



EXCELSTOFT®

EXCELSTOFT TECHNOLOGIES LIMITED

Formerly known as Excelsoft Technologies Private Limited.

Registered Office: 1-B, Hootagalli Industrial Area,
Mysuru - 570 018, Karnataka, India

CIN: U72900KA2000PLC027256

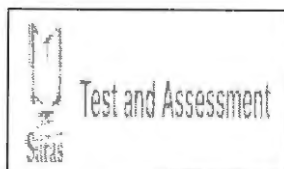
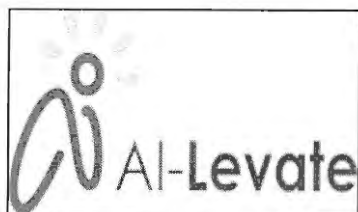
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25TH DIRECTORS' REPORT - 2024-25





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25TH BOARD'S REPORT ('BR')

Dear Members,

Upon completion of another successful year of your Company's operations, we are immensely pleased to share the performance of the Company with all of you for the Financial Year 2024-25 and hereby present to you the 25th (Twenty-Fifth) Board Report for the Financial Year ('FY') ended March 31, 2025.

Incorporated in India on June 12, 2000, Excelsoft Technologies Limited ('ETL'), was a private limited company till September 16, 2024, and with effect from September 17, 2024 'ETL' was converted into a public limited company.

As we progress towards the 25th (Twenty-Fifth) year since we started this journey at 'ETL', we are enthused to share with our members the 'BR' as follows.

COMPANY'S PHILOSOPHY

Our Company is committed to achieving and maintaining the highest standards of Corporate Governance. We believe in transparency, ethical conduct, accountability, compliance with all statutory and regulatory requirements, and in enhancing stakeholders' value sustainably.

STATE OF COMPANY'S AFFAIRS, FINANCIAL PERFORMANCE SUMMARY & HIGHLIGHTS

The financial statements of the Company have been prepared in conformity with Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (Ind AS) and other accounting principles generally accepted in India. Management evaluates all recently issued or revised accounting standards on an ongoing basis.

Your Company had a total of **5 (Five) subsidiary companies**, all of them are wholly owned subsidiaries of which 4 (Four) are incorporated outside India and 1 (One) incorporated in India.

After the closure of the Financial Year 2024-25 and as on the date of this report, 'Freedom to Learn Limited', ceased to be subsidiary.

The Company discloses stand-alone and consolidated audited financial results on an annual basis.

Key aspects of your Company's financial performance for the FY 2024-25 are tabulated below:

Particulars	Standalone		Consolidated	
	Financial Year ended March 31, 2025 (INR) Lakhs	Financial Year ended March 31, 2024 (INR) Lakhs	Financial Year ended March 31, 2025 (INR) Lakhs	Financial Year ended March 31, 2024 (INR) Lakhs
Revenue from Operation	23,302.67	19,280.69	23,329.11	19,829.73

Expenses	18,959.06	17,727.11	18,925.18	18,176.87
Exceptional Items	-	-	-	-
Profit before Tax	5,885.12	1,778.55	5,954.78	1,878.27
Surplus/(Deficit)			1,25,36,372	44,68,888
Tax Expense:				
Current Tax	1,973.37	610.08	1,978.37	604.33
Current Tax – MAT	-	-	-	-
Deferred Tax Liability	506.52	(48.22)	507.04	(48.22)
MAT Credit entitlement- current tax	-	-	-	-
Profit (Loss) for the period from continuing operations	3,331.23	1,179.27	3,426.49	1,253.27

Note: Previous year figures have been regrouped wherever necessary.

Note: INR (“Indian Rupees”)

PERFORMANCE OVERVIEW

During the reporting FY, your directors inform that there was an increase in overall Turnover, Profitability and other financial performance metrics.

Your Directors are confident in achieving higher revenue and profits in the coming years too, as the markets are expanding and your Company is geared up to harness the opportunities arising in the geographies where it operates. Your Company has proactively worked on enhancing its products and services offerings through innovations using latest technologies.

KEY EVENTS

During the FY under review, the Company has taken a significant step towards its proposed Initial Public Offering (IPO) by filing the Draft Red Herring Prospectus (DRHP) with the Securities and Exchange Board of India (SEBI) and as on date of this report has received “**In Principle Approval**” from BSE Limited and National Stock Exchange of India Limited.

CHANGE IN NATURE OF BUSINESS

There has been no change in the nature of business of your Company.

REVIEW OF BUSINESS & OUTLOOK

BUSINESS DEVELOPMENT

Both, new customer acquisitions and new partnerships were part of the business development activity in the FY 2024-25.

Efficient mining has ensured increase in the revenues from big ticket customers in North America, United Kingdom, India, Singapore and Middle East markets. Our relationship with key customers has strengthened further. Additional products and services are being added in various market(s).

Your Company has acquired customers for the new suite of Artificial Intelligence (‘AI’) tools for learning and assessment and is confident that there would be significant growth in adoption of AI tools among our customers.

RESEARCH & DEVELOPMENT AND PRODUCT DEVELOPMENT INITIATIVES

In the FY 2024-25, there had been continued investment in the enhancements of products with innovative features and functionalities and constant efforts to innovate and proactively demonstrate through leadership in the domain of technology education and learning.

Our efforts are continuous and proactive in building the K12 Education Solutions – curriculum solutions, projects and beyond-the-curriculum learning events.

CYBER SECURITY

At 'ETL', information security is of paramount importance. In the endeavour to maintain a robust cyber security posture, your Company has remained abreast of emerging cyber security events globally, to achieve higher compliance and continuity. State-of-the-art and AI enabled cyber security solutions to have been deployed to detect and prevent malicious attempts, and partnerships with leading cyber security providers are in place for adequate service and support.

While employees functioned effectively as a remote and hybrid workforce, the Company continued to remain vigilant in the face of changing cyber security threats. Your Company continues to be certified against the Information Security Management System (ISMS) Standard ISO 27001:2013.

KEY EVENTS DURING FINANCIAL YEAR 2024-25

Conversion into a public limited company:

Pursuant to a resolution passed in the Extra Ordinary General Meeting (EGM) of the Company held on July 22, 2024, the Company was converted from a Private Limited Company to a Public Limited Company w.e.f. (i.e., with effect from) September 17, 2024.

Proposal to raise capital through Initial Public Offering (IPO)

The Board of Director and Members at their meeting held on February 12, 2025, approved a proposal to raise capital through an IPO and an offer for sale.

The public issue will consist of fresh issue of Equity Shares aggregating up to INR 2,100 million and an offer for sale of Equity Shares aggregating up to INR 4,900 million, as per the DRHP filed with SEBI.

SHARE CAPITAL

Authorized Capital:

The authorised share Capital of the Company had been increased from existing INR 3,00,00,000/- (Indian Rupees Three crore only) divided into 30,00,000 (Thirty Lakhs) Equity Shares of INR 10/-

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(Rupees Ten Only) each, to INR 150,00,00,000/- (Indian Rupees One Fifty Crore only) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of INR 10/- each (Indian Rupees Ten only).

Issued Capital, Subscribed and Paid-up Share Capital:

The paid-up Share Capital of the Company, as on March 31, 2025, is INR 100,08,41,640/- (Indian Rupees One Hundred Crore Eight Lakh Forty-One Thousand Six Hundred and Forty Only) divided into 10,00,84,164 (Ten Crore Eighty-Four Thousand One Hundred and Sixty-Four) equity shares of INR 10/- each while the paid-up share capital as on March 31, 2024, was INR 1,59,59,620/- (Indian Rupees One Crore Fifty-Nine Lakh Fifty-Nine Thousand Six Hundred and Twenty) divided into 15,95,962 (Fifteen Lakh Ninety-Five Thousand Nine Hundred and Sixty-Two) equity shares of INR 10/- each.

Issue of Bonus Shares:

Pursuant to the provisions of Section 63 of the Companies Act, 2013 and other applicable provisions, if any, including Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Articles of Association of the Company and subject to the approval of the Members of the Company and also subject to such consents and approvals as may be required from the appropriate authorities/Government, your Directors propose to capitalize a sum of INR 98,44,34,400 (Indian Rupees Ninety Eight Crore Forty-Four Lakh Thirty-Four Thousand Four Hundred only) out of free reserves, securities premium account and/ or capital redemption reserve account (except the reserves created by revaluation of assets), by issue and allotment of 9,84,43,440 (Nine Crore Eighty-Four Lakh Forty-Three Thousand Four Hundred and Forty) fully paid-up equity shares of face value of INR 10/- (Indian Rupees Ten Only) each as bonus shares ("Bonus Shares") to the holders of existing fully paid-up equity shares of face value of INR 10/- (Indian Rupees Ten Only) each of the Company, whose names will appear in the Register of Members / Beneficial Owners' Position of the Company as on Record date ("Record Date"), as fixed by the Board of Directors for this purpose, in the proportion of 60:1, that is 60 (Sixty) new bonus equity share of INR 10/- (Indian Rupees Ten Only) each for every 1 (One) existing fully paid-up equity share of INR 10/- (Indian Rupees Ten Only) each held by the existing shareholders, and the Bonus Shares so allotted shall be treated as an increase in the paid-up equity share capital of the Company held by each such member and not as income in lieu of dividend. The Bonus Shares issued and allotted shall rank pari-passu in all respects with existing equity shares and carry the same rights as the existing fully paid equity shares of the Company.

The increase in paid up capital was primarily due the following allotments made during the Financial Year

Sl. No.	Type of Allotment	Number of Equity Shares
1.	Issue of shares on Exercise of Employee Stock Options	44,762
2.	Issue of Bonus Shares	9,84,43,440

The Company has not reclassified or sub-divided or consolidated or sub-divided any part of authorized share capital and has not even reduced any part of its paid-up capital by way of capital reduction process or buy-back of shares.

Voting rights of shares remained the same during the year as they were in the previous year(s).



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OBTAINING ISIN BY NON-SMALL COMPANIES - COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) SECOND AMENDMENT RULES, 2023 OF THE COMPANIES ACT 2013.

In the light of amendments dated October 27, 2023, mandating dematerialization of shares for private companies, your company had already obtained **International Security Identification Number for the Equity Shares (ISIN) - INE606N01019** and the facility to Dematerialize the Shares is provided to the Members.

The Company had appointed BGSE Financials Limited as its Registrar and Transfer Agent (RTA) and obtained an ISIN in the year 2012. During the FY 2024-25, the Company transitioned its RTA services to MUFG Intime India Private Limited.

The shares of the Company are under dematerialization ("Demat") category and are available for demat on National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) in India. The International Securities Identification Number (ISIN) allotted to the Company's shares is INE606N01019. Of the entire paid-up shares 10,00,82,125 shares, 99.998% are in dematerialized form as of March 31, 2025.

LIQUIDITY AND CASH EQUIVALENTS:

Your Company has a loan of INR 2,658.87 lakhs for the year ended March 31, 2025. Company has been conservative in its investment policy over the years, maintaining a reasonably high level of cash and cash equivalents which enable the Company to eliminate short and medium term liquidity risks.

The goal of cash management at 'ETL' is to:

- a. Use cash to provide sufficient working capital to manage business operations of the Company to be able to add value to all our stakeholders and continuously enhance the same.
- b. Maintain sufficient cash as reserves that will aid the Company in capturing meaningful business opportunities, including acquisitions.
- c. Invest surplus funds in low-risk bank deposits, debt schemes of mutual fund and secured bonds.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The particulars of loans, guarantees or investments made under Section 186 are furnished in Notes No. 09 & 21 of the Audited Financial Statements as on March 31, 2025.

