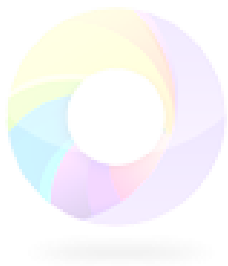


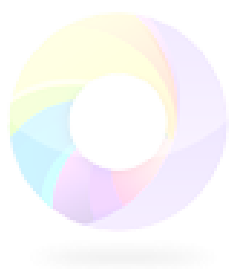


**ANNUAL REPORT
OF
OLATECH SOLUTIONS LIMITED
FOR
FINANCIAL YEAR 2024-2025**



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OLATECH SOLUTIONS

Corporate Information

Board of Directors

Amit Kumar Singh
Managing Director

Navneet Kakkar
Executive Director

Vijay Thakkar
Non-Executive Independent Director
(w.e.f. April 01, 2025)

Anurag Goel
Non-Executive Independent Director
(Upto April 01, 2025)

Vasantiben Jayantibhai Menat
Non-Executive Independent Director

Naved Iqbal
Non-Executive Director
(w.e.f. Feb 13, 2025)

Key Managerial Personnel

Sher Bahadur Singh
Chief Financial Officer

Navneet Kakkar
Chief Executive Officer
(w.e.f. Feb 13, 2025)

Nitin Patidar
Company Secretary & Compliance Officer

Statutory Auditors

M/s. Sachin & Associates, Chartered Accountants,
Firm Registration No. 015090C

Secretarial Auditors

M/s. Nikunj Kanabar & Associates Company Secretary

Internal Auditor

Mr. Vivek Kumar Singh (For F.Y. 2024-2025)

Registered Office

Office No. 310, 3rd Floor, Rupa Solitaire,
Millennium Business Park, Thane-Belapur
Road, Mahape, Navi Mumbai - 400710,
Raigarh, Maharashtra, India.

Registrar & Share Transfer Agent

Skyline Financial Services Private Limited
D-153A, 1st Floor, Okhla Industrial Area,
Phase -I, New Delhi - 110 020, India.

Contact Us

Investors Email-Id:
investor@olatechs.com

Website:
www.olatechs.com

Corporate Identification Number:
L42909MH2014PLC251672

Managing Director Message to Shareholders

Dear Stakeholders,

On behalf of the Board of Directors, I am pleased to present to you the Annual Report for the Financial Year ended March 31, 2025 ("F.Y. 2024-25").

It's a moment of immense pleasure for me as we connect this year on the occasion of 11th Annual General Meeting of '**OLATECH SOLUTIONS LIMITED**'.

It is with pride that I pen this statement. I hope this letter finds you in good health.

We believe in creating value by taking constant efforts towards building capabilities and developing our competitive edge over peers with the help of bringing in diversity and transparency in doing business and would continue to do so in order to become a stronger entity than we were yesterday.

Most importantly, I would like to thank you, our Shareholders, Bankers and other Stakeholders for your overwhelming trust and confidence that helped and motivated us to pursue an agenda that is in the long-term interest of the Company and hope that this mutual relationship will continue to prosper in long run also.

**With Warm Regards,
Amit Kumar Singh**

Sd/-

**Chairman and Managing Director
Olatech Solutions Limited**



11th ANNUAL GENERAL MEETING

Date: Wednesday, September 17, 2025

Time: 03:00 P.M.

Venue: Office No. 310, 3rd Floor, Rupa Solitaire, Millennium Business Park, Thane-Belapur Road, Mahape, Navi Mumbai – 400 710, Raigarh, Maharashtra, India



NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 11TH ANNUAL GENERAL MEETING OF THE MEMBERS OF OLATECH SOLUTIONS LIMITED ("COMPANY") WILL BE HELD ON WEDNESDAY, SEPTEMBER 17, 2025 AT 03:00 P.M. AT REGISTERD OFFICE OF THE COMPANY SITUATED AT OFFICE NO. 310, 3RD FLOOR, RUPA SOLITAIRE, MILLENNIUM BUSINESS PARK, THANE-BELAPUR ROAD, MAHAPE, NAVI MUMBAI – 400 710, RAIGARH, MAHARASHTRA, INDIA INTER ALIA TO DISCUSS THE FOLLOWING AGENDA ITEMS:

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.

2. APPOINTMENT OF MR. NAVED IQBAL (DIN 06685505) AS NON-EXECUTIVE DIRECTOR, LIABLE TO RETIRE BY ROTATION:

To appoint a Director in place of Mr. Naved Iqbal (DIN 06685505) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

3. APPROVE THE APPOINTMENT OF M/S NIKUNJ KANABAR & ASSOCIATE, PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITOR OF THE COMPANY FROM FINANCIAL YEAR 2025-26 TO 2029 – 30 FOR A PERIOD OF FIVE YEARS:

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

"RESOLVED THAT, pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s Nikunj Kanabar & Associates, Company Secretaries (Membership No. F12357 and CP No. 27358), as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing on April 1, 2025, until March 31, 2030, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution."

4. REMUNERATION TO DIRECTORS EXCEEDING THE OVERALL MANAGERIAL REMUNERATION LIMIT AS PER THE PROVISIONS OF SECTION 197 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT, in accordance with the provisions of Section 197 of the Companies Act, 2013, (“the Act”) read with Schedule V of the Act and other applicable provisions, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for payment of remuneration to the Directors of the Company notwithstanding that aggregate remuneration of such Directors exceeds the overall limit of managerial remuneration from 11% of the net profits of the Company subject to maximum limit 20% of net profit of the Company, calculated as per the provisions of Section 198 of the Act.

RESOLVED FURTHER THAT the payment of remuneration to Mr. Amit Kumar Singh, the Managing Director of the company, in excess of 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Act for a period of Financial Years 2025-26, comprising of salary, perquisites, allowances, and any other benefits, as may be determined by the Board of Directors from time to time.

RESOLVED FURTHER THAT, the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

5. APPROVAL FOR RELATED PARTY TRANSACTIONS WITH M/S OLATECH DIGITAL SOLUTIONS PRIVATE LIMITED (SUBSIDIARY):

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

“RESOLVED THAT, pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Company’s policy on Related Party transaction(s), the approval of members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s Olatech Digital Solutions Private Limited (Subsidiary), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, regarding to working capital, Short-term Inter Corporate Loans and other business purpose requirements on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 5,00,00,000/- (Rupees five crores) for the financial year 2025-26, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

“RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

6. APPROVAL OF OLATECH EMPLOYEE STOCK OPTION PLAN 2025 FOR GRANT OF EMPLOYEE STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 12 of the Companies (Share Capital and Debentures) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and any other applicable laws/statutory Guidelines/ Circulars in this regard, and subject to approval such other approval(s), consent(s), permission(s), and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), and pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”), and approved by the Board of Directors, the consent of the members of the Company be and is hereby accorded to approve the Olatech Employees Stock Option Plan 2025 (“Olatech ESOP Plan 2025” or “Plan” or “Scheme”) and to create, grant, offer, issue and allot under the Plan, in one or more tranches, a maximum of 2,00,000 (Two Lakh only) options, where each option will be convertible into an equity share of the Company having face value Rs. 10/- (Rupee Ten only) each, to and for the benefit of the present and future eligible employees of the Company whether working in India or outside India, in one or more tranches and, the salient features of which are furnished in the explanatory statement to this Notice, on such terms and conditions as provided in the Olatech ESOP Plan 2025 and as may be fixed or determined by the NRC.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank *pari passu* in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, split/consolidation of shares, change in capital structure, merger/demerger, the outstanding employee stock options, granted/to be granted, under the Olatech ESOP Plan 2025 shall be suitably adjusted for such number of employee stock options, and/or the exercise price, as may be required.

RESOLVED FURTHER THAT Nomination and Remuneration Committee (“NRC”) be and is hereby designated as the Compensation Committee pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, for administration and superintendence of the Plan or Scheme and is accordingly authorized to devise, evolve, decide upon and bring into effect the Plan or Scheme as per the terms approved in this resolution and at any time to modify, alter or amend the said terms or suspend, withdraw or terminate the Plan or Scheme, subject to compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable laws, rules and regulations, as may be prevailing at that time;

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the Olatech ESOP Plan 2025 and generally for giving effect to these resolutions, the Board and NRC be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, and to make variations or alterations in the Plan or Scheme, to the extent permissible under applicable law and under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

RESOLVED FURTHER THAT any Director, the Chief Financial Officer, and the Company Secretary of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

7. APPROVAL OF OLATECH EMPLOYEE STOCK OPTION PLAN 2025 FOR GRANT OF EMPLOYEE STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES OF GROUP COMPANY(IES) OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and Rule 12 of the Companies (Share Capital and Debentures) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and any other applicable laws/statutory Guidelines/ Circulars in this regard, and subject to approval such other approval(s), consent(s), permission(s), and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), and pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”), and approved by the Board of Directors, the consent of the members of the Company be and is hereby accorded to grant employee stock options to eligible employees of the Company’s group company(ies) including its subsidiary(ies) and associate company(ies) (present or future) whether working in India or outside India, under Olatech Employees Stock Option Plan 2025 (“Olatech ESOP Plan 2025” or “Plan” or “Scheme”) referred to in resolution of this notice, to and for the benefit of the present and future eligible employees of the Company’s group companies including its subsidiaries and associate companies whether working in India or outside India, in one or more tranches and, the salient features of which are furnished in the explanatory statement to this Notice, on such terms and conditions as provided in the Olatech ESOP Plan 2025 and as may be fixed or determined by the NRC.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank *pari passu* in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, split/consolidation of shares, change in capital structure, merger/demerger, the outstanding employee stock options, granted/to be granted, under the Olatech ESOP Plan 2025 shall be suitably adjusted for such number of employee stock options, and/or the exercise price, as may be required.

RESOLVED FURTHER THAT Nomination and Remuneration Committee (“NRC”) be and is hereby designated as the Compensation Committee pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, for administration and superintendence of the Plan or Scheme and is accordingly authorized to devise, evolve, decide upon and bring into effect the Plan or Scheme as per the terms approved in this resolution and at any time to modify, alter or amend the said terms or suspend, withdraw or terminate the Plan or Scheme, subject to compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable laws, rules and regulations, as may be prevailing at that time;

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the Olatech ESOP Plan 2025 and generally for giving effect to these resolutions, the Board and NRC be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, and to make variations or alterations in the Plan or Scheme, to the extent permissible under applicable law and under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

RESOLVED FURTHER THAT any Director, the Chief Financial Officer, and the Company Secretary of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

Place: Navi Mumbai
Date: 25.08.2025

By Order of the Board of Directors
For Olatech Solutions Limited

Sd/-

Amit Kumar Singh
Chairman and Managing Director
DIN: 06582830



OLATECH SOLUTIONS

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.

The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.

Corporate Members intending to send their authorized representatives to attend the Annual General Meeting ("the Meeting") are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.

2. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
3. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
4. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking re-appointment in the Annual General Meeting is annexed to this Notice as Annexure - A
5. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.
6. All the documents referred to in the Notice are annexed thereto including the Annual Report for the financial year 2024-25 and Notice of the 11th Annual General Meeting are open for inspection by the Members, without any fees, at the Registered Office at Office No. 310, 3rd Floor, Rupa Solitaire, Millennium Business Park, Thane-Belapur Road, Mahape, Navi Mumbai – 400 710, Raigarh, Maharashtra, India of the Company between 11.00 a.m. and 01.00 p.m. on all working days except Saturday up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.
7. Members holding shares in physical form are requested to approach, Skyline Financial Services Private Limited the Registrar and Share Transfer Agents of the Company situated at D-153A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi - 110 020, India 400093 for:

(a) intimating any change in their address and/or bank mandate;

(b) submitting requests for transfer, transmission, name change, split, consolidation, etc.;

- (c) nominating any person to whom the shares shall vest in the event of death;
- (d) updating/registering their e-mail address for correspondence; and
- (e) any other queries with respect to shares held by them.
8. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.
9. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with Skyline Financial Services Private Limited, the Registrar and Share Transfer Agents of the Company (for shares held in physical form). Members, who have registered their e-mail address, are also entitled to receive such communication in physical form, upon request.
10. The Board of Director has appointed M/s Nikunj Kanabar & Associates, Practicing Company Secretaries as scrutinizer for the Annual General Meeting of the Company.
11. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 16 of this Notice.
12. The remote e-voting shall commence on Sunday, 14th September, 2025 at 09:00 a.m. (IST) and shall end on Tuesday, 16th September, 2025 at 0
13. 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date i.e., Wednesday, 10th September, 2025 may cast their vote electronically.
13. The Annual Report for the financial year 2024-25 and Notice of the 11th Annual General Meeting, inter-alia, indicating the process and manner of voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by electronic mode. Further physical copies of the above-mentioned documents are being sent to all other Members by the permitted mode. Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to Skyline Financial Services Private Limited, the Registrar and Share Transfer Agents of the Company or to the Company. The abovementioned documents are also available for download on the Company's website i.e. www.olatechs.com and on the websites of the Stock Exchange i.e. BSE Limited at <https://www.bseindia.com/>.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

15. Only bonafide members of the Company whose names appear on the Register of Members/Register of Beneficial Owners/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

16. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Sunday, 14th September, 2025 at 09:00 a.m. (IST) and shall end on Tuesday, 16th September, 2025 at 05:00 p.m. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Wednesday, 10th September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 10th September, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDEAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com . Select “ Register Online for IDEAS Portal ” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectRe

	g.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website

	www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL

eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

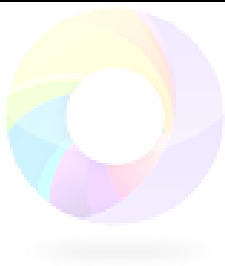
8. Now, you will have to click on "Login" button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



OLATECH SOLUTIONS

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csnikunjanabar@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to (Abhijeet Gunja) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@indianemulsifiers.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@indianemulsifiers.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Place: Navi Mumbai
Date: 25.08.2025**

**By Order of the Board of Directors
For Olatech Solutions Limited**

Sd/-

**Amit Kumar Singh
Chairman and Managing Director
DIN: 06582830**

Annexure

The relevant details of Directors who is proposed to be re-appointed as Directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

Name of the Director	Naved Iqbal
Director Identification Number	06685505
Date of Birth	April 02, 1986
Age	39 Years
Date of First Appointment as Additional Director	February 13, 2025
Qualification	Master of Business Administration
Terms and Conditions of appointment	He has been appointed as Non-Executive Director of the Company.
Brief Resume of the Director	Mr. Naved Iqbal holds degree of Master of Business Administration. He is having experience of more than 15 years in Renewable Energy industry.
Experience and expertise in Specific functional Area	He is having experience of more than 15 years in Renewable Energy industry.
Other listed companies in which he holds Directorship and Membership of Committee of Board (along with listed entities from which he has resigned in the past three years)	a) Greenhitech Ventures Limited
Chairperson/Member of Committee(s) of Board of Directors of the Company	Nomination and Remuneration Committee – Member
Shareholding of Non-Executive directors [in the listed entity, including shareholding as a beneficial owner];	2.73% (Approx.)
Shareholding in the Company (Equity)	2.73% (Approx.)
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
The number of Meetings of the Board attended during the year	None

Explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and other applicable provisions:

ITEM NO. 03:

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('the Act'), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholders' approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 28, 2025, has approved the appointment of M/s. Nikunj Kanabar & Associates, Company Secretaries, (Membership No. F12357 and CP No. 27358) as the Secretarial Auditors of the Company for a period of five (5) consecutive years, commencing from April 1, 2025 to March 31, 2030 subject to approval of the Members at the Annual General Meeting.

Furthermore, in terms of the amended regulations, M/s. Nikunj Kanabar & Associates, has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. M/s. Nikunj Kanabar & Associates has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. M/s. Nikunj Kanabar & Associates has further furnished a declaration that they have not taken up any prohibited non secretarial audit assignments for the Company, its holding and subsidiary companies.

While recommending M/s. Nikunj Kanabar & Associates for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. M/s. Nikunj Kanabar & Associates was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

M/s. Nikunj Kanabar & Associates is a peer reviewed and well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, Mumbai. The firm is led by experienced team members, all of whom are distinguished professionals in the field of corporate governance and compliance. Their collective expertise spans corporate advisory and Secretarial Compliances. The firm also has good team with strong professional credentials who align with its core values of character, competence, and commitment. M/s. Nikunj Kanabar & Associates specializes in compliance audit and assurance services, advisory and corporate compliances.

The terms and conditions of the appointment of M/s. Nikunj Kanabar & Associates include a tenure of five (5) consecutive years, commencing from April 1, 2025 upto March 31, 2030 at a remuneration as may be mutually agreed between the Board and the Secretarial Auditors for subsequent years.

M/s. Nikunj Kanabar & Associates has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, approval of the shareholders is sought for appointment of M/s. Nikunj Kanabar & Associates as the Secretarial Auditors of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 04:

The aggregate remuneration of all Directors including Independent Directors may exceed 11% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013, during their tenure of appointment.

Accordingly, approval of members of the Company is being sought in terms of Section 197 of the Companies Act, 2013 for payment of remuneration to all Directors including Independent Directors notwithstanding that aggregate remuneration of all Directors may exceed from 11% subject to maximum limit 20% of net profit of the Company, calculated as per the provisions of Section 198 of the Act.

Further as per requirements of in terms of Section 197 of the Companies Act, 2013, members approval sought for payment of remuneration to Mr. Amit Kumar Singh, the Managing Director of the Company more than 5% of net profit of the Company, calculated as per the provisions of Section 198 of the Act.

All Directors and their relatives may be considered as interested in this resolution. Except the aforesaid, none of the Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned Resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the Special Resolution set forth in Item No. 04 for approval of the Members.

ITEM NO. 05:

Pursuant to Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

As per recommendation of Audit Committee meeting held on May 28, 2025, the Board of Directors in their meeting held on May 28, 2025 had approved the Related Party Transaction regarding to working capital, Short-term Inter Corporate Loans and other business purpose requirements with M/s Olatech Digital Solutions Private Limited (Subsidiary) of value not exceeding of Rs. 5,00,00,000/- (Rupees five crores) for the financial years i.e. 2025-26.

Accordingly, transaction(s) to be entered into with M/s Olatech Digital Solutions Private Limited (Subsidiary), comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed there under read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with M/s Olatech Digital Solutions Private Limited (Subsidiary), for a period of current financial years i.e. 2025-26.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with M/s Olatech Digital Solutions Private Limited (Subsidiary), are as follows:

Sr. No.	Particulars	Remarks
1	Name of the Related Party	M/s Olatech Digital Solutions Private Limited (Subsidiary)
2	Name of the Director or KMP who is related	Mr. Amit Kumar Singh Mr. Navneet Kakkar
3	Nature of relationship;	Mr. Amit Kumar Singh and Mr. Navneet Kakkar is interested and common Director in both the Company.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Related Party Transaction regarding to working capital, Short-term Inter Corporate Loans and other business purpose requirements for an estimate amount not exceeding of Rs. 5,00,00,000/- (Rupees Five Crores only) for the financial years i.e. 2025-26.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

The information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as follows:

Sr. No.	Description	Particulars
1	Name of the Related Party	M/s Olatech Digital Solutions Private Limited (Subsidiary)
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Mr. Amit Kumar Singh Mr. Navneet Kakkar
3	Type and particulars of proposed transactions	Related Party Transaction regarding to working capital, Short-term Inter Corporate Loans and other business purpose requirements for an estimate amount not exceeding of Rs. 5,00,00,000/- (Rupees Five Crores only) for the financial years i.e. 2025-26.
4	Material terms of the proposed transactions	
5	Tenure of the proposed transactions	During F.Y. 2025-26
6	Value of the proposed transactions during FY 2025-26	Upto Rs. 5,00,00,000/- (Rupees Five Crores only)
7	Total transactions for past three years	FY 22-23: Nil FY 23-24: Nil FY 24-25: Nil
8	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	
9	Justification of the proposed transactions	Transactions in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in.
10	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Transactions in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in.
11	Name of the Director or KMP who is related, if any, and the nature of their	Mr. Amit Kumar Singh and Mr. Navneet Kakkar is interested and common Director in both the Company.

	relationship	
12	Any other relevant information	All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

The Board of Directors recommends passing of the Ordinary Resolution as set out at Item No. 5 of this Notice.

Except Mr. Amit Kumar Singh and Mr. Navneet Kakkar, none of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution mentioned at Item No. 5 of the Notice.

ITEM NO. 06 & 07:

The members are being informed that the Company intends to reward, attract, motivate and retain its employees, existing or future, in or outside India, for their performance and for their contribution to the growth and profitability of the Company.

In this regard, the Board of Directors and Nomination and Remuneration Committee designated as Compensation Committee in accordance with the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), at their respective meetings held on August 25, 2025, subject to the approval of the members of the Company, considered, approved and recommended Olatech Employees Stock Option Plan 2025 ("Olatech ESOP Plan 2025" or "Plan" or "Scheme") for grant/issue of Stock Options to the eligible employees of the Company and its group company(ies) including subsidiary company(ies) or associate company(ies), existing or future, in India or outside India in accordance with the applicable laws.

Pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 ("Act") and the rules framed there under, and in accordance with SEBI SBEB Regulations, approval of the Members of the Company by way of special resolution is required for implementation of the Scheme and for grant of options to the Eligible Employees of the Company.

The following are the various disclosures to be incorporated as required in terms of the Act and SEBI SBEB Regulations.

i. Brief description of the scheme;

The Company has instituted the Scheme to grant equity-based incentives to the eligible employees of the Company in order to *inter alia* attract and retain talented employees and reward their performance. The vesting of options would be subject to meeting pre-defined performance parameters.

ii. Total number of Stock Options to be offered and granted:

The total number of options to be granted under the Olatech ESOP Plan 2025 shall not exceed 2,00,000.

iii. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

The eligible employees of the Company and its group company(ies) including Subsidiary Company(ies) or Associate Company(ies), existing or future, in India or abroad shall mean such Employees as are shortlisted by the Nomination and Remuneration Committee designated as Compensation Committee for Grant of Options under the Olatech ESOP Plan 2025.

iv. Requirements of vesting, period of vesting

The Vesting conditions in respect of the Options shall be as specified in the Scheme.

v. Maximum period within which the Stock Options shall be vested

The maximum period within which the options can be vested will be 5 years.

vi. Exercise price or Pricing Formula

The Exercise Price of the Options granted shall be as determined by the NRC at a discount compared to the Fair Market Value of the share as on the date of grant of option. Fair Market Value on any date of determination will be the latest available closing price of the equity share on such date on a Recognized Stock Exchange in India.

The Exercise Price shall not be lower than the face value and shall not more than market price per share of the Company. The Company while determining the Exercise Price shall confirm to the accounting policies.

vii. Exercise period and process of exercise

The Options granted can be exercised within the period specified in the Scheme.

viii. Appraisal Process for determining the eligibility of employees to the Scheme

The appraisal process for determining the eligibility would be determined by the Nomination and Remuneration Committee ('NRC') from time to time, based on broad criteria for appraisal and selection parameters such as tenure of association with the Company and its group company(ies), Industry Experience performance during the previous years, contribution towards strategic growth, contribution towards team building etc.

ix. Maximum number of stock options to be issued per employee and in aggregate

The maximum number of Options that may be granted to a single Eligible Employee in aggregate under the Plan or Scheme, shall be 20,000. Further, the maximum number of Options that may be granted to a single Eligible Employee per grant under the Plan shall be 20,000.

x. Maximum quantum of benefits to be provided per employee under a scheme

Apart from grant of options as stated above, no monetary benefits are contemplated under the Plan or Scheme.

xi. Whether the scheme is to be implemented and administered directly by the company or through a trust

The Scheme shall be implemented directly by the Company.

xii. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both

The Scheme involves new issuance of the shares by the Company.

xiii. The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms

Not applicable since the Plan or Scheme shall be implemented directly by the Company.

xiv. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme

Not Applicable since the Scheme shall be implemented directly by the Company.

xv. Compliance with Accounting Policies

The Company shall comply with the accounting policies prescribed by the SEBI SBEB Regulations and other applicable laws.

xvi. Method of valuation

The Exercise Price of the vested Options shall be determined at a discount on the Fair Market Value of the share as on the Grant Date of the Options and shall be stated in the grant letter.

Fair Market Value on any date of determination will be the latest available closing price of the equity share on such date on a Recognized Stock Exchange in India.

xvii. Statement of confirmation in case the company opts for expensing of share-based employee benefits using the intrinsic value

Not applicable

xviii. The Lock-in period, if any;

The Shares allotted pursuant to the Exercise of the Vested Options shall not be subject to any lock-in period.

xix. Terms & conditions for buyback, if any, of specified securities covered under these regulations.

