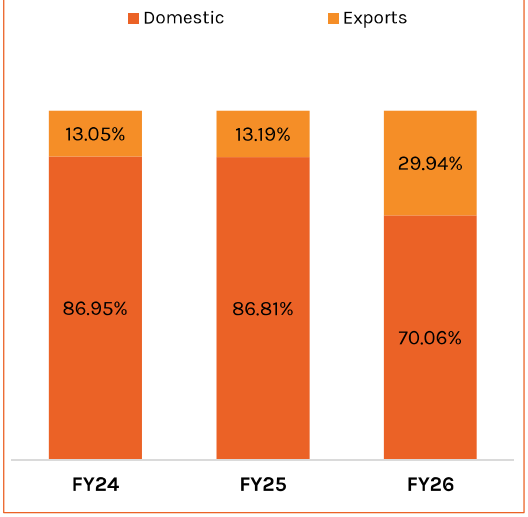
Customer Context
- SaaS organisation with distributed applications, APIs, and cloud infrastructure
- Requirement for continuous vulnerability management and scalability

Solution Deployed
- Deployment of AutoSecT AI-driven VMDR and pentesting platform
- Continuous scanning, risk prioritisation, and centralised dashboards

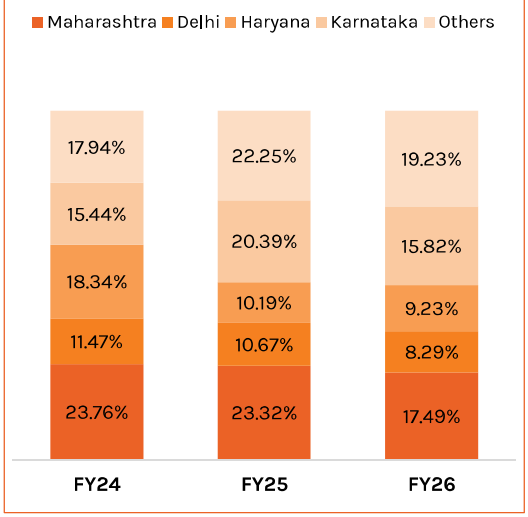
Outcome & Impact
- Improved remediation timelines and operational efficiency
- Centralised visibility across web, mobile, API, and cloud assets
- Enhanced scalability and compliance readiness in SaaS delivery model

Pan-India Market Reach with Growing Export Presence

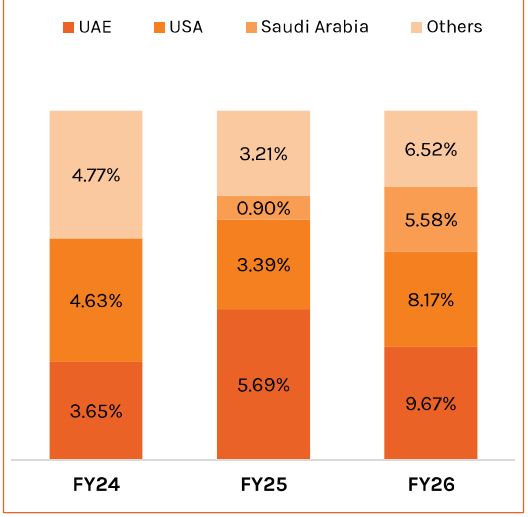
Geography Wise Revenue Distribution



State Wise Revenue Distribution



Exporting Country Wise Revenue Distribution



Export contribution increased significantly to 29.94% in FY26, reflecting expanding global market presence.

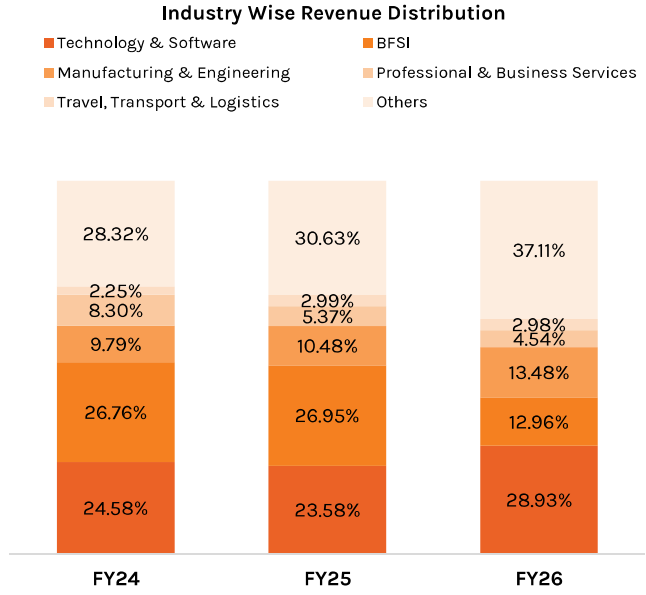
Revenue is well spread across multiple high-activity states such as Maharashtra, Karnataka, Delhi, and Haryana, reducing state-level concentration risk.

UAE remained the strongest-performing region, with margins improving from 3.65% to 9.67%, while other regions also showed steady growth.

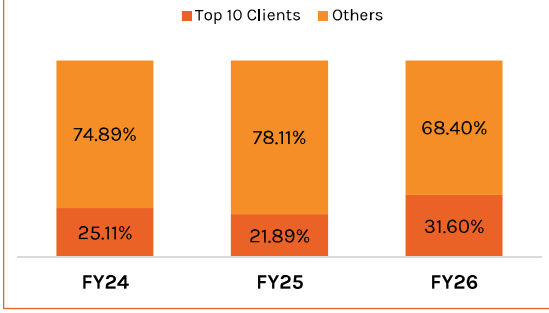
Clients Profile & Industry

- Revenues are spread across multiple sectors, reducing single-industry dependence.
- BFSI and Technology, Manufacturing &Engineering together form a major share, supporting sustained cybersecurity demand.

Industry Wise Revenue Distribution

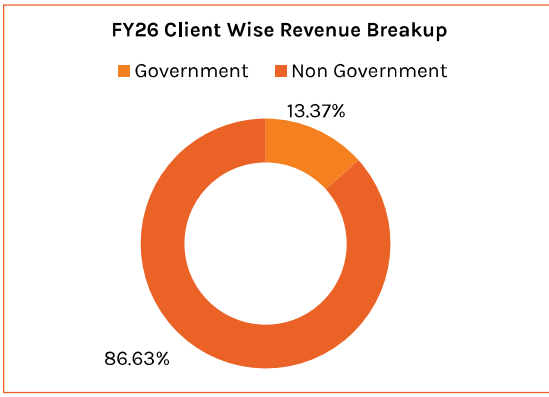


Top Client Wise Revenue Breakup



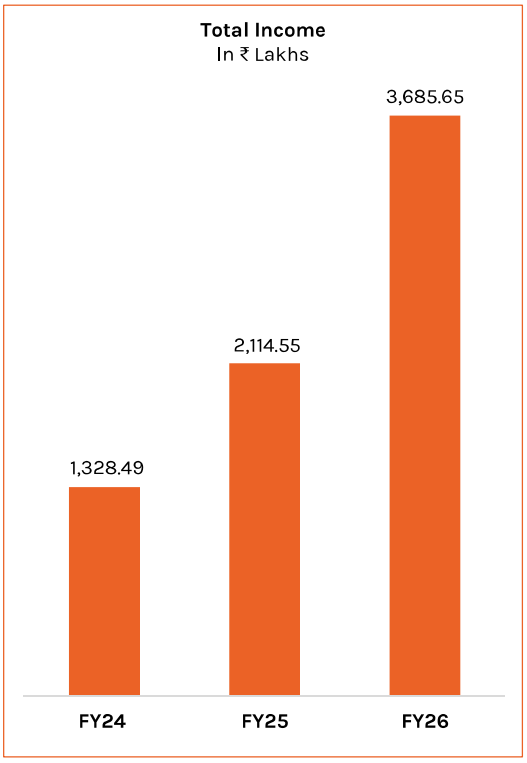
- Better revenue distribution: Top 10 clients contributed 31.60% in FY26, while 68.40% revenue came from other customers, indicating balanced revenue contribution across the client portfolio.
- Majority revenue continues to be generated from a wide base of customers beyond the Top 10 clients across all reported periods, supporting long-term business stability.

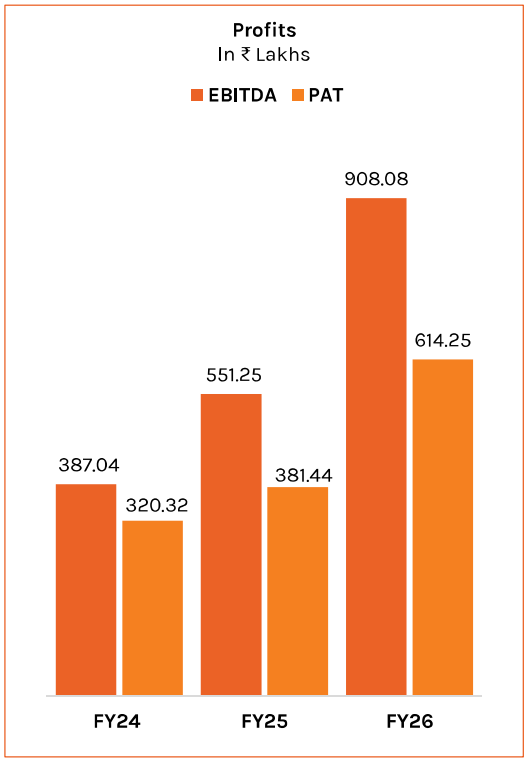
FY26 Client Wise Revenue Breakup

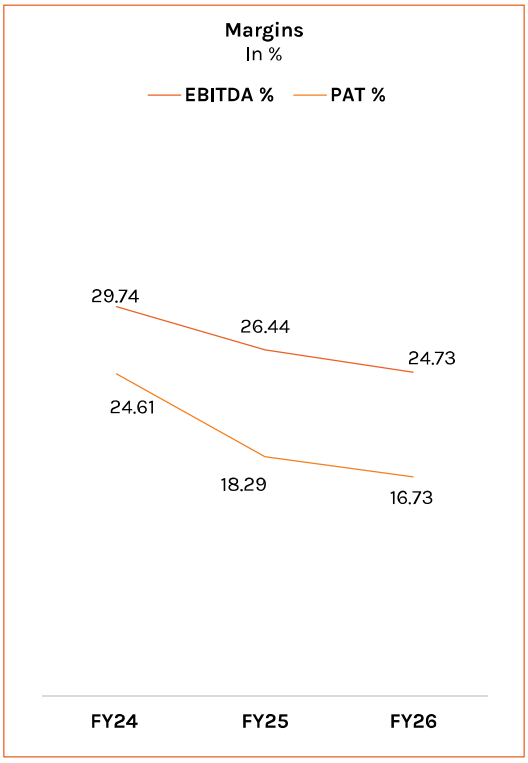


- Over **86% of revenues consistently come from non-government customers,**
- The **government revenue share remains 13%**

Key Financial Highlights

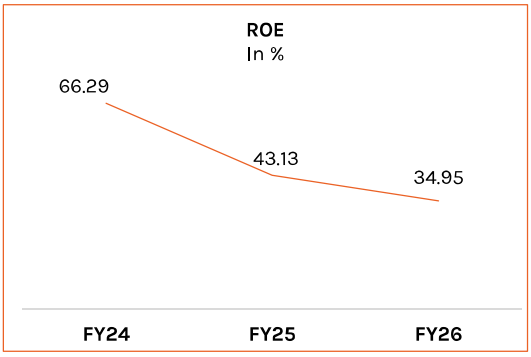


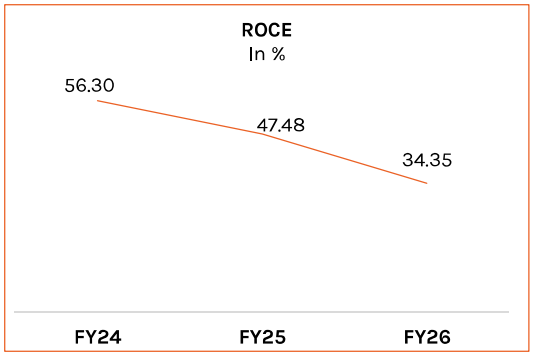


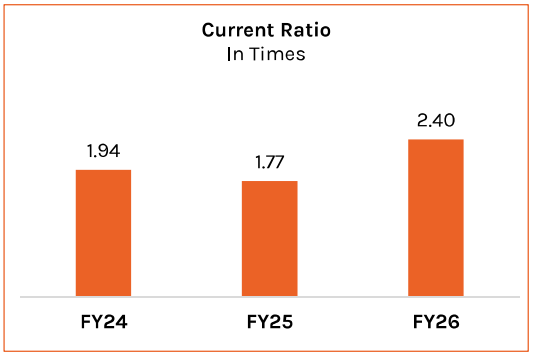


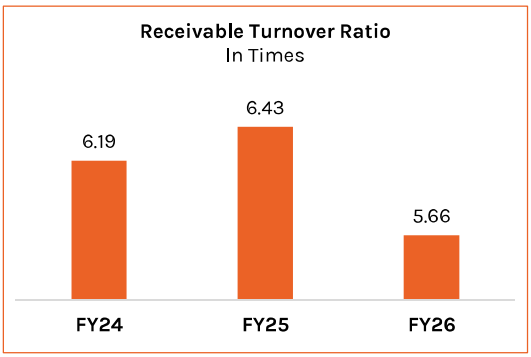
- Margin moderation in FY25 & FY26 was driven by strategic investments in US & Middle East expansion.

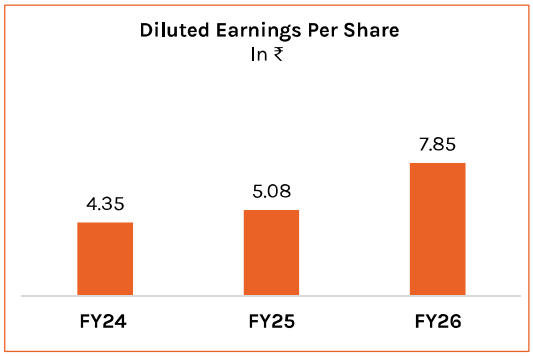
Key Financial Highlights

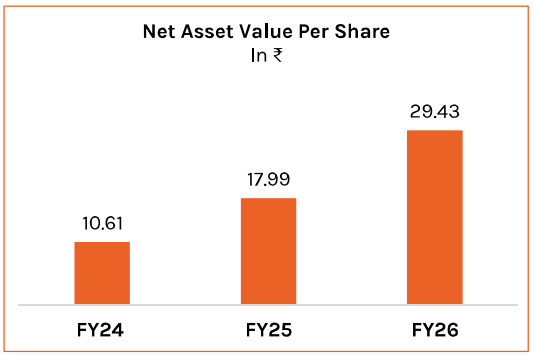












- ROCE moderated in FY25 & FY26 due to higher capital employed driven by increased share capital and business expansion investments.
- The decline in receivable turnover ratio was primarily attributable to higher receivable levels arising from significant revenue growth and increased credit sales during the year.

Strategies

Strengthening Our Workforce & Product Development Capabilities

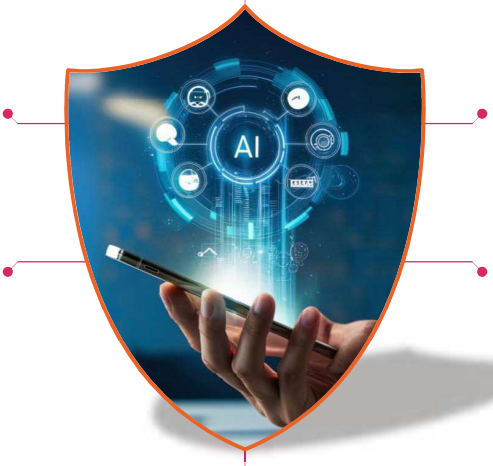
Continue investments in R&D, skilled talent, and emerging technologies to enhance product platforms, address evolving threat landscapes, and support innovation and scalability.

Pursue International Growth Opportunities

Expand presence in international markets through organic growth and strategic arrangements, leveraging existing cybersecurity capabilities to serve cross-border customers and diversify revenue streams.

Strengthen & Scale The AutosecT Platform

Enhance AutoSecT with advanced AI analytics, broader asset coverage, and improved scalability, performance, and interoperability to drive wider enterprise adoption of subscription-based deployments.



Land & Expand Approach

Adopt a structured "land and expand" model by initiating engagements through limited subscriptions or discrete service mandates, followed by cross-sell, upsell, and transition to recurring multi-year arrangements.

Expand Enterprise & Mid-market Customer Base

Strengthen digital-led inbound acquisition, targeted direct sales, and channel partnerships to increase market reach, improve lead quality, and deepen engagement across high-compliance industries.

Customer Satisfaction

Maintain a customer-centric approach with focus on quality delivery, timely support, continuous feedback integration, and long-term relationship management to enhance retention and customer lifetime value.

Key Strengths

Scaled, Multi-vertical Cybersecurity Platform

Presence across **People Security (Threatcop)** and **Technology & Process Security (AutoSecT + Services)** enables coverage of both human-layer and infrastructure-layer cyber risks.

Strong Revenue Growth With Capital Efficiency & Clean Balance Sheet

Revenue from operations grew from **₹1,301.58 Lakhs (FY24)** to **₹3,671.59 Lakhs (FY26)**, supported by **healthy ROE and ROCE**, a **debt-free balance sheet**, and improving revenue quality from recurring subscriptions and managed services.

Diversified Customer, Industry, & Geographic Profile

Increase in top 10 customer contribution reflects stronger client relationships and higher repeat business in (FY26),with operations spanning **12+ industries**, **24 Indian states**, and **24 countries**, lowering concentration risk.

Proprietary, AI-Driven Product Ecosystem

In-house platforms including **Threatcop (TSAT, TLMS, TDMARC, TPIR)** and **AutoSecT (AI-driven VMDR & Pentest)** enhance scalability, differentiation, and operating leverage.

Regulatory Tailwinds Driving Sustained Demand

Alignment with **CERT-In, RBI, SEBI CSCRF, DPDP Act, ISO 27001/27701, SOC 2, GDPR, HIPAA, PCI DSS** supports long-term demand from regulated and compliance-intensive sectors.



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 13TH ANNUAL GENERAL MEETING OF THE MEMBERS OF KRATIKAL TECH LIMITED *(FORMERLY KNOWN AS KRATIKAL TECH PRIVATE LIMITED)* WILL BE HELD ON MONDAY 31ST AUGUST 2026 AT 10:00 A.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO CONSIDER AND TRANSACT THE FOLLOWING BUSINESS

ORDINARY BUSINESS

1. **Adoption of Audited Standalone Financial Statements**

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, along with the reports of the Board of Directors and Auditors thereon, as circulated to the members be and are hereby received, considered and adopted."

2. **Adoption of Audited Consolidated Financial Statements**

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, along with the report of Auditors thereon, as circulated to the members be and are hereby received, considered and adopted."

3. **Appointment OF MR. PARATOSH KUMAR (DIN: 07676819) AS WHOLE- TIME DIRECTOR LIABLE OF THE COMPANY, WHOSE OFFICE IS LIABLE TO RETIRE BY ROTATION AT THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:**

The Nomination and Remuneration Committee and the Board of Directors, based on his performance evaluation and considering his valuable contribution to the growth and governance of the Company, have recommended her re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), Mr. Paratosh Kumar (DIN: 07676819), Whole Time Director of the Company, who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as Whole-Time Director of the Company who shall be liable to retire by rotation in accordance with Companies Act, 2013."

SPECIAL BUSINESS

4. RATIFICATION OF KRATIKAL EMPLOYEE STOCK OPTION PLAN 2019 AS AMENDED IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021.