Details of Charges created/ modified/ satisfied are given in **ANNEXURE H**

TRANSFER OF AMOUNT TO GENERAL RESERVES:

Your Company for the FY ended March 31, 2025, has not proposed and transferred any amounts to General Reserves.

SUBSIDIARY AND ASSOCIATE COMPANIES

Your Company has 4 (Four) wholly owned subsidiaries across the globe.

The following table provides a list of all these subsidiaries as on March 31, 2025:

Name of Subsidiary	Location	Date of Incorporation
Excelsoft Technologies Pte Limited	Singapore	June 12, 2003
Excelsoft Technologies Limited (Formerly known as Meteor Online Learning Limited)	United Kingdom	December 02, 2009
Excelsoft Technologies Inc.	USA	August 29, 2012
Enhanced Education Private Limited	India	April 24, 2016

There has been no material change in the nature of business of the subsidiaries. There has been an addition of subsidiary i.e. Enhanced Education Private Limited on August 01, 2024.

During the year under review, Freedom to Learn Limited, UK, wholly owned subsidiary, ceased to be a subsidiary due to closure in accordance with the applicable legal and regulatory provisions.

A statement containing the salient features of the financial statement of our subsidiaries in the prescribed form **AOC 1** is provided as **ANNEXURE A** to this Directors' Report. The statement also provides the details of performance and financial position of each of the subsidiaries.

Acquisition of Subsidiary Company

During the year, the Company successfully acquired ENHANCED EDUCATION PRIVATE LIMITED, thereby making it a subsidiary of the Company. This strategic acquisition aligns with our growth objectives and is expected to enhance our operational capabilities, market presence, and overall value creation for stakeholders. The acquisition was completed in compliance with all regulatory requirements, and the subsidiary will contribute to the Company's long-term vision and expansion strategy.

The Board remains committed to ensuring seamless integration and leveraging synergies to maximize the benefits of this acquisition.

Closure of Subsidiary Company

During the year under review, the Company has completed the closure of its wholly owned subsidiary, Freedom to Learn Limited, UK in accordance with the applicable legal and regulatory provisions.

Associate Companies/ Joint Venture

During the year under review, the company did not have any associate company or joint venture.

DIVIDENDS

To strengthen the long-term prospects and ensuring sustainable increase in revenue, it is important for your Company to evaluate various opportunities in which your Company operates.

Keeping in mind expansion activities, conservation of funds is of vital importance.

Your Directors do not recommend any dividend for the year ended March 31, 2025.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

There have been no instances of declaration of dividend or interim dividend, and accordingly, transfer of unpaid/unclaimed dividend to Investor Education and Protection Fund (IEPF) within the meaning of the provisions of Section 125 of the Companies Act, 2013 and the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 did/does not arise as no balance of unpaid/unclaimed dividend is lying in the unpaid dividend account.

Due to the aforementioned reasons, no shares of the Company are bound to be transferred to the IEPF during the FY 2024-25.

DETAILS OF BOARD OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED OR ANY CHANGE IN DESIGNATION

COMPOSITION OF THE BOARD OF DIRECTORS:

The Composition of the Board of Directors as on March 31, 2025, was as under:

Sl. No.	Name of the Director	Designation	DIN	Date of Appointment
1	Dhananjaya Sudhanva	Chairman & Managing Director	00423641	12/06/2000
2	Sudhanva Shruthi	Whole Time Director	06426159	23/10/2023
3	Lajwanti Sudhanva	Non-Executive Director	02213738	26/08/2008
4	Colin Hughes	Non-Executive Director	02642180	29/09/2009
5	Doreswamy Palaniswamy	Independent Director	01251023	07/01/2025
6	Shivkumar Pundaleeka Divate	Independent Director	10849971	07/01/2025
7	Desiraju Srilakshmi	Independent Director	02538343	07/01/2025
8	Arun Kumar Bangarpet Venkataramanappa	Independent Director	08297682	07/01/2025

**CHANGES IN DIRECTORS DURING FY 2024-25 ARE AS UNDER:**

1. Change in the designation of Mrs. Shruthi Sudhanva (DIN: 06426159) from Director to Whole Time Director of the Company and the approval of members was taken in the Extraordinary General Meeting held on October 31, 2024.
2. During the period under review, Mr. Doreswamy Palaniswamy (DIN: 01251023) who was appointed as an Additional & Independent Director of the Company on January 07, 2025, was regularized with the approval of members in the Extraordinary General Meeting held on February 12, 2025.
3. During the period under review, Mr. Shivkumar Pundaleeka Divate (DIN: 10849971) who was appointed as an Additional & Independent Director of the Company on January, 2025, was regularized with the approval of members in the Extraordinary General Meeting held on February 12, 2025.
4. During the period under review, Ms. Desiraju Srilakshmi (DIN: 02538343) who was appointed as an Additional & Independent Director of the Company on January 07, 2025, was regularized with the approval of members in the Extraordinary General Meeting held on February 12, 2025.
5. During the period under review, Mr. Arun Kumar Bangarpet Venkataramanappa (DIN: 08297682) who was appointed as an Additional & Independent Director of the Company on January 07, 2025, was regularized with the approval of members in the Extraordinary General Meeting held on February 12, 2025.

KEY MANAGERIAL PERSONNEL:

Pursuant to Section 203 of the Act, and the Rules made thereunder, following were the Key Managerial Personnel's (KMP) of the Company as on March 31, 2025:

Sl. No.	Name of the Director	Designation	Date of Appointment
1	Dhananjaya Sudhanva	Chairman & Managing Director	June 12, 2000
2	Sudhanva Shruthi	Whole Time Director	November 01, 2024
3	Venkatesh Dayananda	Company Secretary and Compliance Officer	August 23, 2024
4	Subramaniam Ravi	Chief Financial Officer	December 02, 2024

CHANGES IN KMP DURING FY 2024-25 ARE AS UNDER:

- a. During the year under review, Mr. Dhananjaya Sudhanva was reappointed as Managing Director w.e.f June 18, 2024.
- b. During the year under review, Mr. Venkatesh Dayananda was appointed as Company Secretary and Compliance Officer w.e.f August 23, 2024.
- c. During the year under review, Mrs. Sudhanva Shruthi was appointed as Whole-Time Director w.e.f November 01, 2024.
- d. During the year under review, Mr. Subramaniam Ravi was appointed as Chief Financial Officer w.e.f December 02, 2024.

MEETINGS OF THE BOARD OF DIRECTORS

During the FY 2024-25, the Board of Directors met 12 (Twelve) times, on the following dates, which were compliant with all the requirements of the Companies Act, 2013 and Secretarial Standards.

Sl. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	Attendance in %
1	May 06, 2024	4	3	75
2	May 29, 2024	4	3	75
3	June 04, 2024	4	3	75
4	June 25, 2024	4	3	75
5	July 29, 2024	4	3	75
6	September 20, 2024	4	4	100
7	October 30, 2024	4	4	100
8	December 02, 2024	4	3	75
9	January 07, 2025	4	4	100
10	February 05, 2025	8	6	75
11	February 12, 2025	8	7	87.5
12	February 28, 2025	8	7	87.5

ATTENDANCE OF DIRECTORS IN THE BOARD MEETINGS

Sl. No.	Name of the Director	Designation	No. of Meetings which were entitled to attend	No. of Meetings Attended
1	Dhananjaya Sudhanva	Chairman & Managing Director	12	12
2	Sudhanva Shruthi	Whole Time Director	12	12
3	Lajwanti Sudhanva	Non-Executive Director	12	9
4	Colin Hughes	Non-Executive Director	12	7
5	Doreswamy Palaniswamy	Independent Director	3	2
6	Shivkumar Pundaleeka Divate	Independent Director	3	3
7	Desiraju Srilakshmi	Independent Director	3	2
8	Arun Kumar Bangarpet Venkataramanappa	Independent Director	3	3

In terms of the requirements of the SEBI Listing Regulations, the Board has constituted Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee, and Risk Management Committee. The Board has also constituted IPO Committee. Details of each of these committees outlining their composition, terms of reference and meetings held during FY 2024-25, are outlined below.

During the FY 2024-25, all the recommendations made by the Committees (if applicable), to the Board of Directors were accepted by the Board and there were no instances where the recommendations of these committees were not considered by the Board of Directors.

1. **AUDIT COMMITTEE ('AC')**

During the period under review, pursuant to the provisions of Section 177 of the Companies Act 2013, the composition of the AC as on March 31, 2025, were as under:

Sl. No.	Name of the Members	Designation	Position in the Committee	No. of Meetings which were entitled to attend	No. of Meetings Attended	Attendance in %
1	Palaniswamy Doreswamy	Independent Director	Member and Chairperson	1	1	100
2	Shivkumar Pundaleeka Divate	Independent Director	Member	1	1	100
3	Arun Kumar Bangarpet Venkataramanappa	Independent Director	Member	1	1	100
4	Shruthi Sudhanva	Whole Time Director	Member	1	1	100

AC met on the following dates during the period:

Sl. No.	Date of 'AC' meeting
1	February 05, 2025

Vigil Mechanism / Whistle Blower Policy

The Company has constituted a Vigil mechanism / Whistle Blower mechanism to report genuine concerns relating to unethical behaviour, actual or suspected fraud. The details are explained in the Corporate Governance Report. The Policy is available on the Website of the Company at <https://www.excelsoftcorp.com/wp-content/uploads/2025/02/Vigil-Mechanism-Policy.pdf> Complaint received during the under review has been dealt with appropriately under the above policy. The Company has not received any serious complaint under Vigil mechanism / Whistle Blower policy during the year under review.

2. NOMINATION & REMUNERATION COMMITTEE ('NRC')

During the period under review, pursuant to the provisions of Section 178 of the Companies Act 2013, the composition of the NRC as on March 31, 2025, were as under:

Sl. No.	Name of the Members	Designation	Position in the Committee	No. of Meetings which were entitled to attend	No. of Meetings Attended	Attendance in %
1	Shivkumar Pundaleeka Divate	Independent Director	Member and Chairperson	0	0	NA
2	Colin Hughes	Non-Executive Director	Member	0	0	NA
3	Palaniswamy Doreswamy	Independent Director	Member	0	0	NA

3. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE ('CSR COMMITTEE')

During the period under review, pursuant to the provisions of Section 135 of the Companies Act 2013, the composition of the 'CSR Committee' as on March 31, 2025, were as under:

During the year, CSR committee has been reconstituted. Following are the members of CSR committee before reconstitution.

Sl. No.	Name of the Members	Designation	Position in the Committee	No. of Meetings which were entitled to attend	No. of Meetings Attended	Attendance in %
1	Sudhanva Dhananjaya	Managing Director & Chairman	Chairman	1	1	100%
2	Lajwanti Sudhanva	Non-Executive Director	Member	1	1	100%

CSR Committee of the Board of Directors of the Company has been reconstituted comprising of the following members of the Board of Directors on January 07, 2025.