The Company is not envisaging any buyback of the equity shares issued under SEBI SBEB Regulations.

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its group company(ies) and its employees. Therefore, the Board recommends the Resolution for the approval of the members by way of **Special Resolutions** as set out in **Item No. 6 & 7**.

None of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

Place: Navi Mumbai
Date: 25.08.2025

By Order of the Board of Directors
For Olatech Solutions Limited

Sd/-

Amit Kumar Singh
Chairman and Managing Director
DIN: 06582830

Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L42909MH2014PLC251672

Name of the Company: OLATECH SOLUTIONS LIMITED

Registered Office: Office No. 310, 3rd Floor, Rupa Solitaire, Millennium Business Park, Thane-Belapur Road Mahape, Raigarh, Navi Mumbai, Maharashtra, India, 400710.

E-mail Id: info@olatechs.com

Folio No./Client Id:

DP. Id:

I/We, being the Member(s) of..... Shares of the above-named Company, hereby appoint

1.

Name:.....

Address:

E-mail Id:

Signature, or failing him

2.

Name:

Address:

E-mail Id:

Signature, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the Company, to be held on Wednesday, September 17, 2025, at the Registered office of the Company situated at Office No. 310, 3rd Floor, Rupa Solitaire, Millennium Business Park, Thane-Belapur Road, Mahape, Navi Mumbai – 400 710, Raigarh, Maharashtra, India at 03:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Adoption of Audited Standalone Financial Statements;

2. Appointment of Mr. Naved Iqbal (DIN 06685505) as Non-Executive Director, Liable to Retire by Rotation;

3. Approve the appointment of M/s Nikunj Kanabar & Associate, Practicing Company Secretaries as Secretarial Auditor of the Company from Financial Year 2025-26 To 2029 – 30 for a period of five years;

4. Remuneration to Directors Exceeding the Overall Managerial Remuneration Limit as per the Provisions of Section 197 of the Companies Act, 2013;

5. Approval for Related Party Transactions with M/s Olatech Digital Solutions Private Limited (Subsidiary);

6. Approval of Olatech Employee Stock Option Plan 2025 for Grant of Employee Stock Options to the Eligible Employees of the Company;

7.Approval of Olatech Employee Stock Option Plan 2025 for Grant of Employee Stock Options to the Eligible Employees of Group Company (ies) of the Company.

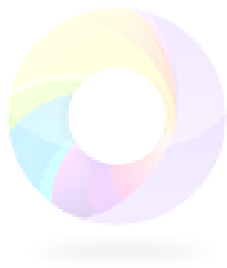
Signed this day of 2025

Signature of shareholder/Signature of Proxy holders(s)

Notes:

- 1) This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) A proxy need not be a member of the Company.
- 3) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
- 4) If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
- 5) In case of Joint holder, the vote of the senior who tender as vote, whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.
- 6) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.
- 7) This is optional please put a tick mark () in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns "For", "Against". In case the members leave the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.
- 8) An instrument of Proxy duly filled, stamped and signed, is valid only for the Meeting to which it relates including any adjournment thereof.
- 9) An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
- 10) The Proxy-holder should prove his identity at the time of attending the meeting.
- 11) An authorised representative of a body corporate or of the President of India or of the Governor of a State, holding shares in a company, may appoint a Proxy under his signature.
- 12) A proxy form which does not state the name of the Proxy should not be considered valid.
- 13) If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
- 14) If a Company receives multiple Proxies for the same holdings of a Member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.

- 15) If a Proxy had been appointed for the original Meeting and such Meeting is adjourned, any Proxy given for the adjourned Meeting revokes the Proxy given for the original Meeting.
- 16) A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
- 17) A Proxy is valid until written notice of revocation has been received by the company before the commencement of the Meeting or adjourned Meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the Member. Even an undated letter of revocation of Proxy should be accepted. Unless the Articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
- 18) Requisitions, if any, for inspection of Proxies should be received in writing from a Member at least three days before the commencement of the Meeting.
- 19) Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.



OLATECH SOLUTIONS

ATTENDANCE SLIP

To be surrendered at the time of entry

Folio No. / Client ID:

No. of Shares:

Name of Member/Proxy:

I hereby record my presence at the 11th Annual General Meeting of the Company on Wednesday, September 17, 2025, at the Registered office of the company situated at Office No. 310, 3rd Floor, Rupa Solitaire, Millennium Business Park, Thane-Belapur Road, Mahape, Navi Mumbai – 400 710, Raigarh, Maharashtra, India at 03:00 P.M.

Member's/Proxy's Signature

Notes:

1. Please refer to the instructions printed under the Notes to the Notice of the 11th Annual General Meeting.
2. Shareholders/Proxy holders are requested to bring the attendance Slip with them when they come to the meeting.
3. No attendance slip will be issued at the time of meeting.
4. Shareholders who come to attend the meeting are requested to bring their copies of the Annual Report with them, as spare copies will not be available at the meeting.

ROUTE MAP

NOTICE IS HEREBY GIVEN THAT THE 11TH ANNUAL GENERAL MEETING OF THE MEMBERS OF OLATECH SOLUTIONS LIMITED WILL BE HELD ON WEDNESDAY, 17TH DAY OF SEPTEMBER, 2025 AT 03:00 P.M. AT

OFFICE NO. 310, 3RD FLOOR, RUPA SOLITAIRE, MILLENNIUM BUSINESS PARK, THANE-BELAPUR ROAD, MAHAPE, NAVI MUMBAI – 400 710, RAIGARH, MAHARASHTRA, INDIA.



Board's Report

To,
The Members,
Olatech Solutions Limited

The Board of Directors of the Company have great pleasure in presenting the 11th Board's Report of the Company together with Audited Financial Results for the year ended March 31, 2025. This report states compliance as per the requirements of the Companies Act, 2013 ("the Act"), the Secretarial Standards, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other rules and regulations as applicable to the Company.

1. FINANCIAL PERFORMANCE:

The highlight of the financial performance of the Company for the year ended March 31, 2025 is summarized as follows:

(Amount in lakhs)

Particulars	FY 2024-25	FY 2023-24
Revenue from Operations	2,104.09	1,515.81
Other Income	18.69	1.51
Total Income	2,122.78	1,517.32
Direct & other related expenses	386.74	201.09
Employee Benefit Expenses	706.77	454.75
Financial Cost	19.83	10.11
Depreciation and amortisation expenses	16.87	9.59
Other Expenses	441.09	423.73
Total Expenses	1,571.30	1,099.27
Profit/(Loss) before Tax	551.48	418.05
Less: Exceptional items	-	-
Profit/(Loss) before Tax	551.48	418.05
Provision for Taxation (Net)	127.38	116.31
Profit/(Loss) after tax	424.10	301.75
Other Comprehensive income for the financial year	-	-
Total Comprehensive income/(loss) for the financial year	-	-
Earnings per Equity Share (₹) - Face value of 10/- each		
Basic	9.68	6.97
Diluted	8.82	6.97

2. BUSINESS AND FINANCIAL PERFORMANCE OVERVIEW:

BUSINESS OVERVIEW

We are engaged in the business of Data Centre, Enterprise, Telecom and IT Software solutions in the OSS – BSS (Operations Support System and Business Support System) segment. We provide software solutions and transformation services (System Integration) to our clients and have deployed our software solutions at various institutions in India and other regions also. Through our wide range of offerings across our verticals, we possess capabilities spanning the lifecycle of services ranging from consultation, architecture, solution design, and implementation to monitoring and providing managed services. Our software solutions are offered under our registered trademark “Epiphany”. Key offerings include software solutions such as NOC tools, Network monitoring, management & analytics, secured authentication and accounting of users & devices, Data Centre Infrastructure Management etc. We have gained experience by collaborating with our clients across verticals such as Telcos, ISPs, Enterprises, Data Centre Service Providers, Public Sector to create a foundation for the evolution of offerings across the verticals.

FINANCIAL PERFORMANCE OVERVIEW

During the year under review, the Company has earned a total revenue of Rs. 2,122.78 Lakhs for the year ended March 31, 2025 as against Rs. 1,517.32 Lakhs in the previous financial year.

The Company has recorded a profit (PBT) of Rs. 551.48 Lakhs for the year ended March 31, 2025 as compared to Rs. 418.05 Lakhs in the previous financial year.

The Profit/ (Loss) after Tax (PAT) for the year ended March 31, 2025 stood at Rs. 424.10 Lakhs as compared to Rs. 301.75 Lakhs in the previous financial year.

3. DIVIDEND/ TRANSFER TO RESERVES:

The Dividend policy for the year under review has been formulated and taking into consideration of growth of the Company and to conserve resources, the Directors do not recommend any Dividend for the year ended March 31, 2025.

In Financial year 2024-25 the reserve maintained with the Company is Rs. 937.88 lakhs while in the year 2023-24 reserve was Rs. 305.93 Lakhs.

Your Company has not transferred the profits for year ended March 31, 2025 to Reserves and Surplus.

4. MATERIAL CHANGES AND COMMITMENTS BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENT RELATE AND THE DATE OF THIS REPORT:

- a. The Company has acquired 85.00% in the paid-up equity share capital of M/s. Olatech Digital Solutions Private Limited. Hence, after such acquisition M/s. Olatech Digital Solutions Private Limited has become the Subsidiary of the Olatech Solutions Limited.
- b. The Company has acquired 25.00% in the paid-up equity share capital of M/s. Skillsbiz Education Private Limited. Hence, after such acquisition M/s. Skillsbiz Education Private Limited has become the Associate of the Olatech Solutions Limited.

Except for the above-mentioned acquisition there were no material changes and commitments affecting the financial position of the Company which have occurred between the date of the Balance Sheet and the date of this Report.

5. DEPOSITS:

The Company has neither accepted nor renewed any deposits falling within the purview of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules 2014 as amended from time to time, during the year under review.

6. CHANGE IN THE NATURE OF BUSINESS:

There has been no change in the Business of the Company during the financial year ended March 31, 2025.

7. CAPITAL STRUCTURE:

AUTHORIZED SHARE CAPITAL

During the year under review, the Company has increased its authorised capital from Rs. 5 Crores to Rs. 6 Crore in the AGM held on September 26, 2024.

The Authorized Share Capital of the Company as on March 31, 2025 was Rs 6,00,00,000/- divided into 60,00,000 shares of Rs 10/- each.

ISSUED AND PAID-UP CAPITAL

During the year under review, the Company has increased Paid-up Share capital of Company as per details mentioned below:

Date of Allotment	Nature of allotment	No. of Securities allotted	Cumulative No. of Securities
October 25, 2024	Preferential Issue	1,21,500	1,21,500
October 25, 2024	Preferential Issue (Warrants)	9,74,000	10,95,500

The paid-up Equity Share Capital as on March 31, 2025 was Rs. 4,45,05,500/- divided into 44,50,550 Shares of Rs. 10/- each.

8. DISCLOSURES RELATING TO HOLDING, SUBSIDIARY, ASSOCIATE COMPANY, AND JOINT VENTURES:

As on March 31, 2025 the Company has no Holding, Subsidiaries, Associate Company, and Joint Venture.

9. LISTING OF SHARES:

The Company's shares are listed on BSE SME platform with ISIN INE0M3901015 & Script Code: 543578.

10. DIRECTORS & KEY MANAGERIAL PERSONNEL:

The composition of Board of Directors and Key Managerial Personnel (KMP) of the Company as on March 31, 2025 were as follows:

Sr. No	Name of Director	Designation	Appointment/ Resignation	Date of Appointment/ Cessation/ Change in Designation
1.	Amit Kumar Singh	Chairman and Managing Director	No Change	19/05/2022
2.	Navneet Kakkar	Executive Director	Change in Designation	13/02/2025
3.	Anurag Goel	Non-Executive, Independent Director	No Change	19/05/2022
4.	Naved Iqbal	Additional Non- Executive Director	Appointment	13/02/2025
5.	Vasantiben Jayantibhai Menat	Non-Executive, Independent Director	No Change	29/09/2023
6.	Sher Bahadur Singh	Chief Financial Officer	No Change	18/05/2022
7.	Navneet Kakkar	Chief Executive Officer	Appointment	13/02/2025
8.	Nitin Patidar	Company Secretary & Compliance Officer	No Change	18/05/2022

11. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

Pursuant to the provisions of sub-section (7) of Section 149 of the Companies Act, 2013, the Company has received individual declarations from all the Independent Directors confirming that they fulfil the criteria of Independence as specified in Section 149(6) of the Companies Act, 2013.

