



To,
The Manager
Listing Department,
National Stock Exchange Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051

Scrip Code: DELAPLEX

Subject: Submission of Annual Report.

Dear Sir/Madam,

Pursuant to Regulation 34 (1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are submitting herewith the Annual Report of Company for the Financial Year 2024-25, including Notice convening 21st Annual General Meeting of members of the company scheduled to be held on Saturday, 30th August 2025 at 12:30 P.M. at #4A, SKSS Layout, Hazari Pahad Ring Road, Nagpur- 440013 (MH) India, which was sent in electronic mode to the Members. The Annual Report for the financial year 2024-25 is also available at the Company's website <https://delaplex.in>.

For your information and record. Kindly acknowledge and oblige.

Thanking you,

Yours faithfully

For DELAPLEX LIMITED

CS Manishraj Bhatt

Company Secretary cum Compliance Officer

Mem No: A63754



2025

ANNUAL REPORT

DELAPLEX LIMITED

976 666 0249

compliance@delaplex.com

#554/31, Utkarsh Nagar, Katol
Road, Nagpur 440013 (MH)
India



CHAIRMAN'S MESSAGE

Dear Stakeholders,

It is with immense pleasure that I present to you the Annual Report for the financial year 2024-25. This year marks our second financial year as a listed entity on the NSE Emerge platform. The journey of Delaplex Limited continues to be remarkable as we build upon the strong foundation laid since our successful listing on February 2, 2024.

Geographical Expansion and strategic acquisitions

The year 2024-25 has been a period of strategic progress and consolidation for our company. I am pleased to share that we have made significant strides in expanding our global footprint. We have incorporated a wholly owned foreign subsidiary, Delaplex Software Limited, in the United Kingdom. Through this subsidiary, we successfully acquired Blueberry Systems Limited (UK), which strengthens our presence in the European market and aligns with our long-term vision of becoming a truly global technology solutions provider.

This acquisition not only enhances our capabilities in delivering value-driven solutions but also provides us a platform to access new clients, technologies, and growth opportunities in the region. In addition, we recently acquired Celestia Crew Consultancy, a Bengaluru-based WFM & HRMS consulting firm, which is already contributing to revenue generation. This strategic acquisition further diversifies our offerings and supports our growth trajectory.

Financial Performance

In FY25, our consolidated revenue reached ₹701 million, with EBITDA and PAT standing at ₹160 million and ₹121 million, respectively. These figures reflect the positive impact of our strategic acquisitions, the establishment of our new consulting division in Hyderabad, and the addition of BSNL as our system integrator. Our financial performance underscores the effectiveness of our growth strategy and operational efficiency.



Mr. Nitin Sachdeva

**Chairman cum
Managing Director
Delaplex Limited
& President Delaplex Inc.**

Digital Innovation and Technology Partnerships

Delaplex remains committed to staying ahead of the technology curve. We continue to upskill and cross-skill our associates in emerging technologies such as AI and machine learning. Our new partnerships with industry leaders like Zoho and Verint further reinforce our position as a technology-driven solutions provider.

We are particularly pleased to have BSNL as our system integrator, with several projects currently underway across key verticals. These partnerships are helping us drive innovation and deliver superior value to our clients.

Talent Development and Workforce Growth:

Our people remain our greatest asset, and we continue to invest in their development through comprehensive training programs and leadership development initiatives. We are also heavily focused on promoting AI/ML certifications and skill development across our teams. Over the past year, we have grown to a family of 350+ Associate, and their dedication and expertise continue to drive the company's success.

Growth Strategy

Our performance during the year reflects our continued focus on innovation, operational excellence, and customer-centricity. We have deepened our engagements in the US markets, worked towards expanding in the EMEA region, and made notable progress in cost optimization and talent alignment. Our teams have remained steadfast in their efforts to deliver AI and machine learning leveraged solutions, ensuring that we stay ahead of evolving industry trends.

Our commitment to inorganic growth, as demonstrated through the UK acquisition, complements our investments in Supply Chain, Development Centers of Excellence (CoEs), and technology platforms. These initiatives are designed to future-proof our business and create sustainable value for all stakeholders.

Outlook

Looking ahead, our roadmap includes:

- ❖ Strengthening our foothold in Europe, MENA, and the US markets
- ❖ Accelerating development of AI-enabled products and solutions

- ❖ Driving synergy and value creation through the integration of Blueberry Company (UK)
- ❖ Enhancing shareholder value through sustained growth and operational excellence

On behalf of the Board of Directors, I extend my heartfelt gratitude to all our shareholders for your continued trust and confidence. Your support has been invaluable as we pursue our vision of creating a global, innovation-led technology enterprise. I would also like to thank our clients, partners, employees, and associates for their dedication, commitment, and contribution to our success.

As we move into FY 2025-26, we do so with optimism and determination. We are confident that Delaplex Limited will continue to thrive, deliver on its promises, and unlock new avenues for growth and value creation.

Thank you for your continued support and trust.

Mr. Nitin Sachdeva

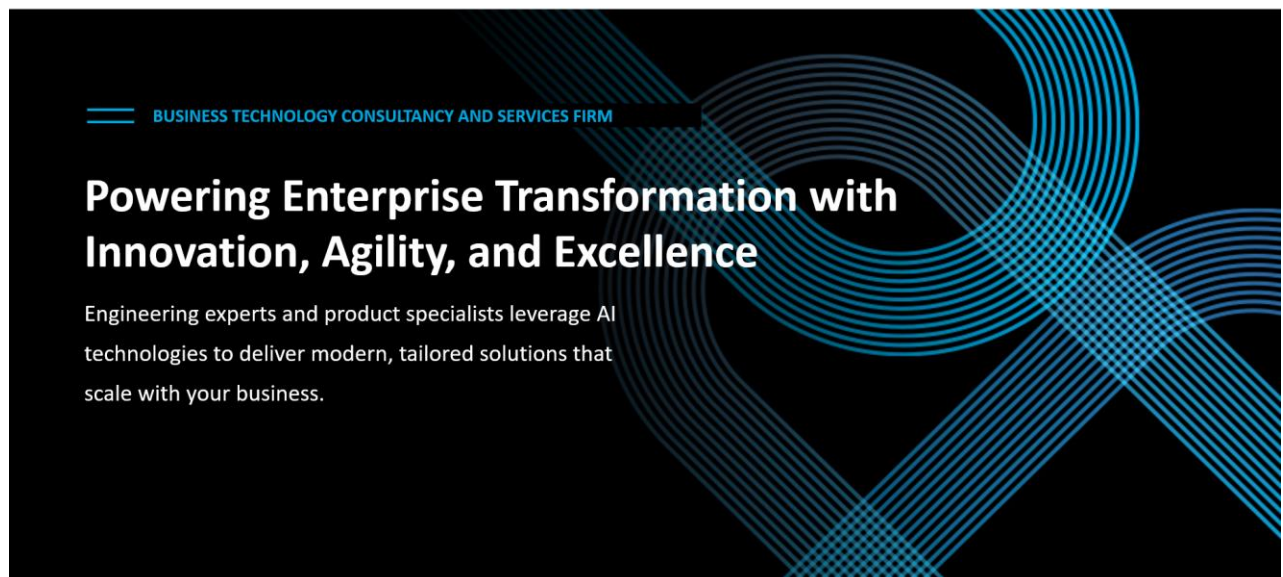
Sd/-

*Chairman cum Managing Director
Delaplex Limited & President Delaplex Inc.*

Company Profile



Empowering Tomorrow, Today.



BUSINESS TECHNOLOGY CONSULTANCY AND SERVICES FIRM

VISION

To be a catalyst for growth, delivering transformative value through our niche expertise, including Supply Chain, IT Consulting, and Software Development, to help businesses stay agile, competitive, and future-ready.

MISSION

To deliver intelligent, scalable solutions through flexible collaboration models that enhance capability, accelerate outcomes, and create lasting impact.



ABOUT US

Helping businesses achieve lasting success.

About our company.

16 Years Technology Expertise 	Headquarters: Atlanta, GA Europe: London, UK Dev Centers: Bangalore, Pune, Hyderabad, & Nagpur 	Growth: Constant CAGR since 2014 NSE IPO: Feb 2024 	Proven Technology Partnerships & Domain Expertise  Partner Advantage   Partner  Partner 
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About our people.

High Employee Satisfaction & Retention  Associates across USA, UK and India	Highly Skilled Experienced Workforce  Experts in Technology, Project Management, Business, Advisory & Consulting	Flexible & Adaptive Multi Shore Delivery Model 	Certified, Compliant, Best Practices & Standards 	High Customer Satisfaction 	Wide range of Services & High Customer Retention 
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ABOUT US

Company Overview

400+
Team Members

38+
Unique Skill Sets

95%
Bachelor's Degree +

16+
Years of Service

82%
5+ Years Experience

10
Global Locations

Global Presence: 4 Continents

Overlapping Time Zones Ensure:

- Efficient Communication
- Improved Visibility
- Seamless Collaboration

Customized plans fit your changing needs.

Onshore Working Hours from India

- Overlapping Hours: Up to 4 PM ET

Nearshore Working Hours

- Full Time Resource: US business hours
- PT Project Manager: US business hours

Offshore Working Hours

- Up to 11:30 AM ET
- 8 hours M-F



Empowering Tomorrow, Today. | 5



ABOUT US

Global Enterprise Clients

Delivering Value and Innovation for Industry Leaders

Technology and Consulting:

- Global IT consulting firms and enterprise solution providers.
- Industry leaders in business transformation and innovation.

Retail and Consumer Goods:

- The largest specialty retailer in the U.S.
- Top grocery chains and convenience store operators.

Energy and Logistics:

- Global leaders in energy and supply chain logistics.
- Proactive innovators in workforce management solutions.

Enterprise Software and SaaS:

- Trailblazers in enterprise SaaS platforms for workforce and retail management.
- Next-generation startups revolutionizing enterprise systems.



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SERVICES

**Commitment to delivering excellence
and measurable value.**

Business Technology Services



Digital Transformation

Modernize your business with AI, ML, data analytics, cloud, and automation.



IT Consulting & Services

Deliver secure, scalable, and high-performance solutions.



Supply Chain Management

Optimize logistics with real-time data, automation, and efficiency.



Testing Services

Ensure product quality and reliability with our full range of testing services.



People & Performance Management

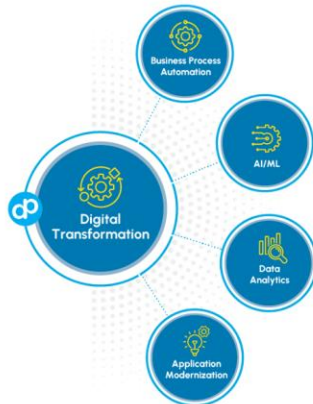
Drive efficiency with optimized and agile talent management solutions.

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SERVICES : DIGITAL TRANSFORMATION

**Simplify operational processes and
accelerate innovation.**



Transform with Purpose and Passion

We help organizations navigate the digital landscape with cutting-edge solutions that modernize operations, enhance efficiency, and drive growth.

From modernizing legacy systems and automating business processes to harnessing AI and data analytics, we align our services with your strategic goals, ensuring scalability, resilience, and a competitive edge.

Benefits

- Expert-Led Innovation
- AI-Powered Acceleration
- Data-Driven Insights
- Improved Customer Experience

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SERVICES : IT CONSULTING & SERVICES

Strategic IT consulting for a smarter business future



Empower Growth with Precision and Insight

At the forefront of technology and innovation, we deliver high-performance business consulting and services that optimize infrastructure, enhance application development, and ensure seamless cloud adoption.

Our comprehensive services are designed to optimize processes, drive efficiency, and propel your business toward unparalleled success.

Benefits

- Enhanced Operational Efficiency
- Scalable Digital Solutions
- Seamless Cloud Adoption
- Future-Ready Infrastructure

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SERVICES : TESTING

Accelerate technical delivery with advanced testing



Advanced Automation and Innovative Testing Solutions

With comprehensive capabilities, our experts integrate and build robust testing frameworks that address your specific requirements and delivers quality outcomes.

Employing the latest advanced automation tools, we deliver innovative, consumption-driven testing solutions, making your enterprise technology landscape future-ready.

Benefits

- Comprehensive Test Coverage
- Advanced Automation Tools
- Seamless Performance Validation
- Scalable Testing Solutions

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SERVICES : SUPPLY CHAIN MANAGEMENT

Intelligent SCM solutions for a hyperconnected world



Optimize Supply Chains for Smarter Operations

Empowering companies to transform their supply chains with intelligent, tailored solutions designed to enhance efficiency, reduce costs, and improve customer satisfaction.

From warehouse management and workforce optimization to logistics and distribution, we seamlessly align our services with your business goals, ensuring agility, accuracy, and scalability.

Benefits

- End-to-End Integration & Optimization
- Streamlined Warehouse Operations
- Cost Reduction Strategies
- Improved Workforce Productivity

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SERVICES : PEOPLE AND PERFORMANCE MANAGEMENT

Build high-performance teams for lasting impact



Build a Responsive, Results-Driven Workforce

Enabling companies to optimize workforce potential through comprehensive solutions that span Knowledge Management, Change Management, and Staffing Augmentation.

Whether you're scaling operations, navigating change, or bridging talent gaps, we bring the right expertise, frameworks, and digital enablers to future-proof your workforce.

Benefits

- Faster Time-to-Productivity
- Streamlined Talent Acquisition
- Optimized Workforce Alignment
- Sustained Organizational Growth

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ENTERPRISE CENTERS OF EXCELLENCE

Highly specialized resource and knowledge hubs

Key Focus Areas

- **Optimized Support & Maintenance:** Extend product lifecycle, reduce downtime, and cut costs.
- **AI-Powered Help Desk Management:** Reduce resolution times, improve efficiency, and lower support costs.
- **Outcome-Based Engagements:** Pay-upon-success & profit-sharing models aligned with business goals.
- **Faster Go-To-Market:** Accelerate innovation while ensuring operational stability.
- **Proven Enterprise Success:** Industry expertise with Planview and other enterprise-grade solutions.