Sl. No.	Name of the Members	Designation	Position in the Committee	No. of Meetings which were entitled to attend	No. of Meetings Attended	Attendance in %
1	Lajwanti Sudhanva	Non-Executive Director	Member and Chairperson	1	1	100%
2	Shruthi Sudhanva	Whole-time Director	Member	1	1	100%
3	Desiraju Srilakshmi	Independent Director	Member	1	0	0
4	Arun Kumar Bangarpet Venkataramanappa	Independent Director	Member	1	1	100%

The CSR Committee met on the following dates during the period:

Sl. No.	Date of 'CSR Committee' meeting
1	July 29, 2024
2	February 05, 2025

4. **STAKEHOLDER RELATIONSHIP COMMITTEE ('SRC COMMITTEE')**

During the period under review, pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the composition of the 'SRC Committee' as on March 31, 2025, were as under:

Sl. No.	Name of the Members	Designation	Position in the Committee	No. of Meetings which were entitled to attend	No. of Meetings Attended	Attendance in %
1	Desiraju Srilakshmi	Independent Director	Member and Chairperson	NIL	0	0
2	Dhananjaya Sudhanva	Chairman & Managing Director	Member	NIL	0	0
3	Colin Hughes	Non-Executive Director	Member	NIL	0	0

The SRC Committee met on the following dates during the period:

Sl. No.	Date of 'SRC Committee' meeting
1	NIL

5. **RISK MANAGEMENT COMMITTEE ('RISK COMMITTEE')**

During the period under review, pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the composition of the 'Risk Committee' as on March 31, 2025, were as under:

Sl. No.	Name of the Members	Designation	Position in the Committee	No. of Meetings which were entitled to attend	No. of Meetings Attended	Attendance in %
1	Dhananjaya Sudhanva	Chairman & Managing Director	Member and Chairperson	NIL	0	0
2	Shivkumar Pundaleeka Divate	Independent Director	Member	NIL	0	0
3	Colin Hughes	Non-Executive Director	Member	NIL	0	0

The Risk Committee met on the following dates during the period:

Sl. No.	Date of 'Risk Committee' meeting
1	NIL

**6. INITIAL PUBLIC OFFER COMMITTEE ('IPO COMMITTEE')**

During the period under review, for the purpose of convenience a new committee was constituted by the Board of Directors at their meeting held on January 07, 2025, the composition of the 'IPO Committee' as on March 31, 2025, were as under:

Sl. No.	Name of the Members	Designation	Position in the Committee	No. of Meetings which were entitled to attend	No. of Meetings Attended	Attendance in %
1	Dhananjaya Sudhanva	Chairman & Managing Director	Member and Chairperson	NIL	0	0
2	Lajwanti Sudhanva	Non-Executive Director	Member	NIL	0	0
3	Shruthi Sudhanva	Executive Director	Member	NIL	0	0

The IPO Committee met on the following dates during the period:

Sl. No.	Date of 'IPO Committee' meeting
1	NIL

BOARD MEMBERSHIP CRITERIA

The 'NRC' identifies and recommends to the Board, suitable candidates for the position of Director, based on the 'Board Skill Matrix' identified and approved by the Board. NRC considers attendance, participation, contribution and involvement of the Director in discharging their functions and in Company's strategic matters during the Board/Committee meetings, while recommending his/her re-appointment.

NRC ensures that the Board of Directors has an optimum composition of Directors with diversity of thought, knowledge, perspective, age, gender, expertise and skill, which would help the Company in attainment of its objectives.

The Board has on the recommendation of the NRC, framed a policy, which is available on the Company's website, <https://www.excelsoftcorp.com/wp-content/uploads/2025/02/Policy-on-Nomination-Remuneration.pdf>, for the selection, appointment and fixation of remuneration of the Directors and Senior Management personnels.

During the FY under review, the non-executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and remuneration under Section 195 of the Companies Act, 2013 and reimbursement of expenses, if any.

Additionally, for appointment or re-appointment of an Independent Director, NRC ensures that the candidate fulfils the criteria of independence as prescribed under the Act and the SEBI Listing Regulations, including independence from the management, at the time of giving to the Board its recommendation.

The terms & conditions of appointment of Independent Directors are available on the Company's website at:

<https://www.excelsoftcorp.com/wp-content/uploads/2025/02/Policy-on-Nomination-Remuneration.pdf>

INDEPENDENT DIRECTORS

The Board is satisfied and confirms that the following appointed during the year, uphold integrity, expertise and experience including requisite proficiency to be an Independent Director of the Company, as prescribed under the provisions of the Companies Act, 2013 and its applicable rules.

MEETING OF INDEPENDENT DIRECTORS

Schedule IV of the Companies Act, 2013 and the Rules thereunder and SEBI Listing Regulations, 2015 mandate that the Independent Directors of the Company shall hold at least 1 (One) meeting in a year, without the attendance of non-independent Directors and members of the Management. At such meetings, the Independent Directors discuss, among other matters, the performance of the Company and risks faced by it, the flow of information to the Board, competition, strategy, leadership strengths and weaknesses, governance, compliance, Board movements, human resource matters and performance of the executive members of the Board, including the Chairman.

Sl. No.	Names of Independent Directors	No. of Meetings entitled to attend	No. of Meetings attended	No. of Meetings which were entitled to attend	No. of Meetings Attended	Attendance in %
1	Doreswamy Palaniswamy	1	1	1	1	100
2	Shivkumar Pundaleeka Divate	1	1	1	1	100
3	Desiraju Srilakshmi	1	1	1	1	100
4	Arun Kumar Bangarpet Venkataramanappa	1	1	1	1	100

The Independent Directors met on the following dates during the period:

Sl. No.	Date of Independent Directors meeting
1	March 07, 2025

DECLARATION OF INDEPENDENCE

The Company has received declarations from all Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the provisions of Section 149 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



The criteria on the basis of which evaluation of Independent Directors was carried out during FY 2024-25, included participation and contribution to the Board's/Committee's decision making, understanding of Company's business model and industry and maintenance of independence & disclosure of conflict of interest. During the year under review, in terms of the requirement(s) of the Act and the SEBI Listing Regulations, annual performance evaluation of the Board, its Committees, Chairman, other board members including Independent Directors was carried out effectively.

EVALUATION OF BOARD, COMMITTEES AND DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, performance of Directors individually and working of the Board Committees.

DIRECTORS' RESPONSIBILITY STATEMENT

In pursuance of Section 134(5) of the Companies Act, 2013, your Directors hereby confirm that:

1. In the preparation of the annual accounts for the FY 2024-25, the applicable Accounting Standards had been followed along with proper explanation relating to material departures.
2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the FY and of the Income and Expenditure of the Company for that period.
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the said Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the annual accounts on a going concern basis;
5. The Directors, had laid down internal financial controls to be followed by the Company and ensured that such internal financial controls are adequate and are operating effectively; and
6. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

Internal financial controls are an integrated part of the risk management process, addressing financials and financial reporting risks and your Company has set-up the internal control systems that are suitable for the Company, which are embedded in the business processes. Also, the Company has a well-defined delegation of power with authority limits for approving expenses and making payments. Assurance on the effectiveness of internal financial controls is obtained through management reviews, self-assessment, continuous monitoring by functional experts and testing of the internal control systems by the relevant personnel during their analysis and assessments. Further, these internal control systems are helping the management to detect error and mistakes while recording the transactions, to detect frauds, in ensuring that Company's assets are protected properly and safeguarded against possible misuse or loss. We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively and are operating as intended.

Company's accounts are prepared and maintained fairly, accurately and in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations.

Your Company has a well-defined Internal Control Systems & Standards that is/are adequate and commensurate with the size, complexity and nature of business. Clear roles, responsibilities and authorities coupled with internal information systems ensure appropriate information flow to facilitate effective monitoring. We have always believed that transparency, system and controls are important factors in the success and growth of any organization.

Adequate controls are established to achieve:

1. Effectiveness and efficiency in operations;
2. Optimum utilization of resources;
3. Reliability of financial reporting;
4. Effective monitoring and compliance with applicable laws, rules and regulations.

DISCLOSURE ABOUT AUDIT TRAIL APPLICABILITY (AUDIT AND AUDITORS) RULES 2014

The Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

PUBLIC DEPOSITS

Your Company has not accepted any fixed deposit from the public within the meaning of Sections 2(31) and 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposit) Rules, 2014, made there under during the current fiscal and, as such, no amount of principal or interest was outstanding on the date of the Balance Sheet and on the date of this Report.

Likewise, there were no amounts of deposits that remained unpaid or unclaimed as at the end of the year, and the question of committing default in repayment of deposits or payment of interest thereon or the non-compliance of Chapter V of the Companies Act, 2013 during the year, did not arise.

Moreover, there were no deposits which were not in compliance with the requirements of Chapter V of the Companies Act, 2013.

SIGNIFICANT AND MATERIAL ORDERS

There are no significant or material orders passed by the Regulators or Courts or Tribunals during the FY 2024-25.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the FY with related parties were in the ordinary course of business and on an arm's length basis.

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is appended as **ANNEXURE B** to the Board's Report.

The details of the policies approved and adopted by the Board as required under the Act and Securities and Exchange Board of India (SEBI) regulations are provided in **ANNEXURE C** appended to the Board's report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **ANNEXURE D** and is attached to this report.

RISK MANAGEMENT POLICY

Risk management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. Your Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, project execution, financial, human, environment and statutory compliance. In the opinion of the Board, none of the risks identified as on the date of this report threatens the existence of your Company.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Inclusive growth and sustainable development are strong pillars of your Company's responsible corporate citizenship and are a part of the core values and driving force for many of its initiatives. The Company believes that responsible investments in this regard will generate long term value for all the stakeholders.

The objective of CSR Policy of your Company is to support the guiding principle of "Together We Grow". Through the CSR initiatives, your Company strives to provide equitable opportunities for sustainable growth. Your Company would engage in activities whereby business further contributes to make a positive and distinguishing impact on the environment, customers, employees and other stakeholders. The objective of CSR will be achieved through concentrated and dedicated initiatives encompassing the identified core areas of Education, Health & Medical Care, Community at large and Environment.

Your Company is conscious of its duties towards the community and our planet and the coming years shall witness your Company in several CSR areas.

The Company has made the relevant provisions for CSR activities in the Books of Accounts and has allocated the money.

The Annual Report on CSR activities is provided as **ANNEXURE E** appended to this Directors' Report. The Company is committed to CSR and shall strive to spend the amount as provided in law.

DISCLOSURE RELATING TO REMUNERATION OF EMPLOYEES AS REQUIRED UNDER THE PROVISIONS OF SECTION 197 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 ARE AS FOLLOWS

A. Employees who were employed throughout the year and were in receipt of remuneration in aggregate of not less than INR 1,02,00,000/- for 12 Months:

Name	Designation	Remuneration Received In lakhs.	Qualification	Age in Years	Experience (No. of Years)	Date of Joining the Company	Previous Employment	% of Shares held in the Co.
Dhananjaya Sudhanva	Chairman & Managing Director	240.16	B.E. (Instrumentation) MS	62	40	12/6/2000	NA	38.81
Mahesh Jambardi	Chief Operating Officer E - Learning	132.50	B.E M. Tech	63	27	16/05/2012	Employment	0.61

B. Employees who were employed for part of the year and were in receipt of remuneration in aggregate of not less than INR 8,50,000/-per month.

Name	Designation	Remuneration Received In lakhs.	Qualification	Age in Years	Experience (No. of Years)	Date of Joining the Company	Previous Employment	% of Shares held in the Co.
NIL								

C. Remuneration received by Managing Director /Whole Time Director from Holding or Subsidiary Company :

During the year under review, Managing Director /Whole Time Director have not received any Remuneration or Commission from Subsidiaries of the Company. Further, the Company is not subsidiary to any other Company.

D. Affirmation that the payment of remuneration is as per the Remuneration Policy of the Company :

Your Board hereby affirms that the payment of remuneration is as per the Remuneration Policy of the Company.