The Independent Director have complied with the Code of Conduct for Independent Directors prescribed in Schedule IV of the Act. In view of the available time limit, those Independent Director who are required to undertake the online proficiency self-assessment test as contemplated under Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014, had committed to perform the test within time limit stipulated under the act. The Company has received declarations from all Independent Directors of the Company confirming that they continue to meet the criteria of Independence as prescribed under Section 149 of the Companies Act 2013.

12. BOARD AND COMMITTEE MEETING:

Number of Board Meetings

The Board of Directors met 5 times during the financial year ended March 31, 2025 in accordance with the provisions of the Companies Act, 2013 and rules made there under. The intervening gap between two Board Meeting was within the period prescribed under the Companies Act, 2013 and as per Secretarial Standard-1. The prescribed quorum was presented for all the Meetings and Directors of the Company actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

13. COMMITTEES OF THE BOARD:

The Company has three committees viz; Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee which has been established as a part of the better Corporate Governance practices and is in compliance with the requirements of the relevant provisions of applicable laws and statutes.

I. Audit Committee:

The Audit Committee of the Company is constituted under the provisions of section 177 of the Companies Act, 2013.

Composition of the Committee as on March 31, 2025:

Sr. No.	Name	Designation
1.	Anurag Goel	Chairman
2.	Vasantiben Jayantibhai Menat	Member
3.	Amit Kumar Singh	Member

All the recommendation made by the Audit Committee in the financial year 2024-25 was approved by the Board.

Further the Committee members met 4 times during the year for conducting the Meeting.

The Audit Committee has been re-constituted by the Board at their meeting held on February 13, 2025.

II. Nomination & Remuneration Committee:

The Nomination & Remuneration Committee of the Company is constituted under the provisions of section 177 of the Companies Act, 2013.

Composition of the Committee as on March 31, 2025:

Sr. No.	Name	Designation
1.	Vasantiben Jayantibhai Menat	Chairman
2.	Anurag Goel	Member
3.	Naved Iqbal	Member

Further the Committee members met 2 time during the year for conducting the Meeting.

The Nomination & Remuneration Committee has been re-constituted by the Board at their meeting held on February 13, 2025.

III. Stakeholder Relationship Committee

The Stakeholder Relationship Committee of the Company is constituted under the provisions of section 177 of the Companies Act, 2013.

Composition of the Committee as on March 31, 2025:

Sr. No.	Name	Designation
1.	Vasantiben Jayantibhai Menat	Chairman
2.	Anurag Goel	Member
3.	Navneet Kakkar	Member

Further the Committee members met 1 time during the year for conducting the Meeting.

The Stakeholder Relationship Committee has been re-constituted by the Board at their meeting held on February 13, 2025.

Shareholders Meeting:

Sr. No.	Particulars of agenda	Type of Meeting	Meeting Date
1	a) Adoption of Audited Standalone Financial Statements; b) Appointment of Mr. Navneet Kakkar (DIN 08329635) as Non-Executive Director, Liable to Retire by Rotation; c) Increase the Remuneration of Mr. Navneet Kakkar, Non-Executive Director of the Company; d) Approval of Charges for Service of Documents on the Shareholders; e) Increase in Authorized Share Capital and Alteration of Capital Clause of Memorandum of Association; f) To Consider and Approve Issue of Equity Shares on Preferential Basis to the Non-Promoter Public Category Investor for Cash; g) To Consider and Approve Issue of Warrants Convertible into Equity Shares on Preferential Basis to the Non-Promoter Public Category Investor for Cash.	AGM	26-09-2024

14. NOMINATION AND REMUNERATION POLICY:

The Company believes that building a diverse and inclusive culture is integral to its success. A diverse Board, among others, will enhance the quality of decisions by utilizing different skills, qualifications, professional experience and knowledge of the Board members necessary for achieving sustainable and balanced development. In terms of SEBI Listing Regulations and Act, the Company has in place Nomination & Remuneration Policy.

The said policy of the Company, inter alia, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of Directors of the Company and persons in the Senior Management of the Company, their remuneration including determination of qualifications, positive attributes, independence of directors and other matters as provided under sub-section (3) of Section 178 of the Act (including any statutory modification(s) or re- enactment(s) thereof for the time being in force). The Policy also lays down broad guidelines for evaluation of performance of Board as a whole, Committees of the Board, individual directors including the chairperson and the Independent Directors. The aforesaid Nomination and Remuneration Policy has been uploaded on the website of your Company www.olatechs.com.

15. CORPORATE GOVERNANCE REPORT:

Since the Company is listed on SME platform of BSE., the provisions of Corporate Governance are not applicable on the Company.

16. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The Board members are provided with necessary documents/ brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices, the website link is www.olatechs.com.

17. ANNUAL EVALUATION:

Pursuant to the provisions of the Companies Act and the SEBI Listing Regulations, a structured questionnaire was prepared for evaluating the performance of Board, its Committees and Individual Director including Independent Directors. The questionnaires were prepared after taking into consideration the various facets related to working of Board, its Committee and roles and responsibilities of Director. The Board and the Nomination and Remuneration Committee reviewed the performance of the Individual Directors including Independent Directors on the basis of the criteria and framework adopted by the Board. Further, the performance of Board as a whole and committees were evaluated by the Board after seeking inputs from all the Directors on the basis of various criteria. The Board of Directors expressed their satisfaction with the evaluation process. In a separate meeting of Independent Directors, the performance of Non-Independent Directors, performance of Board as a whole and performance of the Chairman was evaluated, taking into account the views of the Executive Directors and Non-Executive Directors.

18. CORPORATE SOCIAL RESPONSIBILITY:

Provisions of Corporate Social Responsibility pursuant to the provisions of the Section 135 of the Companies Act, 2013 is not applicable on our Company.

19. VIGIL MECHANISM FOR THE DIRECTORS AND EMPLOYEES:

The Company has established a vigil mechanism, through a Whistle Blower Policy, where Directors and employees can voice their genuine concerns or grievances about any unethical or unacceptable business practice. A whistle-blowing mechanism not only helps the Company in detection of fraud, but is also used as a corporate governance tool leading to prevention and deterrence of misconduct.

It provides direct excess to the employees of the Company to approach the Compliance Officer or the Chairman of the Audit Committee, where necessary. The Company ensures that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment or victimization. The Whistle Blower Policy is disclosed on the website of the Company at www.olatechs.com.

20. RISK MANAGEMENT:

The Board of the Company has evaluated a risk management to monitor the risk management plan for the Company. The Audit Committee has additional oversight in the area of financial risk and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on continuing basis.

21. PARTICULARS OF LOANS, GURANTEES OR INVESTMENTS UNDER SECTION 186:

The details of loans, guarantees or investments covered under Section 186 of the Companies Act, 2013 are given in the Note to the Financial Statements.

22. MATERIAL ORDERS OF JUDICIAL BODIES/ REGULATORS:

No order, whether significant and/or material has been passed by any regulators, courts, tribunals impacting the going concern status and Company's operations in future.

23. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188 OF THE ACT:

All related party transactions that were entered into during the Period under review, were on arm's length basis and in the ordinary course of business. No materially significant related party transactions which required the approval of members, were entered into by the Company during the Period under review. Further, all related party transactions entered by the Company are placed before the Audit Committee for its approval.

The particulars of the contracts or arrangements entered by the Company with related parties as referred to in Section 134(3)(h) read with section 188(1) of the Act and rules framed thereunder, in the **Form No. AOC-2** are annexed and marked as **Annexure-A**.

24. AUDITORS:

STATUTORY AUDITORS

The Shareholders of the Company had appointed M/s. Sachin & Associates, Chartered Accountants, 1st Floor Prem Bazar, Nishatganj, Lucknow, Uttar Pradesh – 226006, India as Statutory Auditors of the Company to hold office till the conclusion of Annual General Meeting to be held in the 2027, in terms of provisions of Section 139 of the Act.

Further the Statutory Auditors have submitted their Report on the Financial Statements for the financial year ended March 31, 2025, which forms part of this Report. Also, there is no qualifications, reservations or adverse remarks made by the M/s. Sachin & Associates, Statutory Auditor of the Company in their Audit Report for the year under review.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed M/s. Nikunj Kanabar & Associates, Practicing Company Secretary, as Secretarial Auditors of the Company for the year under review. The Secretarial Audit report received from the Secretarial Auditors is annexed to this report marked as **Annexure B** and forms part of this report.

INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Act and the Companies (Audit and Auditors) Rules, 2014, the Board of directors of Company has appointed Mr. Vivek Kumar Singh as an Internal Auditor of the Company for F.Y. 2024-25.

AUDITOR'S REPORT AND SECRETARIAL AUDIT REPORT

Statutory Auditor's Report: There are no qualifications, reservations or adverse remarks made by Statutory Auditors in the Auditor's report. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company under subsection (12) of Section 143 of the Companies Act, 2013, during the year under review.

The notes on accounts referred to the Auditors' Report are self-explanatory and therefore, do not call for any further explanation.

Secretarial Auditor's Report: There are no qualifications, reservations or adverse remarks made by Secretarial Auditors in the Secretarial Auditor's report.

25. EXTRACTS OF ANNUAL RETURN

In accordance with Section 92(3) and Section 134(3)(a) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Annual Return as on 31st March, 2025 is available on the Company's website www.olatechs.com.

26. MANAGEMENT DISCUSSION & ANALYSIS REPORTS:

A detailed report on Management Discussion and Analysis (MDA) Report is included in this Report as **Annexure - C**.

27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The provisions of Section 134(3)(m) of the Companies Act, 2013 regarding the conservation of energy, technology absorption, foreign exchange earnings and outgo are not applicable to the Company considering the nature of activities undertaken by the Company during the year under review.

28. STATEMENT PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in this Report as **Annexure D** which forms part of this Report.

29. HUMAN RESOURCES

The relations with the employees and associates continued to remain cordial throughout the year. The Directors of your Company wish to place on record their appreciation for the excellent team spirit and dedication displayed by the employees of the Company.

30. NON-APPLICABILITY OF THE INDIAN ACCOUNTING STANDARDS:

As per provision to regulation Rule 4(1) of the Companies (Indian Accounting Standards) Rules, 2015 notified vide Notification No. G.S.R 111 (E) on 16th February, 2015, Companies whose shares are listed on SME exchange as referred to in Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, are exempted from the compulsory requirements of adoption of IND-AS w.e.f. 1st April, 2017.

31. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

The Company is committed to provide a safe and conducive work environment to its employees. There exist at the group level an Internal Complaint Committee ('ICC') constituted under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The group is strongly opposed to sexual harassment and employees are made aware about the consequences of such acts and about the constitution of ICC. During the year under review, no complaints were filed with the Committee under the provisions of the said Act in relation to the workplace/s of the Company.

32. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS:

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board meetings and Annual General Meetings.

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

33. MAINTENANCE OF COST RECORD:

The provisions relating to maintenance of cost records as specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013, were not applicable to the Company upto March 31, 2025 and accordingly such accounts and records were not required to be maintained.

34. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS:

The Company has in place adequate Internal Financial Controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weakness in the design or operation was observed.

35. GREEN INITIATIVES

In compliance with Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.olatechs.com.

36. INSOLVENCY AND BANKRUPTCY CODE 2016:

No application or proceeding was initiated in respect of the Company in terms of Insolvency and Bankruptcy Code 2016.

37. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Companies Act, 2013 ('the Act'), with respect to Directors Responsibility Statement it is hereby confirmed:

- a) The Financial Statements of the Company - comprising of the Balance Sheet as at March 31, 2025 and the Statement of Profit & Loss for the year ended as on that date, have been prepared on a going concern basis following applicable accounting standards and that no material departures have been made from the same;
- b) Accounting policies selected were applied consistently and the judgments and estimates related to these financial statements have been made on a prudent and reasonable basis, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025, and, of the profits and loss of the Company for the year ended on that date;
- c) Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, to safeguard the assets of the Company and to prevent and detect fraud and other irregularities;
- d) Requisite Internal Financial Controls to be followed by the Company were laid down and that such internal financial controls are adequate and operating effectively; and

- e) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

38. ACKNOWLEDGEMENTS:

Your directors place on Record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your directors also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

**For and on behalf of the Board
Olatech Solutions Limited**

Sd/-

**Amit Kumar Singh
Chairman and Managing Director
DIN - 06582830**

Sd/-

**Navneet Kakkar
Executive Director
DIN - 08329635**

**Place: Navi Mumbai
Date: 25-08-2025**



OLATECH SOLUTIONS

Annexure to the report of the Board of directors

Annexure – A - Board Report (Form AOC-2)

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered during the year ended March 31, 2025, which were not at arm's length basis.