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

"RESOLVED THAT pursuant to the applicable provisions of Section 62(1)(b) of the Companies Act, 2013 ("Act"), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of the Act, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), the applicable provisions of the Foreign Exchange Management Act, 1999, if any, the rules, regulations, circulars and guidelines issued by the Securities and Exchange Board of India ("SEBI"), the BSE Limited ("Stock Exchange") where the equity shares of the Company are listed, and all other applicable laws, rules and regulations (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) ("Applicable Laws"), the relevant provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be required from the appropriate authorities, **Kratikal Employee Stock Option Plan 2019** ("ESOP-2019" or "Scheme" or "Plan"), as originally formulated and approved by the Board of Directors on 28th January 2019, and by the Members of the Company at the Extraordinary General Meeting held on February 22, 2019, prior to the listing of the equity shares of the Company on BSE Limited pursuant to its Initial Public Offer ("IPO"), be and is hereby ratified and approved in terms of Regulation 12 of the SEBI (SBEB & SE) Regulations, as more particularly set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to the Board of Directors of the Company ("Board", which term shall include the Nomination and Remuneration Committee of the Company acting as the Compensation Committee or any other Committee constituted or to be constituted by the Board in accordance with the SEBI (SBEB & SE) Regulations) to continue to administer the ESOP-2019 and to create, grant, offer, issue and allot employee stock options ("ESOPs") to eligible employees under the ESOP-2019 on such terms and conditions as contained in the Plan and in accordance with the Act and other Applicable Laws.

RESOLVED FURTHER THAT the authority of the Board to create, offer, grant, issue and allot up to 3,87,625 (Three Lakh Eighty-Seven Thousand Six Hundred Twenty-Five) Employee Stock Options, exercisable into 3,87,625 (Three Lakh Eighty-Seven Thousand Six Hundred Twenty-Five) Equity Shares of face value of ₹10/- each of the Company, at such price, in one or more tranches, from time to time, to the eligible employees of the Company, whether in India or outside India, present or future, as may be determined by the Board and permitted under the SEBI (SBEB & SE) Regulations, with each option conferring a right, but not an obligation, to subscribe to one Equity Share of the Company, and that the grant, vesting and exercise of such options shall be governed by the terms of the ESOP-2019, the applicable accounting policies, the SEBI (SBEB & SE) Regulations and all other applicable laws, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the authority granted to the Board of Directors of the Company ("Board" which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations) to grant ESOPs be and is hereby ratified.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and/or the Board be and are hereby authorised to issue and allot Equity Shares upon exercise of the Options from time to time in accordance with the ESOP-2019, and the Equity Shares so issued and allotted shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of effectuating the above resolutions, the Board / Committee be and is hereby authorized on behalf of the Company, to evolve, decide upon and bring in to effect the Scheme and modifications, changes, variations, alterations, or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking or other reorganization etc., requisite adjustments (which may include adjustments to the number of options in ESOP- 2019 shall be appropriately made, in a fair and reasonable manner in accordance with ESOP- 2019.

RESOLVED FURTHER THAT authority granted to any Director of the Company or Company Secretary to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions, be and is hereby ratified.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties".

5. RATIFICATION OF GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF GROUP COMPANY'S INCLUDING SUBSIDIARY COMPANY'S OR ASSOCIATE COMPANY(IES) UNDER "KRATIKAL EMPLOYEE STOCK OPTION PLAN 2019"

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

"RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions of the Companies Act, 2013 ("Act"), if any, read with rules made thereunder and Rule 12 of (Share capital and Debenture Rules) 2014 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), read with all circulars and notifications, if any, issued thereunder to the extent applicable, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and any other applicable laws (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the relevant provisions of the Memorandum and

Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Members of the Company be and is hereby accorded for ratification of the **'Kratikal Employee Stock Option Plan 2019**, originally approved prior to the Initial Public Offer by Members of the Company at their Extra Ordinary General Meeting held on 22nd February 2019 and authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under the SEBI SBEB & SE Regulations to offer, create and grant from time to time, in one or more tranches, such number of employee stock options under the Plan within the limit prescribed therein to or for the benefit of such eligible employees as designated within the meaning of the Plan, of the group company(ies) including subsidiary company(ies) or associate company(ies), whether in or outside India, exercisable into corresponding number of equity shares of face value of Rs. 10 (Rupees Ten only)) each fully paid-up, where employee stock options would convert into equity shares upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT the Board and/or the Nomination and Remuneration Committee be and are hereby authorised to make such modifications, alterations, amendments, variations or revisions to the ESOP-2019, from time to time, as may be necessary or expedient for the effective implementation and administration of the ESOP-2019 and for ensuring compliance with the Act, the SEBI (SBEB & SE) Regulations and other Applicable Laws, and to suspend, withdraw or revive the ESOP-2019, in whole or in part, as may be deemed necessary or desirable, provided that no such modification, alteration, amendment, variation or revision shall be made in a manner prejudicial to the interests of the Employees who have been granted Options under the ESOP-2019 and that any modification requiring the approval of the Members under Applicable Laws shall be made only after obtaining such approval.

6. APPOINTMENT OF MR. DIP JUNG THAPA (DIN: 08181392) AS AN EXECUTIVE DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161, 197 Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Dip Jung Thapa (DIN: 08181392), who was appointed by the Board of Directors as an Additional Director (Executive Director) of the Company with effect from 06-08-2026 and who holds office up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an **Executive Director** of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the remuneration payable to Mr. Dip Jung Thapa shall be in accordance with the terms and conditions approved by the Board of Directors and the Nomination and Remuneration Committee, as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board of Directors (including the Nomination and Remuneration Committee) to alter, vary or revise the remuneration and other terms and conditions from time to time, within the limits prescribed under the Companies Act, 2013, Schedule V thereto and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, forms and filings as may be necessary or expedient to give effect to this Resolution."

By order of the Board
Kratikal Tech Limited
(Formerly known as Kratikal Tech Private Limited)

Place- Noida
Date- 06th August 2026

Anmol Gupta
Company Secretary & Compliance Officer
ACS-69040

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business under Item No. 4, 5 and 6 be transacted at the Annual General Meeting ('AGM') is annexed hereto.

2. Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations') in respect of the Director seeking re-appointment(s) at the AGM is provided under Item No. 3 and 6 forming part of this Notice.

3. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 ", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") the Company is convening the 13th AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), and MCA Circulars, the 13th Annual General Meeting (AGM) of the Company is being held through VC on Monday, August 31, 2026 at 10:00 A.M. (IST). The deemed venue for the AGM will be the Registered Office of the Company i.e. 5th Floor A-5 Sector 68, Grovy Optiva, Gautam Buddha Nagar, Noida-201301, Uttar Pradesh, India.

4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with.

5. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.

6. Institutional/ Corporate Members are required to send a scanned copy (pdf/jpg format) of its Board or governing body resolution / Authorisation letter etc. authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution / authorisation shall be sent to the scrutiniser by e-mail through its registered e-mail address cs.shivanisah@gmail.com.

7. Dispatch of AGM Notice and Annual Report through electronic mode: The Notice of AGM and Annual Report are being sent in electronic mode to Members whose e-mail address is registered with the depository participant(s). The Notice can be accessed from the website of Bombay Stock Exchange at https://www.bseindia.com/ respectively and on website of NSDL i.e. www.evoting.nsdl.com. Members who have not registered their e-mail address are requested to register the same with their respective depository participant(s). In case of any assistance, the Members are requested to write an email to Kfin at dalvianil.shantaram@kfintech.com . However, the members of the Company may request physical copy of the Notice and Annual Report from the Company by sending a request at cs@kratikal.com in case they wish to obtain the same.

8. E-VOTING: Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, 24 August 2026 (cut-off date) are entitled to vote

on the resolutions set forth in this Notice.

9. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

10. 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 AGM without restriction on account of first come first served basis.

11. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

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

13. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

14. Members who are present in the meeting through VC/ OAVM and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.

15. Members who have cast their votes by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

16. Information regarding Scrutinizer and declaration of voting results: The Company has appointed Shivani Sah & Associates, Company Secretaries to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

17. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

18. The result declared along with the scrutinizer's report shall be placed on the Company's website under the head "Investor – Corporate Announcement" after the result is declared by the Chairman or a person authorised by him in writing. The same shall be communicated by the Company to the stock exchange i.e., Bombay Stock Exchange, within two working days of the conclusion of the AGM.

19. Inspection of Documents: The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode. Members can inspect the same by sending an e-mail to

cs@kratikal.com.

20. Instructions for e-voting and joining the AGM are as follows:

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:

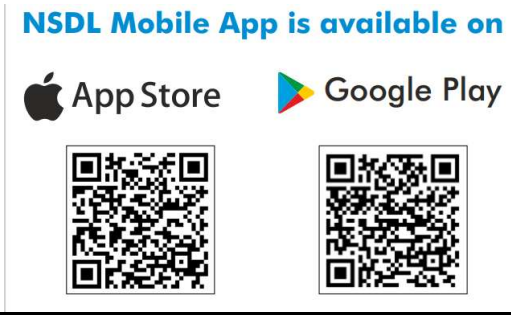
Step 1: Access to NSDL e-Voting system

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. 
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 and the **EVEN** for **AGM** is **140764**:

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 140764 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the

Scrutinizer by e-mail to cs.shivanisah@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to narendrad@nsdl.com 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@kratikal.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@kratikal.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 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@kratikal.com. The same will be replied by the company suitably.

6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at cs@kratikal.com between Wednesday, 26 August 2026 (9:00 A.M. IST) and Friday, 28 August 2026 (5:00 P.M. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

EXPLANATORY STATEMENT
(Pursuant to Section 102 (1) of the Companies Act 2013 and Secretarial Standard 2 on General Meetings)

ITEM NO 4. AND 5.

Adoption of Kratikal Employee Stock Option Plan 2019 as amended in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

Equity based compensation is considered to be an integral part of employee compensation across various sectors which enables alignment of, personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based compensation scheme.

The Company has introduced the Kratikal Employee Stock Option Plan – 2019 with the objective of attracting, retaining and motivating employees and aligning their interests with the long-term growth of the Company, to motivate employees who are consistently performing well, and to create sense of ownership of the business to the employees of the Company by award of Options, thereby acting as a retention tool as well as to align the efforts of such talent towards long term value creation in the organization and to attract premium talent.

Subsequent to the listing of the equity shares of the Company on BSE SME, the Scheme is being amended and restated to align it with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. No fresh ESOP Scheme is being introduced. The proposed amendments do not adversely affect the rights of existing option holders and all options already granted shall continue to be governed by the Scheme as amended.

The brief details of Kratikal Employee Stock Option Plan 2019

Brief description of the ESOP Plan	The Kratikal Employee Stock Option Plan 2019 ("ESOP 2019") was approved by the Board of Directors at its meeting held on 28 January 2019 and by the Members of the Company at the Extraordinary General Meeting held on 22 February 2019. The Scheme was introduced to attract, retain and motivate eligible employees by providing equity-based incentives aligned with the long-term growth of the Company. Pursuant to the listing of the Company's equity shares, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved certain amendments to ESOP 2019 to align the Scheme with the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable laws, subject to the approval of the Members
Total number of options to be granted and maximum number of options that can be granted under the ESOP Plan	Further, pursuant to the increase in the share capital of the Company, the Board of Directors, at its meeting held on 26 November 2025, approved the issuance of the remaining 4.75% Employee Stock Options out of the approved ESOP quota, aggregating to a total of 3,87,625 (Three Lakh Eighty-Seven Thousand Six Hundred Twenty-Five) Options, under ESOP 2019. Unless otherwise determined by the Committee, if any of Options

	expires, lapses or becomes un-exercisable due to any reason, such unvested Options shall be reverted to the Options pool and may be granted at the discretion of the Board to any other Eligible Employee.
Identification of classes of employees entitled to participate	(i) an employee as designated by the company, who is exclusively working in India or outside India; or (ii) a director of the company, whether a whole time director or not, including a Non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or (iii) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but does not include— (a) an employee who is a promoter or a person belonging to the promoter group; or (b) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company; (C)a director being an Independent Director.
Requirements of Vesting, period of Vesting & Maximum period within which options shall be vested:.	The Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted Options would vest, the detailed terms and conditions relating to such performance-based vesting and the proportion in which Options granted would vest. The vesting period of Options granted shall not vest earlier than 1 (One) year from the date of grant of such Options. The exact proportion in which and the exact period over which the Options would vest would be determined by the Committee at the time of grant, subject to the minimum vesting period of one year from the date of grant of Options.
Maximum period within which the options shall be vested	Vested Options may be exercised during the Exercise Period specified in the Grant Letter, provided that the Exercise Period does not exceed such years from the date of Vesting as may be determined by the Compensation Committee
Regulation 15 of SBEB	Any company implementing any of the share based schemes shall follow the requirements including the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including any 'Guidance Note on Accounting for employee share based Payments' issued in that regard from time to time, Hence, the Exercise Price will be accordingly determined by the Nomination and Remuneration Committee in accordance with the Regulations and disclosed appropriately.
Exercise price or pricing formula	The exercise price per Option shall be determined by the Committee and mentioned in the Grant Letter, which in any case shall not be less than the face value of the share of the Company as on date of grant on the basis.
The appraisal process for determining the eligibility of	The appraisal process for determining the eligibility of the employee will be specified by the Nomination and Remuneration

employees for the scheme:	Committee, and may be based on various criteria including role/designation of the employee, length of service, grade, performance, technical knowledge, leadership qualities, merit, contribution and conduct, future potential, and/or such other criteria that may be determined by the Nomination and Remuneration Committee at its sole discretion.
Exercise period/offer period and process of exercise/ acceptance of offer	Vested Options may be exercised during the Exercise Period specified in the Grant Letter, provided that the Exercise Period does not exceed such years from the date of Vesting as may be determined by the Compensation Committee. The vested option can be exercised by the Participant /Beneficiary as defined under the ESOP Plan by making an application to the Company in the format as may be prescribed keeping in view the administrative and/ or the legal requirements prevailing at that time and upon payment of the exercise consideration and applicable taxes and/or by complying with such procedure for the exercise of options as may be laid down by the Board/Committee.
Maximum quantum of benefits to be provided per employee under a Scheme:	No benefit other than grant of options is envisaged under the scheme. Maximum benefit shall accordingly refer to the maximum number of options that may be issued per employee.
Maximum number of options to be granted per employee and in aggregate	The number of options that may be granted to any specific employee of the Company or of its subsidiary company under the ESOP Plan, in any financial year and in aggregate under the ESOP Plan shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company. However, If the number of options that maybe offered to any specific employee in any financial year and in aggregate under the ESOP Plan be equal to or exceeds 1% of the issued share capital (excluding warrants & conversion of the convertible securities) of the Company at the time of grant of options, then the Company shall take prior approval from members of the Company.
Maximum quantum of benefits to be provided per employee under a Scheme:	No benefit other than grant of options is envisaged under the scheme. Maximum benefit shall accordingly refer to the maximum number of options that may be issued per employee.
Exercise in case of separation from employment	All the Vested Options as on date of resignation / separation shall be Exercised by the Option Grantee within such days as approved by the Committee from the date of resignation / separation, failing which the Vested Options shall automatically lapse. All the Vested Options as on date of Retirement shall be Exercised by the Option Grantee within the Exercise Period, failing which the Vested Options shall automatically lapse. All the Vested Options as on date of death shall be Exercised by the legal heir/nominee within the Exercise Period, failing which the Vested Options shall automatically lapse. All the Vested Options as on date of permanent incapacity shall be Exercised by the Option Grantee within the Exercise Period, failing which the Vested Options shall automatically lapse.
Maximum quantum of benefits to	Nil

be provided per employee (if any).	
Whether the Scheme will be implemented directly by the Company or through a trust.	The Company shall directly implement and administer the ESOP Plan through the Committee/Board.
The amount of loan to be provided for implementation of the Scheme by the company to the trust, its tenure, utilization, repayment terms, etc.:	Not Applicable.
The amount of loan to be provided for implementation of the Scheme by the company to the trust, its tenure, utilization, repayment terms, etc.:	Not Applicable.
Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both	Company shall issue new shares on exercise of stock options under the scheme.
Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme:	Not Applicable
A statement to the effect that the Company shall conform to the accounting policies specified in Regulation:	Members are requested to note that the Company shall conform to the applicable Accounting Standards and Policies as applicable to the Company and specified in Regulation 15 of the Regulations, from time to time.
the method which the company shall use to value its options or SARs;	The Company shall use Fair Value method to value the Options.
Applicability of following statement: "In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.":	Nil.
Period of lock-in:	Nil.
Listing of shares	Subject to the approval of the stock exchanges the relevant equity shares on exercise of the options shall be listed on the stock exchange(s) on which the securities of the Company are

	listed.
Terms & conditions for buyback, if any, of specified securities covered under these regulations	Not Applicable.
Method of accounting, valuation and disclosure policies of options	The Company shall follow the laws/regulations applicable to accounting related to Options, including but not limited to the IND AS/Guidance Note on accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein in accordance with the applicable Laws. After Listing, the Company will also make the necessary disclosures under the SEBI Share Based Employee Benefits & Sweat Equity Regulations ("SEBI SBEB & SE Regulations") at the time of Grant, including as provided in Part G of Schedule I of the SEBI SBEB & SE Regulations.

Pursuant to Regulation 6(3)(c) of the SEBI (SBEB & SE) Regulations, 2021, the Company is required to obtain the approval of its Members by way of a separate Special Resolution for extending the benefits of the ESOP-2019 to the eligible employees of its Group Company(ies), including Subsidiary Company(ies) and/or Associate Company(ies), whether present or future, in India or outside India. Accordingly, the approval of the Members is being sought by way of a separate Special Resolution at Item No. 5 of this Notice for extending the benefits of the ESOP-2019 to such eligible employees, within the overall limit of Options approved under Item No. 4.

The Board recommends the resolution(s) set out at item number 4 and 5 of this notice to the members for their consideration and approval, by way of special resolution.

The Options granted under the Scheme shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The Scheme conforms to the SEBI SBEB Regulations.

A copy of the **Kratikal tech Employee Stock Option Plan 2019** will be kept open for inspection by shareholders at the registered office of the Company during business hours.

None of the people specified in Section 102 of the Act, namely the promoters, directors, key managerial personnel, relatives of promoters, directors and key managerial personnel or the entities comprising the interest of promoters, directors or key managerial personnel, are concerned or interested in the above resolution. However, the directors and key managerial personnel may be deemed to be concerned or interested in these resolutions to the extent of options that may be granted to them.

6. APPOINTMENT OF MR. DIP JUNG THAPA (DIN: 08181392) AS AN EXECUTIVE DIRECTOR OF THE COMPANY: SPECIAL RESOLUTION

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 06 August 2026, appointed Mr. Dip Jung Thapa (DIN: 08181392) as an Additional Director of the Company pursuant to Section 161(1) of the Companies Act, 2013. The Board has also approved his appointment as an Executive Director, liable to retire by rotation, subject to the approval of the Members. Since the proposed remuneration payable to Mr. Dip Jung Thapa requires approval of the Members by way of a Special Resolution under the applicable provisions of the Companies Act, 2013, the approval of the Members is sought accordingly.

Mr. Dip Jung Thapa possesses significant experience and expertise in the field of cybersecurity, technology, business management. The Board is of the opinion that his knowledge, experience and leadership will be of considerable value to the Company and will contribute to its continued growth and development.

The Company has received from Mr. Dip Jung Thapa:

- consent to act as a Director in Form DIR-2;
- declaration confirming that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013; and
- other requisite disclosures under the Companies Act, 2013.

Accordingly, the approval of the Members is sought by way of a Special Resolution for the appointment of Mr. Dip Jung Thapa as an Executive Director of the Company, liable to retire by rotation.