HUMAN RESOURCE MANAGEMENT AND DEVELOPMENT ('HR')

The Company understands and emphasizes the fact that for the growth of an organization, the employees are very important resource, as it can achieve the targets only through its human resource. Your Company does consider the human resources as major asset and provide all the required facilities to them by educating the employees for the improvement of the knowledge and train them adequately for the development of the individual talents, skills, knowledge and



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experience for the organization growth. Moreover, your Company maintained harmonious employee relations during the reporting period under review.

Given the knowledge-intensive nature of your Company's activities, human resources are among its most critical assets. The Company's ongoing endeavour has been towards being an employee friendly organization which in turn will have a positive impact on the employees' motivation, morale and thereby their contribution towards the larger goal of the organization to be the "Best in Class" by increased productivity, improved quality and this will continue to add business value and enhance customer satisfaction.

To achieve the above various activities, numerous initiatives were taken up keeping in mind the entire life cycle of an employee starting from recruitment to exit, some of the initiatives implemented during the year under review, were:

Learning & Development:

1. Focused interventions to cater to the developmental needs arising out of structured performance feedback, the Company took a successful step towards 360° (BH/Manager + Associate + Trainer + Customer) approach of collaboration while identifying learning & developmental needs.
2. Role based Training introduced to ensure inclusivity at all levels & significant increase in 1-on-1 coaching.

Talent Acquisition:

1. Improvement in recruitment operations effectiveness through better data management and analytics & up-skilling of Talent Acquisition team's efficiency in terms of sourcing profiles on a daily basis, quality of interactions with candidates through constant mentoring and L & D interventions, effective delegation thereby creates opportunities for higher responsibilities.
2. Efforts to build well rounded professional panellists through "Art of interviewing" sessions / workshops mandated for all panellists resulting in better evaluations, quality hiring and brand building.

The efforts have shown some visible outcomes in terms of employee's participation in the initiatives & events and overall morale of the employees. It also helps to retain high-calibre talent across its various lines of business and in all key corporate functions.

EMPLOYEE STOCK OPTION PLAN (ESOP)

The Company currently had implemented two plans, viz. ESOS 2008 (the 2008 Plan) and EXCELSOFT ESOS 2023 (the 2023 Plan).

During the year, Company has allotted 3,500 (Three Thousand Five Hundred) equity shares of INR 10/- (Indian Rupees Ten Only) each under ESOP scheme 2008 and 41,262 (Forty-One Thousand Two Hundred and Sixty-Two) equity shares of INR 10/- (Indian Rupees Ten Only) each under EXCELSOFT ESOS 2023.

The details of the Employee Stock Option Scheme as per Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 is appended as **ANNEXURE F**.

STATUTORY AUDITORS

M/s. Ramaswamy Vijayanand., Chartered Accountant(s), with ICAI Membership No. 202118 issued by the Institute of Chartered Accountants of India, were appointed as Statutory Auditor(s) of the Company by the Members from the conclusion of 23rd (Twenty-Third) Annual General Meeting till the conclusion of Annual General Meeting to be held in the year 2028. As the Statutory Auditors are continuing to occupy the said position, there is no change in the position of Statutory Auditors and therefore, no agenda has been placed before the shareholders for their approval.

STATUTORY AUDITORS' OBSERVATIONS AND RESPONSE BY THE BOARD

There have been no observations or qualifications of the Statutory Auditors in their Report to the shareholders, and hence, there is no occasion to the Board to offer their responses.

Further, The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, or adverse remark.

SECRETARIAL AUDITORS

Padmavati & Vijayesh Associates LLP, Company Secretaries, (Firm Registration No.: L2024KR016900) were appointed as Secretarial Auditor of the Company to conduct Secretarial Audit for the FY 2024-25 as required under Section 204 of the Companies Act, 2013 and the rules made thereunder.

SECRETARIAL AUDITORS' OBSERVATIONS AND RESPONSE BY THE BOARD

The report of the Secretarial Audit Report is annexed in **ANNEXURE G – PART I** and there have been observations/ qualifications to which the Board has given responses in the **ANNEXURE G – PART II**

INTERNAL AUDITORS

M/s. Madhavan & Co., Chartered Accountants, with Firm Registration No. 001909S issued by the Institute of Chartered Accountants of India, were appointed as Internal Auditors of the Company, for the Financial Year by the Board of Directors of the Company on the recommendation of the AC, at their meetings held on February 05, 2025 & February 05, 2025, respectively.

SECRETARIAL STANDARDS

During the year under review, your Company has duly complied with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India.



The Company is not required to maintain cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013 and accordingly such records are not made and maintained. Further, Cost Auditor was also not appointed.

INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Companies Act, 2013 during the reporting year under review and up to date.

EXTRACT OF THE ANNUAL RETURN

Pursuant to the provisions of Companies Act, 2013 and applicable Rule, in particular Section 92(3) of the Act, the annual return in the prescribed format (*filled up to the extent information is available in hand as on the date of adoption of this Board's Report*) has been uploaded to the Company's website as required by the statutory provisions, which is available at <https://www.excelsoftcorp.com/investors/annual-reports>

APPOINTMENT OF DESIGNATED PERSON (MANAGEMENT AND ADMINISTRATION) RULES 2014 - RULE 9 OF THE COMPANIES ACT 2013.

In accordance with Rule 9 of the Appointment of Designated Person (Management and Administration) Rules 2014, it is essential for the company to designate a responsible individual for ensuring compliance with statutory obligations.

In this regard, the Board, in its Meeting held on July 29, 2024, appointed the Company Secretary and Compliance Officer of the Company for the time being in force as the Designated Official..

DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has always believed in providing a safe and harassment free workplace for every individual working in Company's premises through various interventions and practices, to create and provide an environment that is free from discrimination and harassment including sexual harassment. Every individual is expected to treat his/her colleagues with respect and dignity. This is enshrined in values of our Company.

Your Company has in place, a Prevention of Sexual Harassment (POSH) Policy, in accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 & Rules made thereunder.

To ensure that any incidence of sexual harassment is dealt with appropriately, sensitively and expeditiously, the members of the Committee have a procedure laid down to carry out proper investigations before taking decisions. The Committee also works extensively on ensuring that training or awareness programs are conducted throughout the year, to create sensitivity towards ensuring respectable workplace.

Your Company has zero tolerance towards sexual harassment at the workplace. We are pleased to report that during the FY 2024-25, no complaints of sexual harassment were received, nor were



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any pending from previous periods and hence, any incidents remaining unresolved for over 90 (Ninety) days does not arise. This continued nil status is not merely a statistic—it is a reflection of the Company's ongoing efforts to create a workplace where professionalism thrives, and respect is non-negotiable.

Your Company also wishes to inform you that we are in compliance with Maternity Benefit Act, 1961.

CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC)

During the year, no applications were filed against the Company by any financial or operational creditors.

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

There has been no instance of any one-time settlement with bank and/or financial institutions, therefore not necessitating this requirement.

QUALITY MANAGEMENT

Quality management is the act of overseeing all activities and tasks needed to maintain a desired level of excellence. The Company has developed strong quality management ever since its formation that forms part of the organization's core competence assertiveness. All levels of your organization are dedicated and work continually to improve the effectiveness of the quality control by monitoring, analysing and reviewing performance, quality policy and quality objectives from time to time.

'Quality is never an Accident.' It is always the result of high intention, sincere effort, intelligent direction and skilful execution.

Your Company is aware of the importance of absolute quality in delivering products and services to Customers to win their acclamations, loyalty, thereby ultimately leading to Positive Branding. Sustaining the trend of absolute Quality Management in the Company, it has further strengthened the existing quality policy, established and made aware to all the personnel connected with completing the task with a sense of accuracy, quality and perfection.

Your Directors also believe that skill at all levels of our teams needs to be continuously sharpened because it is the employees who are responsible for the maintenance and enhancement of the quality. For this teams are trained through various technical seminars and peer knowledge-share sessions, besides participation in seminars, they also contribute articles etc.

CODE OF BUSINESS CONDUCT, CORPORATE GOVERNANCE AND ETHICS

We pursue our business objectives with integrity and in strict compliance with the law. This is the right thing to do, and it makes good business sense. By acting with integrity, we earn the trust of our customers, shareholders, co-workers, regulators, suppliers and the communities in which we live and work – those whose trust we need in order to be successful.

For your Company, Corporate governance is a multi-faceted subject. This advocates to your Company the important task of adopting accountability with the fiduciary duty of implementing the policies and mechanisms that are required to ensure good behaviour and protect shareholders. One more important factor for drawing the attention of the management is the economic efficiency which helps your Company to optimize economic results, with strong emphasis on shareholders welfare.

With a view to develop a good corporate governance practice within your Company, your management utilizes the services of external experts to conduct auditing, due diligence and training.

Thus, your Company has implemented the corporate governance policy suitable for its size and operations and ensures that it complies with all the qualities enumerated above and high standard of corporate governance is always maintained.

Your Company considers in adopting best practices of corporate governance to ensure corporate success and economic growth and has also implemented several best practices as prevalent globally. Corporate governance principles are enshrined in the spirit of the Company. The corporate governance structure plays a pivotal role in realizing the long-term goal of a company. The entire corporate governance structure is actively supervised by the Board of Directors, who oversee management activities and ensure their effectiveness in delivering value. It provides the fundamental systems, processes and principles that promote objective decision making, performance-based management and a corporate culture that is characterized by integrity and fairness in all dealings.

Code of Conduct and Ethics followed by the Company reflects the values and principles that the Management advocates. Considering establishing an ethical and evidence-based system, your Company has adopted professionally sound, transparent and accountable business practices. The conduct standards are given due consideration in developing corporate strategies and business plans and further, they are also aligned with the risk management structures. During the financial year under review, your Board strived to achieve the objectives through adoption and monitoring of corporate strategies, Company plans, major risks of the entity and ensuring that your Company's policies and procedures satisfy its legal and ethical responsibilities.

MATERIAL ADVERSE EVENTS

The Directors assert that, to the best of their knowledge and belief, there are no undisclosed circumstances that would render the financial statements misleading. They remain committed to upholding the highest standards of financial reporting and transparency, ensuring that all material information has been fully and fairly disclosed in this report and the financial statements.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THE REPORT

The Company has filed the Draft Red Herring Prospectus dated February 28, 2025 ("DRHP") and addendum ("Addendum to the DRHP") on May 30, 2025, in relation to the initial public offer of the equity shares of the Company.

After the closure of the Financial Year 2024-25 and as on the date of this report, 'Freedom to Learn Limited', ceased to be subsidiary.

NUMBER OF COMPLAINTS RELATING TO CHILD LABOUR, FORCED LABOUR, INVOLUNTARY LABOUR

No cases of child labour, forced labour, involuntary labour and discriminatory employment were reported in the last FY. Additionally, there have been no incidents of employment discrimination based on any legally protected characteristics. We are committed to maintaining a workplace free from exploitation and discrimination, ensuring compliance with all applicable labour laws and regulations. Regular audits and monitoring processes are in place to uphold these standards, and to date, no violations have been identified. Our dedication to ethical employment practices remains steadfast and uncompromised.