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

There were no material contracts or arrangements or transactions for the year ended March 31, 2025.

Thus, this disclosure is not applicable.

**For and on behalf of the Board
Olatech Solutions Limited**

Sd/-

Sd/-

**Amit Kumar Singh
Chairman and Managing Director**

**Navneet Kakkar
Executive Director**

DIN - 06582830

DIN - 08329635

**Place: Navi Mumbai
Date: 25-08-2025**

Annexure - B
Form No. MR-3

SECRETARIAL AUDIT REPORT OF

OLATECH SOLUTIONS LIMITED
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 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,
OLATECH SOLUTIONS LIMITED
Office No. 310, 3rd Floor, Rupa Solitaire, Millennium Business Park,
Thane-Belapur Road Mahape, Raigarh, Navi Mumbai, Maharashtra, India, 400710

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **OLATECH SOLUTIONS LIMITED (CIN: L42909MH2014PLC251672)** ('hereinafter called the Company') for financial year ended March 31, 2025 (hereinafter referred to as "**the Audit Period**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, 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 and as per the explanations given to us and the representations made by the Management of the Company, we hereby report that in our opinion, the Company had during the Audit Period complied with the statutory provisions listed hereunder and also that the Company had 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 Company for the financial year ended March 31, 2025 according to the applicable provisions of

- I. The Companies Act, 2013 and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, to the extent was applicable to the Company as confirmed by management;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - a. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the audit period);**
- f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the audit period);**
- g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the audit period);**
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the audit period);**
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period);**

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.
- (ii) The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above to the extent applicable.

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 audit period were carried out in compliance with the provisions of the Act.

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that as per the explanations given to us and the representations made by the management and relied upon by us, 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.

We further report that during the audit period the Company has not undertaken events/ actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except the following as mentioned below:

1. Issue of Equity Shares on Preferential Basis:

Company had allotted 1,21,500 Equity Shares of Rs. 10/- each at a price of Rs.181/- (Including premium of Rs. 171/- per share) on preferential basis to non-promoter shareholder in accordance with the Special resolution passed by shareholders in the Annual General Meeting held on Thursday, September 26, 2024.

2. Issue of warrant on Preferential Basis:

Company had allotted 9,74,000 Convertible warrants on preferential basis of Rs. 10/- each at a price of Rs.181/- (Including premium of Rs. 171/- per share) on preferential basis to non-promoter shareholder in accordance with the Special resolution passed by shareholders in the Annual General Meeting held on Thursday, September 26, 2024.

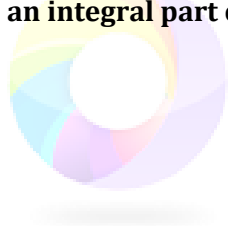
**NIKUNJ KANABAR & ASSOCIATES
COMPANY SECRETARIES**

**DATE: 23-08-2025
PLACE: MUMBAI**

Sd/-

**NIKUNJ KANABAR
PROPRIETOR
M. No. F12357 & CP 27358
UDIN: F012357G001069281**

This report is to be read with our letter of even date which is annexed as 'ANNEXURE I' and forms an integral part of this report.



OLATECH SOLUTIONS

ANNEXURE – I

**To,
The Members,
OLATECH SOLUTIONS LIMITED
Office No. 310, 3rd Floor, Rupa Solitaire, Millennium Business Park,
Thane-Belapur Road Mahape, Raigarh, Navi Mumbai, Maharashtra, India, 400710**

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

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

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

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts and internal Control System of the company.

4. Where ever required, more specifically with respect to the all-other applicable laws, except as stated in Secretarial Audit Report. we have obtained and relied upon 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.

6. 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.

**NIKUNJ KANABAR & ASSOCIATES
COMPANY SECRETARIES**

**DATE: 23-08-2025
PLACE: MUMBAI**

Sd/-

**NIKUNJ KANABAR
PROPRIETOR
M. No. F12357& CP 27358
UDIN: F012357G001069281**

Annexure – C
Management Discussion & Analysis Report

MANAGEMENT DISCUSSION & ANALYSIS REPORT

1. INTRODUCTION:

Our company was originally incorporated as a Private Limited under the name “Ola Traders Private Limited” under the provisions of the Companies Act, 1956 and Certificate of Incorporation was issued by the Registrar of Companies, Maharashtra, Mumbai on January 03, 2014. Subsequently, the name of our Company was changed to “Olatech Solutions Private Limited” vide Shareholders Resolution dated March 07, 2022 with Certificate of Incorporation pursuant to change of name issued as on Registrar of Companies, Maharashtra, Mumbai dated April 11, 2022. Eventually, the status of our Company was changed to Public Limited and the name of our Company was changed to “Olatech Solutions Limited” vide Special Resolution passed by the Shareholders at the Extra-Ordinary General Meeting of our Company held on April 22, 2022. The fresh Certificate of Incorporation consequent to conversion was issued on April 18, 2022 by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is L42909MH2014PLC251672. Further the Company has issued share pursuant to Initial Public Offer (IPO) and listed on SME platform of BSE LTD on 29, August, 2022.

2. INDUSTRY STRUCTURE:

Changing economic and business conditions, rapid technology, innovation and adoption and globalization are creating an increasingly competitive market environment that is driving corporations to transform the manner in which they operate. Companies in this environment are now focusing even more on their business objectives such as revenue growth, profitability and asset efficiency.

3. INVESTMENTS/ DEVELOPMENTS:

We are increasing our reach in the industry by expanding our client base across sectors / verticals. Development of software products aiming at various sectors to improve the depth of our engagement with the industry.

4. OPPORTUNITIES AND THREATS:

Strength:

- Experienced Promoter and a well-trained employee base
- Our solutions are robust, trusted & industry proven.
- We provide a diverse range of software products across varied customer segments.
- Continue to Focus on Providing Customer Centric Services and Offerings.
- Building-up as a Professional Organization & Attracting bright talents to the company.

Opportunities:

- Vast Industrial Presence in both Public and Private Sectors
- Huge demand for Domestic services
- Avail of Low-cost, Skilled Human Resources.
- Proactive government continued thrust on reforms- Further liberalization under process.
- Increasing investment in real assets (Capacity Expanding), Inflow of FDI (Foreign Direct Investment) across Industrial sector.

Threats:

As cybersecurity threats continue to evolve and become more sophisticated, enterprise IT must remain vigilant when it comes to protecting their data and networks. Further there are global and external factors, changes in Information Technology & Security Laws, tax laws, litigation and significant changes in the Global political and economic environment exert tremendous influence on the performance of the company. The Company has laid down procedures to inform Board Members about the risk assessment and minimization procedures.

5. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:

The Company is engaged in the business of Data Centre, Enterprise, Telecom, and IT Software solutions in the OSS – BSS (Operations Support System and Business Support System) segment. It provides software solutions and transformation services (System Integration) to clients and have deployed own software solutions at various institutions in India and other regions also.

6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an effective and reliable internal control system commensurate with the size of its operations. At the same time, it adheres to local statutory requirements for orderly and efficient conduct of business, safeguarding of assets, the detection and prevention of frauds and errors, adequacy and completeness of accounting records and timely preparation of reliable financial information. The efficacy of the internal checks and control systems is validated by self-audits and internal as well as statutory auditors.

7. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Share Capital: During the year under review, the Company has increased Paid-up Share capital of Company as per details mentioned below:

Date of Allotment	Nature of allotment	No. of Securities allotted	Cumulative No. of Securities
October 25, 2024	Preferential Issue	1,21,500	1,21,500
October 25, 2024	Preferential Issue (Warrants)	9,74,000	10,95,500

Reserves and Surplus: The Reserve and Surplus of Company is Rs. 937.88 Lakhs as on period ended on 31st March, 2025.

Total Income: The Company has earned total Income Rs. 2,122.78 Lakhs as on period ended on 31st March, 2025.

8. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

Your Company follows a policy of building strong teams of talented professionals. People remain the most valuable asset of your Company. The Company recognizes people as its most valuable asset and the Company has kept a sharp focus on Employee Engagement. The Company's Human Resources is commensurate with the size, nature and operations of the Company.

9. DETAILS OF KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFOR:

Particulars	Numerator	Denominator	31st March, 2025	31st March, 2024	% Change	Remarks
Current Ratio	Current Assets	Current Liabilities	4.59	5.44	15.71	Below +/- 25%
Debt-Equity Ratio	Total Debt	Shareholders' Equity	0.13	0.06	-115.21	Due to an increase in the CC loan limit from Union Bank and additional term loan taken from Tata Capital Finance. Therefore, Debt-Equity Ratio is on a higher side in Current Year.
Debt Service Coverage Ratio	Earnings Before Interest, tax, Depreciation & Amortisation	Total Principle+ Interest on Borrowing	2.31	8.61	73.12	Due to an increase in the CC loan limit from Union Bank and additional term loan taken from Tata Capital Finance. Therefore, debt service coverage ratio is on a lower side in Current Year.
Return on Equity ratio (%)	Earning After Interest, tax, Depreciation & Amortisation	Average Shareholders' Equity	0.33	0.51	35.10	Due to additional issue of equity shares during the period shareholders fund increased. Therefore, Return on Equity Ratio is on a lower side in Current Year.
Inventory Turnover Ratio	Cost of goods sold	Average Inventory	2.32	4.39	47.29	Materials used in providing the services was lower than usual during the period. Therefore, Inventory Turnover Ratio is on a lower side in Current Year.
Trade Receivable Turnover Ratio	Net credit Sales	Average Trade Receivables	5.66	5.79	2.16	Below +/- 25%
Trade Payable Turnover Ratio	Net Credit Purchase	Average Trade Payables	0.00	8.6	100.00	Below +/- 25%
Net Capital Turnover Ratio	Total Sales	Average Working Capital	1.47	2.22	33.92	Due to an increase in the CC loan limit from Union Bank current liability increased during the year. Therefore, Net Capital Turnover Ratio is on a lower side in Current Year.

Net Profit Ratio (%)	Net Profit	Net sales = Total sales - sales return	0.20	0.20	-0.78	Below +/- 25%
Return on Capital Employed (%)	Earnings before interest and taxes	Capital employed	0.28	0.55	49.73	Due to an increase in the CC loan limit from Union Bank at the year end and issue of shares capital employed increased during the year. Therefore, Return on Capital Employed is on a lower side in Current Year.

10. FORWARD-LOOKING STATEMENT:

Certain statements made in the Management Discussion and Analysis Report relating to the Company's objectives, projections, outlook, expectations, estimates, and others may constitute forward-looking statements within the meaning of applicable laws and regulations. Actual results may differ from such expectations, whether expressed or implied. Several factors could make a significant difference to our operations. These include climatic and economic conditions affecting demand and supply, government regulations and taxation, any epidemic or pandemic, and natural calamities over which we do not have any direct/indirect control.

For and on behalf of the Board
Olatech Solutions Limited

Sd/-

Amit Kumar Singh

Chairman and Managing Director

DIN - 06582830

Place: Navi Mumbai

Date: 25-08-2025

Annexure – D - Board Report

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25:

Sr. No.	Name of the Director / Key Managerial Person (KMP) and Designation	Ratio of remuneration of each Director to median remuneration of employees
1	Amit Kumar Singh	18.24
2	Navneet Kakkar	16.72
3	Nitin Patidar	1.66
4	Anurag Goel	0
6	Sher Bahadur Singh	0
7	Vasantiben Jayantibhai Menat	0.46

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

Median Remuneration of employees has been decreased to 10.88% as compared to previous year.

3. The number of permanent employees on the rolls of Company:

As on March 31, 2025, there were 194 permanent employees on the rolls of the Company.

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

Average percentile salaries of employees, other than the managerial personnel in the last financial year has been increased by 16.75% as compared to increase of salary in the managerial remuneration by 14.55%.

5. It is affirmed that the remuneration paid is as per the remuneration policy of the Company.

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: The information required under this para will be provided on request.