Except Mr. Dip Jung Thapa and his relatives, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

Disclosures under Section 197 read with Schedule V of the Companies Act, 2013

Particulars	**Disclosure**
I. General Information	
Nature of industry	Information technology / cybersecurity products and services.
Date of commencement of commercial production	Not applicable, as the Company is an existing company and is not in the production/manufacturing sector.
Financial performance during the last three financial years	As disclosed in the Audited Financial Statements forming part of the Annual Report of the Company for the relevant years.
Export performance and net foreign exchange collaboration	Foreign Exchange Earning – Rs. 8,12,11,866
Foreign investments or collaborations, if any	During the financial year under review, the Company made investments in its wholly-owned subsidiaries, namely Threatcop AI Inc., USA and Threatcop FZ-LLC, UAE.
II. Information about the appointee	
Background details	Mr. Dip Jung Thapa is the Promoter and Chief Operating Officer of the Company. He has over 09 years of experience and has been associated with the Company since 2016, as set out in his profile forming part of the Annexure to this Notice.
Past remuneration	Remuneration of ₹50.05 Lakhs drawn in FY 2024-25, as Chief Operating Officer of the Company.
Recognition or awards	Nil.
Job profile and his suitability	As Executive Director, Mr. Dip Jung Thapa will continue to be responsible for the Company's business strategy, operations and technology functions, as detailed under Item No. 6 of this Explanatory Statement and in his profile

	in the Annexure. Given his experience and continued association with the Company, the Board considers him suitable for the said role.
Remuneration proposed	Up to ₹60,00,000 (Rupees Sixty Lakhs only) per annum, together with such perquisites, allowances and benefits as may be approved by the Board/Nomination and Remuneration Committee from time to time, within the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Having regard to the size of the Company, the nature and scale of operations of the industry in which the Company operates, and the responsibilities to be shouldered by Mr. Dip Jung Thapa, the proposed remuneration is commensurate with the remuneration paid to similarly placed managerial personnel in companies of comparable size and standing in the industry.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Dip Jung Thapa holds 6.12% of the paid-up equity share capital of the Company. Other than his remuneration as Chief Operating Officer/proposed Executive Director and his shareholding as aforesaid, he does not have any other pecuniary relationship with the Company. He is not related to any other Director or Key Managerial Personnel of the Company.
III. Other Information	
Reasons of loss or inadequate profits	Not applicable, as the remuneration proposed to be paid is within the limits prescribed under Section 197 of the Companies Act, 2013 and Part II of Schedule V thereto is not attracted.
Steps taken or proposed for improvement	Not applicable.
Expected increase in productivity and profits	Not applicable.
IV. Disclosures	
Remuneration package of the managerial person	As set out under 'Proposed Remuneration' above and in the Annexure to this Notice.
Details of fixed component and performance-linked incentives, along with performance criteria	Nil, there will be no performance linked incentives to be paid to Dip Jung Thapa
Service contracts, notice period, severance fees	As per the terms of the Appointment Letter to be executed between the Company and Mr. Dip Jung Thapa.
Stock option details, if any	Nil.

ANNEXURE TO THE NOTICE

BRIEF PROFILE OF DIRECTOR SEEKING APPOINTMENT AT ANNUAL GENERAL MEETING IN PURSUANCE OF PROVISIONS OF THE COMPANIES ACT, 2013, AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Name of the Director	Mr. Paratosh Kumar
Category & Designation	Whole-Time Director
DIN:	07676819
Date of Birth (Age)	[26/01/1994] (32 years)
Date of appointment on the Board	17-02-2017 (re-designated as Whole-Time Director w.e.f. 17-07-2025)
Educational Qualification	He holds a Bachelor of Technology degree from Motilal Nehru National Institute of Technology (MNNIT), Allahabad.
Experience & Expertise	Mr. Paratosh Kumar, aged 32 years, is the Whole-Time Director and Promoter of our Company. He has been associated with the Company since 2013 and has led the sales and marketing teams to align technical solutions with market needs, while supporting enterprise-level client engagements. He oversees the development of the Company's core products, including AutosecT and the Threatcop suite (TSAT, TLMS, TDMARC, TPIR), with a focus on secure coding, scalability, and delivery. He has led the Vulnerability Assessment and Penetration Testing (VAPT) team, delivering services aligned with global standards such as ISO 27001, SOC 2, PCI-DSS, and GDPR, while ensuring successful implementation of the Information Security Management System (ISMS). His financial oversight has included budgeting, cost optimization for technology initiatives, and ensuring the financial viability of service offerings.
Directorships held in other companies and excluding foreign companies as of the date of this Notice.	Kratikal Academy Private Limited
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company.
Shareholding (%) in the Company	14.46
Remuneration last drawn (FY 25-26)	50.05
Proposed Remuneration	No change in remuneration is proposed pursuant to this re-appointment. Mr. Paratosh Kumar shall continue to be entitled to remuneration of up to ₹60,00,000 (Rupees Sixty Lakhs only) per annum, exclusive of reimbursement of expenses incurred in the discharge of his official duties, and shall be eligible for such annual increments and other benefits as may be determined by the Board of Directors (or the Nomination and Remuneration Committee, where

	applicable) from time to time, subject to the provisions of the Companies Act, 2013 and other applicable laws.
Terms and Conditions of appointment	As set out in the Appointment Letter executed between the Company and Mr. Paratosh Kumar, as approved by the Members, in accordance with the provisions of the Companies Act, 2013.
Justification for re-appointment as Whole-Time Director, liable to retire by rotation	Mr. Paratosh Kumar has been associated with the Company as a Promoter since 2013 and possesses significant experience in sales, marketing, and operations. Given his experience, continued association with the Company, and satisfactory performance evaluation by the Nomination and Remuneration Committee, the Board considers him suitable for re-appointment as Whole-Time Director, liable to retire by rotation.

Name of the Director	Mr. Dip Jung Thapa
Category & Designation	Executive Director
DIN:	08181392
Date of Birth (Age)	April 15, 1993 (33 years)
Date of appointment on the Board	06-08-2026
Educational Qualification	He completed Bachelor of Technology in Mechanical Engineering in the year 2015 from Motilal Nehru National Institute of Technology Allahabad
Experience & Expertise	Mr. Dip Jung Thapa, aged 33 years is the Promoter and Chief Operating Officer of our Company. He has 09 years of experience & has been associated since 2016 with the Company as a Chief Operating Officer. He led the development and execution of the Company's People Security Management (PSM) platform suite, comprising TSAT (Security Awareness Training), TLMS, TDMARC and TPIR, built on the proprietary AAPE framework (Assess, Aware, Protect, Empower). Under his leadership, the platform was designed to strengthen organizations' human security posture through scalable, technology-driven solutions. He also led the recruitment and mentorship of internal technical teams, including automation engineers and data analysts, fostering innovation in threat intelligence and simulation design.
Directorships held in other companies and excluding foreign companies as of the date of this Notice.	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company.
Shareholding (%) in the Company	6.12 %
Remuneration last drawn (FY 25-26)	50.05 Lakh
Proposed Remuneration	Mr. Dip Jung Thapa shall be entitled to remuneration of up to ₹60,00,000 (Rupees Sixty Lakhs only) per annum,

	exclusive of reimbursement of expenses incurred in the discharge of his official duties, and shall be eligible for such annual increments and other benefits as may be determined by the Board of Directors (or the Nomination and Remuneration Committee, where applicable) from time to time, subject to the provisions of the Companies Act, 2013 and other applicable laws.
Terms and Conditions of appointment	As set out in the Appointment Letter executed between the Company and Mr. Dip Jung Thapa sin accordance with the provisions of the Companies Act, 2013.
justification for choosing the appointees for appointment as Executive Director	Mr. Dip Jung Thapa brings significant experience in business strategy, operations, and the technology sector, with a strong understanding of the Company's business and growth objectives. His expertise in driving operational excellence, business development, and strategic decision-making will strengthen the Company's leadership and support the effective execution of its long-term business plans. His appointment as an Executive Director will further enhance the Board's capabilities and contribute to the Company's sustainable growth and value creation.

KRATIKAL
SECURE FOR SURE

DIRECTORS' REPORT

13TH ANNUAL REPORT · FY 2025-26

Kratikal Tech Limited

(Formerly known as Kratikal Tech Private Limited)

To the Members, for the financial year ended March 31, 2026

DIRECTORS' REPORT

To
The Members
Kratikal Tech Limited

The Board of Directors ("Board") is delighted to present this 13th Annual Report of the Company, along with the summary of standalone and consolidated financial statements for the financial year ended March 31, 2026.

FINANCIAL AND OPERATIONAL HIGHLIGHTS OF THE COMPANY

The key highlights of standalone and consolidated financial performance of the Company for the year ended March 31, 2026, indicating state of Company's affairs, are summarised as follows:

FINANCIAL SUMMARY /PERFORMANCE OF THE COMPANY

(Amount in Rs.)

Particulars	**Standalone**		**Consolidated**	
	31.03.2026	**31.03.2025**	**31.03.2026**	**31.03.2025**
Revenue from operation	33,55,95,264	20,85,09,037	36,71,58,981	20,85,09,037
Other Income	14,06,490	26,14,321	14,06,490	26,14,321
Total Income	**33,70,01,754**	**21,11,23,358**	**36,85,65,470**	**21,11,23,358**
Total Expenditure	**26,29,18,260**	**15,55,22,529**	**27,75,22,521**	**15,55,44,173**
Profit before Interest, Depreciation, Taxation & Extraordinary Items	7,40,83,494	5,56,00,829	9,10,42,949	5,55,79,185
Depreciation	82,77,060	**30,25,532**	82,77,060	30,25,532
Profit before Tax	**65806433**	**5,25,75,297**	**8,27,65,890**	**5,52,53,653**
Tax Expense	2,31,58,029	1,31,70,273	2,31,58,029	1,31,70,273
Profit/(Loss) after Tax (Before Minority Interest)	4,26,48,405	3,94,05,024	5,96,07,861	3,93,83,380
Minority interest	0	0	(0.10)	(0.12)
Profit/(Loss) for the period (after Minority interest adjustment)	**4,26,48,405**	**3,94,05,024**	**5,96,07,860.9**	**3,93,83,379.88**
Earnings Per Share				
Basic (Rs.)	5.46	38.30	7.63	38.28
Diluted (Rs.)	5.34	31.50	7.62	31.48

The standalone as well as the consolidated financial statement have been prepared in accordance with the Accounting Standards (AS).

DIVIDEND

With a view to conserving resources for the Company's growth initiatives, expansion plans and future business opportunities, your directors consider it prudent to retain the profits of the Company. Accordingly, your Directors do not recommend any dividend for the Financial Year ended **31st March, 2026**.

RESULTS OF OPERATION AND THE STATE OF COMPANY'S AFFAIRS

During the financial year ended **31st March 2026**, the Company continued to be engaged in the business of developing and providing cybersecurity and software solutions, including AI-driven security awareness, phishing simulation, learning management, email security, and related services to domestic and international customers.

The Company continued to focus on innovation, strengthening its product portfolio, expanding its customer base, and enhancing its presence across domestic and overseas markets. During the year, the Company successfully achieved the milestone of listing its equity shares on the SME Platform of BSE Limited, which marks an important step in its growth journey.

The Directors are confident that the Company's strong technological capabilities, customer-centric approach, and continued investments in research and development will support sustainable growth and create long-term value for its stakeholders.

(a) The highlights of the Company's standalone performance for the financial year ended March 31, 2026, are set out below:

During the financial year under review, the Company's Revenue from Operations increased to ₹3,355.95 lakh from ₹2,085.09 lakh in the previous Financial Year, registering a growth of 60.95%. Domestic revenue increased from ₹1,809.98 lakh to ₹2,543.83 lakh, reflecting a growth of 40.54%, while export revenue witnessed a significant growth of 195.20%, increasing from ₹275.11 lakh to ₹812.12 lakh. The overall growth in revenue was primarily driven by steady growth in the domestic business and a substantial increase in export revenue during the year under review.

(b) The highlights of the Company's consolidated performance for the financial year ended March 31, 2026, are as follows:

On a consolidated basis, the Company's Revenue from Operations increased to ₹3,671.59 lakh from ₹2,085.09 lakh in the previous Financial Year, registering a growth of 76.09%. Domestic revenue increased from ₹1,809.98 lakh to ₹2,572.37 lakh, reflecting a growth of 42.12%, while export revenue witnessed a significant growth of 299.57%, increasing from ₹275.11 lakh to ₹1,099.22 lakh. The overall growth in consolidated revenue was primarily driven by sustained growth in the domestic business and a substantial increase in export revenue during the year under review.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the provisions of the Act and the Listing Regulations read with Ind AS 110-Consolidated Financial Statements, Ind AS 28-Investments in Associates and Joint Ventures and Ind AS 31-Interests in Joint Ventures, the Consolidated Audited Financial Statement forms part of this Annual Report.

INITIAL PUBLIC OFFER

The Company successfully made its Initial Public Offer ('IPO') of 29,40,000 Equity Shares @ ₹135/- (including a share premium of ₹125/-) per equity share of ₹10/- each, which includes a fresh issue of 29,40,000 Equity Shares of ₹10/- each for raising funds for the Company to the tune of ₹3,969.00 lakhs.

Subsequent to the completion of the IPO, the paid-up Equity Share Capital of the Company has been increased from ₹8,16,05,450/- to ₹11,10,05,450/-. The Company's Equity Shares got listed on BSE on July 7th, 2026, and are currently available for trading.

CHANGES IN THE SHARE CAPITAL OF THE COMPANY

During the financial year under review, below are the changes in the share capital of the Company.

a. Changes in Authorised Share Capital

i) Our Company cancelled and converted of unissued shares of one class i.e. 5,000 Preference Shares of ₹100/- each and increased in shares of another class i.e. into 50,000 Equity Shares of Rs. 10/- each and consequently altered the capital clause in Memorandum of Association of the Company, pursuant to special resolution passed at Extra-Ordinary General Meeting held on September 09, 2025.

ii) Clause V of the MOA was amended to reflect an increase in the Authorised share capital of our Company from ₹ 10,00,000 divided into 1,00,000 Equity Shares of ₹10/- each to ₹ 12,00,00,000 divided into 1,20,00,000 Equity Shares of ₹10/- each, pursuant to special resolution passed at the Extra-Ordinary General Meeting held on November 24, 2025.

b. Changes in Paid-Up Share Capital

Particulars	**No. of Equity Shares**	**Face Value (Rs.)**	**Paid-Up-Share Capital (Rs.)**
Equity Share Capital			
Paid Up Share Capital as on April 01, 2025	10,288	10	1,02,880
Conversion of 1856 CCPS into Equity	1,856	10	18,560
Allotment of 601 ESOP	601	10	6,010
Bonus Issue of 76,47,000 Equity Shares in ratio of (600:1)	76,47,000	10	7,64,70,000
Allotment of 5,08,000 Equity Shares under Private Placement	5,00,800	10	50,80,000
Paid-up Share Capital as on 31st March 2026	81,60,545	10	8,16,05,450
Preference Share Capital			
Paid Up Share Capital as on April 01, 2025	1,856	10	18,560
- (Conversion into Equity Capital)	(1856)	10	(18560)
Paid-up Share Capital as on 31st March 2026	0	0	0

Subsequent to IPO the paid-up equity share capital of the Company has been increased to ₹11,10,05,450/- divided into 1,11,00,545 Equity Shares of face value of ₹10/- each.

TRANSFER TO RESERVES

For the Financial Year ended 31st March 2026, the Board of Directors has decided not to transfer any amount to the General Reserve. The profit for the year forms part of the Retained Earnings in the financial statements.

DETAILS OF SUBSIDIARY/JOINT VENTURE/ASSOCIATE COMPANIES

As on **31st March 2026**, the Company has the following **wholly owned subsidiaries**:

Name of the Company	Country/ Place of Incorporation	Percentage of holding
Kratikal Academy Private Limited (CIN: U74999UP2017PTC093688)	Uttar Pradesh, India	100%
Threatcop AI Inc.	State of Delaware, United State of America	100%
Threatcop FZ LLC	Ras Al Khaimah, United Arab Emirates	100%

During the financial year under review, the Company incorporated the following two wholly-owned Subsidiaries:

- **Threatcop AI Inc.**, incorporated in the State of Delaware, United States of America; and
- **Threatcop FZ LLC**, incorporated in Ras Al Khaimah, United Arab Emirates.

The Consolidated Financial Statements of the Company have been prepared in accordance with the applicable provisions of the Companies Act, 2013, the applicable Indian Accounting Standards (Ind AS), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DIRECTORS AND KEY MANAGERIAL PERSONNEL ('KMPS')

As on date, the Company has five Directors, comprising two Executive Directors and three Independent Directors (including one Woman Independent Director).

The composition of the Board of Directors of the Company is given in the table below:

Sr. No.	Name	Designation	DIN
1.	Mr. Pavan Kumar [1]	Chairman, Managing Director & CEO	06714086
2.	Mr. Paratosh Kumar[2]	Whole Time Director	07676819
3.	Ms. Shubhi Kesarwani[3]	Non-Executive Director	10955031
4.	Mr. Anand Ramanlal Karwa[4]	Non-Executive Director	06904408
5.	Mr. Sanjeev Kumar Sinha[5]	Non-Executive Director	07740623

Notes:

[1]Mr. Pavan Kumar's designation was changed from Non-Executive Director to Chairman cum Managing Director w.e.f. March 01, 2025, for a period of 5 years and Appointed as CEO w.e.f. March 01, 2025.

[2]Mr. Paratosh Kumar designation was changed from Executive-Director to Whole-Time Director w.e.f. July 17, 2025 for a period of 5 years.
[3]Ms. Shubhi Kesarwani was appointed as a Non-Executive, Independent Director of the Company w.e.f. August 27, 2025.
[4]Mr. Anand Ramanlal Karwa was appointed as a Non-Executive, Independent Director of the Company w.e.f. August 27, 2025.
[5]Mr. Sanjeev Kumar Sinha was appointed as a Non-Executive, Independent Director of the Company w.e.f. November 17, 2025.

Appointment, Re-appointment and Cessation of Directors during the financial year under review

a) Appointment of Mr. Pavan Kumar as Managing Director of the Company

The Board of Directors of the Company at its meeting held on March 01. 2025 appointed Mr. Pavan Kumar (DIN: 06714086) as a Managing Director for a period of 5 (Five) years.

b) Appointment of Mr. Paratosh Kumar as Whole- Time Director of the Company

The Board of Directors of the Company at its meeting held on July 17, 2025 appointed Mr. Paratosh Kumar (DIN: 07676819) as a Whole-Time Director for a period of 5 (Five) years.

c) Appointment of Ms. Shubhi Kesarwani as a Non-Executive, Independent Director of the Company

The Board of Directors of the Company considering expertise, knowledge, experience and skills of Ms. Shubhi Kesarwani (DIN: 10955031) appointed her as Independent Director w.e.f. August 27, 2025 and the Members had appointed her as an Independent Director for a first term of 2 consecutive years commencing from September 09th 2026.

d) Appointment of Mr. Anand Ramanlal Karwa as a Non-Executive, Independent Director of the Company

The Board of Directors of the Company considering expertise, knowledge, experience and skills of Mr. Anand Ramanlal Karwa (DIN: 07740623) w.e.f. August 27, 2026 and the Members had appointed him as an Independent Director for a first term of 18 months commencing from September 09th 2026.

e) Appointment of Mr. Sanjeev Kumar Sinha as a Non-Executive, Independent Director of the Company

The Board of Directors of the Company considering expertise, knowledge, experience and skills of Mr. Sanjeev Kumar Sinha (DIN: 06904408) w.e.f.

November 17, 2026 and the Members had appointed him as an Independent Director for a term of 1 year commencing from November 24th 2026.

Key Managerial Personnel (KMPs)

The following are the Key Managerial Personnel of the Company pursuant to Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Name	Designation	Date of Appointment
Mr. Pavan Kumar	Managing Director	1st March 2025
Mr. Paratosh Kumar	Whole-Time Director	17th July 2025
Mr. Vimnay Singh	Chief Financial Officer	17th July 2025
Mr. Anmol Gupta	Company Secretary	17th July 2025

Meetings of the Board of Directors

The meetings of the Board of Directors ("Board") are held regularly to review, discuss deliberate and decide on various business, strategies, risk management, audit and assurances, governance policies, financial matters and other matters as proposed by the Chairman or Member(s) of the Board from time to time.

During the financial year under review, 14 Board Meetings were convened. The gap between two Board Meetings did not exceed 120 days as per Section 173 of the Companies Act, 2013. The details of the Meetings of the Board have been provided in the table below:

Sr. No.	Date of Board Meeting	No. of Directors entitled to attend	No. of Directors present	No. of Directors Absent
(1/BM/2025-2026)	24-04-2025	2	2	0
(2/BM/2025-2026)	29-05-2025	2	2	0
(3/BM/2025-2026)	17-07-2025	2	2	0
(4/BM/2025-2026)	27-08-2025	2	2	0
(5/BM/2025-2026)	22-09-2025	4	3	1
(6/BM/2025-2026)	17-11-2025	4	3	1
(7/BM/2025-2026)	26-11-2025	5	4	1
(8/BM/2025-2026)	05-12-2025	5	4	1
(9/BM/2025-2026)	08-12-2025	5	4	1
(10/BM/2025-2026)	12-12-2025	5	3	2
(11/BM/2025-2026)	24-12-2025	5	4	1
(12/BM/2025-2026)	25-12-2025	5	4	1
(13/BM/2025-2026)	31-12-2025	5	4	1
(14/BM/2025-2026)	16-02-2026	5	3	1

Selection of New Directors and Board Membership Criteria

The Nomination and Remuneration Committee ('NRC') engages with the Board of Directors ("Board") to evaluate the appropriate characteristics, skills and experience for the Board as a whole as well as for its individual members with the objective of having a Board with diverse backgrounds and experience in business, finance, and governance. The NRC, basis such evaluation, determines the role and capabilities required for appointment of Independent Director.