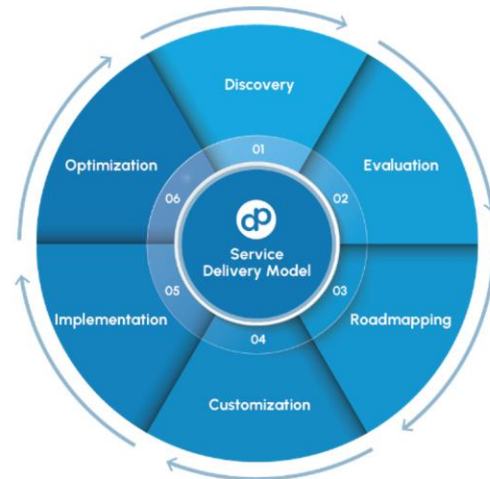
Empowering Tomorrow, Today. | 13



ABOUT US

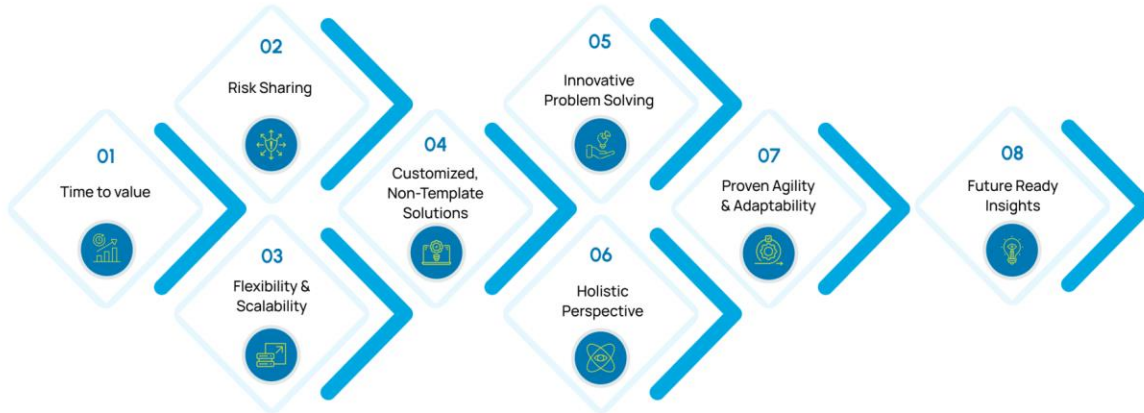
Delaplex Service Delivery Model

- **Discovery:** Gain a deep understanding of the client's business, operations, and challenges to lay the groundwork for effective solutions.
- **Evaluation:** Identify and prioritize key business pain points to focus on the most impactful areas for improvement.
- **Roadmapping:** Develop a strategic plan with tailored solutions that align with the client's objectives and vision.
- **Customization:** Refine solutions based on client needs and present a clear, actionable roadmap for success.
- **Implementation:** Seamlessly execute the plan with efficiency, delivering measurable and impactful results.
- **Optimization:** Track performance and make adjustments for continuous improvement and sustained success.



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Why Choose Delaplex



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Thank You

BOARD OF DIRECTORS:



Mr. Nitin Sachdeva
(Managing Director)



Mrs. Preeti Nitin Sachdeva
(Whole-Time Director)



Mr. Manish Sachdeva
(Non-Executive Director)



Mr. Himanshu Bajaj
(Independent Director)



Mr. Manish Pande
(Independent Director)

KEY MANAGERIAL PERSONS:



Dr. Rizwan Ahmed
(Chief Technology Officer)



CA Deepak Jajoo
(Chief Financial Officer)



CS Manishraj Bhatt
(Company Secretary)

COMMITTEES:

AUDIT COMMITTEE:

Mr. Manish Tarachand Pande

(Chairman)

Mr. Himanshu Vishwambarlal Bajaj

(Member)

Mr. Nitin Sachdeva

(Member)

NOMINATION & REMUNERATION COMMITTEE:

Mr. Himanshu Vishwambarlal Bajaj

(Chairman)

Mr. Manish Tarachand Pande

(Member)

Mr. Manish Iqbalchand Sachdeva

(Member)

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Mr. Himanshu Vishwambarlal Bajaj

(Chairman)

Mr. Manish Iqbalchand Sachdeva

(Member)

Mr. Nitin Sachdeva

(Member)

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Mr. Nitin Sachdeva

(Chairman)

Mr. Manish Iqbalchand Sachdeva

(Member)

Mr. Manish Tarachand Pande

(Member)

AUDITORS AND CONSULTANTS:

STATUTORY AUDITOR:

M/s Jodh Joshi & Co, Chartered Accountants

1st Floor, J.P. House, Ravi Nagar Square,
Amravati Road, Nagpur – 440010.

SECRETARIAL AUDITOR & CORPORATE CONSULTANT:

M/s Avinash Gandhewar & Associates

Practicing Company Secretaries

Jagat Housing Society, Sundaram Apartments, Flat No: C-104,
Near Wonderland School, Opp. ICAD, Byramji Town,
Nagpur- 440013.

REGISTRAR AND SHARE TRANSFER AGENT:

Bigshare Services Private Limited

Office No S6-2, 6th floor Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai, India-400093.

GENERAL SHAREHOLDER'S INFORMATION:

Annual General Meeting	21 st Annual General Meeting of Delaplex Limited
Date	Saturday, 30 th August 2025
Time	12:30 P.M.
Venue	#4A, SKSS Layout, Hazari Pahad Ring Road, Nagpur 440 013 (MH) India
Financial Year Reported	01 st April 2024 to 31 st March 2025.
Cut-Off date	Saturday, 23 th August, 2025
Book Closure	From Sunday, 24 th August, 2025 to Saturday 30 th August, 2025
E-Voting period	e-voting shall commence on From Wednesday 27 th August 2025 from 9.00 A.M. to Friday 29 th August 2025 till 5.00 P.M.
NSE Symbol	DELAPLEX
ISIN	INE0SK801018
CIN	L72900MH2004PLC144498

MEANS OF COMMUNICATION TO SHAREHOLDERS:

Effective communication of information is an essential component of Corporate Governance. It is a process of sharing information, thoughts, ideas and plans of all stakeholders which promotes management shareholders relations. The Company regularly interacts with shareholders through multiple channels of communication such as results, announcements, annual report, media releases, and company's website.

NOTICE

Notice is hereby given that 21st Annual General Meeting of the members of Delaplex Limited will be held on Saturday, 30th August 2025 at 12.30 P.M. at #4A, SKSS Layout, Hazari Pahad Ring Road, Nagpur 440 013 (MH) India to consider the following business:

ORDINARY BUSINESS:

ITEM NO. 1 - Adoption of Standalone and Consolidated Audited Financial Statements

To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet for the year ended 31st March, 2025, the Statement of Profit and Loss for the year ended as on the said date, the Directors' Report and the Auditors' Report thereon.

ITEM NO.2 - Re-appointment of a Director

To re-appoint Mr. Nitin Sachdeva, Managing Director (DIN: 01627153) who retires by rotation and being eligible, offers himself for re-appointment.

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

“RESOLVED THAT Mr. Nitin Sachdeva, Managing Director (DIN: 01627153), who retire by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Managing Director of the Company whose office shall be liable to retirement by rotation”.

SPECIAL BUSINESS:

3. To approve existing as well as new material related party transactions with Delaplex INC, United States:

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or reenactment (s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Shareholders of the Company be and is hereby accorded to the Company to enter/continue to enter into and/or continue with existing and new material related party transaction(s), contract(s), arrangement(s) or agreement(s), whether entered individually or in aggregate or as part of a series, with Delaplex INC, United States, related party falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during the financial year ending on March 31, 2026 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm’s length basis.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be

required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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

4. To approve existing as well as new material related party transactions with its wholly owned foreign subsidiary Delaplex Software Limited, United Kingdom:

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, the applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder, other applicable laws including any amendments, modifications or re-enactments thereof from time to time, the Company’s Policy on Related Party Transactions, and subject to such approvals, consents, and permissions as may be required, the approval of the shareholders of the Company be and is hereby accorded to enter into and/or continue with existing and new material related party transaction(s), contract(s), arrangement(s) or agreement(s), whether entered individually or in aggregate or as part of a series, with Delaplex Software Limited, United Kingdom, a wholly owned foreign subsidiary and a related party as per Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during the financial year ending March 31, 2026, on such material terms and conditions as specified in the Explanatory Statement to this resolution and as may be mutually agreed upon by the Company and the related party, provided that such transactions shall be undertaken in the ordinary course of business and on an arm’s length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include the Audit Committee and/or any other Committee duly constituted or to be constituted by the Board), be and is hereby authorised to do all such acts, deeds, matters, and things as may be necessary, desirable or expedient to give effect to this resolution including finalising and executing agreements, documents, applications and other writings, seeking approvals as may be required, and to delegate all or any of its powers herein conferred to any Committee or any director(s) or officer(s) of the Company as it may in its absolute discretion deem fit, without seeking any further approval of the shareholders.”

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

5. To approve existing as well as new material related party transactions with its step-down subsidiary Blueberry Systems Limited, United Kingdom:

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

RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules made thereunder, other applicable laws/statutory provisions (including any amendments, modifications, or re-enactments thereof for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approvals, consents, permissions and sanctions as may be required, the approval of the shareholders of the Company be and is hereby accorded to the Company to enter into and/or continue with existing and new material related party transaction(s), contract(s), arrangement(s) or agreement(s), whether individually or in aggregate or as part of a series, with Blueberry Systems Limited, United Kingdom, a step-down subsidiary and a related party as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during the financial year ending March 31, 2026, on such material terms and conditions as specified in the Explanatory Statement to this resolution and as may be mutually agreed between the parties, provided that all such transactions shall be undertaken in the ordinary course of business and on an arm’s length basis.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Audit Committee and/or any other Committee duly constituted or to be constituted by the Board to exercise its powers, including the powers conferred under this resolution), be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including finalising and executing necessary agreements, documents, applications and other writings, seeking necessary approvals, and delegating all or any of its powers to any Director(s), officer(s) or Committee(s) of the Company, as it may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.”

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

By order of the Board

For DELAPLEX LIMITED

Sd/-

CS Manishraj Bhatt

Company Secretary cum Compliance Officer

Mem No: A63754

Date: 04.08.2025

Place: Nagpur

Explanatory Statement Under Section 102 of the Companies Act, 2013

As required under Section 102(1) of the Act, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 5 of the accompanying Notice:

ITEM NO. 3,4 & 5

The disclosures under Rule 15(3) (ii) of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended as enumerated herewith:

(a) name of the related party;	Delaplex INC., United States	Delaplex Software LTD., United Kingdom	Blueberry Systems LTD., United Kingdom
(b) name of the director or key managerial personnel who is related, if any;	Nitin Sachdeva Manish Sachdeva Shweta Sachdeva	Nitin Sachdeva Preeti Sachdeva	Nitin Sachdeva Bruce How Joy Peerwala
(c) nature of relationship;	Share Holder of the Company and Nitin Sachdeva, Manish Sachdeva are common Directors	Wholly-owned Subsidiary	Step Down Subsidiary
(d) nature, material terms, monetary value and particulars of the contract or arrangements;	Providing IT & ITES services on cost plus model as per Transfer pricing	Loan (the details are mentioned in below table)	Providing IT & ITES services on cost plus model as per Transfer pricing
(e) any other information relevant or important for the members to take a	All the transactions are on arm's length basis and in the ordinary course of business. All	All the transactions are on arm's length basis and in the ordinary course of	All the transactions are on arm's length basis and in the ordinary course of

decision on the proposed resolution.	the important or relevant information have been provided in the foregoing paragraphs of the explanatory statement.	business. All the important or relevant information have been provided in the foregoing paragraphs of the explanatory statement.	business. All the important or relevant information have been provided in the foregoing paragraphs of the explanatory statement.
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Information required to be disclosed in the Explanatory Statement for Item No. 3, 4 & 5 pursuant to the SEBI Master Circular No. SEBI/ HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Particulars	Delaplex INC., United States	Delaplex Software LTD., United Kingdom	Blueberry Systems LTD., United Kingdom
-Type, material terms and particulars of the proposed transaction	<p>Type: IT & ITeS services being given from Delaplex Limited to Delaplex Inc.</p> <p>Material Terms: Delaplex Limited Invoices to Delaplex Inc on Cost Plus Model as per regulations of transfer pricing which are reviewed and audited annually as per the governing regulations</p>	<p>Type: Loans given by Parent (Delaplex Limited) to Delaplex Software Ltd UK</p> <p>Material Terms: Interest bearing Loan with Interest of 10% or LIBOR + 400 basis points</p>	<p>Type: IT & ITeS services being given from Delaplex Limited to Blueberry Systems Ltd</p> <p>Material Terms: Delaplex Limited Invoices to Blueberry Systems Limited on Cost Plus Model as per regulations of transfer pricing which are reviewed and audited annually as per the governing regulations</p>

-Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Share Holder and Director Same	Subsidiary	Step Down Subsidiary
-Tenure of the Transaction	Relation of Vendor & Customer	To be repaid by Jun 30 th 2027	Relation of Vendor & Customer
-Value of Transaction	Ongoing Sale transaction to Delaplex Inc on Cost Plus Model; exact value undeterminable	GBP 899,900	Ongoing Sale transaction to Blueberry Systems Limited on Cost Plus Model; exact value undeterminable
-The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year that is represented by the Value of Transaction	~ 60%	~ 16%	~ 7%

<p>-Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>A) where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness and tenure</p> <p>B) details of the source of funds in connection with the proposed transaction</p>	N/A	<p>A) No debt was taken to fund this transaction.</p> <p>B) Own Funds & IPO Proceeds</p> <p>C) Unsecured loan to Delaplex Software Limited UK at interest of 10% or LIBOR + 4% whichever is higher</p> <p>D) The loan was given to Delaplex Software Limited to purchase the shares of Blueberry Systems Limited UK and to provide the working capital loan to Blueberry Systems Limited if needed.</p>	N/A
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<p>C) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p> <p>D) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>			
-Justification for the transaction	Delaplex Inc serves it's customers by using resources and Talent of Delaplex Limited.	The funds were moved from Delaplex Limited India to Delaplex Software Limited UK so as to create a holding company in the UK which will own multiple	Blueberry Limited serves it's customers by using resources and Talent of Delaplex Limited. This helps in continuity of projects to our associates.