In terms of Section 136 of the Act, the reports and accounts are being sent to the shareholders and others entitled thereto, excluding the said information which will be made available for inspection by the shareholders in electronic mode, up to the date of AGM. Members can inspect the same by sending an email to the Company Secretary in investor@olatechs.com

**For and on behalf of the Board
Olatech Solutions Limited**

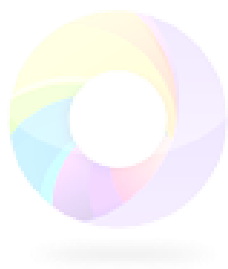
Sd/-

**Amit Kumar Singh
Chairman and Managing Director**

DIN - 06582830

Place: Navi Mumbai

Date: 25-08-2025



OLATECH SOLUTIONS

INDEPENDENT AUDITORS' REPORT

To

OLATECH SOLUTIONS LIMITED

Report on the Audit of the financial statements

Opinion

We have audited the accompanying financial statements of Olatech Solutions Limited, which comprises the Balance Sheet as at March 31, 2025 and the Statement of Profit and Loss and Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021 and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information other than the financial statements and auditor's report thereon

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the financial statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including accounting standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial

controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the financial statements

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under Section 133 of the Act, read with rule 7 of the Companies (Accounting Standards) Rules, 2021;
 - e) On the basis of the written representations received from the directors as on March 31, 2025 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act and;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at March 31, 2025 on its financial position in its financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2025;
 - iii.
 - (a) The Management has represented to us that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented to us that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the

company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- iv. Based on our examination, carried out in accordance with the Implementation Guidance on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (Revised 2025 Edition) issued by the Institute of Chartered Accountants of India, the company has used accounting software for maintaining its books of account, which has a feature of recording audit trail (edit log) facility.
3. As required by The Companies (Amendment) Act, 2017, in our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 of the Act and the rules there under.

For Sachin Associate & Co,

Chartered Accountants

Firm Registration No.: 015090C



FCA.SACHIN KUMAR YADAV

Partner

Membership No. 411062

Place: LUCKNOW

Date: 28th May, 2025

UDIN: 25411062BMIDS08584

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT – 31 MARCH 2025

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of Olatech Solutions Limited for the year ended 31 March, 2025.

- i. In respect of the Company's property, plant and equipment.
 - (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
 - (b) The property, plant and equipment are physically verified in full by the Management during the year, which in our opinion reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - (c) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) included in property, plant and equipment are held in the name of the Company.
 - (d) According to the information and explanations given to us, the company has not revalued its property, plant and equipment or intangible assets or both during the year. Accordingly, provisions of the clause 3(i)(d) of the Order is not applicable to the Company.
 - (e) In accordance with the representations made to us by the management, there have not been any proceedings initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (section 45 of 1988) and rules made thereunder.
- ii.
 - (a) The inventory has been physically verified by the Management during the year. In our opinion, the frequency of such verification is reasonable. According to information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.
 - (b) The Company has been sanctioned working capital limits from Kotak Mahindra Bank on the basis of security of current assets. Monthly statements filed with Kotak Mahindra Banks are in agreement with the books of accounts.
- iii. As informed, Company has not given any loans, secured or unsecured to firms or other parties listed in register maintained under section 189 of the Act. Hence, reporting under clause (iii) (a) to (f) of the order is not applicable.
- iv. In our opinion, and according to the information and explanations given to us, in respect of the loans and investments made, and guarantees and security provided by it, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013.
- v. In our opinion and according to the information and explanations given to us, The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified. Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.
- vi. The Central Government of India has not prescribed the maintenance of cost record under section 148(1) of the Act for or the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company.

vii. In respect of statutory dues:

- (a) According to information and explanation given to us and on the basis of our examination of the records of the company, the Company is generally regular in depositing undisputed statutory dues amount deducted / accrued in the books relating to goods and services tax, provident fund, employees' state insurance, Income-tax, duty of customs, duty of excise, cess and other material statutory dues, to the extent applicable to the Company, with the appropriate authorities.

According to information and explanation given to us, no undisputed amounts payable in respect of goods and services tax, provident fund, employees' state insurance, Income-tax, duty of customs, duty of excise, cess and other material statutory dues, were in arrears as at March 31, 2025 for a period of more than six months from the date they become payable.

- (b) According to the information and explanations given to us, there are no dues of the income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

ix.

- a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
- c) In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis, for the purposes for which they were obtained.
- d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- f) According to the information and explanations given to us and procedures performed by us, we report that the Company has loans during the year on the pledge of securities.

x.

- a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments).
- b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

xi.

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

- b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2021 with the Central Government.
 - c) According to the information and explanations given to us by the management, the whistle blower mechanism under section 177(9) of the Act is not applicable to the Company.
-
- xii. The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
 - xiii. According to the information and explanation given to us, the Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
 - xiv. In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.
 - xv. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Hence, the provisions of clause 3(xv) of the Order is not applicable to the Company.
 - xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, the reporting under Clause 3(xvi)(a), (b) and (c) of the Order is not applicable to the Company.
 - xvii. The Company has not incurred cash losses during the year covered by audit and in the immediately preceding financial year. Hence, the reporting under Clause 3(xvii) of the Order is not applicable to the Company.
 - xviii. There has been no resignation of the statutory auditors of the Company during the year, hence this clause is not applicable.
 - xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
 - xx. The Company has fully spent the required amount towards Corporate Social responsibility (CSR) and there are no unspent CSR amounts for the year requiring a transfer to a fund specified in Schedule VII of the Act or special account in compliance with the provision of sub-section (6) of Section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

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

For Sachin Associate & Co,

Chartered Accountants

Firm Registration No.: 015090C



FCA.SACHIN KUMAR YADAV

Partner

Membership No. 411062

Place: LUCKNOW

Date: 28th May, 2025

UDIN: 25411062BMIDS08584

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT – 31 MARCH 2025

Referred to in paragraph 2 (h) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of Olatech Solutions Limited for the year ended 31 March 2025.

Report on the Internal Financial Controls under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of Olatech Solutions Limited as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management and Board of Director's are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls which were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing as specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting with reference to these financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these financial statements includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, and to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2025, based on the internal control over financial reporting with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For Sachin Associate & Co,

Chartered Accountants

Firm Registration No.: 015090C



FCA.SACHIN KUMAR YADAV

Partner
Membership No. 411062
Place: LUCKNOW
Date: 28th May, 2025
UDIN: 25411062BMIDS08584

OLATECH SOLUTIONS LIMITED CIN: L42909MH2014PLC251672 Office No. 310, 3rd Floor, Rupa Solitaire Millennium BusinessPark, Thane - Belapur Road Mahape, Navi Mumbai - 400710 Statement of Assets & Liabilities as on March 31, 2025			
(₹ In Lakhs)			
Particulars	Note No.	As at 31st March 2025	As at 31st March 2024
EQUITY AND LIABILITIES			
Shareholder's funds			
Share capital	2	445.06	432.90
Reserves and surplus	3	937.88	305.93
Money received against share warrants	4	440.74	-
		1,823.67	738.83
Non-current liabilities			
Long-term borrowings	5	54.58	45.79
		54.58	45.79
Current liabilities			
Short-term borrowings	6	180.91	-
Trade payables	7	-	-
(A) total outstanding dues of micro enterprises and small enterprises; and		-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		1.62	-
Other current liabilities	8	78.68	37.29
Short-term provisions	9	138.85	116.71
		400.05	153.99
TOTAL		2,278.30	938.61
ASSETS			
Non-current assets			
Property,Plant and Equipment and Intangible Assets	10	194.15	14.98
Property,Plant and Equipment		97.80	-
Capital work-in-progress		126.50	56.58
Non-current investments	11	2.60	3.91
Deferred tax assets (net)	12	-	25.41
Long-term loans and advances	13	22.86	-
Other Non Current Asset	14	443.92	100.88
Current assets			
Current investments	15	-	125.00
Inventories	16	242.48	91.54
Trade receivables	17	646.98	381.47
Cash and cash equivalents	18	742.82	95.87
Short-term loans and advances	19	30.35	22.78
Other current assets	20	171.74	121.08
		1,834.38	837.73
TOTAL		2,278.30	938.61
Significant accounting policies	1		
Other notes to accounts	2 - 36		
The accompanying notes are an integral part of the financial statements			
As per our report of even date For, SACHIN & ASSOCIATES Chartered Accountants (FRN: 015090C)		For and on behalf of the Board of Directors Olatech Solutions Limited	
		Amit Kumar Singh Managing Director DIN: 06582830	Navneet Kakkar Director DIN: 08329635
FCA. Sachin Kumar Yadav Partner Membership No.: 411062 Place: Lucknow Date: 28th May 2025 UDIN: 25411062BMIDSO8584		Sher Bahadur Singh Chief Financial Officer	Nitin Patidar Company Secretary

OLATECH SOLUTIONS LIMITED CIN: L42909MH2014PLC251672 Office No. 310, 3rd Floor, Rupa Solitaire Millennium BusinessPark, Thane - Belapur Road Mahape, Navi Mumbai - 400710 Statement of Profit and loss for the year ended 31st March 2025 (₹ In Lakhs)			
Particulars	Note No.	For year ended 31st March 2025	For year Ended 31st March 2024
Revenue			
Revenue from operations	21	2,104.09	1,515.81
Other income	22	18.69	1.51
Total Income		2,122.78	1,517.32
Expenses			
Cost of Material Consumed			
Purchase of stock-in-trade and Cost of Service	23	537.68	292.63
Changes in inventories of finished goods work-in-progress and Stockin-Trade	24	-150.94	-91.54
Employee benefit expenses	25	706.77	454.75
Finance costs	26	19.83	10.11
Depreciation and amortization expenses	10	16.87	9.59
Other expenses	27	441.09	423.73
Total expenses		1,571.30	1,099.27
Profit before exceptional, extraordinary and prior period items and tax		551.48	418.05
Exceptional items		-	
Profit before extraordinary and prior period items and tax		551.48	418.05
Extraordinary items			
Prior period item			
Profit before tax		551.48	418.05
Tax expenses			
Current tax		137.20	116.71
Deferred tax		1.31	-0.40
Excess/short provision relating earlier year tax		-11.13	-
Profit(Loss) for the period		424.10	301.75
Earning per share	28		
Basic		9.68	6.97
Diluted		8.82	6.97
Significant accounting policies	1		
Other notes to accounts	2 - 36		
The accompanying notes are an integral part of the financial statements			
As per our report of even date For, Sachin & Associates Chartered Accountants (FRN: 015090C) FCA. Sachin Kumar Yadav Partner Membership No.: 411062 Place: LUCKNOW Date: 28th May 2025 UDIN: 25411062BMIDSO8584 For and on behalf of the Board of Directors Olatech Solutions Limited Amit Kumar Singh Managing Director DIN: 06582830 Navneet Kakkar Director DIN: 08329635 Sher Bahadur Singh Chief Financial Officer Nitin Patidar Company Secretary			

OLATECH SOLUTIONS LIMITED CIN - L42909MH2014PLC251672 Office No. 310, 3rd Floor, Rupa Solitaire, Millennium Business Park, Thane-Belapur Road, Mahape, Navi Mumbai-400710 Website - www.olatechs.com; Email : info@olatech.com Statement of Cash Flows for the year ended on March 31st, 2025			(₹ In Lakhs)
Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	
Cash flows from Operating Activities			
Profit Before Taxation	551.48	418.78	
Adjustments for:			
Depreciation	16.87	9.59	
Interest Income	(14.21)	(1.51)	
Finance Cost	18.60	10.11	
Net Gain/Loss on Sale of Investments	-	-	
Other Inflow/ (Outflow) of Cash	218.97	(84.15)	
Operating Profit Before Working Capital Changes	791.71	352.82	
Working Capital changes:			
(Increase) / Decrease in Trade Receivables	(73.56)	(239.89)	
(Increase) / Decrease in Short Term Loans & Advances	22.78	(16.14)	
(Increase) / Decrease in Inventories	(150.94)	(59.46)	
(Increase) / Decrease in Other Current Assets	(134.97)	68.05	
(Increase)/Decrease in Other Non Current Assets	-	-	
Increase / (Decrease) in Trade Payables	-	(34.01)	
Increase / (Decrease) in Short Term Provision	-	-	
Increase / (Decrease) in Other Current Liabilities	44.65	29.87	
Cash generated from operations	499.67	101.24	
Payment/Adjustmen on Account of Tax Expenses	(116.70)	(135.14)	
Net Cash Flow from/(used in) Operating Activities:	382.97	(33.89)	
Cash flows from Investing Activities			
Purchase of Property, Plant and Equipment	(196.03)	(4.37)	
Bank Deposits (Placed)/Matured	(772.50)	-	
Purchase/(Sales) of Investments	125.00	(37.73)	
(Increase) / Decrease in Investment	-	-	
(Increase) / Decrease in Long-Term Loans and Advances	-	(14.95)	
Interest Income	14.21	1.51	
Other Inflows/ (Outflow) of Cash	(27.80)	9.93	
Net cash used in Investing Activities	(857.12)	(45.61)	
Cash flows from Financing Activities			
Payment of Finance Cost	(18.60)	(10.11)	
(Increase) / Decrease in Long Term Loans & Advances	-	13.01	
Increase in/(Repayment) of Short term borrowing	180.91	-	
Increase in/(Repayment) of Long term borrowing	8.79	-	
Proceeds from Issue of Share Capital	12.15	198.90	
Proceeds from Issue of Share Warrant	440.74	-	
Other Inflow/(Outflow) of Cash	-	(114.75)	
Net cash used in Financing Activities	623.99	87.05	
Net increase in Cash and Cash Equivalents	149.83	7.55	
Cash and Cash Equivalents at beginning of period	95.87	88.31	
Cash and Cash Equivalents at end of period	245.70	95.87	
Cash & Cash Equivalents at the end of the year consists of Cash on Hand and Balances with Banks are as follows:			
Cash on Hand	5.80	4.40	
Balance With Banks	47.93	91.46	
	53.73	95.87	
The accompanying notes are an integral part of the financial statements. As per our report of even date For SACHIN & ASSOCIATES Chartered Accountants (FRN: 015090C)			For and on behalf of the Board of Directors Olatech Solutions Limited Amit Kumar Singh Managing Director DIN: 06582830 Navneet Kakkar Director DIN: 08329635 Sher Bahadur Singh Chief Financial Officer Nitin Patidar Company Secretary
FCA. SACHIN KUMAR YADAV PARTNER Membership No.: 411062 Place: LUCKNOW Date: 28th May 2025 UDIN:25411062BMDSO8584			