Thereafter, the NRC recommends to the Board for the selection of new Directors. All Directors are expected to demonstrate independence, integrity, strong personal and professional ethics, sound business judgment, the ability to contribute constructively to deliberations, and a commitment to exercising authority in a collaborative and collective manner.

The Company has in place a Nomination and Remuneration Policy ('Policy') which is available on the Company's website.

Declaration by Independent Directors

The Independent Directors have confirmed that there had been no change in the circumstances affecting their status as Independent Directors of the Company and that they continue to be qualified to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules. The Independent Directors had submitted their disclosures to the Board that they fulfil the requirements as stipulated under Section 149(6) of the Companies Act, 2013 and declaration under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 confirming compliance with Rule 6(1) and (2) of the said Rules that their names are registered in the databank as maintained by the Indian Institute of Corporate Affairs ("IICA").

Annual Evaluation of the Board, Committees and Individual Directors

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual evaluation of its own performance, the performance of its Committees and that of the individual Directors.

The evaluation was based on various parameters, including the effectiveness of the Board and Committees, governance practices, participation and contribution of the Directors, and overall functioning of the Board.

The Independent Directors also held a separate meeting to evaluate the performance of the Chairman, Non-Independent Directors and the Board as a whole, in accordance with the applicable provisions of the Companies Act, 2013. The Board is satisfied with the performance and effectiveness of the Board, its Committees and the individual Directors during the financial year under review.

Committees of the Board of Directors (Board)

The Company has duly constituted the following mandatory Committees in terms of the provisions of the Companies Act, 2013 read with rules framed thereunder viz.
a. Audit Committee
b. Nomination and Remuneration Committee
c. Stakeholders' Relationship Committee

The Composition of all above Committees and other details have been provided below.

All the recommendations made by the Committees were accepted by the Board of Directors.

Audit Committee (AC)

The Board of Directors of our Company has, in pursuance to provisions of Section 177 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, read with SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, as applicable, in its meeting held on December 08, 2025 constituted the Audit Committee of its Board of Directors of the company. The constitution of the Audit Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Anand Ramanlal Karwa	Chairman	Independent Director
Mr. Sanjeev Kumar Sinha	Member	Independent Director
Mr. Pavan Kumar	Member	Managing Director

The chairman of the Audit Committee is an independent director and the Company Secretary acts as the secretary to the Audit Committee.

All the recommendations made by the Audit Committee were accepted by the Board of Directors made by the Audit Committee during the year.

Nomination and Remuneration Committee (NRC)

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, read with SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, as applicable, in its meeting held on December 08, 2025, constituted the Nomination and Remuneration Committee of its Board of Directors.

The constitution of the Nomination and Remuneration Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Sanjeev Kumar Sinha	Chairman	Independent Director
Mr. Anand Raman Lal Karwa	Member	Independent Director
Ms. Shubhi Kesarwani	Member	Independent Director

The chairman of the NRC is an independent director and the Company Secretary acts as the secretary to the NRC.

Stakeholders' Relationship Committee (SRC)

The Company has constituted the Stakeholders' Relationship Committee of the Board (the "Stakeholders' Relationship Committee") pursuant to resolution of the Board dated March 11, 2025 in compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI LODR Regulations. The Stakeholders' Relationship Committee consists of the following members as on the date of this report.

The constitution of the Stakeholder Relationship Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Anand Ramanlal Karwa	Chairman	Independent Director
Mr. Pavan Kumar	Member	Managing Director
Mr. Paratosh Kumar	Member	Whole Time Director

Directors' Responsibility Statement ('DRS')

The Director Responsibility Statement was placed before the Audit Committee. The Audit Committee reviewed and confirmed the said DRS. Thereafter, the DRS was placed before the Board of Directors. Pursuant to Section 134(5) of the Act, the Directors state that:

a. in the preparation of the annual accounts for the financial year ended March 31, 2026, the applicable accounting standards had been followed and there were no 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 on March 31, 2026 and of the profit of the Company for the year ended as on that date;
c. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
d. the Directors have prepared the annual accounts on a going concern basis;
e. the Directors had laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and are operating effectively; and
f. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

AUDITORS AND THEIR REPORT

M/s A T K & Associates, Chartered Accountants, Ghaziabad, statutory auditors of the Company having registration number FRN No. 018918C were appointed as statutory Auditors of the Company in the Annual General Meeting held on 30/09/2023 and they hold the office until the conclusion of the 15th Annual

General Meeting to be held in 2028. They have confirmed their eligibility under Section 141 of Companies Act, 2013 and they are not disqualified for appointment. As required under Listing Regulations, the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The Auditors' Report on Standalone and Consolidated Financial Statements for the financial year 2025-26 issued by M/s A T K & Associates, Chartered Accountants, does not contain any qualification, observation, disclaimer, reservation, or adverse remark.

There are no qualifications in statutory audit report. The comments in the Auditors' Report read with the notes to the accounts are self -explanatory and do not call for further explanation. There are no cases of fraud detected and reported by the Auditor under Section 143(12) during the Financial Year.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The policies and procedures adopted by the Company 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.

The Audit Committee also periodically reviews the adequacy and effectiveness of internal control systems and provides guidance for further strengthening them.

During the financial year under review, no material observation has been made by the Statutory Auditors of the Company in relation to the efficiency and effectiveness of such controls.

RISK MANAGEMENT

Section 134 (3) (n) of the Companies Act, 2013 is not applicable to the Company, therefore, formulation of a formal Risk Management Policy is not mandatory. Nevertheless, the Board of Directors periodically reviews the Company's business risks and takes appropriate measures to mitigate them, as and when considered necessary.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM AND WHISTLE BLOWER POLICY

The Company has designed a Vigil Mechanism and Whistle Blower Policy as per the provisions of Section 177 of the Companies Act, 2013, to establish a framework for receiving complaints related to any allegations of corruption, willful misuse of power or discretion, unethical behaviors, actual or suspected fraud, leakage or violations of the Code of Business Conduct and Ethics for Board of Directors and Employees. It provides a platform to report such

concerns against any employee and ensures a process for investigating these disclosures. Additionally, the policy offers safeguards to protect individuals making complaints, provided the disclosure is made in good faith and within a reasonable timeframe.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the financial year under review, the Company has not granted any loans, provided any guarantees or securities, or made any investments covered under the provisions of Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Board of Directors of the Company has approved the criteria to grant omnibus approval by the Audit Committee within the overall framework of the policy on Related Party Transactions (RPTs). All related party transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for related party transactions which are of repetitive nature. The related party transactions for the financial year are insignificant in commensurate with the turnover of the Company. Further, all transactions with related parties during the financial year were on arm's length basis and in the ordinary course of business.

Your Directors draw attention of the Members to Note No. 25 to the standalone financial statement which sets out related party disclosures.

ANNUAL RETURN

The Annual Return of the Company in form MGT-7 in accordance with Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014 is available on Company's website at https://kratikal.com/investor-relations .

PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197 of the Companies Act, 2013 (Act) read with Schedule V, the remuneration payable to Directors is subject to the prescribed limits except during the financial year under review, the remuneration paid to Mr. Pavan Kumar (Chairman and Managing Director), Mr. Paratosh Kumar (Whole-Time Director), exceeded the limits specified under Section 197 of the Act.

The said remuneration was approved and is in accordance with the provisions of the Act. The Board affirms that, except for the aforesaid instance, the remuneration paid to all Directors is in compliance with Section 197 of the Act and the rules made thereunder.

COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS

The Company has in place a Nomination and Remuneration Policy with respect to appointment and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel. The appointment of Directors on the Board is subject to the recommendation of the Nomination and Remuneration Committee (NRC). Based on the recommendation of the NRC, the remuneration of Executive Director is proposed, in accordance with the provisions of the Companies Act, 2013 (Act) which comprises of basic salary, perquisites, and allowances, for approval of the members, if required. Further, based on the recommendation of the Board, the remuneration of Non-Executive Directors for increased sitting fees in accordance with the provisions of Act is proposed for the approval of the members.

The Nomination and Remuneration Policy including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided u/s 178(3) of the Act is available on the Company's website.

EMPLOYEES STOCK OPTION SCHEMES (ESOP)

During the financial year 2025-26, there has been change in the Employee Stock Option Schemes of the Company. The Company has adopted amendment in Employee Stock Option Plan 2019 (ESOP 2019) pursuant to a resolution passed at Board Meeting held on November 26th, 2025.

The details of the ESOP as on March 31 2025 are as under

Pursuant to the increase in the share capital of the Company, the Board of Directors, at its meeting held on 26 November 2025, approved the issuance of the remaining 4.75% Employee Stock Options out of the approved ESOP quota, aggregating to a total of 3,87,625 (Three Lakh Eighty-Seven Thousand Six Hundred Twenty-Five) Options, under ESOP 2019 and the scheme will be administered by the Nomination and Remuneration (NRC) Committee. The objectives of the ESOP 2019 is to

a) To motivate the Employees to contribute to the growth and profitability of the company.
b) To retain the Employees for the growth of the Organization.
c) To provide means to enable the Company to attract and retain appropriate new human talent in the employment of the Company;
d) To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long term interests of the Company; and
e) To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come.

Under the ESOP 2019, the NRC Committee is authorised to grant not exceeding 3,87,625 (Three Lakh Eighty-Seven Thousand Six Hundred Twenty-Five) Options, each fully paid-up, with each such Option conferring a right upon the

Employee to be issued one Share of the Company, in accordance with the terms and conditions of such issue.

The Employee Stock Option Scheme 2025 is in compliance with Companies Act, 2013 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The Company has also obtained certificate from the Secretarial Auditors confirming that ESOP 2019 have been implemented in accordance with the SEBI (SBEB & SE) Regulations, 2021 and the resolutions passed by the shareholders of the Company.

A copy of the certificate has been uploaded on the website of the Company i.e. https://kratikal.com/.

DETAILS PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013

The provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company during the financial year under review, as the Company is not a listed company during the said financial year.

The equity shares of the Company were subsequently listed on the Bombay Stock Exchange (BSE) on July 7th, 2026. Accordingly, the Company shall comply with the applicable requirements of Section 197(12) of the Companies Act, 2013 read with the aforesaid Rules from the financial year 2026–27 onwards.

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

The Company has in place a Policy on Prevention of Sexual Harassment at Workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has constituted Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH Act). This policy covers all employees of the Company whether permanent or temporary, probationary or part-time or working as a consultant or on a voluntary basis or engaged through a contractor or agent.

To build awareness in this area, the Company has been conducting induction/refresher programmes in the organisation on a continuous basis. During the financial year under review, the Company organised training sessions on the topics of POSH for the Employees and Internal Committee Members.

Details of Sexual Harassment cases are following:

No. of complaints received during the year	Nil

No. of complaints disposed off during the year	N.A.
Cases pending for more than 90 days	N.A.
No. of workshops and Awareness Programs conducted during the year	2
Nature of action by employer or District officer, if any	N.A.

CORPORATE SOCIAL RESPONSIBILITY

During the financial year under review, the provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility were not applicable to the Company.

However, based on the financial parameters of the Company for the financial year ended March 31, 2026, the provisions of Section 135 of the Companies Act, 2013 shall become applicable to the Company with effect from the financial year 2026-27. The Company shall undertake necessary compliances with the applicable provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

INVESTOR EDUCATION AND PROTECTION FUND

During the financial year under review, there is no amount which is required to be transferred to the Investors Education and Protection Fund as per the provisions of Section 125(2) of the Act.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE, EARNING AND OUTGO

Information in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of Companies (Accounts) Rules, 2014 regarding conservation of energy and technology absorption are not required to be provided as the Company has not undertaken any manufacturing activity.

Details of Foreign Exchange Earnings and Outgo during the financial year under review is given in the table below:

Sr. No.	**Particulars**	**(Amount in Rs.)**
1.	Earning in Foreign Currency	8,12,11,866
2.	Expenditure in Foreign Currency	2,22,93,450

CHANGE IN NAME OF THE COMPANY

During the financial year 2025-26, the Company was converted from a private limited company to a public limited company. Consequently, the name of the Company was changed from ***Kratikal Tech Private Limited*** **to** ***Kratikal Tech Limited*** pursuant to a fresh Certificate of Incorporation issued by the Registrar of Companies, effective from 23-09-2025.

DEMATERIALIZATION OF SHARES

The shares of the Company are available for transfer in the dematerialized form under both the Depository Systems in India - NSDL and CDSL. The International Securities Identification Number ('ISIN') allotted to the Company's shares under the Depository System is INE1L0M01019.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, POST BALANCE SHEET DATE

Following events have occurred between end of the financial year of the Company to which the financial statements relate and the date of this report which may affect the financial position of the Company:

a. Changes in Share Capital: Pursuant to the Initial Public Offer ("IPO"), the paid-up equity share capital of the Company increased from ₹8,16,05,450 comprising 81,60,545 Equity shares of ₹10 each to ₹ 11,10,05,450 comprising 1,11,00,545 Equity shares of ₹10 each.

b. The Company successfully completed its Initial Public Offer comprising a fresh issue of 29,40,000 equity shares of face value of ₹10 each, aggregating to ₹3,969.00 lakhs, at an issue price of ₹135 per equity share (including a premium of ₹125 per equity share).

c. The Company received listing approval from the Bombay Stock Exchange (BSE) on July 7th 2026,and its equity shares were listed on the BSE SME on July 7th, 2026, and are currently available for trading.

COST AUDIT

The provisions of Section 148 of the Companies Act, 2013 pertaining to cost audit are not applicable to the Company.

SECRETARIAL AUDIT

For the financial year under review, the provisions of Section 204 of the Companies Act, 2013 pertaining to secretarial audit are not applicable to the Company.

However, pursuant to the listing of the equity shares of the Company on BSE Limited on July 7, 2026, the provisions relating to Secretarial Audit have become applicable to the Company. Accordingly, the Company shall appoint a Secretarial Auditor and conduct the Secretarial Audit from the financial year 2026-27 onwards in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

During the financial year under review, your Company is in compliance with the applicable Secretarial Standards specified by the Institute of Company Secretaries of India.

DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

There is no significant material orders passed by the Regulators / Courts / Tribunal which would impact the going concern status of the Company and its future operations. Hence, disclosure pursuant to Rule 8 (5) (vii) of Companies (Accounts) Rules, 2014 is not required.

MATERNITY BENEFIT

The Company is committed to ensuring a safe, equitable, and supportive workplace for all employees. During the year under review, the Company has complied with the provisions of the Maternity Benefit Act, 1961, as amended, including the provision of 26 weeks of paid maternity leave, nursing breaks, and all other statutory benefits to eligible women employees.

The Company has also ensured that no woman employee has been subjected to any form of discrimination on account of maternity and that all required facilities and entitlements under the Act were duly provided. Internal policies have been aligned with the statutory framework to promote employee well-being and work–life balance.

GENERAL

a) The Company has not issued any equity shares with differential rights as to dividend, voting or otherwise during the financial year under review.
b) No application was made, nor was any proceeding pending against the Company under the provisions of the Insolvency and Bankruptcy Code, 2016 during the financial year under review.
c) The Company has not entered into any one-time settlement with any Bank or Financial Institution during the financial year under review.
d) The Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013 during the financial year under review.
e) The Company has not raised any funds through preferential allotment or qualified institutions placement during the financial year under review.
f) No Managing Director or Whole-time Director of the Company received any commission or remuneration from its holding company or subsidiary company. Accordingly, no disclosure is required under Section 197(14) of the Companies Act, 2013.
g) During the financial year under review, the Statutory Auditors have not reported any fraud under Section 143(12) of the Companies Act, 2013.
h) There was no change in the nature of business of the Company during the financial year under review.

CAUTIONARY STATEMENT

Statements in the Annual Report, including those which relate to Management Discussion and Analysis (presented as a part of Annual Report), describing the Company's objectives, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their sincere appreciation for the support and co-operation to all its stakeholders including clients, investors, bankers, government, regulatory authorities and business associates for their continued support during the year.

The Directors truly appreciates the contribution made by employees at all levels for their hard work, solidarity, co-operation and support.

For and on Behalf of the Board of Directors

	Pavan Kumar	**Paratosh Kumar**
Place: Noida	Managing Director	Whole-Time Director
Dated: 06-08-2026	DIN: 06714086	DIN: 07676819

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 or associate companies or joint ventures

Part A – Subsidiaries

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

Sl. No.	Particulars	
1.	**Name of the Subsidiary**	KRATIKAL ACADEMY PRIVATE LIMITED
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA
4.	Share capital	1,00,000
5.	Reserves and surplus	(2,34,978)
6.	Total assets	15,790
7.	Total Liabilities	15,790
8.	Investments	NIL
9.	Turnover	NIL
10.	Profit before taxation	(19,970)
11.	Provision for taxation	NIL
12.	Profit after taxation	(19,970)
13.	Proposed Dividend	NA
14.	Extent of shareholding (in percentage)	99.99%

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

Sl. No.	Particulars	
1.	**Name of the Subsidiary**	Threatcop FZ LLC
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	N.A.
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.
4.	Share capital	11,88,000
5.	Reserves and surplus	18,11,000
6.	Total assets	51,000
7.	Total Liabilities	51,000
8.	Investments	NIL
9.	Turnover	Nil
10.	Profit before taxation	(18,36,000)
11.	Provision for taxation	NIL
12.	Profit after taxation	(18,36,000)
13.	Proposed Dividend	NA
14.	Extent of shareholding (in percentage)	100%

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

Sl. No.	Particulars	
15.	**Name of the Subsidiary**	Threatcop AI Inc.
16.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	NA
17.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA
18.	Share capital	8,98,000
19.	Reserves and surplus	1,93,26,000
20.	Total assets	2,02,24,000
21.	Total Liabilities	2,02,24,000
22.	Investments	NIL
23.	Turnover	31564000
24.	Profit before taxation	1,88,15,000
25.	Provision for taxation	-
26.	Profit after taxation	1,88,15,000
27.	Proposed Dividend	NA
28.	Extent of shareholding (in percentage)	100%

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

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during he year.

Part B – Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates or Joint Ventures	**Name 1**
1. Latest audited Balance Sheet Date	NA
2. Date on which the Associate or Joint Venture was associated or acquired	NA
3. Shares of Associate or Joint Ventures held by the company on the year end	NA
(a) No. Of Shares held	NA
(b) Amount of Investment in Associate/Joint Venture	NA
(c) Extent of holding %	NA
4. Description of how there is significant	NA
5. Reason why the associate/joint venture is not consolidated	NA
6. Networth attributable to shareholding as per latest audited Balance Sheet	NA
7. Profit or Loss for the year	NA
i. Considered in Consolidation	NA
ii. Not Considered in Consolidation	NA

PARATOSH KUMAR
Whole- Time Director
DIN:07676819

PAVAN KUMAR
Managing Director
DIN:06714086

ANNEXURE – MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(Forming part of the Directors' Report for FY 2025-26, pursuant to Regulation 34(2)(e) read with Schedule V of SEBI LODR Regulations, 2015)

1. Industry Structure and Developments

The Company operates in India's IT-BPM and cybersecurity industry, both exhibiting strong structural growth. IT-BPM industry revenue is estimated to reach USD 283 Bn by FY25E (from USD 167 Bn in FY18), a CAGR of ~7.8%. The Indian cybersecurity market has grown from USD 1.98 Bn (CY2019) to an estimated USD 13.60 Bn (CY2025E), driven by rising cyber threats, digital adoption, and government spending on CERT-In and national cyber infrastructure. The Company's scaled, multi-vertical platform – People Security Management (Threatcop) and Technology & Process Security Services (AutoSecT) – addresses both human-layer and infrastructure-layer cyber risk.

2. Opportunities and Threats

- Opportunities: sustained double-digit cybersecurity market growth; regulatory tailwinds from CERT-In, RBI/SEBI CSCRF, DPDP Act 2023, GDPR/HIPAA/PCI DSS; rising exports (13.05% of revenue in FY24 to 29.94% in FY26) supported by new US and UAE subsidiaries; proprietary AI-driven product ecosystem enabling a scalable 'land and expand' model.
- Threats: rapidly evolving threat landscape requiring continuous R&D; intensifying competition from global and domestic players; rising customer concentration (Top 10 clients at 31.60% of FY26 revenue); forex exposure from a growing export book; talent retention in a competitive market.