	<p>This helps in continuity of projects to our associates.</p> <p>We also earn the proper margins on this deal as the invoicing is done on cost plus method as per transfer pricing regulation.</p>	<p>businesses in UK going forward starting with Blueberry Systems Limited</p>	<p>We also earn the proper margins on this deal as the invoicing is done on cost plus method as per transfer pricing regulation.</p>
Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not known	~ 60% (Compared to Delaplex Software Limited consolidated turnover after consolidating Blueberry Systems Limited)	Not known

-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 registered email address of the shareholder	The transfer Pricing Report by relevant qualified professionals is relied on for the purpose of arrive at mark up, the same could be made available for the shareholders.		The transfer Pricing Report by relevant qualified professionals is relied on for the purpose of arrive at mark up, the same could be made available for the shareholders.
-Rationale transaction / Benefit and of why the this transaction is in the interest of the Company	<p>Delaplex Inc serves it's customers by using resources and Talent of Delaplex Limited.</p> <p>This helps in continuity of projects to our associates.</p> <p>We also earn the proper margins on this deal as the invoicing is done on cost plus method as</p>	<p>The funds were moved from Delaplex Limited India to Delaplex Software Limited UK so as to create a holding company in the UK which will own multiple businesses in UK going forward starting with Blueberry Systems Limited</p>	<p>Blueberry Limited serves it's customers by using resources and Talent of Delaplex Limited.</p> <p>This helps in continuity of projects to our associates.</p> <p>We also earn the proper margins on this deal as the invoicing is done on cost plus method as per transfer pricing regulation.</p>

	per transfer pricing regulation.		
-Any other information that may be relevant	N/A	N/A	N/A

By order of the Board

For DELAPLEX LIMITED

Sd/-

CS Manishraj Bhatt

Company Secretary cum Compliance Officer

Mem No: A63754

Date: 04.08.2025

Place: Nagpur

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote instead of himself/herself. Such proxy/proxies need not to be a member of the company.
2. A person can act as proxy on behalf of members not exceeding (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
4. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution authority, as applicable.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney/Letter of Representation authorizing its representative to attend and vote on their behalf at the Annual General Meeting.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. During the 21st AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act.

8. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

In compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder, read with the Ministry of Corporate Affairs ('MCA') General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024. (Collectively referred to as "MCA Circulars")

In accordance with the aforesaid MCA Circulars and Securities and Exchange Board ('SEBI') Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report of the Company for the FY 2024-25 will be sent electronically to those Members whose e-mail addresses are registered with the Company/ National Securities Depository Limited ("NSDL") and Central Depositories Services (India) Limited ("CDSL") (collectively referred to as "Depositories"/"Dps")/Registrar & Transfer Agent ("Registrar"/"RTA"). Physical copy of the Notice along with accompanying documents will be sent to those Equity Shareholders who request for the same. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's <https://delaplex.in/investor-relation/> and websites of the Stock Exchanges, i.e., NSE Limited at <https://www.nseindia.com/> and on the website of Bigshare, at <https://ivote.bigshareonline.com>

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited for facilitating voting through electronic means, as the authorized agency. The facility for voting through Ballot/Polling Paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting by Ballot/Polling Paper. The Board has appointed **M/s Avinash**

Gandhewar & Associates, Practicing Company Secretaries, Nagpur, as a Scrutinizer to scrutinize the process of e-voting.

10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

11. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:

- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

- **For shares held in electronic form:** to their Depository Participants only and not to the Company's RTA. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.

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

- i. The voting period begins on Wednesday 27th August 2025 from 9.00 A.M. to Friday 29th August 2025 till 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday, 23rd August, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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 i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as</p>

	<p>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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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.</p>

	<p>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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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. CDSL and NSDL

Login type	Helpdesk details
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 call at 1800 33 55 33.
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 022-48867000.

1. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account** should enter **16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account** should enter **8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form** should enter **Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password, please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

2. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote, select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING

(To be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Delaplex Limited. I hereby record my presence at the 21st Annual General Meeting of the shareholders of Delaplex Limited held on Saturday, 30th August, 2025 at 12:30 P.M at #4A, SKSS Layout, Hazari Pahad Ring Road, Nagpur 440013 (MH) India.

Reg. Folio No. / Client ID	
DP ID	
No. of Shares	

Name & Address of Member;

--

Signature of Shareholder/Proxy/Representative

(Please Specify)

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	L72900MH2004PLC144498
Name of the Company	Delaplex Limited
Registered office	#554/31, Utkarsh Nagar, Near K.T. Nagar Katol Road, Nagpur, Maharashtra, India, 440013
Name of the member(s)	
Registered Address	
Email Id	
Folio No / Client ID	DP ID:

I/We, being the member(s) of _____ shares of the above-named company, hereby appoint

1.	Name			
	Address		Signature	
	Email Id			
	Or failing him			
2.	Name			
	Address		Signature	
	Email Id			
	Or failing him			

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 21st Annual General Meeting of the Company to be held on Saturday, 30th August, 2025 at 12:30 P.M at #4A, SKSS Layout, Hazari Pahad Ring Road, Nagpur, 440 013 (MH) India, and at any adjournment thereof in respect of such resolutions as are indicated below:

	For	Against
Ordinary Business:		
1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet for the year ended 31 st March, 2025, the Statement of Profit and Loss account for the year ended as on the said date, the Directors' Report and the Auditors' Report thereon.		
2. To re-appoint Mr. Nitin Sachdeva, Managing Director (DIN: 01627153) who retires by rotation and being eligible, offers himself for the re-appointment.		
Special Business:		
3. To approve existing as well as new material related party transactions with Delaplex INC, United States.		
4. To approve existing as well as new material related party transactions with its wholly owned foreign subsidiary Delaplex Software Limited, United Kingdom		



5. To approve existing as well as new material related party transactions with its step-down subsidiary Blueberry Systems Limited, United Kingdom		
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Signed this day of..... 2025.

Signature of shareholder: _____ Signature of Proxy holder(s): _____

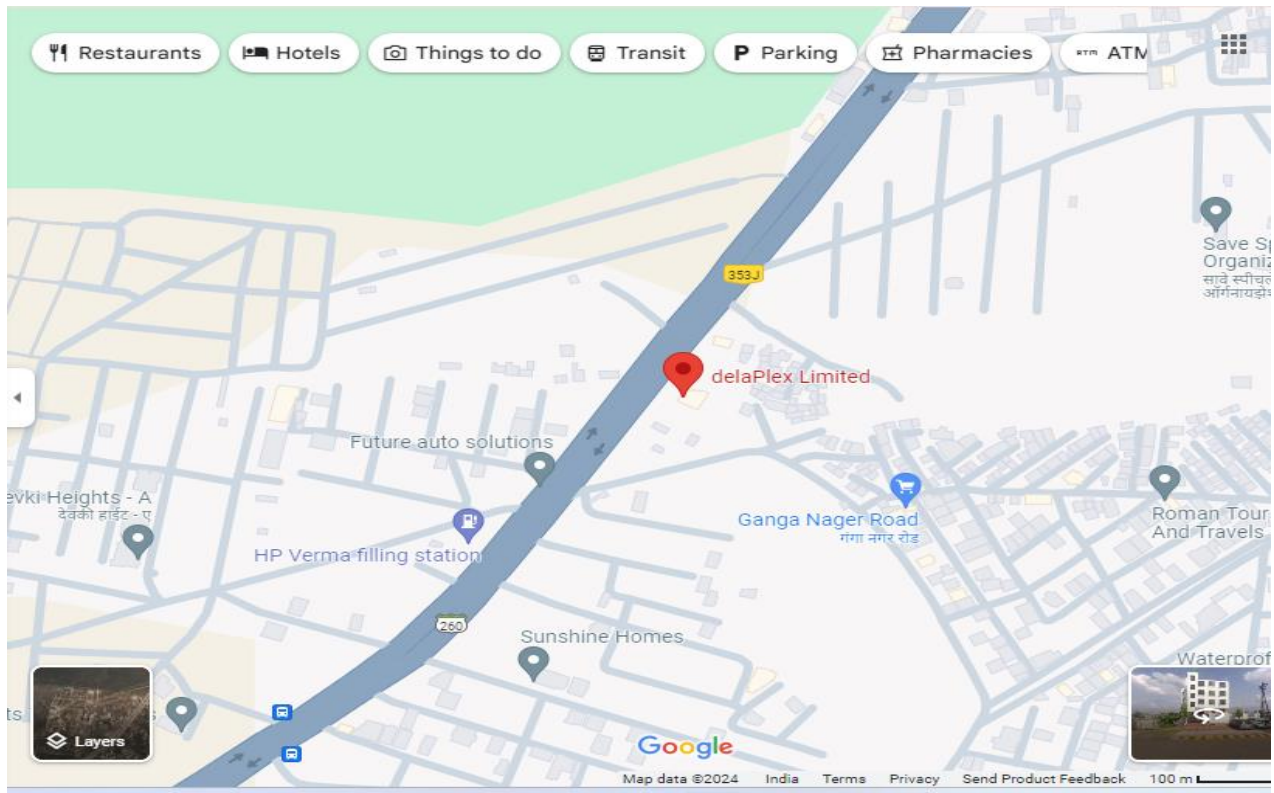
Affix Revenue Stamp

Note: This form of 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.

Route Map

Address: #4A, SKSS Layout, Hazari Pahad Ring Road, Nagpur 440013 (MH) India

[https://www.google.com/maps/search/%234A,+SKSS+Layout,+Hazari+Pahad+Ring+Road,+Nagpur+440013+\(MH\)+India/@21.173389,78.955486,13z?entry=ttu&g_ep=EgoyMDI1MDcyOS4wIKXMDSoASAFQAw%3D%3D](https://www.google.com/maps/search/%234A,+SKSS+Layout,+Hazari+Pahad+Ring+Road,+Nagpur+440013+(MH)+India/@21.173389,78.955486,13z?entry=ttu&g_ep=EgoyMDI1MDcyOS4wIKXMDSoASAFQAw%3D%3D)



Directors' Report

To Members,

Delaplex Limited

(Formerly known as Delaplex Private Limited)

Your directors have pleasure in presenting the 21st Annual Report and the Company's Audited Financial Statements for the financial year ended on 31st March, 2025.

1. FINANCIAL RESULTS OF THE COMPANY:

The Company's financial performance for the year ended 31st March, 2025 is summarized below:

(Amount in Lakhs)

Particulars	31/03/2025	31/03/2024	31/03/2025
	Standalone		Consolidated
Revenue from operations and Other Income	5,906.70	5,640.10	7,010.15
Profit/Loss before Interest, Depreciation and Tax	1,418.40	1,209.99	1596.34
Less: Finance Cost	2.45	0.67	3.64
Net Profit/Loss before Depreciation and Tax	1,415.95	1,209.32	1592.70
Less: Depreciation and amortization for the year	32.27	34.69	35.67
Net Profit/Loss before exceptional and extraordinary items and tax	1,383.68	1,174.63	1,557.03
Less: Exceptional Items	0.00	0.00	0.00
Profit before extraordinary items and tax	1,383.68	1,174.63	1,557.03
Less: Extraordinary Items	0.00	0.00	0.00
Profit before tax	1,383.68	1,174.63	1,557.03

Less: Tax Expenses			
Current tax expense	339.06	214.33	339.12
Deferred tax Charge/(Credit)	10.98	(47.59)	3.90
Profit/Loss for the period from continuing operations	1,033.64	1,007.89	1,214.02
Tax expense of discontinuing operations	0.00	0.00	0.00
Profit/Loss from discontinuing operations (after tax)	0.00	0.00	0.00
Profit/Loss transferred/adjusted to General Reserve	1,033.64	1,007.89	1,214.02
Basic earnings per equity share	11.35	13.26	13.33
Diluted earnings per equity share	11.35	13.26	13.33

2. STATE OF COMPANY'S AFFAIRS, RESULT OF OPERATION AND FUTURE OUTLOOK: (STANDALONE & CONSOLIDATED)

COMPANY'S AFFAIRS AND RESULT OF OPERATION: (Amt in Lakhs)

During the year under review, your Company recorded a Standalone Total Income of ₹ 5,906.70 lakhs, as compared to ₹ 5,640.10 lakhs in the previous year. The Standalone Net Profit (after tax) stood at ₹ 1,033.64 lakhs, as against ₹ 1,007.89 lakhs in the previous financial year. On a consolidated basis, the Total Income was ₹ 7,010.15 lakhs, and the Consolidated Net Profit (after tax) stood at ₹ 1,214.02 lakhs.

The growth in standalone income and profitability reflects the Company's continued focus on delivering high-quality, technology-driven solutions and effective cost management. Our sustained operational efficiency, customer-centric approach, and targeted sales efforts contributed to this performance.

The increase in consolidated income and profit was further supported by the incorporation of Delaplex Software Limited (UK) and the strategic acquisition of Blueberry Systems Limited (UK). These initiatives have enhanced our international presence and laid the foundation for accelerated growth in global markets.

The management remains committed to building on this momentum by leveraging innovation, expanding in key international markets, and driving value for all stakeholders through sustainable and profitable growth.

FUTURE OUTLOOK:

The management of Delaplex Limited remains focused on executing our growth strategy with discipline and agility. The incorporation of Delaplex Software Limited (UK) and the acquisition of Blueberry Systems Limited (UK) mark important steps in strengthening our international presence and diversifying our offerings.

Going forward, our priorities will be:

- Expanding in Europe, MENA, and North American markets
- Accelerating the development of AI-driven and machine learning solutions
- Seamlessly integrating our recent acquisition to maximize synergies
- Continuing to invest in innovation, talent, and partnerships to drive sustainable growth

We are confident that these initiatives will enable us to create enduring value for our shareholders and all stakeholders.

3. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

a. Composition of Board of Directors:

The Composition of Board of Directors as on 31st March, 2025 is as follows;

Sr. No	Name	DIN	Designation
1.	Mr. Nitin Sachdeva	01627153	Managing Director
2.	Mrs. Preeti Nitin Sachdeva	05354561	Whole Time Director
3.	Mr. Manish Iqbalchand Sachdeva	02822896	Non-Executive Director
4.	Mr. Himanshu Vishwambarlal Bajaj	08851755	Independent Director
5.	Mr. Manish Tarachand Pande	08712019	Independent Director

b. Key Managerial Personnel:

The following persons are the Key Managerial Personnel of Company as on 31st March 2025;

Sr. No	Name	PAN	Designation
1.	CA Deepak Jajoo	ATVPJ3079J	Chief Financial Officer
2.	CS Manishraj Bhatt	AUNPB0284E	Company Secretary
3.	Dr. Rizwan Ahmed	AFHPA2387J	Chief Technology Officer

c. Change in Director and KMP:

During the financial year under review, there was no change in the composition of the Board of Directors and Key Managerial Personnel (KMP) of the Company;

d. Retirement by Rotation of the Directors:

In accordance with the provisions of Section 152 (6) of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Nitin Sachdeva, Managing Director (DIN: 01627153) of the Company, retires by rotation and offers himself for re-appointment.

e. Independent Directors:

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) and 25 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

4. DISCLOSURE BY DIRECTORS:

The Directors on the Board have submitted notice of interest under Section 184(1) i.e., in Form MBP-1, intimation under Section 164(2) i.e., in Form DIR-8 and declaration as to compliance with the Code of Conduct of the Company.

5. CODE OF CONDUCT:

The Company has laid down a code of conduct for all Board members and Senior Management and Independent Directors of the Company.

All the Board members including Independent Directors and Senior Management Personnel have affirmed compliance with the code of conduct.

6. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of this report.

7. CONSOLIDATED FINANCIAL STATEMENT:

During the year under review, the Company acquired a subsidiary, Celestia Crew Consultancy Private Limited. Additionally, the Company incorporated a wholly owned foreign subsidiary, Delaplex Software Limited, in the United Kingdom. Through this foreign subsidiary, the Company successfully acquired Blueberry Systems Limited (UK). Accordingly, the company has prepared consolidated financial statements of the Company and its subsidiaries for FY 2024-25 have been prepared in compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and as stipulated under Regulation 33 of SEBI Listing Regulations as well as in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015. The audited consolidated financial statements together with the Independent Auditor's Report thereon form part of this Annual Report.

Pursuant to Section 129(3) of the Act, a statement containing the salient features of the Financial Statement of the subsidiary companies is attached to the Financial Statement in **Form AOC-1 attached as per Annexure-I.**

Further, pursuant to the provisions of Section 136 of the Act, the Company will make available the said financial statement of the subsidiary companies upon a request by any Member of the Company or its subsidiary company. These financial statements of the Company and the subsidiary companies will also be kept open for inspection by any member. The members can send an e-mail to compliance@delaplex.com upto the date of the AGM and the same would also be available on the Company's website URL: <https://delaplex.in/annual-report/>

8. SUBSIDIARIES ASSOCIATES AND JOINT VENTURE OF THE COMPANY:

The Company has subsidiaries, the details of which are provided in **Form AOC-1, attached as Annexure-I** to this Report. The Company does not have any associate or joint venture company during the year under review.

9. DIVIDEND:

Your Directors are pleased to inform that during the year under review, the Company had declared and paid a dividend of ₹ 2.75 per equity share to its shareholders.

The dividend reflects the Company's commitment to delivering value to its shareholders while retaining sufficient earnings to fund future growth opportunities. In order to conserve resources for future growth, the Board has decided not to recommend any dividend for the financial year ended 31st March, 2025.

10. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no Unpaid dividend during the reporting period.

11. COMMITTEES OF BOARD:

The Board of Directors in line with the requirement of the act has formed various committees, the detailed terms of reference of the Committee are available on the website of the Company at <https://delaplex.in/committee-board/>.

A. Audit Committee:

Pursuant to the provisions of Section 177 of the Act and Regulation 18 of Listing Regulations, the Audit Committee of the Board as at 31st March, 2025, The Audit Committee comprises of -

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Manish Tarachand Pande	Non-Executive Independent Director	Chairman
Mr. Himanshu V Bajaj	Non-Executive Independent Director	Member
Mr. Nitin Sachdeva	Chairman & Managing Director	Member

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

B. Nomination and Remuneration Committee:

Pursuant to the provisions of Section 178 of the Act and Regulation 19 of Listing Regulations, the Nomination and Remuneration Committee of the Board as at 31st March, 2025. The details of the Committee are available on the website of the Company at <https://delaplex.in/committee-board/> and it comprises of

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Himanshu V Bajaj	Non-Executive Independent Director	Chairman
Mr. Manish Tarachand Pande	Non-Executive Independent Director	Member
Mr. Manish Iqbalchand Sachdeva	Non-Executive Director	Member

C. Stakeholder Relationship Committee:

The Stakeholder's Relationship Committee had duly formed mainly to focus on the redressal of Shareholders'/Investors' Grievances if any like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non receipt of Annual Report; Dividend Warrants; etc. The Stakeholders Relationship Committee shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company.

The terms of reference of the Committee are available on the website of the Company at <https://delaplex.in/committee-board/> and it comprises of –

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Himanshu V Bajaj	Non-Executive Independent Director	Chairman
Mr. Manish Iqbalchand Sachdeva	Non-Executive Director	Member
Mr. Nitin Sachdeva	Chairman & Managing Director	Member

D. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee comprises of

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Nitin Sachdeva	Managing Director	Chairman
Mr. Manish Iqbalchand Sachdeva	Non-Executive Director	Member
Mr. Manish Tarachand Pande	Non-Executive Independent Director	Member

The Committee met two times during the year. The brief outline of the corporate social responsibility (CSR) policy of the Company is available on the website of the Company at <https://delaplex.in/corporate-policies/>.

12. BOARD EVALUATION:

Your Board has devised an Evaluation Policy for evaluating the performance of the Board, its Committees, Executive Directors, Independent Directors. Based on the same, the performance was evaluated for the financial year ended March 31, 2025. As part of the evaluation process, the performance of Non- Independent Directors, the Chairman and the Board was conducted by the Independent Directors. The performance evaluation of the respective Committees and that of Independent and Non- Independent Directors was done by the Board excluding the Director being evaluated.

The policy inter alia provides the criteria for performance evaluation such as Board effectiveness, quality of discussion, contribution at the meetings, business acumen, strategic thinking, time commitment, and relationship with the stakeholders, corporate governance practices, contribution of the committees to the Board in discharging its functions etc.

13. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return in e-form MGT-7 for FY 2024-25 is available on Company's website at URL <https://delaplex.in/annual-returns/>.

14. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a Vigil Mechanism which also incorporates a Whistle Blower Policy in line with the provisions of the Companies Act, 2013 to report genuine concerns or grievances. The Vigil Mechanism/ Whistle Blower Policy may be accessed on the Company's website at <https://delaplex.in/corporate-policies/>.

15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

All contracts/ arrangements/ transactions entered by the Company during F.Y. 2024-25 with related parties were on an arm's length basis and in the ordinary course of business. There were no material Related Party Transactions (RPTs) undertaken by the Company during the year that require Shareholders' approval under Section 188 of the Act.

All the transactions were in compliance with the applicable provisions of the Act. Given that the Company has reported the transactions in pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 and the same has been provided in **Annexure-II**.

During F.Y. 2024-25, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company other than sitting fees, commission and reimbursement of expenses, as applicable.

The Company formulated a policy on Related Party Transactions (RPTs) in accordance with the Act including any amendments thereto for identifying, reviewing approving and monitoring of RPTs. The said policy is available on the Company's website URL <https://delaplex.in/corporate-policies/>.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3) (m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, do not apply to the Company. Accordingly, these particulars have not been provided.

During the year under review,

Foreign exchange earnings	INR 4833.60 Lakhs
Foreign exchange Outgo	INR 75.58 Lakhs

Note: Amount consider on actual receipt/payment basis; foreign exchange gain/loss excluded.

17. AUDITORS:

a. Statutory Auditors:

M/s Jodh Joshi & Co., Chartered Accountants Nagpur (FRN. 104317W) were appointed as Statutory Auditors of the Company at AGM held on 30th September, 2023 and they shall be holding their office till the conclusion of AGM relevant to Financial Year 2027-28.

There is no requirement for ratification of auditors in this Annual General Meeting as per the provision of Section 139 of the Companies Act, 2013 as amended.

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

b. Secretarial Auditor:

The Secretarial Audit Report as required under section 204 of the Companies Act, 2013 and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in the Form MR-3 is annexed herewith for your kind perusal and information as **Annexure-III**.

c. Cost Auditor:

Section 148 of the Companies Act, 2013 is not applicable to the Company.

18. MANAGERIAL REMUNERATION:

The Company has paid managerial remuneration during the financial year 2024-25 and the details of the same are disclosed in Management Discussion and Analysis Report (MDAR) as **Annexure-IV**.

19. REMUNERATION POLICY:

The Company's policy on the appointment and remuneration of Directors and Key Managerial Personnel provides a framework based on which our human resources management aligns their recruitment plans for the strategic growth of Company and the same is available on the Company's website URL <https://delaplex.in/corporate-policies/>.

20. REPORTING OF FRAUD BY AUDITOR:

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the audit committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

21. LOANS, GUARANTEES AND INVESTMENTS:

As per Section 186 of the Act, the details of Loans, Guarantees or Investments made during FY 2024-25 are given below:

Name of Companies	Nature of Transactions	Amt in Lakhs	
		Loans	Investments
Celestia Crew Consultancy Private Limited	Acquisition of shares	-	0.77/-
	Inter-Corporate debt	50/-	-
Delaplex Software Limited	Investment	-	19.71/-
	Inter-Corporate debt	962.50/-	-

During FY 2024-25, the Company has not given guarantee to any of its subsidiaries, joint ventures, associates companies and other body corporates and persons.

22. DEPOSITS:

The company has not invited/accepted any deposits from the members as well as public during the year ended March 31, 2025. There were no unclaimed or unpaid deposits as on March 31, 2025.

23. DISCLOSURE UNDER SEXUAL HARRASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

Your Company has put in place a policy for prevention, prohibition and redressal against sexual harassment of women at the work place, to protect women employees and enable them to report sexual harassment at the workplace in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaints were received during F.Y. 2024-25.

24. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND SECRETARIAL AUDITORS IN THEIR REPORTS:

There was no comment on qualifications, reservations or adverse remarks or disclaimers made by the auditors and secretarial auditors in their reports.

25. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:

The Company had **9 (Nine)** Board meetings during the financial year under review. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

Further, the Directors state that the applicable secretarial standard i.e., SS-1 relating to 'Meeting of the Board of Directors' has been duly followed by the Company.

Sr. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1	26/04/2024	5	4	80
2	14/05/2024	5	4	80
3	29/05/2024	5	4	80
4	30/07/2024	5	4	80
5	10/08/2024	5	4	80
6	06/11/2024	5	4	80
7	06/12/2024	5	4	80
8	31/01/2025	5	5	100
9	21/02/2025	5	4	80

26. GENERAL MEETING:

The Company had 02 General meetings during the financial year under review.

The Directors state that the applicable secretarial standard i.e., SS-2, relating to 'General Meeting', has been duly followed by the Company.

Sr. No.	Type of Meeting	Date of Meeting
1	Annual General Meeting	09 th September, 2024
2	Extra-ordinary General Meeting	18 th March 2025

28. SIGNIFICANT AND MATERIAL ORDERS:

During the year under review, no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

29. DETAILED REASON OR REPORT ON REVISION OF FINANCIAL STATEMENTS:

There is no revision of financial statement. Hence, it is not applicable to your company.

30. SHARES:**i. Issue of shares or other convertible securities:**

During the year, The Company has not issued any shares during the year under review.

ii. Issue of equity shares with differential rights:

The Company has not issued any equity shares with differential rights during the year under review.

iii. Issue of sweat equity shares:

The Company has not issued any sweat equity shares during the year under review.

iv. Details of employee stock options:

The Company has not issued any Employee Stock Options during the year under review.

v. Shares held in Trust for the benefit of employees where the voting rights are not exercised directly by the employees:

The Company does not hold any shares in trust for the benefit of employees where the voting rights are not exercised directly by the employees during the year under review.

vi. Issue of Debentures, Bonds or Any Non-Convertible Securities:

The Company has not issued any debentures, bonds or any non-convertible securities during the year under review.

vii. Issue of Warrants:

The Company has not issued any warrants during the year under review.

31. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has adequate and efficient internal and external control system, which provides protection to all its assets against loss from unauthorized use and ensures correct reporting of transactions.

The internal control systems are further supplemented by internal audits carried out by the respective Internal Auditors of the Company and Periodical review by the management. The Company has put in place proper controls, which are reviewed at regular intervals to ensure that transactions are properly authorized, correctly reported and assets are safeguarded.

32. MAINTENANCE OF COST RECORDS:

Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not required by the Company and accordingly such accounts and records have not been made and maintained.

33. CORPORATE SOCIAL RESPONSIBILITY:

The brief outline of the Corporate Social Responsibility ('CSR') Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year in the format prescribed in the Companies ('CSR Policy') Rules, 2014 are set out in **Annexure V** of this Report.

34. PARTICULARS OF EMPLOYEE:

Disclosure pertaining to remuneration and other details 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, are given in the **Annexure-VI** forming part of this report.

35. CORPORATE GOVERNANCE:

As a good corporate governance practice the Company has generally complied with the corporate governance requirements. Our disclosures seek to attain the best practices in corporate governance. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions.

As our company has been listed on NSE Emerge Platform on NSE Limited, therefore by virtue of Regulation 15 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the compliance with the corporate Governance provisions as specified in regulation 17 to 27 and Clause (b) to (i) of sub regulation (2) of Regulation 46 and Para C, D and E of schedule V are not applicable to the company.

Hence, corporate governance report does not form a part of this Board Report, though we are committed towards best corporate governance practices.