OLATECH SOLUTIONS LIMITED
(CIN: L42909MH2014PLC251672)

NOTE 1: Significant Accounting Policies & Notes to Accounts

1 Corporate information/ Overview

Olatech Solutions Limited is a public limited company, incorporated in the year 2014. Company is engaged in IT, telecom, and enterprise software solutions in the OSS/BSS space—network monitoring (NOC tools), AAA systems, data-center infrastructure management (DCIM), ERP/CRM, cloud services, and digital marketing (SEO, SEM, SMM, AdWords, ORM, web/mobile development, media buying).

2 Significant accounting policies

(i) Basis of accounting and preparation of financial statements

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) including the Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual

(ii) Use of Estimates

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

(iii) Revenue recognition

Expenses and Income considered payable and receivable respectively are accounted for on accrual basis. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

(iv) Property, Plant & Equipment and Depreciation

Property, Plant & Machinery are stated at Cost, net of recoverable taxes, trade discount & rebates less accumulated depreciation & impairment losses, if any. Such Cost includes Purchase Price, Borrowing Cost & any other cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts & adjustments arising from exchange rate variations attributable to the assets.

Depreciation is provided on WDV method by estimating the useful life of the assets at the rates/useful life prescribed in the manner specified in Schedule II of Companies Act, 2013. Management has made separate disclosures for the same. Management has estimates the useful lives for fixed assets as follows:-

Asset Category	Useful Life
Furniture & Fixture	10 Years
Office Equipment	5 Years
Motor Car	8 Years
Computer	3 Years

(v) Provisions and Contingent Liabilities

Provisions: A provision is recognised when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities: A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

(vi) Inventories:

Inventories are valued as follows:

Finished Goods : At Cost or Net Realisable Value whichever is lower

Scrap : At net realizable value

(vii) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(viii) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

(ix) Taxes on income

a. Current Tax:

Current income tax is measured at the amount expected to be paid to taxation authorities in accordance with the Income Tax Act, 1961 enacted in India by using tax rates and the tax laws that are enacted at the reporting date.

b. Deferred Tax:

Deferred income tax reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws those are enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognised for all taxable timing differences. Deferred tax assets are recognised and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

(x) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments.

(xi) Interest & other related Financial Charges

Interest and other related financial charges are recognized as an expense for the period for which they are incurred as specified in Accounting Standard (AS 16) on "Borrowing Costs".

(xii) Foreign Currency Transactions

- Initial Recognition

Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

- Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

- Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting such monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

(xiii) Earnings per share

Basic and diluted earnings per share are calculated by dividing the net profit for the year attributed to equity shareholders by the weighted average number of equity shares outstanding during the year.

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

OLATECH SOLUTIONS LIMITED

CIN: L42909MH2014PLC251672

Notes to Financial statements for the period ended 31st March 2025

Note No. 2: Share Capital

(₹ In Lakhs)

Share capital	As at 31 Mar 2025	As at 31 Mar 2024
Authorised: 60,00,000 Equity Shares of Rs 10 each (Previous year 50,00,000 Equity Shares of Rs 10 each)	600.00	500.00
Issued, Subscribed and Paid up: 44,50,550 Equity shares of Rs 10 each, fully paid)	445.06	432.90
Total Share capital	445.06	432.90

(a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period (No. of Shares not in Lacs)

Particulars	As at 31 Mar 2025		As at 31 Mar 2024	
	Numbers	Amount (₹ In Lakhs)	Numbers	Amount (₹ In Lakhs)
At the beginning of the year	43,29,000	432.90	23,40,000	234.00
Add : Issued during the year	1,21,550	12.16	19,89,000	198.90
Outstanding at the end of the year	44,50,550	445.06	43,29,000	432.90

(b) Tems/Rights attached to Equity Shares

- * The company has only one class of Equity shares having a face value of Rs. 10/- per share.
- * Each holder of Equity shares is entitled to one vote per share and is entitled to dividend that may be declared by the Board of Directors, which is subject to the approval of the shareholders in the Annual General Meeting, except in case of interim dividend.
- * In the event of liquidation of the company, the holders of the equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the numbers of equity shares held by the share holders.

(c) Equity shareholders holding more than 5% of the equity shares along with the number of equity shares held is given below (No. of Shares not in Lacs)

Name of the Shareholder	As at 31st March 2025		As at 31st March 2024	
	Numbers	%	Numbers	%
Amit Kumar singh	21,23,000	47.70%	21,83,000	50.43%
Sher Bahadur Singh	3,03,400	6.82%	3,03,400	7.01%
Navneet Kakkar	3,03,400	6.82%	3,03,400	7.01%

(d) There are no shares reserved for issue under options and contracts/ commitments for the sale of shares/ disinvestments. There are no shares allotted as fully paid up pursuant to contracts without payments being received in cash, or have any of the shares been bought back for a period of 5 years immediately preceeding the date of the Balance Sheet.

(e) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceeding the reporting date. (No. of Shares not in Lacs)

Particulars	As at 31st March 2025	As at 31st March 2024
	(No. of Shares)	(No. of Shares)
Bonus Shares issued in FY 2023-24	19,89,000	19,89,000
Total	19,89,000	19,89,000

(e) Shareholding Of Promoters (No. of Shares not in Lacs)

Name of the Shareholder	As at 31st March 2025		As at 31st March 2024	
	Numbers	%	Numbers	%
Amit Kumar singh	21,23,800	47.72%	21,83,000	50.43%
Sher Bahadur Singh	3,03,400	6.82%	3,03,400	7.01%
Navneet Kakkar	3,03,400	6.82%	3,03,400	7.01%
Amrita Singh	60,680	1.36%	60,680	1.40%
Total	27,91,280	62.72%	28,50,480	65.85%

OLATECH SOLUTIONS LIMITED

CIN: L42909MH2014PLC251672

Notes to Financial statements for the period ended 31st March 2025

Note No. 3: Reserves and surplus

(₹ In Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Securities premium		
Opening Balance	-	84.15
Add: Addition during the year	207.85	-
Less : Deletion during the year	-	84.15
Closing Balance	207.85	-
Surplus		
Opening Balance	305.93	118.93
Add: Profit for the year	424.10	301.75
Less: Bonus	-	-114.75
Closing Balance	730.03	305.93
Balance carried to balance sheet	937.88	305.93

Note No. 4: Money received against share warrants

(₹ In Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Share warrant Money		
Opening Balance		
Add: Addition during the year	440.74	-
Less : Deletion during the year	-	-
Balance carried to balance sheet	440.74	-

Note No. 5: Long-term borrowings

(₹ In Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Secured		
Term Loan - From banks		
HDFC Loan	-	12.59
ICICI Loan	-	7.63
Other Loan and Advances		
- Bank Overdraft	-	25.57
Unsecured Loans		
Tata Capital Loan	54.58	-
Net Amount	54.58	45.79

Note 5.1: Details of Terms of Repayment

a) Tata Capital Loan of Rs. 60 Lakhs at the interest rate of 15% p.a. is repayable in 36 monthly installments upto November 2027. First Installment beginning from November 2024.

OLATECH SOLUTIONS LIMITED

CIN: L42909MH2014PLC251672

Notes to Financial statements for the period ended 31st March 2025

Note No. 6: Short-term borrowings

(₹ In Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Secured Loans:		
Loan from Banks		
- Bank Overdraft	180.91	-
Net Amount	180.91	-

Note 6.1: Security clause

Cash Credit from Union Bank of India secured by office located at Office No 310, 3rd Floor, Rupa Solitaire Premises Co-operative Society Limited, Plot No MBP 2, Sector No 1, Mahape, Navi Mumbai 400710 owned by Company, along with personal guarantee Mr. Amit Kumar Singh, Navneet Kakkar and Sher Bahadur Singh.

Note No. 7: Trade Payables

(₹ In Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Total outstanding dues from Micro enterprise and small enterprise	-	-
Total outstanding dues from creditors other than Micro enterprise and small enterprise	1.62	-
Total	1.62	-

Note No. 8: Other current liabilities

(₹ In Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Sundry creditors for expenses	2.31	1.50
Advance received from Customer	-	1.28
Statutory Liability Payable	76.36	34.16
Rent Payable	-	0.35
Total	78.68	37.29

Note No. 9: Short-term provisions

(₹ In Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Expenses Provision	1.65	-
Current tax provision	137.20	116.71
Total	138.85	116.71

OLATECH SOLUTIONS LIMITED

Notes to Financial statements for the period ended 31st March 2025

Note No. 10: Property, Plant and Equipment and Intangible Assets

(₹ In Lakhs)

Particulars	Gross Block				Depreciation				Net Block	
	As at 01.04.2024	Additions	Deductions	As at 31.03.2025	Upto 01.04.2024	During the year	Deductions during the year	As at 31.03.2025	As at 31.03.2025	As at 31.03.2024
<u>Property, Plant & Equipments</u>										
Office Premises	-	181.81	-	181.81	-	6.09	-	6.09	175.72	-
Furnitures & Fixtures	1.79	0.18	-	1.96	0.64	0.30	-	0.94	1.02	1.14
Motor Vehicles	40.68	-	-	40.68	34.33	1.98	-	36.31	4.36	6.34
Computers and Data processing units	23.19	3.99	-	27.18	16.48	5.24	-	21.71	5.46	6.71
Office Equipment	1.44	0.07	-	1.50	0.65	0.15	-	0.80	0.70	0.78
Total (A)	67.09	186.04	-	253.13	52.10	13.76	-	65.86	187.27	14.98
<u>Intangible Assets</u>										
Software	-	10.00	-	10.00	-	3.11	-	3.11	6.89	-
Total (B)	-	10.00	-	10.00	-	3.11	-	3.11	6.89	-
<u>Intangible Assets under development</u>										
Capital Work in Progress	-	97.80	-	97.80	-	-	-	-	97.80	-
Total (C)	-	97.80	-	97.80	-	-	-	-	97.80	-
Grand Total (A+B+C)	67.09	293.84	-	360.93	52.10	16.87	-	68.97	291.96	14.98
Previous Year Total	62.72	4.37	-	67.09	42.51	9.59	-	52.10	14.98	20.21

Note: 10.1: Capital Work in Progress

(₹ In Lakhs)

Capital Work in Progress	Amount in Capital Work in Progress for period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in Progress	97.80	-	-	-	97.80
Projects temporarily suspended	-	-	-	-	-

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Notes to Financial statements for the period ended 31st March 2025**Note No. 11: Non-current investments**

(₹ In Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Investments in Mutual Funds (Quoted)	-	5.00
Other non-current investments (Unquoted)	1.50	51.58
Investment in Greenkashi Bio Energy Private Limited	125.00	-
Net Investment	126.50	56.58

Disclosure: Olatech Solutions Limited has invested Rs. 1,25,00,000 in Greenkashi Bio Energy Private Limited amounting to 5,00,000 shares of Rs. 25 each.