3. Segment-wise / Product-wise Performance

Particulars	FY24	FY25	FY26
Sale of Products	49.37%	51.73%	53.77%
Sale of Services	50.63%	48.26%	46.22%

TSAT leads the products vertical (43.19% of revenue, FY26) and VAPT leads services (34.98%). Exports grew to 29.94% of revenue in FY26, led by the UAE, with domestic revenue well spread across Maharashtra, Karnataka, Delhi and Haryana.

4. Outlook

The Company will continue to scale the AutoSecT platform, deepen its US and UAE presence through its overseas subsidiaries, pursue its 'land and expand' approach, and invest in R&D and talent to keep pace with the evolving threat landscape. The Board believes the Company is well positioned to sustain its growth trajectory.

5. Risks and Concerns

- Technology obsolescence and evolving cyber-threats; customer concentration; forex and geopolitical exposure from exports; talent retention; higher receivable levels (turnover ratio down from 6.43x to 5.66x); evolving regulatory requirements; dependency on key promoters/leadership.

6. Internal Control Systems and their Adequacy

Internal financial controls are commensurate with the size and nature of the Company's business, periodically reviewed by the Audit Committee. The Statutory Auditors raised no material observations and reported no instances of fraud under Section 143(12) during the year.

7. Financial Performance Discussion

Particulars (₹ Lakh)	FY24	FY25	FY26
Revenue from Operations	1,301.58	2,085.09	3,671.59
EBITDA (Margin %)	387.04 (29.74)	551.25 (26.44)	908.08 (24.73)
PAT (Margin %)	320.32 (24.61)	381.44 (18.29)	614.25 (16.73)
Total Equity	656.04	1,112.61	2,401.98

Revenue more than doubled over FY24-FY26. Margin moderation was driven by strategic investments in US & Middle East expansion. ROE stood at 34.95% and ROCE at 34.35% in FY26 (vs. 66.29% and 56.30% in FY24) reflecting the enlarged equity base post-IPO; Diluted EPS rose from ₹4.35 to ₹7.85 and NAV/share from ₹10.61 to ₹29.43 over the same period. The Company remains debt-free.

8. Human Resources

The Company had ~200 employees as of FY26-end, across 24 Indian states and 24 countries. Employee costs rose from ₹575.05 lakh (FY24) to ₹1,505.04 lakh (FY26). Industrial relations remained cordial, with nil POSH complaints during the year.

9. Significant Changes in Key Financial Ratios (≥25%)

Ratio	FY25	FY26	Change	Reason
RoE (%)	43.13	34.95	(19.0)%	Expanded equity base post-IPO
RoCE (%)	47.48	34.35	(27.7)%	Higher capital employed

NAV/Share (₹)	17.99	29.43	+63.6%	IPO proceeds & retained profits
Current Ratio (x)	1.77	2.40	+35.6%	Improved liquidity post-IPO
Diluted EPS (₹)	5.08	7.85	+54.5%	PAT growth outpacing share increase

10. Cautionary Statement

Statements herein describing the Company's objectives, projections and expectations may be 'forward-looking statements'. Actual results may differ materially due to economic conditions, regulatory changes, competitive intensity and other factors. The Company assumes no obligation to update any forward-looking statement.

For and on behalf of the Board of Directors

Pavan Kumar
Managing Director | DIN: 06714086

A T K & ASSOCIATES
Chartered Accountants

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INDEPENDENT AUDITOR'S REPORT ON FINANCIAL STATEMENTS

To the Members of
KRATIKAL TECH LIMITED
(FORMERLY KNOWN AS KRATIKAL TECH PRIVATE LIMITED)
CIN: U62099UP2013PLC060625

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the Financial Statements of **KRATIKAL TECH LIMITED (FORMERLY KNOWN AS KRATIKAL TECH PRIVATE LIMITED)** ("the Company"), which comprise the balance sheet as at 31st March, 2026, and the statement of Profit and Loss and statement of cash flows for the period then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2026, its profit/loss and its cash flows for the period 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 Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In our opinion, there are no reportable Key Audit Matters for the financial statements of the company.

Information other than the Financial Statements and Auditors' Report thereon

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The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

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

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

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

Emphasis of Matter

There is nothing that comes to our notice while conducting the audit that requires attention and comment in the notes to the financial statements.

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 Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the 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.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

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

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph h(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 and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on 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) In our opinion and to the best of our information and according to explanations given to us, the company is exempt from reporting in respect of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls.

g) With respect to the other matters to be included in the Auditor's report in accordance with the requirements of Sec 197(16) of the Act as amended, we report that Section 197 is not applicable to a private company. Hence reporting as per Section 197(16) is not required.

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

i. The Company does not have any pending litigations which would impact its financial position.

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.

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iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, 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(is), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(is), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such 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 has been declared or paid during the year by the company.

For A T K & ASSOCIATES
Chartered Accountants
FRN 018918C

Place: Noida
Date: 14.05.2026
UDIN: _____

CA. Ankur Tayal
(Partner)

Membership No. 404791

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Annexure 'A'

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Kratikal Tech Limited of even date).

In terms of the information and explanations sought by us and given by the company and books of account and records examined by us in the normal course of audit to the best of our knowledge and belief, we state 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) As explained to us and on the basis of our examination of the records of the Company, the Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification;

(c) There is no immovable property held in the name of the company as disclosed in the financial statements. Accordingly, the reporting under Clause 3(i)(c) of the Order is not applicable to the Company.

(d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company.

(e) As explained to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) In respect of company's inventories:

(a) Being the company is engaged in the business of providing Information Technology & ancillary services, no inventory has been held by the company during the year. Hence this clause is not applicable to the company.

(b) The company has not availed any working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during any point of time of the year. Hence this clause is not applicable to the company.

(iii) The company has not provided any guarantee or granted any loans, secured or unsecured, to companies or any other parties during the year.

(iv) According to the information and explanations given to us, the Company has provided bank guarantee(s) to banks on behalf of another entity. In our opinion, the terms and conditions of such guarantees are not

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prejudicial to the interest of the Company in respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

(v) The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013. Accordingly, clause 3(v) of the Order is not applicable.

(vi) As per information & explanation given by the management, maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act but such provisions are not applicable on the company.

(vii) In respect of statutory dues:

(a) The company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st March, 2026 for a period of more than six months from the date they became payable.

(b) As explained to and on the basis of our examination of the records of the company, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute.

(viii) The Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) In respect of borrowings:

(a) In our opinion, during the year, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The company has not been declared a willful defaulter by any bank or financial institution or other lender;

(c) The Company has not utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.

(d) On an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long term purposes by the company.

(e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Accordingly, clause 3(ix)(e) is not applicable.

(f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, clause 3(ix)(f) is not applicable.

(x) In respect of issue of securities:

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(a) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) During the year, the Company has made private placement of equity shares and has also converted Compulsorily Convertible Preference Shares (CCPS) into equity shares. Accordingly, the provisions of clause 3(x)(b) of the Companies (Auditor's Report) Order, 2020 are applicable. Based on our examination of the records and information provided to us, the Company has complied with the requirements of Sections 42 and 62 of the Companies Act, 2013 in respect of such private placement/conversion, and the funds raised have been utilized for the purposes for which they were raised.

(xi) In respect of fraud:

(a) No fraud by the company or any fraud on the company has been noticed or reported during the course of audit.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

(c) No whistle-blower complaints had been received by the company.

(xii) The company is not a Nidhi Company. Accordingly, clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards.

(xiv) In respect of internal audit, there is no obligation as per section 138 of The Companies Act, 2013 on the company to conduct the internal audit.

(xv) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi)

(a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

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(d) The Group does not have any CIC as part of the Group.

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

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, 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 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 respect of corporate social responsibility (CSR): There is no such obligation on the company as per section 135 of the Companies Act, 2013.

(xxi) There have been no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies.

For A T K & ASSOCIATES
Chartered Accountants
FRN 018918C

Place: Noida
Date: 14.05.2026
UDIN: _____

CA. Ankur Tayal
(Partner)

Membership No. 404791

A T K & ASSOCIATES
Chartered Accountants

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KRATIKAL TECH LIMITED

(Formerly known as Kratikal Tech Private Limited)
5th Floor, A-5, Sector-68, Grovy Optiva Noida, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301
Corporate Identification Number (CIN): U62099UP2013PLC060625

Standalone Balance Sheet as at 31st March, 2026

(Amount in Rs.00)

I. EQUITY AND LIABILITIES

Particulars	Note	As at 31.03.2026	As at 31.03.2025
A. Shareholders' Funds			
(a) Share Capital	3	8,16,054.50	2,884.80
(b) Reserves & Surplus	4	13,95,217.27	11,42,996.55
(c) Money Received Against Share Warrants	-	-	-
B. Share Application Money Pending Allotment			
—	-	-	-
C. Non-Current Liabilities			
(a) Long-term Borrowings	-	-	-
(b) Long-term Provisions	5	72,662.36	41,360.63
(c) Deferred Tax Liabilities (Net)	-	-	-
(d) Other Liabilities	-	20,090.77	-
D. Current Liabilities			
(a) Short-term Borrowings	-	-	-
(b) Trade Payables	6	20,469.71	20,058.91
(c) Other Current Liabilities	7	2,97,824.58	2,02,506.46
(d) Short-term Provisions	8	2,14,522.50	1,38,121.90
TOTAL		**28,36,841.70**	**15,47,929.25**

II. ASSETS

Particulars	Note	As at 31.03.2026	As at 31.03.2025
A. Non-current Assets			
(a)(i) Property, Plant & Equipment	9	66,678.81	45,893.35
(a)(ii) Intangible Assets	9	3,08,580.35	1,887.46
(a)(iii) Capital Work in Progress	9	-	-
(a)(iv) Intangible Assets under Development	9	8,63,081.31	7,42,214.69
(b) Non-current Investments	10	5,05,431.92	38,085.08
(c) Deferred Tax Assets (Net)	-	-	4,006.69
(d) Long-term Loans & Advances	-	-	-
(e) Other Non-current Assets	-	-	-
B. Current Assets			
(a) Current Investments	-	-	-
(b) Inventories	-	-	-
(c) Trade Receivables	11	7,17,311.40	4,07,418.87
(d) Cash & Cash Equivalents	12	32,020.02	99,634.15
(e) Short-term Loans & Advances	13	1,50,763.11	1,18,042.20
(f) Other Current Assets	14	1,92,974.79	90,746.76
TOTAL		**28,36,841.70**	**15,47,929.25**

Significant Accounting Policies — Note 2. The accompanying notes form an integral part of the Standalone Financial Statements.
As per our report of even date attached

For A T K & Associates
Chartered Accountants
Firm Regn No. 018918C

CA Ankur Tayal
Partner
Membership No. 404791
Place : Noida
Date : 14.05.2026
UDIN :

For and on behalf of the Board of Directors
Kratikal Tech Limited

PAVAN KUMAR
Managing Director
DIN: 06714086

PARATOSH KUMAR
Whole-time director
DIN: 07676819

VINAY SINGH
Chief Financial Officer
PAN: BPYPS7574D

ANMOL GUPTA
Company Secretary
Membership No. A69040

A T K & ASSOCIATES
Chartered Accountants

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KRATIKAL TECH LIMITED

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Corporate Identification Number (CIN): U62099UP2013PLC060625

Standalone Statement of Profit and Loss for the Year April 2025 to March 2026

(Amount in Rs.00)

Particulars	Note	Year ended 31.03.2026	Year ended 31.03.2025
I. INCOME			
Revenue from Operations	15	33,55,952.64	20,85,090.37
Other Incomes	16	14,064.90	26,143.21
Total Revenue		**33,70,017.54**	**21,11,233.58**
II. EXPENDITURE			
Employee Benefit Expenses	17	14,98,620.21	10,04,822.57
Depreciation and Amortisation Expenses	9	82,770.60	30,255.32
Other Expenses	18	11,30,562.40	5,50,402.72
Total Expenses		**27,11,953.20**	**15,85,480.61**
Profit Before Tax		**6,58,064.33**	**5,25,752.97**
Current Tax		2,07,482.83	1,32,602.94
Deferred Tax		24,097.46	(900.21)
Profit for the Year		**4,26,484.05**	**3,94,050.24**

Earnings per Equity Share (Face value of Rs. 10/-)

Particulars		Year ended 31.03.2026	Year ended 31.03.2025
Basic		5.46	38.30
Diluted		5.45	31.50

Significant Accounting Policies — Note 2. The accompanying notes are an integral part of the Standalone Financial Statements.

As per our report of even date attached

For A T K & Associates
Chartered Accountants
Firm Regn No. 018918C

CA Ankur Tayal
Partner
Membership No. 404791
Place : Noida
Date : 14.05.2026
UDIN :

For and on behalf of the Board of Directors
Kratikal Tech Limited

PAVAN KUMAR
Managing Director
DIN: 06714086

PARATOSH KUMAR
Whole-time director
DIN: 07676819

VINAY SINGH
Chief Financial Officer
PAN: BPYPS7574D

ANMOL GUPTA
Company Secretary
Membership No. A69040

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Corporate Identification Number (CIN): U62099UP2013PLC060625

Cash Flow Statement for the Year commencing from 01.04.2025 to 31.03.2026

(Amount in Rs.00)

Particulars	Year ended 31.03.2026 (Rs.)	Year ended 31.03.2025 (Rs.)
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Exceptional Items	6,58,064	5,25,753
Adjustments for:		
Finance Charges	1,803	1,255
(Gain)/Loss on Sale of Investment	-	-
Provision for Gratuity & Leave Encashment	-	-
Interest Income	(5,111)	(1,370)
ESOP Reserve	(88,267)	1,00,502
Prior Period Items	(30,866)	(24,895)
Operating Profit before Working Capital Change	6,01,245	5,35,623
Increase/(Decrease) Trade Payables	411	8,036
Increase/(Decrease) Other Current Liabilities	95,318	66,150
Increase/(Decrease) Short/Long Term Provisions	76,401	61,895
(Increase)/Decrease Other Current Assets	(1,02,228)	(76,768)
Increase/(Decrease) Short Term Advances	(32,721)	(41,197)
(Increase)/Decrease Trade Receivable	(3,09,893)	(1,64,076)
Cash Generated from Operations	4,55,284	2,62,911
Less: Direct Taxes Paid / Provided	2,07,483	1,32,603
Net Cash from/(used in) Operating Activities (a)	3,22,681	55,429
CASH FLOW FROM INVESTING ACTIVITIES		
Increase in Intangible Assets Under Development	(1,20,867)	-
Increase in PPE	(20,785)	(14,468)
Increase in Intangible Assets	(3,06,693)	(3,79,698)
Interest on Fixed Deposit	5,111	1,370
Non-Current Investment	(4,67,347)	23,285
Net Cash used in Investing Activities (b)	(9,10,581)	(3,69,511)
CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Shares	7,58,040	-
Increase in Long-term Provisions	31,302	41,361
Finance Charges	(1,803)	(1,255)
Net Cash from/(used in) Financing Activities (c)	7,87,538	40,106
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS (a+b+c)	**(67,614)**	**(6,724)**
Cash & Cash Equivalents at Beginning of Year	99,634	1,06,358
— Cash in Hand	-	20
— Balances with Banks (current, margin & fixed)	99,634	1,06,338
Cash & Cash Equivalents at End of Year	32,020	99,634
— Cash in Hand	1,473	-
— Balances with Banks (current, margin & fixed)	30,547	99,634

Significant Accounting Policies — Note 2. The accompanying notes are an integral part of the Standalone Financial Statements.

As per our report of even date attached

For A T K & Associates
Chartered Accountants
Firm Regn No. 018918C

CA Ankur Tayal
Partner
Membership No. 404791
Place : Noida
Date : 14.05.2026
UDIN :

For and on behalf of the Board of Directors
Kratikal Tech Limited

PAVAN KUMAR
Managing Director
DIN: 06714086

PARATOSH KUMAR
Whole-time director
DIN: 07676819

VINAY SINGH
Chief Financial Officer
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Notes on Standalone Financial Statements for the Year ended 31st March, 2026

1. Corporate Information

Kratikal Tech Limited (Formerly known as Kratikal Tech Private Limited) is incorporated on 13 November 2013 under the provisions of the Companies Act, 2013. The Company is engaged in providing AI-driven, Software-as-a-Service–based cybersecurity solutions through its proprietary security software platform, supported by cybersecurity and regulatory compliance services, enabling enterprises to achieve measurable cyber risk reduction and enhanced resilience. Its People Security Management (PSM) capabilities are delivered through the proprietary Threatcop platform, which focuses on reducing human-related cyber risks, and are augmented by technology and process security offerings delivered under the Kratikal brand. Together, these offerings provide integrated protection across the People–Process–Technology stack, supporting organizations in proactively identifying, prioritizing, and mitigating cyber risks while strengthening their overall security posture.

The Company provides platform-based and expert-driven cybersecurity solutions to organizations across India and overseas, enabling effective identification and management of cyber risks, designed to enhance security maturity, improve operational resilience, and support sustained compliance with regulatory and industry standards.

2. Significant Accounting Policies

2.1 Basis of Accounting

These Standalone Financial Statements are prepared in accordance with Indian GAAP under the historical cost convention on the accrual basis, comprising mandatory accounting standards under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

2.2 Use of Estimates

Preparation in conformity with Indian GAAP requires Management to make estimates and assumptions affecting reported assets, liabilities, contingent liabilities, income and expenses. Actual results may differ from these estimates; differences are recognised in the period in which results are known.

2.3 Tangible Fixed Assets

Fixed Assets are stated at original cost of acquisition, comprising purchase price and attributable costs of bringing the asset to working condition for its intended use.

2.4 Intangible Assets

Intangible Assets are stated at purchase price and attributable costs of bringing the asset to working condition for its intended use, net of accumulated amortisation.

2.5 Depreciation and Amortisation

Provided on the Written Down Value method as prescribed in Schedule II of the Companies Act, 2013 and other applicable laws.

2.7 Inventories

No inventories were held during the period.

2.8 Investments

Investments are valued at cost.

2.9 Cash and Cash Equivalents

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Cash comprises cash in hand and demand deposits with banks. Cash equivalents are short-term, highly liquid investments (original maturity of three months or less) readily convertible into known amounts of cash with insignificant risk of value change.

2.10 Revenue Recognition

The Company recognises revenue on an accrual basis.

2.11 Provisions and Contingencies

A provision is recognised when the Company has a present obligation from past events and it is probable that an outflow of resources will be required to settle it, with a reliable estimate obtainable.

3.1 Deferred Tax

Deferred Tax is measured using tax rates and laws enacted or substantively enacted by the Balance Sheet date, recognised and carried forward only to the extent of reasonable certainty of realisation.

3.0 Foreign Currency Transactions

Transactions in foreign currency are recorded at the exchange rate prevailing on the transaction date. Exchange gains/losses on transaction or settlement are recognised in the Profit & Loss Account.