CLAUSES UNDER WHICH NO DISCLOSURE OR REPORTING IS APPLICABLE TO THE COMPANY

The Board of Directors of the Company state that no disclosure or reporting is available in respect of the following clauses for the period under review and till the date of this Report:

- Issuance of Shares for consideration other than cash
- Issuance of Equity shares with differential voting right as per sub rule 4 of rule 4 of the Companies (Share Capital and Debentures) Rules, 2014 Section 43 of the Companies Act, 2013
- Issue of Sweat Equity Shares as specified in Section 54 of the Companies Act, 2013 read with Rule 8 of the Companies (Share Capital & Debentures) Rules, 2014
- Issuance of Warrants
- Issuance of Debentures, Bonds or Non-Convertible Securities
- The shares of the Company are not held in trust and therefore, provisions pertaining to employees not exercising voting rights directly in respect of shares to which the scheme relates but are exercised by the Trust, as provided in Proviso to Section 67(3) of the Companies Act, 2013 read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 are not applicable to your Company.
- Buy-back of Shares
- Credit rating of securities of the Company

DISCLAIMER

As on the date of this Report, your Directors are not aware of any circumstances not otherwise dealt with in this Report or in the financial statements of the Company, which would render any amount stated in the Accounts of the Company misleading.

In the opinion of the Directors, no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report, which would affect substantially the results, or the operations of the Company for the financial year in respect of which this report is made.

APPRECIATIONS AND ACKNOWLEDGEMENT

Your Directors are immensely thankful and are expressing their heartfelt appreciation to:

- employees at all levels for their hard work, dedication solidarity, co-operation and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain as a committed organization striving towards its success.
- the partners and others associated with the Company.
- Shareholders, Clients, Vendors, Banks, auditors, other service providers, Government and Regulatory Authorities for their support.

For and on behalf of the Board of Directors of
EXCELSOFT TECHNOLOGIES LIMITED
(Formerly known as Excelsoft Technologies Private Limited)

Date: June 11, 2025

Place: Mysore



DHANANJAYA SUDHANVA

Chairman and Managing Director

(DIN:00423641)

Address: No.4, Sukanya, Near Netaji Circle,

Dattagalli, 3rd Stage, Mysore-570023



SHRUTHI SUDHANVA

Whole Time Director

(DIN: 06426159)

Address: No.4, Sukanya, Near Netaji Circle,

Dattagalli, 3rd Stage, Mysore-570023

ANNEXURE	PARTICULARS
ANNEXURE A	Salient features of the Financial Statements of Subsidiaries in Form AOC-1
ANNEXURE B	Particulars of contracts or arrangements with related parties in the Form AOC-2
ANNEXURE C	Corporate Policies
ANNEXURE D	Conservation of Energy, Research and Development, Technology Absorption and Foreign Exchange Earnings and Outgo
ANNEXURE E	Annual Report on CSR activities
ANNEXURE F	Employee Stock Option Plan (ESOP)
ANNEXURE G PART I	Secretarial Audit Report MR-3
ANNEXURE G PART II	Responses by the Board to the observations/ qualifications
ANNEXURE H	Charges created/ modified/ satisfied

FORM AOC - 1

Statement containing salient features of the financial statement of subsidiaries
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Sl.NO		1	
Name of the Subsidiary		EXCELSOFT TECHNOLOGIES PTE LIMITED Wholly owned subsidiary	
The date since when subsidiary was acquired		27-February-2009	
Reporting period for the subsidiary concerned, if different from the holding company' reporting period		01-April-2024 to 31-March-2025	
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries		P & L A/c: SGD = 63.200/- BAL S A/c: SGD = 63.690/-	
		SGD	INR
1	Share capital	270,000	17,196,300
2	Reserves & surplus	57,220	3,644,341
3	Total Liabilities	735,144	46821,321
4	Total Assets	1,062,364	67,661,963
5	Investments	-	-
6	Turnover	273,826	17,305,803
7	Profit/(Loss) before taxation	23,225	1,467,820
8	Provision for taxation	-	-
9	Profit/(Loss) after taxation	23,225	1,467,820
10	Proposed Dividend	-	-
11	% of shareholding	100%	100%



ANNEXURE	PARTICULARS
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FORM AOC - 1

Statement containing salient features of the financial statement of subsidiaries
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies
(Accounts) Rules, 2014)

SL.NO		1	
Name of the Subsidiary		EXCELSOFT TECHNOLOGIES PTE LIMITED Wholly owned subsidiary	
The date since when subsidiary was acquired		27-February-2009	
Reporting period for the subsidiary concerned, if different from the holding company's reporting period		01-April-2024 to 31-March-2025	
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries		P & L A/c: SGD = 63.200/- BAL S A/c: SGD = 63.690/-	
		SGD	INR
1	Share capital	270,000	17,196,300
2	Reserves & surplus	57,220	3,644,341
3	Total Liabilities	735,144	46821,321
4	Total Assets	1,062,364	67,661,963
5	Investments	-	-
6	Turnover	273,826	17,305,803
7	Profit/(Loss) before taxation	23,225	1,467,820
8	Provision for taxation	-	-
9	Profit/(Loss) after taxation	23,225	1,467,820
10	Proposed Dividend	-	-
11	% of shareholding	100%	100%

FORM AOC - 1
Statement containing salient features of the financial statement of subsidiaries

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

Sl.No	2	
Name of the Subsidiary	FREEDOM TO LEARN LIMITED Wholly owned subsidiary	
The date since when subsidiary was acquired	23-September-2008	
Reporting period for the subsidiary concerned, if different from the holding company' reporting period	01-April-2024 to 31-March-2025	
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	P & L A/c: GBP = 107.860/- BAL S A/c: GBP = 110.640/-	
	GBP	INR
1 Share capital	20	2,212
2 Reserves & surplus	-19,610	(2,169,650)
3 Total Liabilities	-19,590	(2,167,437)
4 Total Assets	9,579	1,059,820
5 Investments	-	-
6 Turnover	-	-
7 Profit/(Loss) before taxation	339	36,564
8 Provision for taxation	-	-
9 Profit/(Loss) after taxation	339	36,564
10 Proposed Dividend	-	-
11 % of shareholding	100%	100%

Names of subsidiary which have been liquidated or sold during the year have been mentioned in page 24 of this report.

FORM AOC - 1
Statement containing salient features of the financial statement of subsidiaries

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

Sl. No		3	
	Name of the Subsidiary	EXCELSOFT TECHNOLOGIES LIMITED (formerly Meteor Online Learning Limited) Wholly owned subsidiary	
	The date since when subsidiary was acquired	15-October-2012	
	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01-April-2024 to 31-March-2025	
	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	P & L A/c: GBP = 107.860/- BAL S A/c: GBP = 110.640/-	
		GBP	INR
1	Share capital	1,151,907	127446,990
2	Reserves & surplus	(2,049,413)	(226,747,054)
3	Total Liabilities	(4,899)	(542,025)
4	Total Assets	(4,899)	(542,025)
5	Investments	-	-
6	Turnover	-	-
7	Profit/(Loss) before taxation	1,941	209,356
8	Provision for taxation	-	-
9	Profit/(Loss) after taxation	1,941	209,356
10	Proposed Dividend	-	-
11	% of shareholding	100%	100%

FORM AOC - 1
Statement containing salient features of the financial statement of subsidiaries

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

Sl.NO	4	
Name of the Subsidiary	EXCELSOFT TECHNOLOGIES INC. Wholly owned subsidiary	
The date since when subsidiary was acquired	29-August-2012	
Reporting period for the subsidiary concerned, if different from the holding company' reporting period	01-April-2024 to 31-March-2025	
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	P & L A/c: USD = 84.560/- BAL S A/c: USD = 85.530/-	
	USD	INR
1 Share capital	160,000	13,684,800
2 Reserves & surplus	446,032	38,149,117
3 Total Liabilities	1,117,577	95,586,361
4 Total Assets	1,723,609	147,351,854
5 Investments	-	-
6 Turnover	3,441,748	291,034,211
7 Profit/(Loss) before taxation	50,224	4,246,941
8 Provision for taxation	-	-
9 Profit/(Loss) after taxation	44,308	3,746,684
10 Proposed Dividend	-	-
11 % of shareholding	100%	100%

FORM AOC - 1
Statement containing salient features of the financial statement of subsidiaries

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

Sl.NO	5
Name of the Subsidiary	ENHANZED EDUCATION PRIVATE LIMITED (Wholly owned subsidiary)
The date since when subsidiary was acquired	03-July-2024
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01-April-2024 to 31-March-2025
	INR in Lakhs
1 Share capital	55.56
2 Reserves & surplus	-
3 Total Liabilities	62.82
4 Total Assets	114.76
5 Investments	-
6 Turnover	182.37
7 Profit/(Loss) before taxation	1.31
8 Provision for taxation	-
9 Profit/(Loss) after taxation	0.79
10 Proposed Dividend	-
11 % of shareholding	100%

For and on behalf of the Board of Directors of
EXCELSOFT TECHNOLOGIES LIMITED
 (Formerly known as Excelsoft Technologies Private Limited)


DHANANJAYA SUDHANVA

Chairman and Managing Director
 (DIN:00423641)

Address: No.4, Sukanya, Near Netaji Circle, Dattagalli,
 3rd Stage, Mysore-570023


SHRUTHI SUDHANVA

Whole Time Director
 (DIN: 06426159)

Address: No.4, Sukanya, Near Netaji Circle, Dattagalli,
 3rd Stage, Mysore-570023

Date: June 11, 2025

Place: Mysore

FORM AOC – 2
Particulars of contracts/arrangements made with related parties

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

This form pertains to disclosure of particulars of contracts/arrangements entered by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm length transactions under third proviso thereto.

- 1. Details of contracts or arrangements or transactions not at arm's length basis**
There were no contracts or arrangements or transactions entered by the Company during the Financial Year 2024-25, which were not at arm's length basis.
- 2. Details of material contracts or arrangement or transactions at arm's length basis**
The details of material contracts or arrangements or transactions entered into by the Company with related parties were at arm's length during the year, are as follows:

Names of the related party and Nature of relationship	Nature of contracts/arrangement/transactions	Duration of contracts/arrangement/transactions	Salient terms of the Contracts or arrangements	Value of Transactions	Date of Approval of the Board of Directors	Amount paid as Advances, if any
Excelsoft Technologies Pte Ltd Subsidiary	Sale of Software Service(s) & Learning Solution(s)	Ongoing	Transaction at Arms Length	755.57	20-Sep-2024	Nil
Excelsoft Technologies Inc., USA Subsidiary	Sale of Software Service(s) & Learning Solution(s)	Ongoing	Transaction at Arms Length	2,117.51	20-Sep-2024	Nil
Excel Education and E-Learning Trust Enterprises over which key management personnel are having control	Sale of Software Service(s) & Learning Solution(s)	Ongoing	Transaction at Arms Length	421.78	20-Sep-2024	Nil
Mr. Dhananjaya Sudhanva Key Managerial Personnel	Rent & Maintenance payable	Contract	Transaction at Arms Length	7.14	20-Sep-2024	Nil
	Purchase of equity shares of Enhanced Education Private Limited	One time	Transaction at Arms Length	916.00	20-Sep-2024	Nil
Mr. Adarsh MS Relative of a director	(Employed in the ordinary course of Business. Remuneration includes contribution to recognised funds.) Relative of a Director	Ongoing	Transaction at Arms Length	34.41	20-Sep-2024	Nil
	Purchase of equity shares of Enhanced Education Private Limited	Ongoing		229.0	20-Sep-2024	Nil
Pedanta Technologies Pvt Ltd Holding Company	Lease deposit and Right-of-use assets, Sale of property, plant and equipment, Rental deposit paid	Ongoing	Transaction at Arms Length	27457.04	20-Sep-2024	Nil



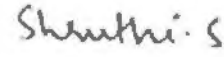
TIE Mysuru Association Enterprises in which KMP is having control	Donations	Ongoing	Transaction at Arms Length	11.00	20-Sep-2024	Nil
Desiadda Craftworks LLP Enterprises in which KMP is having control	Marketing expenses	Contract	Transaction at Arms Length	3.58	20-Sep-2024	Nil
Enhanced Education Private Limited Subsidiary	Software Purchase and License Fee	Contract	Transaction at Arms Length	87.6	20-Sep-2024	Nil

For and on behalf of the Board of Directors of
EXCELSOFT TECHNOLOGIES LIMITED
(Formerly known as Excelsoft Technologies Private Limited)


DHANANJAYA SUDHANVA

Chairman and Managing Director
(DIN: 00423641)

Address: No.4, Sukanya, Near Netaji Circle, Dattagalli,
3rd Stage, Mysore-570023


SHRUTHI SUDHANVA

Whole Time Director
(DIN: 06426159)

Address: No.4, Sukanya, Near Netaji Circle, Dattagalli,
3rd Stage, Mysore-570023

Date: June 11, 2025

Place: Mysore

CORPORATE POLICIES

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, mandates the formulation of certain policies for all listed companies.