36. DIRECTORS RESPONSIBILITY STATEMENT:

In pursuance of Section 134(3)(c) read with 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

- a. in the preparation of the annual financial statements for the year ended March 31, 2025, the applicable accounting standards have been followed with no material departures;
- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit and loss of the Company for the year ended on that date;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual financial statements on a going concern basis;
- e. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

37. RISK MANAGEMENT:

Your Company's Risk Management practice seeks to sustain the long-term vision and mission of your Company. It continuously evaluates the various risks surrounding the business and seeks to review and upgrade its risk management process. To further endeavour, your Board constantly formulates strategies directed at mitigating these risks which get implemented at the Executive Management level and a regular update is provided to the Board.

The Risk Management System is fully aligned with the corporate and operational objectives. There is no element of risk which in the opinion of the Board that may threaten the existence of the Company.

38. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

In terms of the provisions of Regulation 34 and schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Management's discussion and analysis report is annexed in **Annexure-IV**.

39. WEBSITE:

The Company is maintaining its functional website and the website contains basic as well as investor related information. The link of website is <https://delaplex.in/>.

40. CHANGE IN THE REGISTERED OFFICE OF THE COMPANY:

There was no change in the registered office of the company during the financial year 2024-2025.

41. MATERNITY BENEFIT PROVIDED BY THE COMPANY UNDER MATERNITY BENEFIT ACT 1961:

The Company declares that it has duly complied with the provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the statutory benefits prescribed under the Act, including paid maternity leave, continuity of salary and service during the leave period, and post-maternity support such as nursing breaks and flexible return-to-work options, as applicable. The Company remains committed to fostering an inclusive and supportive work environment that upholds the rights and welfare of its women employees in accordance with applicable laws.

42. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTACY CODE 2016:

During the financial year under review, there were no application/s made or proceeding were pending in the name of the company under the Insolvency and Bankruptcy Code, 2016.

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

During the Financial year under review, there were no one time settlement of Loans taken from Banks and Financial institutions.

44. CAPITAL STRUCTURE:

During the year under consideration, the Company has not changed its capital structure and the authorized and paid-up share capital as on 31st March 2025 stands as follow:

The Authorized Share Capital of the Company is Rs. 10,00,00,000.00 (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each.

During the F.Y. 2024-2025, the Paid-up Share capital of the Company stands as Rs. 9,11,00,000.00 (Rupees Nine Crores Eleven Lakhs Only) divided into 9110000 (Ninety-One Lakhs Ten Thousand) Equity Shares of Rs. 10/- each.

45. AUDIT TRAIL APPLICABILITY (AUDIT AND AUDITORS) RULES 2014 - RULE 11 OF THE COMPANIES ACT 2013:

The Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software's and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

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

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

The company has proposed and appointed a Designated person in a Board meeting and the same has been reported in Annual Return of the company.

47. FRAUD REPORTING:

During the Financial Year 2023-24, there have been no instances of frauds reported by the Auditors under Section 143(12) of the Companies Act, 2013 and the Rules framed thereunder, either to the Company or to the Central Government.

48. COMPLIANCE WITH SECRETARIAL STANDARD:

The Company has Complied with the applicable Secretarial Standards (as amended from time to time) on meetings of the Board of Directors issued by The Institute of Company Secretaries of India and approved by Central Government under section 118(10) of the Companies Act, 2013.

49. DISCLOSURES:

The Company believes in providing safe and harassment free workplace for every individual working in the Company. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment and for this purpose the Company has in place a robust policy, aiming to obtain the complaints, investigate and prevent any kind of harassment of employees at all levels.

For the current financial year end, no complaint was received by the company.

ACKNOWLEDGEMENT:

Your directors place on records 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 & ON BEHALF OF THE BOARD OF DIRECTORS

Date: 02.08.2025

	Sd/-	Sd/-
Name	Nitin Sachdeva	Preeti Nitin Sachdeva
Designation	Managing Director	Whole-time Director
DIN	01627153	05354561

Annexure I

Form AOC- 1

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

Part A Subsidiaries

(Amount in Lakhs)

Name of the subsidiary	Celestia Crew Consultancy Private Limited	Delaplex Software Limited (United Kingdom)
The date since when subsidiary was acquired	2nd May 2024	13th April 2024
Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	N/A	N/A
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	N/A	Reporting Currency : GBP Foreign Exchange Rate for Balance Sheet Purpose : INR 110.7389 per GBP as on date of Balance Sheet & For Profit & Loss : INR 107.8887 per GBP for average exchange rate
Share capital	INR 1 Lakh	INR 0.11 Lakhs
Reserves and surplus	INR (21) Lakhs	INR 122.57 Lakhs

Total assets	INR 43.74 Lakhs	INR 1741.85 Lakhs
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Total Liabilities	INR 63.73 Lakhs	INR 1619.17 Lakhs
Investments	INR 1.60 Lakhs	N/A
Turnover	INR 75.90 Lakhs	INR 1439.63 Lakhs
Profit before taxation	INR (28.16) Lakhs	INR 201.04 Lakhs
Provision for taxation	INR (7.06) Lakhs	-
Profit after taxation	INR (21.09) Lakhs	INR 201.04 Lakhs
Proposed Dividend	N/A	N/A
Extent of shareholding (in percentage)	70%	100%

Part B-Associates and Joint Ventures

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

Name of Associates or Joint Ventures	-	-	-	-		-	-	-
Latest audited Balance Sheet Date	-	-	-	-		-	-	-
Date on which the Associate or Joint Venture was associated or acquired	-	-	-	-		-	-	-
Shares of Associate or Joint Ventures held by the company on the year end	-	-	-	-		-	-	-
No.	-	-	-	-		-	-	-
Amount of Investment in Associates or Joint Venture	-	-	-	-		-	-	-
Extent of Holding (in percentage)	-	-	-	-		-	-	-
Description of how there is significant	-	-	-	-		-	-	-

influence								
Reason why the associate/Joint venture is not consolidated	-	-	-	-		-	-	-
Net worth attributable to shareholding as per latest audited Balance Sheet	-	-	-	-		-	-	-
Profit or Loss for the year	-	-	-	-		-	-	-
i. Considered in Consolidation	-	-	-	-		-	-	-
ii. Not Considered in Consolidation								

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

Date: 02.08.2025

Sd/-

Sd/-

Name

Nitin Sachdeva

Preeti Nitin Sachdeva

Designation

Managing Director

Whole-time Director

DIN

01627153

05354561

ANNEXURE - II

FORM NO. AOC -2

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

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

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

Sl. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	N.A.
b)	Nature of contracts/arrangements/transaction	N.A.
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A.
e)	Justification for entering into such contracts or arrangements or transactions'	N.A.
f)	Date of approval by the Board	N.A.
g)	Amount paid as advances, if any	N.A.
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	N.A.

2. Details of contracts or arrangements or transactions at Arm's length basis.

Name (s) of the related party & nature of relationship	Nature of Contract/arrangements/transaction	Duration of Contracts/arrangements/transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board, if any:	Amount paid as advances, if any: (in rupees)
Nitin Sachdeva (Managing Director)	a. Rent b. Salary	Ongoing	N.A	-	-
Manish Sachdeva (Non-executive Director)	Rent	Ongoing	N.A	-	-
Preeti Sachdeva (Whole time Director)	Salary	Ongoing	N.A	-	-
Nitin Sachdeva HUF	Rent	Ongoing	N.A	-	-
Delastream Solutions Private Limited (Sister Concern)	Purchase	Ongoing	N.A	-	-
Delaplex Software Limited, United Kingdom (Wholly owned Subsidiary)	a. Interest Income b. Loan	Ongoing	N.A	-	-

Celestia Crew Consultancy Private Limited (Subsidiary)	a. Interest Income	Ongoing	N.A	-	-
	b. Purchase of Services				
	c. Loan				
Blueberry Systems Limited (Step Down Subsidiary)	Sale of Services	Ongoing	N.A	-	-
Delaplex INC (Sister Concern)	Sale of Services	Ongoing	N.A	-	-
Xperity LLC (Sister Concern)	Sale of Services	Ongoing	N.A	-	-

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

Date: 02.08.2025

Sd/-

Sd/-

Name

Nitin Sachdeva

Preeti Nitin Sachdeva

Designation

Managing Director

Whole-time Director

DIN

01627153

05354561

ANNEXURE- III**Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025**

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

To,

The Members of

Delaplex Limited (formerly known as Delaplex Private Limited)

#554/31, Utkarsh Nagar, Near K.T. Nagar Katol Road,

Nagpur, Maharashtra, India, 440013.

I have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by “Delaplex Limited” hereinafter called as company, secretarial audit was conducted in a manner that provide 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, paper, minutes, forms and returns and other records maintained by the Company and also the information provided by its officer, agents and authorized representative during the conduct of secretarial audit, I hereby report that in my opinion, the company has during the audit period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed thereunder and also that the company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made thereunder:

I have examined the books, paper, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and Regulations and by-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (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 (Substantial Acquisition of Share and Takeover) Regulation, 2011; **(Not applicable during the reporting period)**
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018; **(Not applicable during the reporting period)**
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable during the reporting period)**
 - e) The Securities and Exchange board of India (Issue and Listing of Debt Securities) Regulation, 2008; **(Not applicable during the reporting period)**
 - f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, and dealing with the Client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Share) Regulations, 2021; **(Not applicable during the reporting period)**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable during the reporting period)**
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vi) Other Laws applicable to the Company;
 - a) Information Technology Act, 2000 and the rules made thereunder;
 - b) Software Technology Parks of India rules and regulations

As per the information provided by management, the Company has complied with all other laws as specifically applicable to it.

I have also examined the compliance with the applicable clause of following;

- I. Secretarial Standards issued by The Institute of Company Secretaries of India.
- II. The Listing Agreement entered into by the Company with NSE Limited.

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

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, 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 were carried out unanimously as recorded in the minutes of the meetings of Board of Directors or Committees of the Board, as the case may be.

I further report that during the audit period, no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

I further report that there are adequate systems and processes in the company that commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no instances occurred which had bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards etc.

For M/s Avinash Gandhewar & Associates

Practicing Company Secretaries

Peer Review Certificate No: 2718/2022

Sd/-

CS Avinash Gandhewar

Proprietor

FCS. No: 11197

CP No: 16490

UDIN: F011197G000900272

Date: 31.07.2025

Place: Nagpur

This Report is to be read with my letter of even date which is annexed as **Annexure A** and Forms an integral part of this report.

“ANNEXURE A”**(To The Secretarial Audit Report)**

To,

The Members of

Delaplex Limited (formerly known as Delaplex Private Limited)

#554/31, Utkarsh Nagar, Near K.T. Nagar Katol Road,

Nagpur, Maharashtra, India, 440013.

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

Management’s Responsibility:

1. Maintenance of Secretarial records is the responsibility of management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I 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 the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.

Auditor’s Responsibility:

3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. My examination was limited to the verification of procedures on test basis.

Disclaimer

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For M/s Avinash Gandhewar & Associates

Practicing Company Secretaries

Peer Review Certificate No: 2718/2022

Sd/-

CS Avinash Gandhewar

Proprietor

FCS. No:11197

CP No:16490

UDIN: F011197G000900272

Date: 31.07.2025

Place: Nagpur

ANNEXURE- IV

Management Discussion and Analysis Report

1. INDUSTRIAL STRUCTURE AND DEVELOPMENTS:

Delaplex Limited, a company listed on the NSE Emerge Platform (formerly known as Delaplex Private Limited), is a technology-driven enterprise engaged in software development, supply chain consultancy, and technology innovation services. The Company operates across key geographies including India, Europe, and North America, serving a diverse set of industries such as healthcare, retail, logistics, and finance.

The global software development industry continued its robust growth trajectory during FY 2024-25. This growth was fueled by the accelerating pace of digital transformation, widespread adoption of cloud computing, artificial intelligence (AI), machine learning (ML), and the Internet of Things (IoT). The proliferation of 5G networks has opened avenues for edge computing and real-time data processing. Additionally, the emphasis on cybersecurity solutions has intensified, given the increasing frequency and sophistication of cyber threats.

In India, the government's push for Digital India, along with incentives for technology startups and MSMEs, has fostered a conducive environment for software services companies. At the global level, clients' focus on operational efficiencies and cost optimization through digital solutions has created significant business opportunities..

2. ORGANIZATIONAL STRUCTURE

Delaplex Limited's organizational structure is designed to promote agility, innovation, and customer-centric delivery. The structure comprises:

- **Development Teams:**

Organized into specialized units for front-end, back-end, full-stack development, and mobile app development. These teams are responsible for executing client projects, building scalable architectures, and ensuring technical excellence.

- **Project Management:**

Our Project Managers, Product Owners, and Scrum Masters oversee the delivery lifecycle. They ensure alignment with client objectives, adherence to timelines, and risk management through agile methodologies.

- **Quality Assurance (QA):**

The QA teams conduct comprehensive manual and automated testing, ensuring that all deliverables meet high standards of quality, security, and user experience.

- **DevOps:**

The DevOps team bridges development and operations by implementing continuous integration, continuous deployment (CI/CD), and automated monitoring tools. This integration helps achieve faster time-to-market and improved operational stability.

- **Support and Maintenance:**

Post-deployment, the support team provides 24/7 assistance, performs regular system updates, and ensures high availability of client applications.

The organizational model emphasizes cross-functional collaboration, innovation, and continuous improvement.

3. OPPORTUNITIES AND THREATS:

Opportunities

- **Adoption of Emerging Technologies:**

The demand for AI, ML, blockchain, and IoT solutions has opened new growth areas. The company is focusing on building capabilities in automation, predictive analytics, smart contracts, and IoT-enabled supply chains

- **Expansion of Cloud Services:**

Enterprises are increasingly moving towards cloud-first strategies. This presents opportunities for providing SaaS products, cloud migration services, and managed cloud solutions.

- **Digital Transformation in Traditional Sectors:**

Sectors such as manufacturing, healthcare, and education are undergoing digital transformation. There is a significant opportunity to deliver customized software that enhances operational efficiency and user engagement in these domains.