2.6 ESOP — Options Issued During the Year

Particulars	Grant 1	Grant 2
Date of Grant	15-Jul-2024	01-Dec-2025
Underlying Price (Rs.)	21,870.00	125.00
Number of Options	485	39,467
Exercise Price (Rs.)	100.00	10.00
Expiry Date	15-Jul-2025	30-Nov-2026
Historical Volatility	37.58%	15.10%
Risk-Free Rate	6.92%	6.10%
Dividend Yield	0.00%	0.00%
Time to Maturity	1.00 year	1.00 year
Per Option Fair Value (Rs.)	21,776.70	93.00
Rounded Per Option Value (Rs.)	21,777.00	100.00

3. Share Capital

Particulars	Shares (No.)	Amount (Rs.)	Shares 2025 (No.)	Amount 2025 (Rs.)
Authorised — Equity Shares of Rs.10 each	1,20,00,000	12,00,000.00	50,000	5,000.00
Authorised — CCPS of Rs.100 each	-	-	5,000	5,000.00
Issued, Subscribed & Paid-up — Equity Shares	81,60,545	8,16,054.50	10,288	1,028.80
Issued, Subscribed & Paid-up — CCPS	-	-	1,856	1,856.00
Total	**81,60,545**	**8,16,054.50**	**12,144**	**2,884.80**

Reconciliation of the number of shares outstanding

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Equity Shares with Voting Rights	**Number of Shares**	**Amount (Rs.)**
Year ended 31 March, 2026 — Outstanding at beginning of year	10,288	1,028.80
Fresh Issue	5,00,800	-
Bonus Shares Issued	76,47,000	-
CCPS Conversion to Equity Shares	1,856	-
Allotment of ESOP	601	-
Outstanding at end of year	**81,60,545**	**8,16,054.50**
Year ended 31 March, 2025 — Outstanding at beginning of year	10,288	1,028.80
Shares issued / bought back during the year	-	-
Outstanding at end of year	**10,288**	**1,028.80**
Compulsory Convertible Preference Shares of Rs.100 each	**Number of Shares**	**Amount (Rs.)**
Year ended 31 March, 2026 — Outstanding at beginning of year	1,856	1,856.00
Conversion to Equity Shares during the year	1,856	1,856.00
Outstanding at end of year	**-**	**-**
Year ended 31 March, 2025 — Outstanding at beginning of year	1,856	1,856.00
Shares issued during the year	-	-
Outstanding at end of year	**1,856**	**1,856.00**

Shares issued during the period

i. The Board of Directors, in their meeting held on 26th November 2025, allotted 76,47,000 bonus shares of Rs. 10/- per share. Bonus shares were allotted in the ratio of (600) Six Hundred bonus shares for every one (1) equity share held. The Board of Directors, in their meeting held on 17th November 2025, approved the allotment of Bonus Shares; the Extraordinary General Meeting (EGM) was held on 24th November 2025.

ii. The Company has converted 1,856 CCPS into 1,856 equity shares on 27th August, 2025, in accordance with the approved conversion terms.

iii. The Company has allotted 601 equity shares as ESOPs on November 17, 2025 at an issue price of Rs. 100/- per equity share. Since the ESOPs were granted/issued after the reporting date, the same has been considered in the financial statements for the year ended 31st December, 2025.

iv. The Company has issued 5,00,800 equity shares of Rs.10/- per share through private placement of securities on December 8, 2025.

Terms/rights attached to equity shares

i. The Company has one class of equity shares each having par value of Rs. 10 per share. ii. Each holder of equity shares is entitled to one vote per share. iii. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

Terms/rights attached to preference shares

i. As on the cut-off date, the Company has no outstanding Compulsorily Convertible Preference Shares. ii. The CCPS were issued and allotted on 3rd September 2018, 22nd October 2018, 22nd November 2018, and 26th March 2019 at an issue price of Rs. 21,870 per CCPS, including a premium of Rs. 21,770 per CCPS, pursuant to the approvals of the Board of Directors and shareholders of the Company. CCPS were converted into Equity on 27th August, 2025. iii. The CCPS were compulsorily convertible into equity shares of the Company at a conversion ratio of one equity share for every one CCPS, upon approval and request from CCPS shareholders.

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The CCPS carried the following rights until conversion: (a) preference in payment of dividend and repayment of capital in the event of liquidation; (b) voting rights as applicable under the provisions of the Companies Act, 2013; and (c) such other rights as provided in the Articles of Association and relevant agreements. The CCPS were not redeemable and were converted into equity shares in accordance with the agreed conversion terms. The CCPS have been accounted for in accordance with the applicable accounting standards; as the CCPS were compulsorily convertible into equity shares, they were considered as equity instruments/potential equity shares for the purposes of financial reporting.

Authorised Share Capital

The Board of Directors, in their meeting held on 17th November 2025, and the shareholders, in the Extraordinary General Meeting (EGM) held on November 24th 2025, approved an increase in the Company's authorised equity share capital to Rs. 12,00,00,000 (Twelve Crore) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/- each.

The Company had cancelled and converted unissued shares of one class, i.e. 5,000 Preference Shares of Rs.100/- each, and increased shares of another class, i.e. into 50,000 Equity Shares of Rs. 10/- each, and consequently altered the capital clause in the Memorandum of Association of the Company, pursuant to a special resolution passed at the Extra-Ordinary General Meeting held on September 09, 2025.

For the purpose of computation of basic earnings per share, the CCPS outstanding as on the cut-off date have not been considered. For the purpose of computation of diluted earnings per share, the CCPS have been considered as potential equity shares, assuming full conversion in accordance with the conversion terms. The effect of the CCPS conversion (27th August, 2025) has been disclosed as an event occurring after the reporting period. The issuance and conversion of CCPS are in compliance with the provisions of the Companies Act, 2013, the Articles of Association of the Company, and applicable regulatory requirements.

Promoter's Shareholding

Promoter's Name	No. of Shares	% of Total Shares	% Change during the Year
Pavan Kumar	36,13,813	44.28	65858%
Paratosh Kumar	16,05,271	19.67	65852%
Dip Jung Thapa*	6,78,863	8.32	140451%

*Dip Jung Thapa has been shown as promoter w.e.f 01st Nov, 2024.

Details of shares held by each shareholder holding more than 5% shares

Class of Shares / Name of Shareholder	Shares — 31 Mar 2026 (No.)	% Holding — 2026	Shares — 31 Mar 2025 (No.)	% Holding — 2025
Equity Shares with Voting Rights				
Prashant Pandey	-	-	523	5.08%
Pavan Kumar	36,13,813	44.28%	5,479	53.26%
Paratosh Kumar	16,05,271	19.67%	2,434	23.66%
Dip Jung Thapa	6,78,863	8.32%	-	-
Convertible Preference Shares				
Chandra Kant Sharma	-	-	557	30.01%
Art Venture Finance (India) Pvt Ltd	-	-	457	24.62%
OIP Advisors LLP	-	-	320	17.24%
Madhusudan Gopinath	-	-	128	6.90%
Reasoned Ventures LLP	-	-	114	6.14%
Equentia Natural Resources DMCC	-	-	113	6.09%

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4. Reserves and Surplus

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Securities Premium — Opening	4,61,622.40	4,61,622.40
Add: Shares issued during the year	7,09,570.00	-
Add: Transfer from retained earnings	3,00,866.30	-
Less: Issue of bonus shares	(7,64,700.00)	-
Closing balance	**7,07,358.70**	**4,61,622.40**
(b) ESOP Reserve — Opening	1,00,501.76	1,00,501.76
Add: Expenses during the year	43,171.71	-
Less: Rights vested during the period	(1,31,438.70)	-
Closing balance	**12,234.77**	**1,00,501.76**
(c) Surplus in P&L — Opening	5,80,872.39	2,11,717.15
Add: Profit for the year	4,26,484.05	3,94,050.24
Add/Less: Prior period adjustment	(30,866.34)	(24,895.00)
Less: Transfer to Securities Premium	(3,00,866.30)	-
Closing Balance	**5,80,872.39**	**6,75,623.80**
Total Reserves & Surplus	**13,95,217.27**	**11,42,996.55**

5. Long-Term Provision

Particulars	As at 31.03.2026	As at 31.03.2025
Provision for Gratuity	72,662.36	41,360.63
Total	**72,662.36**	**41,360.63**

6. Trade Payables

Particulars	As at 31.03.2026	As at 31.03.2025
Dues of Micro, Small & Medium Enterprises	-	-
Dues of Other Creditors — Less than 1 year	20,469.71	20,058.91
1–2 years / 2–3 years / More than 3 years	-	-
Total	**20,469.71**	**20,058.91**

7. Other Current Liabilities

Particulars	As at 31.03.2026	As at 31.03.2025
Salary, Stipend & Directors' Remuneration Payable	1,68,871.82	1,15,452.11
GST Payable	58,699.24	39,189.03
Advance from Customers	28,171.51	11,086.42
Audit Fees Payable	2,220.00	-
Axis Bank Credit Card	-	901.78
ICICI Corporate Card	6,184.54	11,573.82
TDS Payable	16,690.12	15,335.30
ESIC Payable	9.17	12.52
PF Payable	7,162.96	5,207.50

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Particulars	As at 31.03.2026	As at 31.03.2025
Imprest Accounts	9,815.22	3,747.98
Total	**2,97,824.58**	**2,02,506.46**

8. Short-Term Provision

Particulars	As at 31.03.2026	As at 31.03.2025
Provision for Income Tax	2,07,482.83	1,32,602.94
Provision for Gratuity	7,039.67	5,518.96
Total	**2,14,522.50**	**1,38,121.90**

9. Property, Plant & Equipment

Net block as at 31st March 2026: Computers Rs.1,389.01 (2025: Rs.1,727.54); Laptops Rs.55,635.69 (2025: Rs.35,434.98); Printers Rs.54.49 (2025: Rs.147.92); Furniture & Fixtures Rs.17.74 (2025: Rs.23.94); Office Equipment Rs.125.19 (2025: Rs.168.93); Motor Vehicles Rs.2,582.99 (2025: Rs.3,485.35); Air Conditioners Rs.116.93 (2025: Rs.187.53); CCTV Camera Rs.137.18 (2025: Rs.249.74); Fan Rs.16.83 (2025: Rs.30.64); Mobile Rs.4,234.49 (2025: Rs.3,580.37); Other Office Equipment Rs.2,368.27 (2025: Rs.856.41). Total Tangible Assets net block: Rs.66,678.81 (2025: Rs.45,893.35). Software (Intangible) net block: Rs.3,08,580.35 (2025: Rs.1,887.46). Grand Total net block: Rs.3,75,259.16 (2025: Rs.47,780.81). Software Development (WIP): Rs.8,63,081.31 (2025: Rs.7,42,214.69). Total depreciation charge for the year: Rs.82,770.60 (2025: Rs.30,255.32).

10. Non-Current Investment

Particulars	As at 31.03.2026	As at 31.03.2025
Fixed Deposit	4,83,073.46	36,582.47
HDFC Mutual Fund	502.71	502.71
Investment in Kratikal Academy Private Limited	999.90	999.90
Investment in Threatcop AI Inc (Shares)	8,979.30	-
Investment in Threatcop FZ LLC (Shares)	11,876.55	-
Total	**5,05,431.92**	**38,085.08**

11. Trade Receivables

Ageing (Undisputed, Considered Good)	As at 31.03.2026	As at 31.03.2025
Less than 6 months	6,51,875.01	4,07,418.87
6 months – 1 year	48,376.65	-
1–2 years	15,880.09	-
2–3 years	55.65	-
More than 3 years	1,124.00	-
Total	**7,17,311.40**	**4,07,418.87**

12. Cash & Cash Equivalents

Particulars	As at 31.03.2026	As at 31.03.2025
Cash in Hand	1,473.02	-
Balances with Banks	30,547.00	99,634.15
Total	**32,020.02**	**99,634.15**

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13. Short-Term Loans & Advances

Particulars	As at 31.03.2026	As at 31.03.2025
Security Deposit (Rent/Maintenance)	24,136.60	20,816.08
Security Deposit — CDSL	100.00	100.00
Security Deposit — Food	500.00	500.00
Security Deposit — NSDL	100.00	100.00
Security Deposit (Chai Point)	250.00	250.00
Security Deposit — Visa	687.36	687.36
Security Deposit (Bisleri)	-	9.00
TDS Receivable	1,13,202.42	95,379.76
Kratikal Academy	205.00	200.00
Threatcop FZ LLC	5,163.72	-
Threatcop AI Inc	6,418.01	-
Total	**1,50,763.11**	**1,18,042.20**

14. Other Current Assets

Particulars	As at 31.03.2026	As at 31.03.2025
Prepaid Expenses	19,290.55	20,429.03
GST Cash Ledger	2.50	2.50
GST TDS	-	393.00
Advance to Suppliers	4,513.75	4,947.26
GST Input Tax Credit to be Availed	1,590.34	2,807.03
Axis Bank Credit Card	166.63	985.75
IPO Expense	72,089.51	-
ICICI OD	95,321.51	61,182.19
Total	**1,92,974.79**	**90,746.76**

15. Revenue from Operations

Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Domestic Earnings	25,43,833.99	18,09,980.97
Export Earnings	8,12,118.66	2,75,109.40
Total	**33,55,952.64**	**20,85,090.37**

16. Other Income

Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Interest on Fixed Deposits	5,110.63	1,369.61
Other Income	954.27	41.74
Grant Received	8,000.00	22,000.00
Foreign Exchange Gain	-	(3,314.16)
Gain on Mutual Fund	-	5,502.71

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Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Write-off of Creditors	-	543.31
Total	**14,064.90**	**26,143.21**

17. Employee Benefit Expenses

Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Salary	12,69,360.62	7,77,333.60
Directors' Remuneration	1,00,101.12	77,793.12
Employee Benefit & Welfare Expenses	50,856.63	27,683.70
Gratuity	35,130.13	46,879.59
ESOP	43,171.71	75,132.56
Total	**14,98,620.21**	**10,04,822.57**

18. Other Expenses

Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Advertisement Expense	53,456.80	60,406.30
Audit Fees	2,400.00	1,100.00
Bad Debts	595.00	4,016.81
Bank, Credit Card & Payment Gateway Charges	8,148.55	3,141.33
Business Promotion Expense	1,73,703.00	32,438.28
Business Support Services	46,619.44	35,486.72
Certification Expense	2,865.00	-
Commission Expense	18,842.75	3,080.00
Computer & Other Repair & Maintenance	6,533.81	7,004.03
Director's Sitting Fees	650.00	-
Write-off of Creditors	2,237.14	-
Fine and Penalty	1,224.46	4,022.41
Foreign Exchange Loss	6,990.87	-
Insurance Expense	13,811.15	9,215.59
Internet & Telephone Expense	13,148.57	14,809.66
Fees & Interest under Various Acts	1,290.77	519.18
Legal, Professional & Consultancy Expenses	2,10,464.88	1,55,827.16
Miscellaneous Expense	4.73	1,810.99
Office Expenses	10,128.32	8,199.48
Office Equipment	101.26	-
OD Interest	1,802.95	1,254.51
Other Expenses	245.92	-
Rates and Taxes	11,416.54	-
Interest on Income Tax	9,911.26	-

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Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Processing Fees	-	4,216.27
Postage and Courier Expense	2,704.24	1,712.03
Power and Consumption Expense	19,220.65	10,839.66
Printing & Stationery Expense	9,586.98	4,851.06
Recruitment Expense	8,078.46	-
Rent	1,20,473.80	57,898.53
Repair & Maintenance Expenses	8,817.86	14,664.44
Resource Cost	1,416.88	-
Service Charges	435.65	-
Subscription	66,063.30	18,816.04
Software Expenses	67,547.42	3,257.77
Stamp Duty	312.94	1,847.60
Travelling & Conveyance Expenses	1,44,038.59	81,019.77
Web Server Charges	81,579.21	6,936.02
Website Maintenance Expenses	3,693.24	2,011.08
Total	**11,30,562.40**	**5,50,402.72**

19. Previous Year's Figures

Previous year's figures have been re-grouped/re-classified wherever necessary to correspond with the current year's classification/disclosure.

20. Auditor Remuneration

Particulars	Current Year	Previous Year
Audit Fees	Rs. 2,400/-	Rs. 1,100/-

21–23.

In the opinion of the Board of Directors, all current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated. Provision for all known liabilities is adequate. No provision has been made for liability for leave encashment; these are accounted for as and when paid. The Company has a system of identifying amounts due to Micro Enterprises or Small Enterprises on the basis of the Entrepreneur's Memorandum Number (EM Number) printed on their invoices, supply orders/letterheads/other relevant documents (and relied upon by the auditors). Based on the Management Certificate, none of the suppliers of the Company are micro enterprises or small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006. Therefore, disclosures under section 22 of the said Act are not necessary.

24. Earnings and Expenditure in Foreign Currency

Particulars	Amount (Rs. '00)
Earnings in Foreign Currency	8,12,118.66
Expenditure in Foreign Currency	2,22,934.50

25. Statement of Related Party & Transactions

List of Related Parties where Control Exists and Relationships

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Sr. No.	Name of the Related Party	Relationship	Date of Appointment
1	Pavan Kumar	Managing Director (KMP) / Chief Executive Officer (KMP)	13-11-2013 / 01-03-2025
2	Paratosh Kumar	Whole Time Director (KMP)	17-02-2017
3	Dip Jung Thapa	Chief Operating Officer	01-11-2024
4	Sanjeev Kumar Sinha	Independent Director	17-11-2025
5	Shubhi Kesarwani	Independent Director	27-08-2025
6	Anand RamanLal Karwa	Independent Director	27-08-2025
7	Vinay Singh	Chief Financial Officer (KMP)	17-07-2025
8	Anmol Gupta	Company Secretary (KMP)	17-07-2025
9	Kratikal Academy Private Limited	Subsidiary Company	31-05-2017
10	Threatcop AI Inc	Subsidiary Company	11-12-2025
11	Threatcop FZ LLC	Subsidiary Company	04-08-2025
12	Scalemax Advisors (OPC) Private Limited	KMPs or His/Her Relatives has substantial interest	10-05-2023
13	Scalemax Ventures LLP	KMPs or His/Her Relatives has substantial interest	18-01-2023
14	Xrise Ventures LLP	KMPs or His/Her Relatives has substantial interest	22-03-2025
15	Easenode Tech Private Limited	KMPs or His/Her Relatives has substantial interest	19-06-2023
16	Yarsha Ventures LLP	KMPs or His/Her Relatives has substantial interest	22-03-2023
17	Threatcop Inc.	KMPs or His/Her Relatives has substantial interest	19-05-2023

Transactions during the Year

Transactions	FY26	FY25	FY24	FY23
Remuneration Paid — Pavan Kumar	50,050.56	38,896.56	30,146.56	22,571.56
Remuneration Paid — Paratosh Kumar	50,050.56	38,896.56	30,146.56	22,571.56
Salary Paid — Anmol Gupta	10,610.01	-	-	-
Salary Paid — Vinay Singh	14,299.60	-	-	-
Salary Paid — Dip Jung Thapa	50,050.56	38,896.56	30,146.56	22,571.56
Easenode Tech Pvt Ltd — Business Support Services	26,120.94	3,016.32	-	-
Easenode Tech Pvt Ltd — Amount Outstanding	64.25	4.14	1,467.39	-
Threatcop AI Inc — Software Expenses	61,903.97	-	-	-
Threatcop Inc — Business Promotion Services	9,744.86	-	-	-
Threatcop Inc — Advance	6,418.01	-	-	-

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Transactions	FY26	FY25	FY24	FY23
Investment in Threatcop FZ LLC (during the period)	-	11,876.55	-	-
Investment in Threatcop AI Inc (during the period)	8,979.30	-	-	-

Outstanding Balance (Receivables)/Payable

Particulars	As at 31.03.2026	As at 31.03.2025	As at 31.03.2024	As at 31.03.2023
Investment in Subsidiary Company (Threatcop FZ LLC)	(11,876.55)	-	-	-
Investment in Subsidiary Company (Threatcop AI Inc)	(8,979.30)	-	-	-
Investment in Subsidiary Company (Kratikal Academy Pvt Ltd)	(999.90)	(999.90)	(999.90)	(999.90)
Share Subscription Amount Payable — Threatcop FZ LLC	11,876.55	-	-	-
Share Subscription Amount Payable — Threatcop AI Inc	8,979.30	-	-	-

26. Contingent Liabilities

There are Contingent Liabilities as on 31st March, 2026, which have been disclosed.

Particulars	FY26	FY25	FY24	FY23
Related to Bank Guarantees	3,416.01	273.45	234.18	0.00

27. Disclosure on Revaluation of Assets

There is no revaluation of assets during the year.

28. Disclosure on Loans / Advances to Directors / KMP / Related Parties

NIL.

29. Capital Work-in-Progress (CWIP)

There are no Capital Assets which are under CWIP.

30. Intangible Assets under Development

As on 31st March, 2026, the Company is engaged in the development of software projects that are currently classified as Intangible Assets Under Development (IAUD). The total amount recognized as IAUD as of the reporting date is Rs. 8,63,081.31, which includes costs directly attributable to the development activities.

31. Details of Benami Property Held

No proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

32. Working Capital/Borrowings

The Company has availed an overdraft facility of ₹4.74 crores from ICICI Bank Limited, secured by hypothecation of its current assets, including trade receivables, carrying interest @9.15% per annum, repayable on demand.

33. Wilful Defaulter & End Use of Funds

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The Company is not having any borrowings from Banks/Financial Institutions & therefore no such instance.

34. Relationship with Struck off Companies

No transaction/relationship persists with struck off companies during the year.

35. Registration of Charges or Satisfaction with Registrar of Companies

Charge of ₹4.74 crores has been created in favour of ICICI Bank Limited in respect of overdraft facility availed, secured by hypothecation of the Company's current assets, and the charge has been duly registered with the Registrar of Companies.