The suggested corporate governance policies as applicable are available on the Company's website, at <https://www.excelsoftcorp.com/investors>. The policies are reviewed periodically by the Board and are updated as needed. During the year and at its meeting held on January 07, 2025, the Board revised and adopted some of the policies.

Key policies that have been adopted are as follows:

Polices	Brief description	Web link of the Policies
Policy on Corporate Social Responsibility	The policy outlines the Company's strategy to bring about a positive impact on society through programs relating to hunger, poverty, education, healthcare, environment, and lowering of the Company's resource footprint. The policy was revised and adopted w.e.f 05-Feb-2025.	https://www.excelsoftcorp.com/wp-content/uploads/2025/05/Policy-on-Corporate-Social-Responsibility.pdf
Vigil Mechanism (Whistle Blower) Policy	The Company has adopted a Whistleblower mechanism to report concerns about unethical behaviour, actual or suspected fraud, or violation of the Company's Code of Conduct and Ethics. The policy was revised and adopted w.e.f 05-Feb-2025.	https://www.excelsoftcorp.com/wp-content/uploads/2025/02/Vigil-Mechanism-Policy.pdf
Archival Policy	The policy deals with the retention and archival of corporate records of Infosys Limited. The policy was adopted w.e.f 05-Feb-2025.	https://www.excelsoftcorp.com/wp-content/uploads/2025/02/Archival-Policy.pdf
Policy for Preservation of Documents	A policy on preservation of Documents would ensure safe keeping of the records and safeguard of the documents from getting mishandled, while at the same time avoiding overflow of inventory of documents. The policy was adopted w.e.f 05-Feb-2025.	https://www.excelsoftcorp.com/wp-content/uploads/2025/02/Policy-for-Preservation-of-Documents.pdf
Nomination and Remuneration Policy	The policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a director (executive / non-executive) and also the criteria for determining the remuneration of the directors, KMP, senior management and other employees. The policy was adopted w.e.f 05-Feb-2025.	https://www.excelsoftcorp.com/wp-content/uploads/2025/02/Policy-on-Nomination-Remuneration.pdf
Policy on Related Party Transactions	The policy regulates all related party transactions of the Group. The policy was adopted w.e.f 05-Feb-2025.	https://www.excelsoftcorp.com/wp-content/uploads/2025/02/Policy-on-Related-Party-Transaction.pdf

Board Diversity Policy	The policy sets out the approach to diversity within the Board of the Company. The policy was adopted w.e.f 05-Feb-2025.	https://www.excelsoftcorp.com/wp-content/uploads/2025/02/Policy-on-Board-Diversity.pdf
Code of Conduct for Directors, Senior Management and Independent Directors	This Policy for Code of Conduct for the Board of Directors and Senior Management was adopted by the Board of Directors of Excelsoft, on 05-Feb-2025 and shall be applicable with effect from the date of listing of Company's equity shares on Stock exchanges.	https://www.excelsoftcorp.com/wp-content/uploads/2025/02/Policy-on-Code-of-Conduct.pdf
Succession Policy	The objective of this Succession Policy is to ensure the orderly identification and selection of new Directors or Senior Management so that the investors of a listed company does not suffer in the event of any vacancy. The policy was adopted w.e.f 05-Feb-2025.	https://www.excelsoftcorp.com/wp-content/uploads/2025/02/Policy-on-Succession-Plan.pdf
Familiarization Programme for Independent Director	The objective of the Familiarization Programme is to help the independent directors understand the Company, the operations, business, industry and environment in which it functions and the regulatory environment applicable to it. The policy was adopted w.e.f 05-Feb-2025.	https://www.excelsoftcorp.com/wp-content/uploads/2025/02/Policy-on-Familiarization-Programme-for-ID.pdf
Policy on Identification of Material Subsidiary	The policy for determining 'material' subsidiary has been framed in accordance with the Regulation 30 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulation"). The policy was adopted w.e.f 05-Feb-2025.	https://www.excelsoftcorp.com/wp-content/uploads/2025/02/Policy-on-Identification-of-Material-Subsidiary.pdf
Terms and Conditions of appointment of the Independent Director of the Company	The Company has relied on the declaration of the Independent Director ("ID") that he/she meets the criteria of independence as provided in Section 149(6) of the Act as also in the Listing Regulations. The policy was adopted w.e.f 05-Feb-2025.	https://www.excelsoftcorp.com/wp-content/uploads/2025/02/Policy-on-TC-of-Appointment-of-ID.pdf
Policy on Prevention of Sexual Harassment at Workplace	Excelsoft, including its subsidiaries is committed to providing a work environment free of any form of harassment or bullying ensuring that every employee is treated with dignity and respect and afforded equitable treatment. The policy was adopted w.e.f 05-Feb-2025.	https://www.excelsoftcorp.com/wp-content/uploads/2025/02/Policy-on-Prevention-of-Sexual-Harassment.pdf
Risk Management Policy	The policy is to institutionalize a formal risk management function and framework in the Company. This policy is drafted in accordance with the guidelines provided under the Charter of the Risk Management Committee of the Board of Directors, and pursuant to Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The policy was adopted w.e.f 05-Feb-2025.	https://www.excelsoftcorp.com/wp-content/uploads/2025/02/Risk-Management-Policy.pdf

Dividend Distribution Policy	The Company has adopted the Dividend Distribution Policy to determine the distribution of dividends in accordance with the provisions of applicable laws. The policy was adopted w.e.f 05-Feb-2025.	https://www.excelsoftcorp.com/wp-content/uploads/2025/02/Dividend-Distribution-Policy.pdf
Materiality Policy	This document has been formulated to define the policy for identification of (i) outstanding material litigation involving Excelsoft, its Directors and its Promoters, our Subsidiaries and our Group Companies as applicable; The policy was adopted w.e.f 05-Feb-2025.	https://www.excelsoftcorp.com/wp-content/uploads/2025/02/Policy-on-Materiality.pdf
Policy for Procedure of Inquiry in Case of Leak of Unpublished Price Sensitive Information ("UPSI")	To strengthen the internal control system to prevent leak of UPSI. All UPSI shall be shared strictly on a need-to-know basis and preferably a record be maintained of persons with whom such information is shared.	https://www.excelsoftcorp.com/wp-content/uploads/2025/02/Policy-on-UPSI.pdf
Code of Conduct for Prevention of Insider Trading	The Company endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information. The policy was adopted w.e.f 05-Feb-2025.	https://www.excelsoftcorp.com/wp-content/uploads/2025/02/Policy-on-Code-of-Conduct-for-Insider-trading.pdf
Policy on Determining Materiality of Event or Information	The policy applies to disclosures of material events affecting Excelsoft and its subsidiaries. This policy is in addition to the above-mentioned Infosys Code on Fair Disclosures and Investor Relations. The policy was adopted w.e.f 05-Feb-2025.	https://www.excelsoftcorp.com/wp-content/uploads/2025/02/Policy-on-Determining-materiality-of-Events-or-Information.pdf

For and on behalf of the Board of Directors of
EXCELST TECHNOLOGIES LIMITED
(Formerly known as Excelsoft Technologies Private Limited)


DHANANJAYA SUDHANVA
Chairman and Managing Director
(DIN:00423641)

Address: No.4, Sukanya, Near Netaji Circle, Dattagalli, 3rd Stage, Mysore-570023


SHRUTHI SUDHANVA
Whole Time Director
(DIN: 06426159)

Address: No.4, Sukanya, Near Netaji Circle, Dattagalli, 3rd Stage, Mysore-570023

Date: June 11, 2025

Place: Mysore

**CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION
AND FOREIGN EXCHANGE EARNINGS AND OUTGO**
(Particulars pursuant to the Companies (Accounts) Rules, 2014)

CONSERVATION OF ENERGY:

Steps taken for impact on energy conservation	Conservation of energy is everyone's duty, and your Company is determined to conserve the energy for the preservation of natural resources and sustainable growth. The Company is continuously striving towards improving the energy performance wherever it can in all possible ways so that the benefits derived from it would be available to the Company at the micro level, and to the country at the macro level. The Company does not have energy intensive operations and it adopts energy conservation measures. Adequate measures have been taken to conserve energy by using energy-efficient computers and equipment with the latest technologies, which would help in conservation of energy. Further, the energy utilization has been monitored by switching off lights and computers and/or monitors when not in use etc., and the Company has also created awareness among the employees towards optimum utilization practices to be adopted by them. On overall expenses under this head has been very minimal, impact of these efforts is not significant and not measurable.
Steps taken for utilizing alternate sources of energy	Your Company's computer terminals, air-conditioning systems, lighting, and utilities are modern technology enabled so that optimum use of energy and power can be made. The employees are also made aware of the advantages of conserving power and to implement it by using natural lighting and ventilation wherever possible. Your Company being not a major power consumer, the expenditure made on this account constitutes a small percentage on the total cost and hence, does not impact much.
Capital investment on energy conservation equipment	As on date, the Company has not made any direct capital investment towards energy conservation equipment, as Company's operations are not energy intensive.

RESEARCH AND DEVELOPMENT (R & D), TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION:

Efforts made towards technology absorption	Your Company is constantly monitoring and developing its Research and Development function and simultaneously carrying on its technology adaptation and innovation activities, so that new and improved means of Products and Services would be defined that could benefit the Customers of the Company. Despite that, the Company is parallelly enhancing its quality and customer satisfaction through continuous innovation, constant upgrading and modernizing its work strategy and optimizing the process parameters with emphasis on cost control and rationalization in addition to striving to improve methodology of work for providing best products and services to its Customers.
Benefits derived	Nil
Import of Technology	The Company had not imported any technology during the financial year, and therefore has no information to furnish under this head.
Expenditure incurred on Research & Development	Your Company is constantly monitoring and developing its Research and Development function and simultaneously carrying on its technology adaptation and innovation activities, so that new and improved means of achieving desired objectives would be

attained that could benefit the Company in carrying out its objectives and stakeholders benefit the maximum. However, the Company has not incurred any marked expenditure under this head during the period.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of foreign exchange earnings and outgo during the financial year are given below:

Particulars	For the Year ended 31/03/2025 (Lakhs)	For the Year ended 31/03/2024 (Lakhs)
Earnings:		
FOB Value Software Development Service	20,956.28	17,680.99
Outflow:		
Refer Note 31 for breakup of Outflow Earnings	1,706.00	1,812.44

For and on behalf of the Board of Directors of
EXCELSOFT TECHNOLOGIES LIMITED
(Formerly known as Excelsoft Technologies Private Limited)


DHANANJAYA SUDHANVA

Chairman and Managing Director
(DIN:00423641)

Address: No.4, Sukanya, Near Netaji Circle, Dattagalli,
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SHRUTHI SUDHANVA

Whole Time Director
(DIN: 06426159)

Address: No.4, Sukanya, Near Netaji Circle, Dattagalli,
3rd Stage, Mysore-570023

Date: June 11, 2025

Place: Mysore

Annual Report on CSR activities
(Pursuant to Section 135 of the Companies Act, 2013)

1. Brief outline on CSR Policy of the Company:

The objective of CSR Policy of your Company is to support the guiding principle of "Together We Grow". Through the CSR initiatives, your Company strives to provide equitable opportunities for sustainable growth. Your Company would engage in activities whereby business further contributes to make a positive and distinguishing impact on the environment, customers, employees, other stakeholders and the environment.