- **Remote and Hybrid Work Solutions:**

With the continued prevalence of hybrid work models, there is strong demand for collaboration, productivity, and security tools designed for distributed teams.

- **Cybersecurity and Data Privacy:**

The rising incidence of cyber threats and evolving regulatory frameworks (e.g., GDPR, CCPA) have amplified demand for advanced cybersecurity solutions and compliance tools.

- **Big Data and Analytics:**

Organizations increasingly rely on data-driven insights for decision-making. This provides a growth area for offering analytics platforms and business intelligence solutions.

Threats

- **Technological Obsolescence:**

The rapid pace of technological change necessitates continuous learning and innovation. Failure to adopt new technologies in time can result in loss of competitiveness.

- **Intense Competition:**

The software industry is highly competitive, with large global players and agile startups competing for market share. This puts pressure on pricing and margins.

- **Talent Acquisition and Retention Challenges:**

The global demand for skilled software professionals has resulted in fierce competition for talent. High attrition rates can impact project continuity and increase costs.

- **Cybersecurity Risks:**

Increased exposure to cyberattacks and data breaches can result in operational disruptions, regulatory penalties, and reputational damage.

- **Economic Uncertainty:**

Global economic slowdowns or geopolitical tensions can impact clients' IT budgets, delaying or cancelling planned projects.

- **Regulatory Compliance Complexity:**

Adapting to evolving data protection laws and international compliance requirements demands significant resources and constant vigilance.

4. OUTLOOK:

1. Technological Drivers Shaping the Future:

The technology ecosystem continues to evolve, opening new avenues for Delaplex Limited to innovate and expand:

- **AI and ML-Powered Innovations:**

AI and ML applications will further drive automation, predictive analytics, and customer personalization across sectors. delaPlex plans to broaden its AI-driven offerings in key industries such as healthcare, finance, and logistics.

- **Cloud-first Ecosystems:**

The shift toward multi-cloud and hybrid cloud infrastructures presents a significant opportunity. delaPlex aims to enhance its service delivery across SaaS, IaaS, and PaaS platforms, offering clients cost-effective, scalable solutions.

- **Connected Networks and Edge Intelligence:**

With 5G deployment, edge computing will become critical for enabling real-time data processing in IoT, automotive, and industrial applications. delaPlex is investing in solutions that leverage these technologies for speed and efficiency.

- **Cybersecurity as a Strategic Pillar:**

The growing frequency and sophistication of cyberattacks require robust, proactive security frameworks. delaPlex is focused on integrating advanced security protocols and compliance-driven solutions into its service portfolio.

- **Distributed Ledger Technologies:**

Blockchain adoption for supply chain visibility, smart contracts, and digital identity is gaining momentum. delaPlex will explore blockchain-based applications to support secure and transparent business operations.

2. Market Trends Fueling Growth:

- **Enterprise Digital Acceleration:**

The pandemic-induced digital surge continues, with industries modernizing operations and customer interfaces. delaPlex is well-positioned to deliver tailored software that helps clients unlock efficiency and agility.

- **New Work Paradigms:**

The normalization of remote and hybrid work fuels demand for secure collaboration tools and digital workplace solutions. delaPlex seeks to build and integrate technologies that support distributed teams and ensure business continuity.

- **Subscription Economy Evolution:**

Clients increasingly prefer pay-as-you-go and subscription models for flexibility and value. delaPlex aims to expand its suite of subscription-based offerings to ensure long-term client engagement.

- **User-First Digital Experiences:**

The importance of intuitive design and user-centric applications is rising. Delaplex will strengthen its UX/UI expertise to deliver software that enhances engagement and satisfaction.

3. Global Dynamics and Regulatory Landscape:

- **Navigating Economic Headwinds:**

Delaplex operates in a highly competitive sector. Continued innovation, customer-centric development, and operational agility will be central to maintaining and growing market share.

- **Compliance-Ready Solutions:**

With tightening data protection and privacy regulations worldwide, compliance-focused development is a differentiator. delaPlex's capabilities in GDPR, CCPA, and other regulatory frameworks add value for clients navigating complex environments..

- **Green Technology Commitments:**

Sustainability is becoming integral to IT strategies. delaPlex is exploring opportunities to offer greener software solutions and adopt practices that reduce its environmental footprint.

4. Competitive Environment and Workforce Strategy:

- **Staying Ahead in a Crowded Marketplace:**

Delaplex operates in a highly competitive sector. Continued innovation, customer-centric development, and operational agility will be central to maintaining and growing market share.

- **Building Future-Ready Talent:**

In a tight labor market, attracting and retaining skilled professionals is critical. delaPlex plans to invest in talent development, foster a diverse and inclusive culture, and offer flexible work models to strengthen its employer brand.

5. Strategic Focus Areas for Sustainable Growth:

- **Innovation and Proprietary Development:**

Strengthen R&D investments in AI, blockchain, and cybersecurity to develop cutting-edge, proprietary solutions.

- **Market and Customer Diversification:**

Expand into new geographies and verticals to mitigate market concentration risk.

- **Collaborative Ecosystems:**

Build partnerships with technology leaders, academic institutions, and niche players to accelerate solution development and market entry.

- **Excellence in Delivery:**

Adopt automation, DevOps, and agile practices to enhance quality, speed, and cost-efficiency.

- **Embedding ESG Principles:**

Integrate environmental, social, and governance considerations into operations, product strategies, and community initiatives.

5. RISK AND CONCERNS:

1. Technology Evolution and Adoption Risks:

- **Pace of Technological Change:**

The software industry is marked by rapid innovation. Keeping pace with emerging technologies, frameworks, and tools is essential to avoid product obsolescence. Failure to adapt may lead to reduced competitiveness and missed business opportunities.

- **Complexity in System Integration:**

Adopting and integrating next-generation technologies (e.g., AI, blockchain, IoT) with legacy systems can introduce compatibility challenges, increase project risks, and demand additional time and investment.

- **Cybersecurity Vulnerabilities:**

As digital solutions become more critical to client operations, the potential impact of data breaches, ransomware attacks, and system vulnerabilities rises sharply. This not only poses operational risks but also legal and reputational damage.

- **Accumulation of Technical Debt:**

Expedited development cycles and sub-optimal coding practices may lead to technical debt, impacting scalability, performance, and future maintainability.

2. Operational Excellence and Delivery Challenges:

- **Project Governance and Execution:**

Risks of project scope creep, missed deadlines, or cost overruns may affect client relationships and profitability. Robust project governance, resource planning, and agile practices are key to mitigation.

- **Resource Deployment Risks:**

Inefficient utilization of talent or technology resources could lead to delays, higher costs, and sub-par delivery outcomes..

- **Product and Service Quality:**

Inadequate testing or oversight may result in software defects, security gaps, or a poor user experience all of which can damage brand reputation.

- **Dependence on Critical Talent:**

Over-reliance on a few key personnel for technical expertise or leadership exposes the company to continuity risks in case of attrition or unavailability.

3. Market Dynamics and Client Concentration Risks:

- **Intensifying Industry Competition:**

The software sector remains highly competitive, with new entrants, disruptive technologies, and price pressures challenging existing players. Differentiation through innovation and service excellence is vital.

- **Client Concentration:**

Over-dependence on a limited number of large clients for revenue could pose risks if those clients reduce their IT spend, switch vendors, or face financial distress

- **Shifts in Customer Needs:**

Changing client preferences, evolving business models, or new regulatory requirements may impact demand for existing solutions, requiring continuous innovation and adaptability.

4. Financial Management and Liquidity Risks:

- **Cash Flow Pressures:**

Lengthy sales cycles, delayed client payments, or large upfront investments can create cash flow constraints, potentially impacting operations or growth initiatives.

- **Cost Overruns and Budgetary Strain:**

Unexpected expenses—whether due to technology upgrades, talent costs, or compliance needs—can affect profit margins.

- **Economic Slowdowns:**

Macroeconomic challenges, including global slowdowns or client budget cuts during downturns, may lead to reduced demand for software services and delay in project commencements.

5. Legal, Regulatory and Compliance Exposures:

- **Intellectual Property Safeguards:**

Protecting proprietary software, methodologies, and client data is increasingly challenging. Risks include IP theft, unauthorized use, and costly patent disputes.

- **Evolving Regulatory Landscape:**

Software companies must continuously align with data protection laws (e.g., GDPR, CCPA) and other compliance requirements. Non-compliance could result in legal penalties and loss of client trust.

- **Contractual and Commercial Disputes:**

Ambiguity in contract terms, scope disagreements, or failure to meet SLAs may lead to disputes, affecting client relationships and potentially leading to litigation.

6. People and Culture Risks:

- **Talent Acquisition and Retention:**

The shortage of experienced software professionals globally makes it challenging to hire and retain top talent, potentially impacting project timelines and quality.

- **Employee Turnover:**

High attrition rates can result in disruption of ongoing projects, increased hiring costs, and loss of critical organizational knowledge.

- **Emerging Skill Gaps:**

As technology evolves, the need for continuous upskilling grows. Failure to keep pace may lead to capability gaps that hinder innovation and delivery.

7. Reputational and Brand Integrity Risks:

- **Market Perception and Customer Feedback:**

Negative client reviews, failed implementations, or underperforming products can impact the Company's brand image and its ability to secure future business.

- **Public Relations Challenges:**

Inadequate management of crises whether related to security breaches, service failures, or employee grievances could result in lasting damage to stakeholder trust.

8. Scalability and Innovation Sustainability Risks:

- **Operational Scaling Complexities:**

As Delaplex grows, it must invest in scalable technology infrastructure, governance structures, and processes. Failure to do so could impact service quality and profitability.

- **Pressure to Innovate Continuously:**

Maintaining a competitive edge demands constant innovation. Balancing innovation with operational stability, cost controls, and timely delivery remains a key challenge.

Internal Financial Control Systems and Their Adequacy

Delaplex Limited recognizes that a robust internal financial control (IFC) framework is integral to ensuring the integrity of its financial reporting, safeguarding of assets, compliance with applicable laws and regulations, and overall operational efficiency. The Company has established and continues to strengthen a comprehensive system of internal controls, designed to provide reasonable assurance regarding the reliability of financial statements, prevention and detection of frauds and errors, and the timely preparation of accurate financial information.

Framework of Internal Controls

The Company's internal financial control system is aligned with:

- The requirements of Section 134(5)(e) of the Companies Act, 2013.
- The guidance and best practices outlined in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI).

- Globally accepted control frameworks such as COSO (Committee of Sponsoring Organizations of the Treadway Commission) where relevant.

The key components of the Company's IFC framework include:

- Well-documented policies, standard operating procedures, and authority matrices.
- Automated financial processes integrated with ERP and accounting systems to minimize manual intervention and ensure data accuracy.
- Defined roles and responsibilities with appropriate segregation of duties across functions to mitigate risks of error or fraud.

Key Control Measures

Authorization and Approval Controls:

All financial transactions are subject to defined approval hierarchies. Delegation of authority is clearly mapped to ensure appropriate checks and balances.

Access and Security Controls:

Access to financial systems is restricted based on job roles. Critical transactions and reports are secured by authentication protocols and user access logs.

Budgetary and Performance Controls:

Annual budgets are prepared and approved by the Board. Actual performance is periodically reviewed against budget and variances are analyzed for corrective actions.

Reconciliations and Review:

Regular reconciliations are conducted for bank accounts, receivables, payables, fixed assets, and other critical accounts to ensure integrity of financial data.

Internal and External Audits:

- The internal audit function, conducted by independent professional firms, evaluates the adequacy, design, and operating effectiveness of internal controls.

- Findings and recommendations are reviewed by the Audit Committee, and corrective measures are implemented on a timely basis.
- The statutory auditors independently assess the IFC over financial reporting and express an opinion in their audit report.

Monitoring and Governance

- The Audit Committee of the Board plays a vital role in overseeing the Company's internal control environment. It reviews internal audit plans, significant audit findings, management responses, and the adequacy of controls at regular intervals.
- Management conducts periodic risk assessments to identify control gaps and emerging risks, ensuring that controls are updated to address new business conditions or regulatory changes.
- The Company promotes a culture of compliance, ethics, and accountability at all levels, supported by whistle-blower and fraud prevention policies.

Adequacy and Effectiveness

Based on assessments by management, internal auditors, and the review by the statutory auditors:

- The Company's internal financial controls over financial reporting were found to be adequate and operating effectively during the financial year under review.
- No material weaknesses in the design or operation of internal controls were identified that could impact the accuracy or reliability of financial statements.

The Company remains committed to continuous improvement of its internal controls framework through automation, analytics-driven monitoring, and adoption of industry best practices.

Segment-wise or product-wise performance:

The Company is presently engaged in single segment of software development and also provide supply chain consultancy services and technology innovation.

The performance of Company for the financial year 2024-25 is summarized below:

(Amount in Lakhs)

Particulars	31/03/2025	31/03/2024	31/03/2025
	Standalone		Consolidated
Revenue from operations and Other Income	5,906.70	5,640.10	7,010.15
Profit/Loss before Interest, Depreciation and Tax	1,418.4	1,209.99	1,596.34
Less: Finance Cost	2.45	0.67	3.64
Net Profit/Loss before Depreciation and Tax	1,415.95	1,209.32	1592.70
Less: Depreciation and amortization for the year	32.27	34.69	35.67
Net Profit/Loss before exceptional and extraordinary items and tax	1,383.68	1,174.63	1,557.03
Less: Exceptional Items	0.00	0.00	0.00
Profit before extraordinary items and tax	1,383.68	1,174.63	1,557.03
Less: Extraordinary Items	0.00	0.00	0.00
Profit before tax	1,383.68	1,174.63	1,557.03
Less: Tax Expenses			
Current tax expense	339.06	214.32	339.12
Deferred tax Charge/(Credit)	10.98	(47.59)	3.90

Profit/Loss for the period from continuing operations	1,033.64	1,007.89	1,214.02
Tax expense of discontinuing operations	0.00	0.00	0.00
Profit/Loss from discontinuing operations (after tax)	0.00	0.00	0.00
Profit/Loss transferred/adjusted to General Reserve	1,033.64	1,007.89	1,214.02
Basic earnings per equity share	11.35	13.26	13.33
Diluted earnings per equity share	11.35	13.26	13.33

Key Observations

1. Revenue Growth

On a **Standalone basis**, revenue grew by 4.73% year-over-year from ₹5,640.10 Lakhs to ₹5,906.70 Lakhs, driven by stronger demand for digital solutions and enhanced client engagements.