36. Compliance with Number of Layers of Companies

The Company is not maintaining relationship with any other company as its subsidiary, accordingly there is no violation of Companies (Restriction on Number of Layers) Rules, 2017.

37. Compliance with Approved Scheme(s) of Arrangements

Not Applicable, as the Company has not sought any such approval for any scheme of Arrangements in terms of sections 230 to 237 (Corporate Restructuring) of the Companies Act, 2013 during the year.

38. Undisclosed Income

No income earned by the Company has escaped any assessment. There is no undisclosed income.

39. CSR Activities

The Company is not covered under Section 135 of the Companies Act 2013, therefore the Company is not required to incur any expenditure for CSR Activities. Also, no expenditure has been incurred voluntarily by the Company towards CSR Activities.

40. Crypto Currency or Virtual Currency

The Company has not traded or invested in any Crypto/Virtual Currency, during the year.

41. Rounding off of Figures

The figures have been rounded off to the nearest hundred rupees.

42. Solvency (Key Financial Ratios)

Ratio	Value FY26	% YoY Change	Reason (if change >25%)	Value FY25
(a) Current Ratio	2.1	3.367	Increase in Current Assets	2.0
(b) Debt-Equity Ratio	-	-	-	-
(c) Debt Service Coverage Ratio	364.99	-12.908	Decrease in Profit	419.090
(d) Return on Equity Ratio	0.523	-99.617	Increase in Share Capital	136.595
(e) Inventory Turnover Ratio	-	-	-	-
(f) Trade Receivables Turnover Ratio	16.757	7.384	Increase in Sales	15.605
(g) Trade Payables Turnover Ratio	0.526	-	-	0.000
(h) Net Capital Turnover Ratio	5.990	-	-	2.028
(i) Net Profit Ratio	0.127	-32.760	Increase in Sales	0.189

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Ratio	Value FY26	% YoY Change	Reason (if change >25%)	Value FY25
(j) Return on Capital Employed	0.193	-63.349	Increase in Capital / Working Capital	5.871

43. Title Deed of Immovable Property Not Held in the Name of the Company

The Company is not holding any property whose title deed has not been executed in the name of the Company.

As per our report of even date attached

For A T K & Associates
Chartered Accountants
Firm Regn No. 018918C

CA Ankur Tayal
Partner
Membership No. 404791
Place : Noida
Date : 14.05.2026
UDIN :

For and on behalf of the Board of Directors
Kratikal Tech Limited

PAVAN KUMAR
Managing Director
DIN: 06714086

PARATOSH KUMAR
Whole-time director
DIN: 07676819

VINAY SINGH
Chief Financial Officer
PAN: BPYPS7574D

ANMOL GUPTA
Company Secretary
Membership No. A69040

A T K & ASSOCIATES
Chartered Accountants

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INDEPENDENT AUDITOR'S REPORT ON FINANCIAL STATEMENTS

To,
The Members
KRATIKAL TECH LIMITED
(FORMERLY KNOWN AS KRATIKAL TECH PRIVATE LIMITED)
CIN: U62099UP2013PLC060625

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of **KRATIKAL TECH LIMITED (FORMERLY KNOWN AS KRATIKAL TECH PRIVATE LIMITED)** (hereinafter referred to as "the Holding Company") and its subsidiary company, **KRATIKAL ACADEMY PRIVATE LIMITED, THREATCOP FZ LLC AND THREATCOP AI INC** (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2026, and Consolidated Statement of Profit & Loss for the period then ended, and a summary of significant 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 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at 31st March, 2026 and its profit for the period 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 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 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 consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's and Those Charged with Governance Responsibility for the Consolidated Financial Statements

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The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, and 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, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

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

Those charged with governance are also responsible for overseeing the Group's financial reporting process.

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 judgment 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 Companies Act, 2013, we are also

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responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, the said Order is not applicable to the Company.

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;

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

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

d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

e) On the basis of the written representations received from the directors 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 is disqualified as on 31st March, 2026, from being appointed as a director in terms of Section 164(2) of the Act;

f) In our opinion and to the best of our information and according to the explanations given to us, the Company is exempt from reporting in respect of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls;

g) 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 which would impact its financial position.

(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 Group.

For A T K & Associates
Chartered Accountants
FRN 018918C

Place : Noida
Date: 14.05.2026

CA. Ankur Tayal
(Partner)
UDIN: _____
Membership No. 404791

A T K & ASSOCIATES
Chartered Accountants

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KRATIKAL TECH LIMITED

(Formerly known as Kratikal Tech Private Limited)
5th Floor, A-5, Sector-68, Grovy Optiva Noida, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301
Corporate Identification Number (CIN): U62099UP2013PLC060625

Consolidated Balance Sheet as at 31st March, 2026

(Amount in Rs.00)

I. EQUITY AND LIABILITIES

Particulars	Note	As at 31.03.2026	As at 31.03.2025
A. Shareholders' Funds			
(a) Share Capital	3	8,16,054.50	2,884.80
(b) Reserves & Surplus	4	15,68,001.36	11,40,846.69
(c) Money Received Against Share Warrants	-	-	-
B. Minority Interest			
Minority Interest	-	(0.12)	(0.10)
C. Non-Current Liabilities			
(a) Long-term Borrowings	5	499.90	499.90
(b) Long-term Provisions	6	72,662.36	41,360.63
(c) Deferred Tax Liabilities (Net)	-	20,090.77	-
(d) Other Liabilities	-	-	-
D. Current Liabilities			
(a) Short-term Borrowings	-	-	-
(b) Trade Payables	7	21,549.35	20,058.91
(c) Other Current Liabilities	8	2,99,140.96	2,03,114.54
(d) Short-term Provisions	9	2,14,522.50	1,38,121.90
TOTAL		**30,12,521.60**	**15,46,887.25**

II. ASSETS

Particulars	Note	As at 31.03.2026	As at 31.03.2025
A. Non-current Assets			
(a)(i) Property, Plant & Equipment	10	66,678.81	45,893.35
(a)(ii) Intangible Assets	10	3,08,580.35	1,887.46
(a)(iii) Capital Work in Progress	10	-	-
(a)(iv) Intangible Assets under Development	10	8,63,081.31	7,42,214.69
(b) Non-current Investments	11	4,83,576.17	37,085.18
(c) Deferred Tax Assets (Net)	-	-	4,006.69
(d) Long-term Loans & Advances	-	-	-
(e) Other Non-current Assets	-	-	-
B. Current Assets			
(a) Current Investments	-	-	-
(b) Inventories	-	-	-
(c) Trade Receivables	12	8,92,994.18	4,07,418.87
(d) Cash & Cash Equivalents	13	59,241.61	99,792.05
(e) Short-term Loans & Advances	14	1,45,394.39	1,17,842.20
(f) Other Current Assets	15	1,92,974.79	90,746.76
TOTAL		**30,12,521.60**	**15,46,887.25**

Significant Accounting Policies — Note 2. The accompanying notes form an integral part of the Consolidated Financial Statements.
As per our report of even date attached

For A T K & Associates
Chartered Accountants
Firm Regn No. 018918C

CA Ankur Tayal
Partner
Membership No. 404791
Place : Noida
Date : 14.05.2026
UDIN :

For and on behalf of the Board of Directors
Kratikal Tech Limited

PAVAN KUMAR
Managing Director
DIN: 06714086

PARATOSH KUMAR
Whole-time director
DIN: 07676819

VINAY SINGH
Chief Financial Officer
PAN: BPYPS7574D

ANMOL GUPTA
Company Secretary
Membership No. A69040

A T K & ASSOCIATES
Chartered Accountants

C-40, Second Floor, Ten Tower,
Above Indian Bank, Sector 15,
Vasundhara Ghaziabad – 201012 (U.P)
Ph: 88828-54825, 98188-30255
E-Mail: atkandassociates@gmail.com

KRATIKAL TECH LIMITED

(Formerly known as Kratikal Tech Private Limited)
5th Floor, A-5, Sector-68, Grovy Optiva Noida, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301
Corporate Identification Number (CIN): U62099UP2013PLC060625

Consolidated Statement of Profit and Loss for the Year ended on 31st March 2026

(Amount in Rs.00)

Particulars	Note	Year ended 31.03.2026	Year ended 31.03.2025
I. INCOME			
Revenue from Operations	16	36,71,589.81	20,85,090.37
Other Incomes	17	14,064.90	26,143.21
Total Revenue		**36,85,654.70**	**21,11,233.58**
II. EXPENDITURE			
Employee Benefit Expenses	18	15,05,043.46	10,04,822.57
Depreciation Expenses	10	82,770.60	30,255.32
Other Expenses	19	12,70,181.75	5,50,619.16
Total Expenses		**28,57,995.81**	**15,85,697.05**
Profit Before Tax		**8,27,658.90**	**5,25,536.53**
Current Tax		2,07,482.83	1,32,602.94
Deferred Tax		24,097.46	(900.21)
Profit for the Year		**5,96,078.61**	**3,93,833.80**

Earnings per Equity Share (Face value of Rs. 10/-)

Particulars		Year ended 31.03.2026	Year ended 31.03.2025
Basic		7.63	38.28
Diluted		7.62	31.48

Significant Accounting Policies — Note 2. The accompanying notes are an integral part of the Consolidated Financial Statements.
As per our report of even date attached

For A T K & Associates
Chartered Accountants
Firm Regn No. 018918C

CA Ankur Tayal
Partner
Membership No. 404791
Place : Noida
Date : 14.05.2026
UDIN :

For and on behalf of the Board of Directors
Kratikal Tech Limited

PAVAN KUMAR
Managing Director
DIN: 06714086

PARATOSH KUMAR
Whole-time director
DIN: 07676819

VINAY SINGH
Chief Financial Officer
PAN: BPYPS7574D

ANMOL GUPTA
Company Secretary
Membership No. A69040

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5th Floor, A-5, Sector-68, Grovy Optiva Noida, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301
Corporate Identification Number (CIN): U62099UP2013PLC060625

Consolidated Cash Flow Statement for the Year commencing from 01.04.2025 to 31.03.2026

(Amount in Rs.00)

Particulars	Year ended 31.03.2026 (Rs.)	Year ended 31.03.2025 (Rs.)
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Extraordinary Items	8,27,659	5,25,537
Adjustments for:		
Finance Charges	1,803	1,00,502
Foreign Currency Translation Reserve	5,339	(24,895)
Provision for Gratuity & Leave Encashment	-	-
Interest Income	(5,111)	-
ESOP Reserve	(88,267)	-
Prior Period Items	(30,866)	(1,17,102)
Operating Profit before Working Capital Change	7,10,557	6,01,143
Increase/(Decrease) Trade Payables	1,490	8,036
Increase/(Decrease) Other Current Liabilities	96,026	66,345
Increase/(Decrease) Short Term Provisions	76,401	61,895
Increase/(Decrease) Long Term Provisions	31,302	41,361
(Increase)/Decrease Other Current Assets	(1,02,228)	(76,768)
Increase/(Decrease) Short Term Advances	(27,552)	(41,197)
(Increase)/Decrease Trade Receivable	(4,85,575)	(1,64,076)
Cash Generated from Operations	3,00,421	4,96,738
Direct Taxes Paid / Provided	2,07,483	1,32,603
Net Cash from/(used in) Operating Activities (a)	92,938	3,64,135
CASH FLOW FROM INVESTING ACTIVITIES		
Interest Income	5,111	-
Increase in PPE	(4,48,345)	(3,70,881)
Non-Current Investment	(4,46,491)	-
Net Cash used in Investing Activities (b)	(8,89,725)	(3,70,881)
CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Shares	7,58,040	-
Interest Paid	(1,803)	-
Net Cash from/(used in) Financing Activities (c)	7,56,237	-
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS (a+b+c)	**(40,550)**	**(6,745)**
Cash & Cash Equivalents at Beginning of Year	99,792	1,06,537
— Cash in Hand	158	199
— Balances with Banks (current, margin & fixed)	99,634	1,06,338
Cash & Cash Equivalents at End of Year	59,242	99,792
— Cash in Hand	1,631	158
— Balances with Banks (current, margin & fixed)	57,611	99,634

Significant Accounting Policies — Note 2. The accompanying notes are an integral part of the Consolidated Financial Statements.
As per our report of even date attached

For A T K & Associates
Chartered Accountants
Firm Regn No. 018918C

CA Ankur Tayal
Partner
Membership No. 404791
Place : Noida
Date : 14.05.2026
UDIN :

For and on behalf of the Board of Directors
Kratikal Tech Limited

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Managing Director
DIN: 06714086

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Whole-time director
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Notes on Consolidated Financial Statements for the Year ended 31st March, 2026

1. Corporate Information

Kratikal Tech Limited (Formerly known as Kratikal Tech Private Limited) is incorporated on 13 November 2013 under the provisions of the Companies Act, 2013. The Company is engaged in providing AI-driven, Software-as-a-Service–based cybersecurity solutions through its proprietary security software platform, supported by cybersecurity and regulatory compliance services, enabling enterprises to achieve measurable cyber risk reduction and enhanced resilience. Its People Security Management (PSM) capabilities are delivered through the proprietary Threatcop platform, which focuses on reducing human-related cyber risks, and are augmented by technology and process security offerings delivered under the Kratikal brand. Together, these offerings provide integrated protection across the People–Process–Technology stack, supporting organizations in proactively identifying, prioritizing, and mitigating cyber risks while strengthening their overall security posture.

The Company provides platform-based and expert-driven cybersecurity solutions to organizations across India and overseas, enabling effective identification and management of cyber risks, designed to enhance security maturity, improve operational resilience, and support sustained compliance with regulatory and industry standards.

2. Significant Accounting Policies

2.1 Basis of Accounting

These Consolidated Financial Statements are prepared in accordance with Indian GAAP under the historical cost convention on the accrual basis, comprising mandatory accounting standards under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

2.2 Use of Estimates

Preparation in conformity with Indian GAAP requires Management to make estimates and assumptions affecting reported assets, liabilities, contingent liabilities, income and expenses. Actual results may differ from these estimates; differences are recognised in the period in which results are known.

2.3 Tangible Fixed Assets

Fixed Assets are stated at original cost of acquisition, comprising purchase price and attributable costs of bringing the asset to working condition for its intended use.

2.4 Intangible Assets

Intangible Assets are stated at purchase price and attributable costs of bringing the asset to working condition for its intended use, net of accumulated amortisation.

2.5 Depreciation and Amortisation

Provided on the Written Down Value method as prescribed in Schedule II of the Companies Act, 2013 and other applicable laws.

2.7 Inventories

No inventories were held during the period.

2.8 Investments

Investments are valued at cost.

2.9 Cash and Cash Equivalents

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Cash comprises cash in hand and demand deposits with banks. Cash equivalents are short-term, highly liquid investments (original maturity of three months or less) readily convertible into known amounts of cash with insignificant risk of value change.

2.10 Revenue Recognition

The Company recognises revenue on an accrual basis.

2.11 Provisions and Contingencies

A provision is recognised when the Company has a present obligation from past events and it is probable that an outflow of resources will be required to settle it, with a reliable estimate obtainable.

3.1 Deferred Tax

Deferred Tax is measured using tax rates and laws enacted or substantively enacted by the Balance Sheet date, recognised and carried forward only to the extent of reasonable certainty of realisation.

3.0 Foreign Currency Transactions

Transactions in foreign currency are recorded at the exchange rate prevailing on the transaction date. Exchange gains/losses on transaction or settlement are recognised in the Profit & Loss Account.

2.6 ESOP — Options Issued During the Year

Particulars	Grant 1	Grant 2
Date of Grant	15-Jul-2024	01-Dec-2025
Underlying Price (Rs.)	21,870.00	125.00
Number of Options	485	39,467
Exercise Price (Rs.)	100.00	10.00
Expiry Date	15-Jul-2025	30-Nov-2026
Historical Volatility	37.58%	15.10%
Risk-Free Rate	6.92%	6.10%
Dividend Yield	0.00%	0.00%
Time to Maturity	1.00 year	1.00 year
Per Option Fair Value (Rs.)	21,776.70	93.00
Rounded Per Option Value (Rs.)	21,777.00	100.00

3. Share Capital

Particulars	Shares (No.)	Amount (Rs.)	Shares 2025 (No.)	Amount 2025 (Rs.)
Authorised — Equity Shares of Rs.10 each	1,20,00,000	12,00,000.00	50,000	5,000.00
Authorised — CCPS of Rs.100 each	-	-	5,000	5,000.00
Issued, Subscribed & Paid-up — Equity Shares	81,60,545	8,16,054.50	10,288	1,028.80
Issued, Subscribed & Paid-up — CCPS	-	-	1,856	1,856.00
Total	**81,60,545**	**8,16,054.50**	**12,144**	**2,884.80**

Reconciliation of the number of shares outstanding

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Equity Shares with Voting Rights	**Number of Shares**	**Amount (Rs.)**
As at 31 March, 2026 — Outstanding at beginning of year	10,288	1,028.80
Fresh Issue	5,00,800	-
Bonus Shares Issued	76,47,000	-
CCPS Conversion to Equity Shares	1,856	-
Allotment of ESOP	601	-
Outstanding at end of year	**81,60,545**	**8,16,055**
As at 31 March, 2025 — Outstanding at beginning of year	10,288	1,028.80
Shares issued during the year	-	-
Outstanding at end of year	**10,288**	**1,028.80**
Compulsory Convertible Preference Shares of Rs.100 each	**Number of Shares**	**Amount (Rs.)**
As at 31 March, 2026 — Outstanding at beginning of year	1,856	1,856.00
Conversion to Equity Shares during the year	1,856	1,856.00
Outstanding at end of year	**-**	**-**
As at 31 March, 2025 — Outstanding at beginning of year	1,856	1,856.00
Shares issued during the year	-	-
Outstanding at end of year	**1,856**	**1,856.00**

Shares issued during the period

i. The Board of Directors, in their meeting held on 26th November 2025, allotted 76,47,000 bonus shares of Rs. 10/- per share. Bonus shares were allotted in the ratio of (600) Six Hundred bonus shares for every one (1) equity share held. The Board of Directors, in their meeting held on 17th November 2025, approved the allotment of Bonus Shares; the Extraordinary General Meeting (EGM) was held on 24th November 2025.

ii. The Company has converted 1,856 CCPS into 1,856 equity shares on 27th August, 2025, in accordance with the approved conversion terms.

iii. The Company has allotted 601 equity shares as ESOPs on November 17, 2025 at an issue price of Rs. 100/- per equity share. Since the ESOPs were granted/issued after the reporting date, the same has been considered in the financial statements for the year ended 31st December, 2025.

iv. The Company has issued 5,00,800 equity shares of Rs.10/- per share through private placement of securities on December 8, 2025.

Terms/rights attached to equity shares

i. The Company has one class of equity shares each having par value of Rs. 10 per share. ii. Each holder of equity shares is entitled to one vote per share. iii. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

Terms/rights attached to preference shares

i. As on the cut-off date, the Company has no outstanding Compulsorily Convertible Preference Shares. ii. The CCPS were issued and allotted on 3rd September 2018, 22nd October 2018, 22nd November 2018, and 26th March 2019 at an issue price of Rs. 21,870 per CCPS, including a premium of Rs. 21,770 per CCPS, pursuant to the approvals of the Board of Directors and shareholders of the Company. CCPS were converted into Equity on 27th August, 2025. iii. The CCPS were compulsorily convertible into equity shares of the Company at a conversion ratio of one equity share for every one CCPS, upon approval and request from CCPS shareholders.

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The CCPS carried the following rights until conversion: (a) preference in payment of dividend and repayment of capital in the event of liquidation; (b) voting rights as applicable under the provisions of the Companies Act, 2013; and (c) such other rights as provided in the Articles of Association and relevant agreements. The CCPS were not redeemable and were converted into equity shares in accordance with the agreed conversion terms. The CCPS have been accounted for in accordance with the applicable accounting standards; as the CCPS were compulsorily convertible into equity shares, they were considered as equity instruments/potential equity shares for the purposes of financial reporting.

Authorised Share Capital

The Board of Directors, in their meeting held on 17th November 2025, and the shareholders, in the Extraordinary General Meeting (EGM) held on November 24th 2025, approved an increase in the Company's authorised equity share capital to Rs. 12,00,00,000 (Twelve Crore) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/- each.