As per the CSR Policy, the objective of CSR will be achieved through concentrated and dedicated initiatives/projects encompassing the following identified core areas:

Education –

- To encourage the development of human capital of the country by expanding human capabilities through skills development, vocational training etc. and by promoting excellence in identified cultural fields.
- Including special education and employment enhancing vocation skills specially among children, women, elderly, and differently abled and livelihood enhancement projects
- Providing basic computer-based literacy programs for unprivileged children in nearby villages
- Assisting in providing better infrastructural facilities to schools for construction/renovation/repair of hostels, school buildings, classrooms etc.
- As a part of our CSR initiative process, we make contribution to Excel Empathy Foundation which in turn makes donation to various charitable organisation for its maintenance, sponsorship of education for children, support families affected by chronic diseases and disorders and construction of building blocks for children.
- For the financial year 2024-25 Company has spent CSR amount towards building a Lab at IIT Roper and donated some funds to Rotary school.

2. Composition of CSR Committee:

During the year CSR committee has been reconstituted. Following are the members of CSR committee before reconstitution.

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year before reconstitution	Number of meetings of CSR Committee attended during the year before reconstitution
1	Dhananjaya Sudhanva	Managing Director	1	1
2	Lajwanti Sudhanva	Non-Executive Director	1	1

CSR Committee of the Board of Directors of the Company has reconstituted comprising of the following members of the Board of Directors on January 07, 2025.

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year after reconstitution	Number of meetings of CSR Committee attended during the year after reconstitution
1	Lajwanti Sudhanva	Non-Executive Director	1	1
2	Shruthi Sudhanva	Whole Time Director	1	1
3	Desiraju Srilakshmi	Independent Director	1	0
4	Arun Kumar Bangarpet Venkataramanappa	Independent Director	1	1

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR:

Projects approved by the board are disclosed on the website of the company,
<https://www.excelsoftcorp.com/wp-content/uploads/2025/05/Policy-on-Corporate-Social-Responsibility.pdf>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Not Applicable, The Company is not required or mandated to undertake impact assessment of CSR projects.

5. (a) Average net profit of the company as per sub-section (5) of section 135.:
INR 25,65,86,783
- (b) Two percent of average net profit of the company as per sub-section (5) of section 135. - **INR 51,31,736**
- (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years. - **NIL**
- (d) The amount required to be set off for the financial year, if any. - **INR 2,74,975**
- (e) Total CSR obligation for the financial year [(b)+(c)-(d)]. - **INR 48,56,761**
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project). - **INR 70,23,419**
- (b) Amount spent on Administrative Overheads. - **NIL**
- (c) Amount spent on Impact Assessment, if applicable. - **NIL**
- (d) Total amount spent for the Financial Year [(a)+(b) +(c)]. - **INR 70,23,419**

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in INR)	Amount Unspent (in INR)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount	Date of transfer.	Name of the Fund	Amount	Date of transfer.
70,23,419	NIL	-	-	-	-

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

Sl. No.	Particular	Amount (in INR)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	51,31,736
(ii)	Total amount spent for the Financial Year	70,23,419
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	18,91,683
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	0
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	21,66,650

7. Details of Unspent Corporate Social Responsibility for the preceding three Financial Years:

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in INR)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in INR)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
					Amount (in Rs)	Date of Transfer		
1	FY 2023-24	NIL	NIL	30,00,000	NIL	NA	0	-
2	FY 2022-23	NIL	(7,67,000)	22,72,000	NIL	NA	(7,67,000)	-
3	FY 2021-22	NIL	18,46,025	40,88,000	NIL	NA	0	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

☒ Yes ☐ No

If yes, enter the number of Capital assets created/acquired:

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

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

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

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub- section (5) of section 135. : **NA**

For and on behalf of the Board of Directors of
EXCELSOFT TECHNOLOGIES LIMITED
 (Formerly known as Excelsoft Technologies Private Limited)



DHANANJAYA SUDHANVA
 Chairman & Managing Director
 DIN: 00423641
 Address: No.4, Sukanya, Near Netaji Circle,
 Dattagalli, 3rd Stage, Mysore-570023



LAJWANTI SUDHANVA
 Chairman CSR Committee
 DIN: 02213738
 Address: No.4, Sukanya, Near Netaji Circle,
 Dattagalli, 3rd Stage, Mysore-570023

Date: June 11, 2025
Place: Mysore

EMPLOYEE STOCK OPTION PLAN (ESOP)

I. ESOS 2008 (THE 2008 PLAN)

The Company formulated employee stock option plan "ESOS 2008" in April 2009 which covers employees of the Company including its wholly owned subsidiary. The scheme was approved by the board of directors of the Company on February 24, 2009 and administered by it. As per the scheme, based on the eligible criteria, as decided by the board from time to time, employee shall be granted stock option entitling one equity share of Rs 10 for each option in the Company's equity share capital.

II. EXCELSOFT ESOS 2023 (THE 2023 PLAN)

The Company formulated employee stock option plan "**EXCELSOFT ESOS 2023**" in April 2023 which covers employees of the Company including its wholly owned subsidiary. The scheme was approved by the board of directors of the Company on April 20, 2023 and administered by it. As per the scheme, based on the eligible criteria, as decided by the board from time to time, employee shall be granted stock option entitling one equity share of Rs 10 for each option in the Company's equity share capital.

The details of the Employee Stock Option Scheme as per Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014, during the financial year 2024-25

Particulars	EXCELSOFT ESOS 2023 (the 2023 Plan)	ESOS 2008 (the 2008 Plan)
a. Options granted	-	-
b. Options vested	41,262	-
c. Options exercised	41,262	3500
d. The total number of shares arising as a result of exercise of options	41,262	3500
e. Options lapsed	-	-
f. The exercise price	INR 50	INR 50
g. Variation of terms of options	-	-
h. Money realized by exercise of options	INR 20,63,100	INR 1,75,000
i. Total number of options in force	-	-

j. Employee wise details of options granted to:		
i. Key Managerial Personnel	-	-
ii. any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year; and	-	-
iii. identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant;	-	-

For and on behalf of the Board of Directors of
EXCEL**SOFT** **TECHNOLOGIES LIMITED**
(Formerly known as Excelsoft Technologies Private Limited)



DHANANJAYA SUDHANVA
Chairman and Managing Director
(DIN:00423641)

Address: No.4, Sukanya, Near Netaji Circle, Dattagalli,
3rd Stage, Mysore-570023



SHRUTHI SUDHANVA
Whole Time Director
(DIN: 06426159)

Address: No.4, Sukanya, Near Netaji Circle, Dattagalli,
3rd Stage, Mysore-570023

Date: June 11, 2025

Place: Mysore

Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Excelsoft Technologies Limited
CIN: U72900KA2000PLC027256
1-B, Hootagalli Industrial Area,
Mysore - 570018

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Excelsoft Technologies Limited** bearing CIN: **U72900KA2000PLC027256** (Hereinafter called the "Company").

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

Based on our verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2025 ("Reporting Date" / "Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 "Reporting Date" according to the provisions of: -

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder to the extent of applicable considering the proposed Initial Public Offer (IPO) of the Company.
- (iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder to the extent of securities held in dematerialized form.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment (External Commercial Borrowings are not applicable to the Company during the "Audit Period");
- (v) None of the Regulations and Guidelines prescribed by the Securities and Exchange

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Board of India Act, 1992 ('SEBI Act') are applicable to the Company except the following Regulations to the extent applicable considering the proposed Initial Public Offer (IPO) below in serial numbers a, b, c., and f.:-

- a. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not Applicable)**
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021; **(Not Applicable)**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable)** and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable)**

(vi) The management has identified and confirmed the Compliances of the following laws as specifically applicable to the Company :-

- a. Information Technology Act, 2000 and rules made thereunder.
- b. Software Technology Parks of India rules and regulations

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India, except that in certain instances, we have observed that the disclosures required under such standards, were not completely complied in all aspects.
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and amendments made there under to the extent of applicable, considering the proposed Initial Public Offer (IPO).

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

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above subject to the following observations:

- a. the Company has allotted Bonus shares to Mr. D. Sudhanva, Managing Director on December 2, 2024 to extent of 3,82,06,920 equity shares, though the equity shares held by him as per the BENPOS statements available with the "Company" as on November 22

2024, was 5,56,236 equity shares, the "Company" has further informed us it had allotted Bonus equity shares considering that the transmission of equity shares from Mr. M.H. Dhananjaya to Mr. D.Sudhanva has been approved at the meeting of the Board of Directors held on February 1, 2024 and the complete transmission process has concluded after due process from Depository Participant on February 11, 2025. The Company has informed us that there was a delay by the Depository Participant of the transmitter to close the process of transmission even though the approval was given by the Board of Directors on February 1, 2024, and necessary documents were produced for closure of such transmission process.

- b. the Company has in one instance granted Stock Options to an Employee, whose vesting period has been accelerated to vest within one year of grant. It may be noted that under provisions of Rule 12 (6) (a) of the Companies (Share Capital and Debentures) Rules, 2014, a minimum period of 1 (One) year between the grant of options and vesting options is required. The Company has confirmed to us that it has filed E-form GNL-1 vide SRN: N28829778, with the Ministry of Corporate Affairs to compound this offence.
- c. the Company has issued and allotted shares to the existing shareholders through a Bonus Issue pursuant to the provisions of the Companies Act, 2013. However, upon review, it is noted that there are 3 (three) shareholders holding 2,039 Equity Shares, to whom the Company has issued and allotted bonus shares. While they had not yet dematerialized their equity shares as on date of issue, the Company has informed us that the bonus shares issued are now being held in abeyance in a suspense account till such date that the relevant shareholders get their existing shareholding dematerialized.
- d. the Company had not complied with provisions of Sub Section 3 of Section 12 of the Companies Act, 2013, specifically a few forms filed with the Ministry of Corporate Affairs, wherein the attachments had not reflected the old name of the Company.
- e. in case of disclosure in the Directors Report for the financial year 2023-24, we have observed instances where certain disclosures with respect to Employee Stock Option Scheme and Corporate Social Responsibility required as per the provisions of the Companies Act, 2013 were not complete in all aspects.
- f. in case of allotments made on December 2, 2024 with respect to a Bonus Issue made by the Company, including to certain non-residents, 'Form FC GPR' required to be filed as per the Foreign Exchange Management Act, 1999 had not yet been filed as of Reporting Date, but the Company has filed such 'Form FC GPR' as on date of signing this report and awaiting approval for the same.
- g. in case of issue of employee stock option in 2023, the Company had not filed 'Form ESOP' required to be filed as per the Foreign Exchange Management Act, 1999 had not yet been filed as of Reporting Date, but the company has filed such 'Form ESOP' as on date of signing this report and awaiting approval for the same.
- h. in an instance, we have observed clerical errors in mentioning the date of authorisation and some cases where all attachments were not completely attached to file the E-form with the Ministry of Corporate Affairs.