On a **Consolidated basis**, revenue stood at ₹7,010.15 Lakhs, reflecting the positive contribution of subsidiaries and growth across geographies.

2. Profitability

Standalone profit before interest, depreciation, and tax rose by 17.24% from ₹1,209.99 Lakhs to ₹1,418.40 Lakhs, reflecting enhanced cost control and operational efficiency.

Consolidated profit before interest, depreciation, and tax reached ₹1,596.34 Lakhs, highlighting stronger group-level performance and synergies.

3. Depreciation

Standalone depreciation and amortization expenses declined by 6.97% from ₹34.69 Lakhs to ₹32.27 Lakhs, contributing positively to net profit.

Consolidated depreciation and amortization expenses were ₹35.67 Lakhs, showing stable capital expenditure and asset utilization across the group.

4. Tax Impact

The **Standalone current tax** expense increased from ₹214.32 Lakhs to ₹339.06 Lakhs, mainly due to higher taxable income.

The **Consolidated current tax** expense stood at ₹339.12 Lakhs, reflecting similar trends across the consolidated operations.

5. Earnings Per Share

The **Standalone** basic and diluted earnings per share decreased from ₹13.26 lakhs to ₹11.35 lakhs primarily due to higher tax outgo, despite improved operational profit.

The **Consolidated** basic and diluted earnings per share was ₹13.33 lakhs, demonstrating consistent shareholder value from the combined entity's performance.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE: (Amt in Lakhs)

1. Revenue Analysis

Revenue from Operations and Other Income:

- 31 March 2025: 5,906.70
- 31 March 2024: 5,640.10

Analysis: The revenue increased by 4.73% from 5,640.10 in 2024 to 5,906.70 in 2025. This growth reflects the company's ability to enhance its operational performance and achieve higher sales.

2. Operational Profitability

Profit/Loss before Interest, Depreciation, and Tax:

- 31 March 2025: 1,418.40
- 31 March 2024: 1,209.99

Analysis: The profit before interest, depreciation, and tax increased by 17.24%. This indicates improved operational efficiency and cost management, contributing positively to overall profitability.

Net Profit/Loss before Depreciation and Tax:

- 31 March 2025: 1,415.95

- 31 March 2024: 1,209.32

Analysis: The net profit before depreciation and tax improved by 17.09%. The slight increase in this metric suggests effective control over operational expenses.

3. Depreciation and Amortization

Depreciation and Amortization for the Year:

- 31 March 2025: 32.27

- 31 March 2024: 34.69

Analysis: Standalone Depreciation and amortization expenses decreased by 6.97%. This reduction in non-cash expenses positively impacted net profit, reflecting more efficient use of assets or reduced capital expenditure.

Consolidated depreciation and amortization expenses were ₹35.67 Lakhs, showing stable capital expenditure and asset utilization across the group.

4. Profitability After Depreciation

Net Profit/Loss before Exceptional and Extraordinary Items and Tax:

- 31 March 2025: 1,383.68

- 31 March 2024: 1,174.63

Analysis: This metric increased by 17.80%. The improvement highlights enhanced operational efficiency and effective cost management, even before considering exceptional or extraordinary items.

5. Tax Impact

Current Tax Expense:

- 31 March 2025: 339.06
- 31 March 2024: 214.33

Analysis: The increase in current tax expense by 58.20%, indicates either higher taxable income or less effective tax planning.

Deferred Tax Charge/ (credit):

- 31 March 2025: 10.98
- 31 March 2024: (47.59)

Analysis: This shift reflects lower tax benefits from timing differences and possible reversals of previously recognized deferred tax assets, contributing to a higher overall tax expense for the year.

6. Final Profitability

Profit/Loss for the Period from Continuing Operations:

- 31 March 2025: 1,033.64
- 31 March 2024: 1,007.89

Analysis: The profit from continuing operations increased by 2.55%. This significant improvement reflects a stronger operational performance and effective management of expenses and taxes.

7. Earnings Per Share

Basic and Diluted Earnings Per Equity Share:

- 31 March 2025: 13.26

- 31 March 2024: 11.35

Analysis: The **Standalone** basic and diluted earnings per share decreased from ₹13.26 lakhs to ₹11.35 lakhs primarily due to higher tax outgo, despite improved operational profit. The **Consolidated** basic and diluted earnings per share was ₹13.33 lakhs, demonstrating consistent shareholder value from the combined entity's performance

SUMMARY AND CONCLUSIONS

1. Consistent Revenue Growth:

The Company recorded a year-over-year revenue growth of 4.73%, reflecting a stable performance and sustained demand in its core business segments.

2. Enhanced Operational Efficiency:

An improvement in profit before interest, depreciation, and tax, as well as in net profit before depreciation and tax, signifies strengthened operational efficiency and effective cost management strategies implemented during the year.

3. Prudent Depreciation Management:

The decline in depreciation and amortization expenses suggests optimized asset utilization and/or reduced capital investment during the year, which has contributed positively to overall profitability.

4. Tax Expense Dynamics:

The increase in current tax liability, alongside a reversal of deferred tax credit compared to the previous year, highlights a shift in the Company's tax profile. While this reflects higher taxable income, it also underscores the need for more effective tax planning.

5. Sustainable Profitability:

A 2.55% increase in net profit from continuing operations underlines the Company's robust financial performance, despite challenges in the external environment, and points to sound strategic and operational execution.

6. Earnings Per Share Movement:

A decline in both basic and diluted earnings per share indicates a slight reduction in shareholder value, primarily due to higher tax outgo. This metric will be a key area of focus in the upcoming financial year.

Overall, the financial performance for the year ending 31st March 2025 reflects strong operational performance, effective cost management, and enhanced profitability compared to the previous year. The company has demonstrated resilience and growth in its core operations, benefiting from strategic management of expenses and taxes.

MATERIAL DEVELOPMENT IN HUMAN & OTHER RESOURCES / INDUSTRIAL RELATIONS FRONT:

1. Workforce Acquisition and Capability Building

1.1 Talent Sourcing and Employer Branding

Initiatives:

- Deployed an advanced recruitment framework utilizing AI-powered platforms to optimize talent identification and selection processes.
- Broadened hiring channels through strategic alliances with niche job boards, academic institutions, and professional networks.
- Enhanced the recruitment budget by 15%, focusing on strengthening employer brand visibility to attract top-tier talent.

Outcomes:

- Achieved a marked reduction in time-to-hire through improved screening and automation tools.
- Elevated the quality of new hires, aligning talent profiles with the company's strategic requirements.

1.2 Capability Development and Learning Culture**Initiatives:**

- Rolled out a holistic employee development program emphasizing leadership, technical expertise, and interpersonal skills.
- Launched a Learning Management System (LMS) to monitor training progress and provide seamless access to curated learning resources.
- Instituted quarterly performance appraisals aimed at identifying upskilling needs and mapping career growth pathways..

Outcomes:

- A majority of employees successfully engaged in at least one structured learning module, with encouraging feedback on relevance and delivery.
- Observable improvement in employee performance metrics, contributing to enhanced productivity across teams.

1.3 Workforce Engagement and Retention Strategies**Initiatives:**

- Conducted comprehensive employee engagement surveys to gather actionable insights and identify focus areas.
- Introduced a recognition and reward program celebrating exceptional contributions and service milestones.

- Strengthened employee value proposition through enriched health, wellness programs, and flexible work models.

Outcomes:

- Notable rise in engagement scores, reflecting a positive shift in job satisfaction and organizational morale.
- Decrease in voluntary attrition, underlining the success of targeted retention initiatives.

1.4 Fostering Diversity, Equity, and Inclusion (DEI)

Initiatives:

- Formulated a DEI roadmap with well-defined objectives, action plans, and performance metrics.
- Implemented mandatory DEI sensitization workshops across all levels of the organization.
- Established Employee Resource Groups (ERGs) to promote inclusivity and provide a platform for diverse voices..

Outcomes:

- Increased diversity in recruitment outcomes, with improved representation of historically underrepresented groups.
- Enhanced organizational culture as validated by positive employee feedback on inclusivity.

2. Strengthening Industrial Relations and Legal Compliance

2.1 Employee Relations and Internal Communication

Initiatives:

- Organized regular interactive sessions, including town halls and feedback forums, to strengthen communication and trust.
- Set up a dedicated HR Helpdesk to address queries and grievances in a timely manner.
- Revamped internal communication tools such as newsletters and the company intranet to ensure transparency..

Outcomes:

- Improved satisfaction with internal communication mechanisms as evidenced by survey findings.
- Efficient resolution of grievances, with over 95% closed within 30 days, contributing to harmonious industrial relations..

2.2 Legal Compliance and Governance**Initiatives:**

- Conducted periodic audits of HR policies and procedures to ensure adherence to statutory and regulatory frameworks.
- Delivered continuous training programs to HR teams on evolving legal and compliance requirements.
- Updated employee policies and manuals in line with legislative developments and best practices.

Outcomes:

- Achieved 100% compliance with applicable labor laws and regulations.
- Reduced legal exposure and safeguarded company interests through proactive compliance management

3. Summary

The Company's human resource and industrial relations initiatives during the financial year ended **31 March 2025** have been marked by strategic progress and meaningful impact. Noteworthy gains have been made in talent acquisition, employee development, engagement, diversity, and compliance. These efforts reflect a sustained commitment to cultivating a dynamic, inclusive, and compliant work environment, thereby strengthening the Company's foundation for future growth.

Details of significant changes (i.e., change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefore:

Sr. No.	Ratios	Numerator	Denominator	31-Mar-25	31-Mar-24	% Change	Reason for Variance
1	Current Ratio	Current Assets	Current Liabilities	50.93	40.07	27.10%	<i>Sub-note (i)</i>
2	Return on Equity Ratio	PAT	Equity Share Capital + Reserves & Surplus	0.14	0.16	(12.5)%	<i>Sub-note (ii)</i>
3	Trade Receivables Turnover Ratio	Total Sales	Average Accounts Receivable	2.31	2.67	(13.48)%	<i>Sub-note (iii)</i>
4	Net Capital Turnover Ratio	Total Sales	Average Working Capital	1.00	1.29	(22.48)%	<i>Sub-note (iv)</i>
5	Net Profit Ratio	PAT	Total Sales	0.19	0.18	5.56%	<i>Sub-note (v)</i>
6	Return on Capital Employed	EBIT	Capital Employed	0.19	0.18	5.56%	<i>Sub-note (vi)</i>
7	Return on Investment	PAT	Total Assets	0.14	0.15	(6.67)%	<i>Sub-note (vii)</i>

Sub-note (i): Improvement in Working Capital and Current Position of Business

Sub-note (ii): Increase in Capital Base

Sub-note (iii): Better Collection in Standalone level

Sub-note (iv): Increase in Working Capital as it was one of the reasons for IPO

Sub-note (v): Cost optimizations & better deals

Sub-note (vi): Cost optimizations & better deals

Sub-note (vii): Increase in Asset Base

Disclosure of Accounting Treatment:

The company prepares financial statements 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 basis. The accounting policies are applied consistently to all the periods presented in the standalone financial statements

The standalone financial statements are presented in Indian Rupee (INR), the functional currency of the Company. Items included in the standalone financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency'). Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction.

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

Date: 02.08.2025

	Sd/-	Sd/-
Name	Nitin Sachdeva	Preeti Nitin Sachdeva
Designation	Managing Director	Whole-time Director
DIN	01627153	05354561

ANNEXURE- V

Annual Report on Corporate Social Responsibility (CSR) Activities

[Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline on CSR Policy of the Company:

The main objective of the CSR Policy is to lay down guidelines for Delaplex Limited (hereinafter referred to as ‘the Company’) to make CSR as one of the key focus areas to adhere to global interest in environment and society that focuses on making a positive contribution to society through effective impact and sustainable development programs.

This Policy covers the proposed CSR activities to be undertaken by the Company and ensuring that they are in line with Schedule VII of the Act as amended from time to time. It covers the CSR activities which are being carried out in India only and includes strategy that defines plans for future CSR activities.

In this year the focus of CSR activities was mainly towards conservation of Environment.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Nitin Sachdeva	Managing Director	2	2
2.	Mr. Manish Iqbalchand Sachdeva	Non-Executive Director	2	2
3.	Mr. Manish Tarachand Pande	Non-Executive Independent Director	2	2

3. : Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company;

<https://delaplex.in>

4. The details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): **Not Applicable to the Company, since the Company did not meet the criteria specified under Section 135(5) of the Companies Act, 2013.**

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
1	2023-24	Not Applicable	Not Applicable
2	2022-23	Not Applicable	Not Applicable
3	2021-22	Not Applicable	Not Applicable

6. Average net profit of the company as per section 135(5): INR 10,41,96,626.28/- (Indian Rupees Ten Crores Forty-One Lakhs Ninety-Six Thousand Six Hundred Twenty-Six and Paise Twenty-Eight Only)

7. (a) Two percent of average net profit of the company as per section 135(5): INR 20,83,932.52 /- (Indian Rupees Twenty Lakhs Eighty-Three Thousand Nine Hundred Thirty-Two and Paise Fifty-Two Only)

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

(c) Amount required to be set off for the financial year, if any: Nil

(d) Total CSR obligation for the financial year (7a+7b-7c): INR 20,83,932.52 /- (Indian Rupees Twenty Lakhs Eighty-Three Thousand Nine Hundred Thirty-Two and Paise Fifty-Two Only)

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (Amount in INR)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
INR 21,50,000	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
	Nil	NA	NA	Nil	NA

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
Not Applicable									

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project. State. District.	Project duration.	Amount allocated for the project.	Amount spent in the current financial Year (Amount in INR)	Amount transferred to Unspent CSR Account for the project as per Section	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
1.	Proposal for Creation and conservation of Ecological habitat phase II	Clause i	Yes	Maharashtra, Nagpur	01.04.2024 31.03.2025	21,50,000	21,50,000	Nil	No	Arranya Paryavaran Bahuudoeshiya Shikshan Sanstha	CSR00026062
	Total										

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): INR 21,50,000/- (Indian Rupees Twenty-One Lakh Fifty Thousand Only)

(g) Excess amount for set off, if any

Sl. No.	Particular	Amounts
(i)	Two percent of average net profit of the company as per section 135(5)	20,83,932.52
(ii)	Total amount spent for the Financial Year	21,50,000.00
(iii)	Excess amount spent for the financial year [(ii)-(i)]	66,067.00
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	66,067.00

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs.).	Date of transfer.	
Not Applicable							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs.).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing.
Not Applicable								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: **No such case**

(a) Date of creation or acquisition of the capital asset(s): **Not Applicable**

(b) Amount of CSR spent for creation or acquisition of capital asset: **Not Applicable**

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: **Not Applicable**

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): **Not Applicable**

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

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

Date: 02.08.2025

	Sd/-	Sd/-
Name	Nitin Sachdeva	Preeti Nitin Sachdeva
Designation	Managing Director	Whole-time Director
DIN	01627153	05354561

ANNEXURE-VI

Particulars of Employees

Statement of Disclosure of Remuneration under Section 197 of the Companies Act, 2013 and Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

I. Ratio of the remuneration of each Director to the median remuneration of Employees of the Company for the financial year 2024-25, the percentage increase in remuneration of Directors, Chief Financial Officer and Company Secretary during the financial year 2024-25.