Note No. 12: Deferred Tax

(₹ In Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Deferred tax assets		
Deffered tax Asset	2.60	3.91
Net deferred tax assets	2.60	3.91

Note No. 13: Long Term Loans and advances

(₹ In Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Loans and advances to related parties		
Secured, considered good	-	10.23
Other loans and advances		
Secured, considered good (Head)	-	15.18
Total	-	25.41

Note No. 14: OTHER NON-CURRENT ASSETS

(₹ In Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
(Unsecured, Considered Good)		
Deposits	22.86	-
Total	22.86	-

Note No. 15: Current Investments

(₹ In Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Investments in Mutual Funds (Quoted)	-	-
Other non-current investments (Unquoted)	-	-
Investment in Greenkashi Bio Energy Private Limited	-	125.00
Net Investment	-	125.00

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Notes to Financial statements for the period ended 31st March 2025

Note No. 16: Inventories

(₹ In Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Finished Goods (Valued at cost or NRV whichever is lower)	242.48	91.54
Total	242.48	91.54

Note No. 17: Trade receivables

(₹ In Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
A. Trade receivables outstanding for a period exceeding six months Unsecured & considered good	85.89	63.67
B. Other receivables Unsecured & considered good	561.10	317.80
Total	646.98	381.47

Note No. 18: Cash and cash equivalents

(₹ In Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Balance with banks In Current account	47.93	91.46
Cash in hand	5.80	4.40
Other Bank Balances Fixed Deposit with Bank (Matured within 12 months)	689.09	-
Total	742.82	95.87

Note No. 19: Short Term Loans and advances

(₹ In Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Loan to Employees	30.35	22.78
Total	30.35	22.78

Note No. 20: Other current assets

(₹ In Lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Balance with Revenue Authority	137.95	93.80
Accrued FD Interest	13.49	3.18
Advance Given	0.39	2.30
Prepaid Expenses	19.91	-
Salary payable	-	5.91
Work-in-progress	-	0.19
DD Received Charges	-	1.30
Advance to Creditors	-	14.40
Total	171.74	121.08

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Notes to Financial statements for the period ended 31st March 2025**Note No. 21: Revenue from operations**

(₹ In Lakhs)

Particulars	For year ended 31st March 2025	For year Ended 31st March 2024
Sale of services	1,867.17	1,515.81
Sale of Goods	236.92	-
Net revenue from operations	2,104.09	1,515.81

Note No. 22: Other income

(₹ In Lakhs)

Particulars	For year ended 31st March 2025	For year Ended 31st March 2024
Interest on Fixed Deposits	14.22	1.51
Gain on Sale of Investment	4.47	-
Other non-operating income	-	0.00
Total	18.69	1.51

Note No. 23: Purchase of Stock-in-trade and Cost of Service

(₹ In Lakhs)

Particulars	For year ended 31st March 2025	For year Ended 31st March 2024
Purchase of Materials	330.79	211.43
Add: Direct Expenses (21.1)	206.90	81.19
Total	537.68	292.63

Note No. 23.1: Direct Expenses

(₹ In Lakhs)

Particulars	For year ended 31st March 2025	For year Ended 31st March 2024
Import and Incidental Expenses	0.80	-
Transport Charges	0.41	-
AMC Service Expenses	189.17	81.19
Site Engineer Expenses	16.52	-
Total	206.90	81.19

Note 24: Changes in inventories of finished goods work-in-progress and Stockin-Trade

(₹ In Lakhs)

Particulars	For year ended 31st March 2025	For year Ended 31st March 2024
Opening Stock	91.54	-
Less: Closing Stock	242.48	91.54
Total	-150.94	-91.54

Note No. 25 Employee benefit expenses

(₹ In Lakhs)

Particulars	For year ended 31st March 2025	For year Ended 31st March 2024
Salaries and Wages	619.77	400.01
Directors Remuneration	45.54	35.64
Contribution to Provident Fund and other funds	35.62	18.49
Staff welfare Expenses	5.84	0.60
Total	706.77	454.75

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Notes to Financial statements for the period ended 31st March 2025**Note No. 26 Finance costs**

(₹ In Lakhs)

Particulars	For year ended 31st March 2025	For year Ended 31st March 2024
Interest on Term loan	5.97	4.40
Interest on Overdraft	11.84	-
Loan Processing Charges	2.02	5.70
Total	19.83	10.11

Note No. 9 Depreciation and amortization expenses

(₹ In Lakhs)

Particulars	For year ended 31st March 2025	For year Ended 31st March 2024
Depreciation and amortization expenses	16.87	9.59
Total	16.87	9.59

Note No. 27 Other expenses

(₹ In Lakhs)

Particulars	For year ended 31st March 2025	For year Ended 31st March 2024
Audit Fees (Refer Note 27.1)	0.50	0.50
Bank charges	1.52	0.08
Rent Expenses	46.25	33.95
Travelling Expenses	30.61	3.59
Miscellaneous & Other Expenses	15.90	45.41
Insurance expenses	2.08	5.00
Repair & Maintenance	29.06	2.50
Power & Fuel	5.46	2.95
Advertising & Marketing Expenses	6.37	17.89
Rate & Taxes	2.89	4.69
Food & Beverage Expenses	8.64	-
Office Expenses	7.25	2.41
Hotel booking and Lodging	4.45	-
Postage & Courier	8.76	-
Foreign Currency Exchange Profit/Loss	0.07	-
Consultancy & Professional Fees	166.77	143.59
Software Development Expenses	63.28	91.26
Communication and Data Charges	1.23	0.79
Recruitment Expenses	2.41	0.81
Commission & Brokerage	1.16	-
Campaigning Expenses	36.43	37.40
Reimbursement of Expenses	-	30.91
Total	441.09	423.73

Note No. 27.1 Payment to Auditors

(₹ In Lakhs)

Particulars	For year ended 31st March 2025	For year Ended 31st March 2024
Audit Fees	0.50	0.50

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Notes to Financial statements for the period ended 31st March 2025**Note No. 28 Earnings Per Share**

(₹ In Lakhs)

Particulars	For year ended 31st March 2025	For year Ended 31st March 2024
Profit After Tax	424.10	301.75
Number of outstanding equity shares at the beginning of the year	43.29	23.40
Equity Shares allotted during the year	1.22	19.89
Number of shares outstanding at the year end	44.51	43.29
Weighted Average Number of shares Outstanding	43.82	43.29
Basic profit per equity share in rupees of face value of INR 10 (Not in Lacs)	9.68	6.97
Diluted profit per equity share in rupees of face value of INR 10 (Not in Lacs)	8.82	6.97

OLATECH SOLUTIONS LTD

Notes to financial statements for the year ended March 31, 2025

Note 29: Related party disclosure as required by Accounting standard (AS)-18 "Related Party Disclosures"

i) Related parties with whom transactions have taken place during the year

Key Management Personnel

Mr. Amit Singh (Managing Director)
Mr. Navneet Kakkar (Director)
Mr. Sher Bahadur Singh (CFO)

Relative of Key Management Personnel

Mrs. Meera Singh
Mrs. Cindrella Kakkar
Mrs. Amrita Singh

Enterprises owned or significantly influenced by Key Management personnel or their relatives

Zumra Infra Services Private Limited
Web Mastro

ii) Related party transactions and outstanding balances

The following table provides the total amount of transactions that have been entered into with the related parties for the relevant financial year and the outstanding balances as at March 31, 2025 and March 31, 2024:

(₹ In Lakhs)

Particulars	Year ended/ As at	Director Remuneration	Salary/Professional Fees Paid to Related Party	Sales to Related Party	Purchase from Related Party	Amount receivable from related parties	Amount payable to related parties
Key Management Personnel							
Mr. Amit Singh	31st March 2025	23.76	-	-	-	-	-
	31st March 2024	23.76	-	-	-	-	-
Mr. Navneet Kakkar	31st March 2025	21.78	-	-	-	-	-
	31st March 2024	11.88	-	-	-	-	-
Mr. Sher Bahadur Singh	31st March 2025	-	4.20	-	-	-	-
	31st March 2024	-	4.20	-	-	-	-
Relative of Key managerial Personnel							
Mrs. Meera Singh	31st March 2025	-	1.50	-	-	-	-
	31st March 2024	-	-	-	-	-	-
Mrs. Cindrella Kakkar	31st March 2025	-	2.25	-	-	-	-
	31st March 2024	-	2.05	-	-	-	-
Mrs. Amrita Singh	31st March 2025	-	2.25	-	-	-	-
	31st March 2024	-	2.05	-	-	-	-
Employee Concern							
Zumra Infra Services Private Limited	31st March 2025	-	-	-	-	-	-
	31st March 2024	-	-	-	-	-	-
Web Mastro	31st March 2025	-	-	-	-	0.13	-
	31st March 2024	-	-	-	15.21	0.13	-

Note

Related party relationships as per Accounting Standard 18 have been identified by the Management. The sale of services to and cost of services from related parties are in the ordinary course of business and are on terms equivalent to those that prevail in arm's length transactions.

OLATECH SOLUTIONS LIMITED
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OTHER NOTES TO ACCOUNTS

- 30 Previous Year Figure have been regrouped and rearranged wherever necessary to make them comparable with current year figure
- 31 Loans and Advances are considered good in respect of which company does not hold any security other than the personal guarantee of person
- 32 No provision for retirement benefits has been made, in view of accounting policy No. 11. The impact of the same on Profit & Loss is not determined
- 33 Additional Regulatory Information/disclosures as required by General Instructions to Schedule III to the Companies Act, 2013 are furnished to the extent applicable to the Company

34 Foreign Currency earnings and outgo (on accrual basis) (₹ In Lakhs)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
CIF Value of Imports	0.29	-
Total	0.29	-

- 35 The Balance sheet, Statement of profit and loss, Statement of significant accounting policies and the other explanatory notes form an

As per report of even date
For SACHIN & ASSOCIATES
Chartered Accountants
Firm Registration Number: 015090C

For and on behalf of the Board of Directors
Olatech Solutions Limited

Amit Kumar Singh Managing Director DIN: 06582830	Navneet Kakkar Director DIN: 08329635
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Sachin Kumar Yadav
PARTNER
Membership No.: 411062
Place: Lucknow
Date: 28th May 2025
UDIN: 25411062BMIDSO8584

Sher Bahadur Singh Chief Financial Officer	Nitin Patidar Company Secretary
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OLATECH SOLUTIONS LIMITED						
Notes to financial statements for the year ended March 31, 2025						
Note 36: Ratio analysis and its elements						
Particulars	Numerator	Denominator	As at 31st March 2025	As at 31st March 2024	% Change	Reasons
Current Ratio	Current Assets	Current Liabilities	4.59	5.44	15.71%	Below +/- 25%
Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.13	0.06	-115.21%	Due to an increase in the CC loan limit from Union Bank and additional term loan taken from Tata Capital Finance. Therefore, Debt-Equity Ratio is on a higher side in Current Year.
Debt Service Coverage Ratio	Earning Before Interest, tax, Depreciation & Amortisation	Total principal + Interest on Borrowings	2.31	8.61	73.12%	Due to an increase in the CC loan limit from Union Bank and additional term loan taken from Tata Capital Finance. Therefore, debt service coverage ratio is on a lower side in Current Year.
Return On Equity Ratio	Earning After Interest, tax, Depreciation & Amortisation	Average Shareholder's Equity	0.33	0.51	35.10%	Due to additional issue of equity shares during the period shareholders fund increased. Therefore, Return On Equity Ratio is on a lower side in Current Year.
Inventory Turnover Ratio	Cost of goods sold	Average Inventory	2.32	4.39	47.29%	Materials used in providing the services was lower than usual during the period. Therefore, Inventory Turnover Ratio is on a lower side in Current Year.
Trade Receivables Turnover Ratio	Net Credit Sales	Average Trade Receivable	5.66	5.79	2.16%	Below +/- 25%
Trade Payables Turnover Ratio	Net credit purchases	Average Trade Payables	0.00	8.60	100.00%	Below +/- 25%
Net Capital Turnover Ratio	Net sales	Working capital = Current assets – Current liabilities	1.47	2.22	33.92%	Due to an increase in the CC loan limit from Union Bank current liability increased during the year. Therefore, Net Capital Turnover Ratio is on a lower side in Current Year.
Net Profit Ratio	Net Profit	Net sales	0.20	0.20	-0.78%	Below +/- 25%
Return on Capital Employed	Earnings before interest and taxes	Capital Employed	0.28	0.55	49.73%	Due to an increase in the CC loan limit from Union Bank at the year end and issue of shares capital employed increased during the year. Therefore, Return on Capital Employed is on a lower side in Current Year.