In addition, the Company has filed an application to Compound/adjudicate certain offences during past periods, details of which are as given below,

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- i. the Company has not remitted unspent CSR amount in the Financial Year 2020-21 (unspent considering the amounts remaining unspent of previous financial years cumulatively) to a Fund specified in Schedule VII of the Companies Act, 2013 within a period of six months of the expiry of any financial year, where they have not spent amounts as required under Section 135 of the Companies Act, 2013 including its rules thereof. The Company is in default in complying with the provisions of sub-Section (5) or sub-Section (6) of the Companies Act, 2013, which shall be liable to a penalty of twice the amount required to be transferred by the Company to the Fund specified in Schedule VII or the Unspent Corporate Social Responsibility Account, as the case may be, or one crore rupees, whichever is less, and every officer of the Company who is in default shall be liable to a penalty of one-tenth of the amount required to be transferred by the Company to such Fund specified in Schedule VII, or the Unspent Corporate Social Responsibility Account, as the case may be, or two lakh rupees, whichever is less. The Company has confirmed to us that it has filed E-form GNL-1 vide SRN: N28836476, with the Ministry of Corporate Affairs to compound/adjudicate this offence.
- ii. As per the provisions of Section 139 of the Companies Act, 2013, beginning from the financial year 2014-15, the Company had to appoint a Statutory Auditor for a period of 5(Five) years, but the Company has appointed the Statutory Auditor for every financial year at the end of each Annual General Meeting (AGM) up to 2022-23, barring an event of casual vacancy for the financial year 2022-23. The Company has confirmed to us that it has filed E-form GNL-1 vide SRN: N28830347 with the Ministry of Corporate Affairs to compound this offence.

The outcome of all the Adjudication/Compounding Applications filed are awaited till the date of this Report.

We further report that

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and/or before seven days as allowed pursuant to the provisions of the Companies Act, 2013, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

We further report that based on the review of the compliance reports/certificates of the Company Secretary which were taken on record by the Board of Directors, there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.



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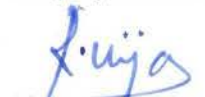
We further report that during the audit period, the Company has made specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

- i. At the Extra Ordinary General Meeting of the Company held on May 6, 2024, the company has passed the following resolutions,
 - a. Amendment to Clause 22A of the Articles of Association
 - b. Approval under Section 186 of the Companies Act, 2013
 - c. Approval under Section 185 of the Companies Act, 2013
- ii. At the Extra Ordinary General Meeting of the Company held on July 22, 2024, the Company has passed the following resolutions:
 - a. Conversion of Company from a Private Limited Company to Public Limited Company
 - b. Amendment to Memorandum of Association consequent to conversion of the Company to a Public Company
 - c. Amendment to Articles of Association consequent to conversion of the Company to a Public Company
- iii. At the Extra Ordinary General Meeting of the Company held on October 31, 2024, the Company has passed the following resolutions:
 - a. Increase in authorised share capital and alteration of capital clause of Memorandum of Association of the Company.
 - b. Alter the capital clause of the Memorandum of Association
 - c. Increase the borrowing powers under Section 180 (1) (c) of the Companies Act, 2013 up to Rupees 1000 Crores.
 - d. Issue of Bonus Shares
 - e. Approve Managerial Remuneration payable to Mr. Sudhanva Dhananjaya, Chairman and Managing Director more than 10% of the Net Profit of the Company.
 - f. Approve the appointment of Mrs. Shruthi Sudhanva Wholetime Director of the Company.
 - g. Approve Managerial Remuneration payable to Mrs. Shruthi Sudhanva.
 - h. Remuneration of Directors exceeding the overall managerial remuneration limit as per the provisions of Section 197 of the Companies Act, 2013
- iv. At the Extra Ordinary General Meeting of the Company held on February 12, 2025, the company has passed the following resolutions,
 - a. Initial Public Offering of equity shares of the Company.
 - b. Appointment of Mrs. Desiraju Srilakshmi as a Director (Non-Executive and Independent)
 - c. Appointment of Mr. Doreswamy Palaniswamy as a Director (Non-Executive and Independent)
 - d. Appointment of Mr. Shivkumar Pundaleeka Divate as a Director (Non-Executive and Independent)
 - e. Appointment of Mr. Arun Kumar Bangarpet Venkataramanappa as a Director (Non-Executive and Independent)



- v. the Company has filed a Draft Red Herring Prospectus (DRHP) with Securities and Exchange Board of India (SEBI) on March 06, 2025.
- vi. the Company has made an allotment of equity shares through a Bonus Issue on December 2, 2024.
- vii. the Company has received a letter of approval from the Ministry of Corporate Affairs dated September 17, 2024 with respect to conversion the status of the Company to be a Public Limited Company from being a Private Limited Company earlier.
- viii. the Company has allotted shares on June 25, 2024, to people who have exercised their options under the Employee Stock Option Schemes.

For Padmavathi & Vijayesh Associates LLP
Company Secretaries in Practice


Vijayesh Rajendran
Partner

FCS. 12248: CP: 27386
UDIN: F012248G000577428



Bengaluru
June 11, 2025

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

'Annexure – A'

To,
The Members,
Excelsoft Technologies Limited
CIN: U72900KA2000PLC027256
1-B, Hootagalli Industrial Area,
Mysore - 570018

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

Management's Responsibility

1. Maintenance: It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Our Responsibility

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records.
3. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.



Disclaimer

6. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Padmavathi & Vijayesh Associates LLP
Company Secretaries in Practice

Vijayesh

Vijayesh Rajendran
Partner

FCS. 12248: CP: 27386

UDIN: F012248G000577428

June 11, 2025

Bengaluru



**MANAGEMENT REPLIES ON QUALIFIED OBSERVATION OF THE SECRETARIAL AUDITORS'
REPORT THE FY 2024-25**

- a. the “**Company**” has allotted Bonus shares to Mr. D. Sudhanva, Managing Director on December 2, 2024 to extent of 3,82,06,920 equity shares, though the equity shares held by him as per the BENPOS statements available with the “**Company**” as on November 22, 2024, was 5,56,236 equity shares, the “**Company**” has further informed us it had allotted Bonus equity shares considering that the transmission of equity shares from Mr. M.H. Dhananjaya to Mr. D. Sudhanva has been approved at the meeting of the Board of Directors held on February 1, 2024 and the complete transmission process has concluded after due process from Depository Participant on February 11, 2025. The **Company** has informed us that there was a delay by the Depository Participant of the transmitter to close the process of transmission even though the approval was given by the Board of Directors on February 1, 2024 and necessary documents were produced for closure of such transmission process.

Response: *The Company has acknowledged this and this event took place because of the inordinate delay of transfer of all shares through transmission of held by Mr. M.H. Dhananjaya, though such transfer was approved by the Board of Directors the due to the decease of the member Mr. M.H. Dhananjaya and the demat accounts were untraceable form some time.*

- b. the “**Company**” has, in one instance granted Stock Options to an Employee, whose vesting period has been accelerated. to vest within one year of grant. It may be noted, that under provisions of Rule 12 (6) (a) of the Companies (Share Capital and Debentures) Rules, 2014, a minimum period of 1 (One) year between the grant of options and vesting options is required. The **Company** has confirmed to us that it has filed E-form GNL-1 vide SRN: N28829778, with the Ministry of Corporate Affairs to compound this offence.

Response: *The Company has acknowledged this and is in the process of adjudicating this matter.*

- c. the “**Company**” has issued and allotted shares to the existing shareholders through a Bonus Issue pursuant to the provisions of the Companies Act, 2013. However, upon review, it is noted that there are 3 (three) shareholders holding 2,039 Equity Shares to whom the **Company** has issued and allotted bonus shares, while they had not yet dematerialized their equity shares as on date of issue. The **Company** has informed us that the bonus shares issued are now being held in abeyance in a suspense account till such date that the relevant get their existing shareholding dematerialized.

Response: *The Company has kept these shares in abeyance will take necessary action.*

- d. the “**Company**” had not complied with provisions of Sub Section 3 of Section 12 of the Companies Act, 2013, specifically a few forms filed with the Ministry of Corporate Affairs, wherein the attachments had not reflected the old name of the **Company**

Response: *The Company has corrected this as soon as it realised the mistake.*

- e. in case of disclosure in the Directors Report for the financial year 2023-24, we have observed instances where certain disclosures required as per the provisions of the Companies Act,



2013 were not complete in all aspects.

Response: *The Company has made necessary amends to the report of the current Financial Year.*

- f. in case of allotments made on December 2, 2024 with respect to a Bonus Issue made by the Company, including to certain non-residents, 'Form FC GPR' required to be filed as per the Foreign Exchange Management Act, 1999 had not yet been filed as of Reporting Date, but the company has filed such 'Form FC GPR' as on date of signing this report and awaiting approval for the same.

Response: *The Company has made necessary application with the Authorised Dealer bank to resolve this matter.*

- g. in case of issue of employee stock option in 2023, the Company had not filed 'Form ESOP' required to be filed as per the Foreign Exchange Management Act, 1999 had not yet been filed as of Reporting Date, but the company has filed such 'Form ESOP' as on date of signing this report and awaiting approval for the same.

Response: *The Company has made necessary application with the Authorised Dealer bank to resolve this matter.*

- h. in an instance, we have observed clerical errors in mentioning the date of authorisation and some cases where all attachments were not completely attached to file the E-form with the Ministry of Corporate Affairs.

Response: *The Company will take steps to prevent this from recurring.*

For and on behalf of the Board of Directors of
EXCELSOFT TECHNOLOGIES LIMITED
(Formerly known as Excelsoft Technologies Private Limited)

DHANANJAYA SUDHANVA
Chairman and Managing Director
(DIN:00423641)

Address: No.4, Sukanya, Near Netaji Circle, Dattagalli,
3rd Stage, Mysore-570023

SHRUTHI SUDHANVA
Whole Time Director
(DIN: 06426159)

Address: No.4, Sukanya, Near Netaji Circle, Dattagalli,
3rd Stage, Mysore-570023

Date: June 11, 2025

Place: Mysore

**CHARGES CREATED/ MODIFIED/ SATISFIED DURING THE FINANCIAL YEAR ENDED
MARCH 31,2025**

Sl. No	Charge ID	Date of Creation	Amt in INR	Date of Modification	Amt in INR	Date of Satisfaction	Amt in INR
01	100723253	19/05/2023	1250000000	02/07/2024	360000000	-	-
02	100121078	28/06/2017	1200000000	-	-	21/10/2024	1200000000

For and on behalf of the Board of Directors of
EXCELSOFT TECHNOLOGIES LIMITED
(Formerly known as Excelsoft Technologies Private Limited)



DHANANJAYA SUDHANVA
Chairman and Managing Director
(DIN:00423641)

Address: No.4, Sukanya, Near Netaji Circle, Dattagalli,
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SHRUTHI SUDHANVA
Whole Time Director
(DIN: 06426159)

Address: No.4, Sukanya, Near Netaji Circle, Dattagalli,
3rd Stage, Mysore-570023

Date: June 11, 2025

Place: Mysore