The Company had cancelled and converted unissued shares of one class, i.e. 5,000 Preference Shares of Rs.100/- each, and increased shares of another class, i.e. into 50,000 Equity Shares of Rs. 10/- each, and consequently altered the capital clause in the Memorandum of Association of the Company, pursuant to a special resolution passed at the Extra-Ordinary General Meeting held on September 09, 2025.

For the purpose of computation of basic earnings per share, the CCPS outstanding as on the cut-off date have not been considered. For the purpose of computation of diluted earnings per share, the CCPS have been considered as potential equity shares, assuming full conversion in accordance with the conversion terms. The effect of the CCPS conversion (27th August, 2025) has been disclosed as an event occurring after the reporting period. The issuance and conversion of CCPS are in compliance with the provisions of the Companies Act, 2013, the Articles of Association of the Company, and applicable regulatory requirements.

Promoter's Shareholding

Promoter's Name	No. of Shares	% of Total Shares	% Change during the Year
Pavan Kumar	36,13,813	44.28	65858%
Paratosh Kumar	16,05,271	19.67	65852%
Dip Jung Thapa*	6,78,863	8.32	140451%

*Dip Jung Thapa has been shown as promoter w.e.f 01st Nov, 2024.

Details of shares held by each shareholder holding more than 5% shares

Class of Shares / Name of Shareholder	Shares — 31 Mar 2026 (No.)	% Holding — 2026	Shares — 31 Mar 2025 (No.)	% Holding — 2025
Equity Shares with Voting Rights				
Prashant Pandey	-	-	523	5.08%
Pavan Kumar	36,13,813	44.28%	5,479	53.26%
Paratosh Kumar	16,05,271	19.67%	2,434	23.66%
Dip Jung Thapa	6,78,863	8.32%	-	-
Convertible Preference Shares				
Chandra Kant Sharma	-	-	557	30.01%
Art Venture Finance (India) Pvt Ltd	-	-	457	24.62%
OIP Advisors LLP	-	-	320	17.24%
Madhusudan Gopinath	-	-	128	6.90%
Reasoned Ventures LLP	-	-	114	6.14%
Equentia Natural Resources DMCC	-	-	113	6.09%

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4. Reserves and Surplus

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Securities Premium — Opening	4,61,622.40	4,61,622.40
Add: Shares issued during the year	7,09,570.00	-
Add: Transfer from retained earnings	3,00,866.30	-
Less: Issue of bonus shares	(7,64,700.00)	-
Closing balance	**7,07,358.70**	**4,61,622.40**
(b) ESOP Reserve — Opening	1,00,501.76	1,00,501.76
Add: Expenses during the year	43,171.71	-
Less: Rights vested during the period	(1,31,438.70)	-
Closing balance	**12,234.77**	**1,00,501.76**
(c) Foreign Currency Translation Reserve — Opening	-	-
Add: Addition during the year	5,339.39	-
Closing balance	**5,339.39**	**-**
(d) Surplus in P&L — Opening	5,78,722.53	2,09,783.73
Add: Profit for the year	5,96,078.61	3,93,833.80
Add/Less: Prior period adjustment	(30,866.34)	(24,895.00)
Less: Transfer to Securities Premium	(3,00,866.30)	-
Closing Balance	**8,43,068.50**	**5,78,722.53**
Total Reserves & Surplus	**15,68,001.36**	**11,40,846.69**

5. Long-Term Borrowings

Particulars	As at 31.03.2026	As at 31.03.2025
Unsecured Loan from Related Parties — Pavan Kumar	499.90	499.90
Total	**499.90**	**499.90**

6. Long-Term Provision

Particulars	As at 31.03.2026	As at 31.03.2025
Provision for Gratuity	72,662.36	41,360.63
Total	**72,662.36**	**41,360.63**

7. Trade Payables

Particulars	As at 31.03.2026	As at 31.03.2025
Dues of Micro, Small & Medium Enterprises	-	-
Dues of Other Creditors — Less than 1 year	21,549.35	20,058.91
1–2 years / 2–3 years / More than 3 years	-	-
Total	**21,549.35**	**20,058.91**

8. Other Current Liabilities

Particulars	As at 31.03.2026	As at 31.03.2025
Salary, Stipend & Directors' Remuneration Payable	1,68,871.82	1,15,452.11
GST Payable	58,699.24	39,189.03

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Particulars	As at 31.03.2026	As at 31.03.2025
Advance from Customers	28,171.51	11,086.42
Audit Fees Payable	3,300.00	371.70
Axis Bank Credit Card	-	901.78
ICICI Corporate Card	6,184.54	11,573.82
TDS Payable	16,690.12	15,335.30
ESIC Payable	9.17	12.52
PF Payable	7,162.96	5,207.50
Director's Current A/c	236.38	236.38
Imprest Accounts	9,815.22	3,747.98
Total	**2,99,140.96**	**2,03,114.54**

9. Short-Term Provision

Particulars	As at 31.03.2026	As at 31.03.2025
Provision for Income Tax	2,07,482.83	1,32,602.94
Provision for Gratuity	7,039.67	5,518.96
Total	**2,14,522.50**	**1,38,121.90**

10. Property, Plant & Equipment

Net block as at 31st March 2026: Computers Rs.1,389.01 (2025: Rs.1,727.54); Laptops Rs.55,635.69 (2025: Rs.35,434.98); Printers Rs.54.49 (2025: Rs.147.92); Furniture & Fixtures Rs.17.74 (2025: Rs.23.94); Office Equipment Rs.125.19 (2025: Rs.168.93); Motor Vehicles Rs.2,582.99 (2025: Rs.3,485.35); Air Conditioners Rs.116.93 (2025: Rs.187.53); CCTV Camera Rs.137.18 (2025: Rs.249.74); Fan Rs.16.83 (2025: Rs.30.64); Mobile Rs.4,234.49 (2025: Rs.3,580.37); Other Office Equipment Rs.2,368.27 (2025: Rs.856.41). Total Tangible Assets net block: Rs.66,678.81 (2025: Rs.45,893.35). Software (Intangible) net block: Rs.3,08,580.35 (2025: Rs.1,887.46). Grand Total net block: Rs.3,75,259.16 (2025: Rs.47,780.81). Software Development (WIP): Rs.8,63,081.31 (2025: Rs.7,42,214.69). Total depreciation charge for the year: Rs.82,770.60 (2025: Rs.30,255.32).

11. Non-Current Investment

Particulars	As at 31.03.2026	As at 31.03.2025
Fixed Deposit	4,83,073.46	36,582.47
HDFC Mutual Fund	502.71	502.71
Investment in Kratikal Academy Private Limited (net of elimination)	-	-
Investment in Threatcop AI Inc (net of elimination)	-	-
Investment in Threatcop FZ LLC (net of elimination)	-	-
Total	**4,83,576.17**	**37,085.18**

Investments in the subsidiaries — Kratikal Academy Private Limited (Rs.999.90), Threatcop AI Inc (Rs.8,979.30), and Threatcop FZ LLC (Rs.11,876.55) — are eliminated on consolidation against the respective share subscription/investment balances.

12. Trade Receivables

Ageing (Undisputed, Considered Good)	As at 31.03.2026	As at 31.03.2025
Less than 6 months	8,27,557.79	4,07,418.87

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Ageing (Undisputed, Considered Good)	As at 31.03.2026	As at 31.03.2025
6 months – 1 year	48,376.65	-
1–2 years	15,880.09	-
2–3 years	55.65	-
More than 3 years	1,124.00	-
Total	**8,92,994.18**	**4,07,418.87**

13. Cash & Cash Equivalents

Particulars	As at 31.03.2026	As at 31.03.2025
Cash in Hand	1,630.92	157.90
Balances with Banks	57,610.69	99,634.15
Total	**59,241.61**	**99,792.05**

14. Short-Term Loans & Advances

Particulars	As at 31.03.2026	As at 31.03.2025
Security Deposit (Rent/Plant/Maintenance)	24,136.60	20,816.08
Security Deposit — CDSL	100.00	100.00
Security Deposit — Food	500.00	500.00
Security Deposit — NSDL	100.00	100.00
Security Deposit (Chai Point)	250.00	250.00
Security Deposit — Visa	687.36	687.36
Security Deposit (Bisleri)	-	9.00
TDS Receivable	1,13,202.42	95,379.76
Threatcop Inc	6,418.01	-
Total	**1,45,394.39**	**1,17,842.20**

15. Other Current Assets

Particulars	As at 31.03.2026	As at 31.03.2025
Prepaid Expenses	19,290.55	20,429.03
GST Cash Ledger	2.50	2.50
GST TDS	-	393.00
Advance to Suppliers	4,513.75	4,947.26
GST Input Tax Credit to be Availed	1,590.34	2,807.03
Axis Bank Credit Card	166.63	985.75
IPO Expense	72,089.51	-
ICICI OD	95,321.51	61,182.19
Total	**1,92,974.79**	**90,746.76**

16. Revenue from Operations

Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Domestic Earnings	25,72,374.14	18,09,980.97

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Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Export Earnings	10,99,215.67	2,75,109.40
Total	**36,71,589.81**	**20,85,090.37**

17. Other Income

Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Interest on Fixed Deposits	5,110.63	1,369.61
Foreign Exchange Gain	-	(3,314.16)
Gain on Mutual Fund	-	5,502.71
Other Income	954.27	41.74
Write-off of Creditors	-	543.31
Grant Received / Profit on Sale of Mutual Fund	8,000.00	22,000.00
Total	**14,064.90**	**26,143.21**

18. Employee Benefit Expenses

Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Salary	12,75,783.87	7,77,333.60
Directors' Remuneration	1,00,101.12	77,793.12
Employee Benefit & Welfare Expenses	50,856.63	27,683.70
Gratuity	35,130.13	46,879.59
ESOP	43,171.71	75,132.56
Total	**15,05,043.46**	**10,04,822.57**

19. Other Expenses

Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Advertisement Expense	53,677.56	60,406.30
Audit Fees	3,089.00	1,294.70
Bad Debts	595.00	4,016.81
Bank, Credit Card & Payment Gateway Charges	11,472.73	3,163.07
Business Promotion Expense	1,75,083.97	32,438.28
Business Support Services	46,619.44	35,486.72
Certification Expense	2,865.00	-
Commission Expense	18,842.75	3,080.00
Computer & Other Repair & Maintenance	6,613.18	7,004.03
Director's Sitting Fees	650.00	-
Fine and Penalty	1,224.46	4,022.41
Foreign Exchange Loss	6,990.87	-
Insurance Expense	13,811.15	9,215.59

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Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Internet & Telephone Expense	13,148.57	14,809.66
Interest on Income Tax	9,911.26	-
Fees & Interest under Various Acts	1,290.77	519.18
Legal, Professional & Consultancy Expenses	3,31,050.41	1,55,827.16
License Fees	5,439.77	-
Miscellaneous Expense	4.73	1,810.99
Office Expenses	12,278.89	8,199.48
Office Equipment	101.26	-
OD Interest	1,802.95	1,254.51
Other Expenses	245.92	-
Processing Fees	349.72	4,216.27
Postage and Courier Expense	2,704.24	1,712.03
Power and Consumption Expense	19,220.65	10,839.66
Printing & Stationery Expense	9,586.98	4,851.06
Rent	1,20,584.28	57,898.53
Repair & Maintenance Expenses	8,817.86	14,664.44
Rates and Taxes	11,623.69	-
Recruitment Expense	8,078.46	-
Resource Cost	1,416.88	-
Service Charges	435.65	-
Subscription	69,155.21	18,816.04
Software Expenses	67,547.42	3,257.77
Stamp Duty	312.94	1,847.60
Travelling & Conveyance Expenses	1,46,028.53	81,019.77
Web Server Charges	81,579.21	6,936.02
Write-off of Creditors	2,237.14	-
Website Maintenance Expenses	3,693.24	2,011.08
Total	**12,70,181.75**	**5,50,619.16**

20. Previous Year's Figures

Previous year's figures have been re-grouped/re-classified wherever necessary to correspond with the current year's classification/disclosure.

21. Auditor Remuneration

Particulars	Current Period	Previous Year
Audit Fees	Rs. 3,089/-	Rs. 1,100/-

22–24.

In the opinion of the Board of Directors, all current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated. Provision for all known liabilities is adequate.

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No provision has been made for liability for leave encashment; these are accounted for as and when paid. The Company has a system of identifying amounts due to Micro Enterprises or Small Enterprises on the basis of the Entrepreneur's Memorandum Number (EM Number) printed on their invoices, supply orders/letterheads/other relevant documents (and relied upon by the auditors). Based on the Management Certificate, none of the suppliers of the Company are micro enterprises or small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006. Therefore, disclosures under section 22 of the said Act are not necessary.

25. Earnings and Expenditure in Foreign Currency

Particulars	Amount (Rs. '00)
Earnings in Foreign Currency	10,99,215.67
Expenditure in Foreign Currency	2,22,934.50

26. Statement of Related Party & Transactions

List of Related Parties where Control Exists and Relationships

Sr. No.	Name of the Related Party	Relationship	Date of Appointment
1	Pavan Kumar	Managing Director (KMP) / Chief Executive Officer (KMP)	13-11-2013 / 01-03-2025
2	Paratosh Kumar	Whole Time Director (KMP)	17-02-2017
3	Dip Jung Thapa	Chief Operating Officer	01-11-2024
4	Sanjeev Kumar Sinha	Independent Director	17-11-2025
5	Shubhi Kesarwani	Independent Director	27-08-2025
6	Anand RamanLal Karwa	Independent Director	27-08-2025
7	Vinay Singh	Chief Financial Officer (KMP)	17-07-2025
8	Anmol Gupta	Company Secretary (KMP)	17-07-2025
9	Kratikal Academy Private Limited	Subsidiary Company	31-05-2017
10	Threatcop AI Inc	Subsidiary Company	11-12-2025
11	Threatcop FZ LLC	Subsidiary Company	04-08-2025
12	Scalemax Advisors (OPC) Private Limited	KMPs or His/Her Relatives has substantial interest	10-05-2023
13	Scalemax Ventures LLP	KMPs or His/Her Relatives has substantial interest	18-01-2023
14	Xrise Ventures LLP	KMPs or His/Her Relatives has substantial interest	22-03-2025
15	Easenode Tech Private Limited	KMPs or His/Her Relatives has substantial interest	19-06-2023
16	Yarsha Ventures LLP	KMPs or His/Her Relatives has substantial interest	22-03-2023
17	Threatcop Inc.	KMPs or His/Her Relatives has substantial interest	19-05-2023

Transactions during the Year

Transactions	FY26	FY25	FY24	FY23
Remuneration Paid — Pavan Kumar	50,050.56	38,896.56	30,146.56	22,571.56

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Transactions	FY26	FY25	FY24	FY23
Remuneration Paid — Paratosh Kumar	50,050.56	38,896.56	30,146.56	22,571.56
Salary Paid — Anmol Gupta	10,610.01	-	-	-
Salary Paid — Vinay Singh	14,299.60	-	-	-
Salary Paid — Dip Jung Thapa	50,050.56	38,896.56	30,146.56	22,571.56
Easenode Tech Pvt Ltd — Business Support Services	26,120.94	3,016.32	-	-
Easenode Tech Pvt Ltd — Amount Outstanding	64.25	4.14	1,467.39	-
Threatcop AI Inc — Software Expenses	61,903.97	-	-	-
Threatcop Inc — Business Promotion Services	9,744.86	-	-	-
Threatcop Inc — Advance	6,418.01	-	-	-
Investment in Threatcop FZ LLC (during the period)	-	11,876.55	-	-
Investment in Threatcop AI Inc (during the period)	8,979.30	-	-	-

Outstanding Balance (Receivables)/Payable

Particulars	As at 31.03.2026	As at 31.03.2025	As at 31.03.2024	As at 31.03.2023
Investment in Subsidiary Company (Threatcop FZ LLC)	(11,876.55)	-	-	-
Investment in Subsidiary Company (Threatcop AI Inc)	(8,979.30)	-	-	-
Investment in Subsidiary Company (Kratikal Academy Pvt Ltd)	(999.90)	(999.90)	(999.90)	(999.90)
Share Subscription Amount Payable — Threatcop FZ LLC	11,876.55	-	-	-
Share Subscription Amount Payable — Threatcop AI Inc	8,979.30	-	-	-

As these entities are consolidated, intra-group investment and outstanding balances (Kratikal Academy Private Limited, Threatcop AI Inc, Threatcop FZ LLC) stand eliminated on consolidation and are not separately carried in the Consolidated Balance Sheet.

27. Contingent Liabilities

There are Contingent Liabilities as on 31st March, 2026, which have been disclosed.

Particulars	FY26	FY25	FY24	FY23
Related to Bank Guarantees	3,416.01	273.45	234.18	0.00

28. Disclosure on Revaluation of Assets

There is no revaluation of assets during the year.

29. Disclosure on Loans / Advances to Directors / KMP / Related Parties

NIL.

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30. Capital Work-in-Progress (CWIP)

There are no Capital Assets which are under CWIP.

31. Intangible Assets under Development

As on 31st March, 2026, the Company is engaged in the development of software projects that are currently classified as Intangible Assets Under Development (IAUD). The total amount recognized as IAUD as of the reporting date is Rs. 8,63,081.31, which includes costs directly attributable to the development activities.

32. Details of Benami Property Held

No proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

33. Working Capital/Borrowings

The Company has availed an overdraft facility of ₹4.74 crores from ICICI Bank Limited, secured by hypothecation of its current assets, including trade receivables, carrying interest @9.15% per annum, repayable on demand.

34. Wilful Defaulter & End Use of Funds

The Company is not having any borrowings from Banks/Financial Institutions & therefore no such instance.

35. Relationship with Struck off Companies

No transaction/relationship persists with struck off companies during the year.

36. Registration of Charges or Satisfaction with Registrar of Companies

Charge of ₹4.74 crores has been created in favour of ICICI Bank Limited in respect of overdraft facility availed, secured by hypothecation of the Company's current assets, and the charge has been duly registered with the Registrar of Companies.

37. Compliance with Number of Layers of Companies

The Company is not maintaining relationship with any other company as its subsidiary, accordingly there is no violation of Companies (Restriction on Number of Layers) Rules, 2017.

38. Compliance with Approved Scheme(s) of Arrangements

Not Applicable, as the Company has not sought any such approval for any scheme of Arrangements in terms of sections 230 to 237 (Corporate Restructuring) of the Companies Act, 2013 during the year.

39. Undisclosed Income

No income earned by the Company has escaped any assessment. There is no undisclosed income.

40. CSR Activities

The Company is not covered under Section 135 of the Companies Act 2013, therefore the Company is not required to incur any expenditure for CSR Activities. Also, no expenditure has been incurred voluntarily by the Company towards CSR Activities.

41. Crypto Currency or Virtual Currency

The Company has not traded or invested in any Crypto/Virtual Currency, during the year.

42. Rounding off of Figures

The figures have been rounded off to the nearest hundred rupees.

43. Solvency (Key Financial Ratios)

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Ratio	Value FY26	% YoY Change	Reason (if change >25%)	Value FY25
(a) Current Ratio	2.4	22.947	Increase in Current Assets	2.0
(b) Debt-Equity Ratio	-	-19.370	-	-
(c) Debt Service Coverage Ratio	459.06	-	-	-
(d) Return on Equity Ratio	579.392	67.510	Increase in Profit / Working Capital	6.028
(e) Inventory Turnover Ratio	-	-	-	-
(f) Trade Receivables Turnover Ratio	12.161	97.314	Increase in Sales	6.163
(g) Trade Payables Turnover Ratio	0.526	-	-	0.000
(h) Net Capital Turnover Ratio	4.861	-	-	-
(i) Net Profit Ratio	0.162	-51.206	Increase in Sales	0.331
(j) Return on Capital Employed	0.250	-52.487	Increase in Profit	345.884

44. Title Deed of Immovable Property Not Held in the Name of the Company

The Company is not holding any property whose title deed has not been executed in the name of the Company.

As per our report of even date attached

For A T K & Associates
Chartered Accountants
Firm Regn No. 018918C

CA Ankur Tayal
Partner
Membership No. 404791
Place : Noida
Date : 14.05.2026
UDIN :

For and on behalf of the Board of Directors
Kratikal Tech Limited

PAVAN KUMAR
Managing Director
DIN: 06714086

PARATOSH KUMAR
Whole-time director
DIN: 07676819

VINAY SINGH
Chief Financial Officer
PAN: BPYPS7574D

ANMOL GUPTA
Company Secretary
Membership No. A69040