Sr. No.	Name of the Director / KMP and Designation	Remuneration of Director / KMP for FY 2024-25	Remuneration of Director/ KMP for the FY 2023-24	% Increase (Decrease) in remuneration in the FY 2024-25	Ratio of Remuneration of each Director/ KMP to median remuneration of employees
1.	Preeti Sachdeva (Whole-Time Director)	9,60,000.00	9,60,000.00	No Change	0.84
2.	Nitin Sachdeva (Managing Director)	77,00,000.00	77,00,000.00	No Change	6.75
3.	Manishraj Bhatt (Company Secretary)	10,77,000.00	3,50,000.00	28.12%*	0.94

4.	Deepak Jajoo (Chief Financial Officer)	36,00,000.00	2,50,000.00	500%*	3.15
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- Since previous year salaries are from Nov 2023, the changes shown are annualized changes

II. Percentage increase in remuneration of each director, Chief Financial Officer, Company Secretary in the financial year – as stated above in item No. (I).

III. Percentage increase in the median remuneration of employees in the financial year-

The Median remuneration of employees was Rs. 11,40,000/- during the year 2024-25 as compared to Rs. 11,58,000/- in the previous year. During the year under review, there is an increase/(decrease) of (1.55%) in the median remuneration of employees due to increase in salary.

IV. Number of permanent employees on the rolls of company –

The Company has 301 permanent employees on its rolls as on 31st March, 2025.

V. Affirmation that the remuneration is as per the remuneration policy of the company.

During the period under review, the Company has paid the managerial remuneration as per the Special Resolution passed at the Extra Ordinary General Meeting of the Company. However, the Company has paid the managerial remuneration in excess of the limit as stipulated under Section 197 of the Companies Act, 2013 and as fixed by the Special Resolution passed in this regard.

- VI. The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable to the Company.

FOR & ON BEHALF OF THE BOARD OF DIRECTORS

Date: 02.08.2025

	Sd/-	Sd/-
Name	Nitin Sachdeva	Preeti Nitin Sachdeva
Designation	Managing Director	Whole-time Director
DIN	01627153	05354561

CFO Certification

To

The Board of Directors,

Delaplex Limited

In relation to the Audited Financial Accounts of the Company as at March 31st 2025, I hereby certify that:

(a) I have reviewed financial statements and the cash flow statement for the year ended March 31st, 2025 and that to the best of my knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There is, to the best of my knowledge and belief, no transactions entered into by the Company during the year ended March 31st 2025, which is fraudulent, illegal or violative of the Company's code of conduct.

(c) I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps taken or proposed to be taken to rectify these deficiencies.

(d) I have indicated to the auditors and the Audit committee, wherever applicable:

(i) significant changes in internal control over financial reporting during the year;

(ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

(e) members of the board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management.

Sd/-

Date: 02.08.2025

Deepak Jajoo

Place: Nagpur

Chief Financial Officer

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

[pursuant to clause 10 (i) of the Part C of Schedule V read with Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I have examined the relevant registers, records, forms, returns, representation and disclosures received from the Directors of “Delaplex Limited” having CIN-L72900MH2004PLC144498 and having registered office at #554/31, Utkarsh Nagar, Near K.T. Nagar Katol Road, Nagpur, Maharashtra, India, 440013 (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No	Name of Director	DIN	Designation
1.	Mr. Nitin Sachdeva	01627153	Managing Director
2.	Mrs. Preeti Nitin Sachdeva	05354561	Whole Time Director
3.	Mr. Manish Iqbalchand Sachdeva	02822896	Non-Ex Director

4.	Mr. Himanshu Vishwambarlal Bajaj	08851755	Independent Director
5.	Mr. Manish Tarachand Pande	08712019	Independent Director

For M/s Avinash Gandhewar & Associates

Practicing Company Secretaries

Peer Review Certificate No: 2718/2022

Sd/-

CS Avinash Gandhewar

Proprietor

FCS. No: 11197

CP No: 16490

UDIN: F011197G000904364

Date: 31.07.2025

Place: Nagpur

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF DELAPLEX LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **DELAPLEX LIMITED** (Formerly known as Delaplex Private Limited) ("the Company"), which comprise the balance sheet as at 31st March 2025, the statement of Profit and Loss and statement of cash flows for the year then ended, along with notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Reporting of key audit matters as per SA 701, there are no such matters that in the auditor's professional Judgment, were of most significance in the audit of Financial Statements of current period.

Information other than the financial statements and auditors' 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 Board's Report but does not include the financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is no material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

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

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- 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 and rule 7 of the Companies (account) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to the financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
- 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 information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts but had derivative contracts for foreign exchange hedging purposes.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The management has represented, that, to the best of it's knowledge and belief, no funds 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; and
- (c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The company had declared and paid a dividend of INR 2.75 / share on 2nd of Sep 2024 for its ordinary shareholders.
- vi. Based on our examination, which included test checks, the company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during our audit we did not come across any instance of audit trail feature being tampered with.

For and on behalf of
For Jodh Joshi And Co.,
Chartered Accountants
FRN: 104317W

Sd/-
CA Yash K. Verma
Partner
Membership Number: 105954
UDIN: 25105954BMJLYN8331
Place: Nagpur
Date :- 03/06/2025

INDIA

Annexure 'A'

To the Independent Auditors' Report on the Standalone Financial Statements of Delaplex Limited (Formerly known as Delaplex Private Limited) for the year ended 31st March, 2025.

Report as required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013

The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".

We report that:

1. In respect to the Companies Fixed Assets –

- (a) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment; The Company does not have any intangible assets. Accordingly, clause 3(i)(a)(B) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification;
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in the financial statements are held in the name of the company.
- (d) 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 revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

2. (a) The company does not hold inventory, hence this section is not applicable.

- (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 sanctioned during any point of time of the year, working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

3. 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 made investments in, nor provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. The details of the same are hereunder –

Sr No	Party Name	Relation	Amount of Loan Outstanding (in Lakhs)	Terms of Loan
1	Celestia Crew Consultancy Pvt Ltd, India	Subsidiary	54.94	15% interest; repayable on demand
2	Delaplex Software Limited, UK.	Subsidiary	1032.49	10% interest; repayable on demand

4. In our opinion, according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013 will apply. Accordingly, paragraph 3 (iv) of the order is not applicable.
5. The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013. Accordingly, clause 3(v) of the Order is not applicable.
6. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, accordingly paragraph 3 (vi) of the order is not applicable.
7. In respect to Statutory Dues –
- (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 is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2025 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the company, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute.
8. 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.

9. (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 repayment of loans or other 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 other lender.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix) (c) of the Order is not applicable.
- (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 a 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 balance sheet 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, associates or joint.
- (f) According to the information and explanations given and on the basis of our audit procedures the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies
10. (a) Based on our audit procedures and according to the information given by the management, moneys raised by way of initial public offer or further public offer (including debt instruments) during the year were applied for the purposes for which those are raised.
- (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 made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, clause 3(x) (b) of the Order is not applicable.
11. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the company or any fraud on the company has been noticed or reported during the course of audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us by the management, no whistle-blower complaints have been received by the company

12. The company is not a Nidhi Company. Accordingly, clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable.
13. In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards.
14. (a) Based on information and explanations provided to us and our audit procedures, the company has an internal audit system commensurate with the size and nature of its business.
(b) We have considered the internal audit reports of the Company issued till date for the period under audit.
15. In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or people connected with him and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company
16. (a) In our Opinion and based on our examination, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, clause 3(xvi)(a) of the Order is not applicable.
(b) In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable. ,
(c) In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
(d) According to the information and explanations given by the management, the Group does not have more than one CIC as part of the Group.
17. Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
18. There has not been resignation of the statutory auditors during the year.
19. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

20. The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR for the year requiring transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

21. Based on the audit reports of the associate entities, including subsidiaries, associates, we note that there are no qualifications, adverse remarks, or emphasis of matters reported by the respective auditors. This indicates that the financial statements of the group entities have been prepared in compliance with the applicable accounting standards and present a true and fair view of their financial position.

For and on behalf of
For Jodh Joshi And Co.,
Chartered Accountants
FRN: 104317W

Sd/-
CA Yash K. Verma
Partner
Membership Number: 105954
UDIN: 25105954BMJLYN8331
Place: Nagpur
Date :- 03/06/2025

INDIA

Annexure 'B'

Report on Internal Financial Controls with reference to financial statements

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 over financial reporting of **DELAPLEX LIMITED** (Formerly known as Delaplex Private Limited) ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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 and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, 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.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting 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 includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. 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 to future periods are subject to the risk that the internal financial control over financial reporting 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of
For Jodh Joshi And Co.,
Chartered Accountants
FRN: 104317W

Sd/-
CA Yash K. Verma
Partner
Membership Number: 105954
UDIN: 25105954BMJLYN8331
Place: Nagpur
Date :- 03/06/2025

<p style="text-align: center;">Delaplex Limited (Formerly known as: delaPlex Private Limited) CIN: L72900MH2004PLC144498 STATEMENT OF STANDALONE ASSETS & LIABILITIES (₹ in Lakhs)</p>				
	Particulars	Note	As at March 31, 2025	As at March 31, 2024
			Audited	Audited
I	EQUITY AND LIABILITIES			
	1. Shareholders' funds			
	(a) Share Capital	L.1	911.00	911.00
	(b) Reserves and surplus	L.2	6,321.62	5,554.17
	Sub Total Shareholders Funds (A)		7,232.62	6,465.17
	2. Non-current liabilities			
	(a) Long-term borrowings	L.3	-	-
	(b) Other Non-current Liabilities	L.4	-	-
	(c) Deferred Tax liability	L.5	-	-
	(d) Long-term provisions	L.6	-	-
	Sub Total Non Current Liabilities (B)		-	-
	3. Current liabilities			
	(a) Short-term borrowings	L.7	-	-
	(b) Trade payables	L.8		
II.	i) Due to MSME		16.37	2.65
	ii) Due to Others		3.76	3.48
	(c) Other current liabilities	L.9	38.28	48.61
	(d) Short-term provisions	L.10	40.15	104.66
	Sub Total Current Liabilities (C)		98.57	159.40
	TOTAL (A+B+C)		7,331.19	6,624.57
	ASSETS			
	1. Non-current assets			
	(a) Property, Plant and Equipment and Intangible assets			
	(i) Property, Plant and Equipment	L.11	68.98	43.69
	(ii) Capital work-in-progress		14.20	-
	(b) Non-current investments	L.12	1,108.41	100.00
	(c) Long-term loans and advances	L.13	1,012.50	-
	(d) Deferred Tax Assets	L.5	36.61	47.59
	(e) Other Non Current Assets	L.14	70.52	46.79
	Sub Total (A)		2,311.22	238.07
	2. Current assets			
	(a) Current Investments	L.15	1,666.28	2,780.00
	(b) Trade receivables	L.16	2,656.19	2,171.74
	(c) Cash and Cash Equivalents	L.17	294.49	1,144.24
	(d) Short-term loans and advances	L.18	52.65	52.90
	(e) Other Current Assets	L.19	350.35	237.61
	Sub Total (B)		5,019.97	6,386.49
	TOTAL (A + B)		7,331.19	6,624.57
Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements. As per our report of even date attached <div> <div> For Jodh Joshi and Co. Chartered Accountants Firm's Registration No: 104317W Sd/- CA Yash K. Verma Partner M No.105954 UDIN: 25105954BMJLYN8331 Nagpur 03-Jun-25 </div> <div> For and on behalf of the Board of Directors Delaplex Limited <div> Sd/- Preeti Sachdeva Whole Time Director (DIN : 05354561) </div> <div> Sd/- Nitin Sachdeva Managing Director (DIN : 01627153) </div> </div> <div> <div> Sd/- Deepak Jajoo CFO Nagpur 03-Jun-25 </div> <div> Sd/- Manishraj Bhatt Company Secretary </div> </div> </div>				

<p style="text-align: center;">Delaplex Limited (Formerly known as: delaPlex Private Limited) CIN: L72900MH2004PLC144498 STATEMENT OF STANDALONE PROFIT & LOSS (₹ in Lakhs)</p>				
	Particulars	Note	As at March 31, 2025	As at March 31, 2024
			Audited	Audited
I	Revenue from operations	II.1	5,576.01	5,534.87
II	Other Income	II.2	330.69	105.24
III	Total Income (I+II)		5,906.70	5,640.10
	Expenses:			
	(a) Cost of materials consumed	II.3	7.17	3.94
	(b) Purchases of stock-in-trade	II.4	-	-
	(c) Changes in inventories of finished goods and work-in- progress	II.5	-	-
	(d) Employee benefits expense	II.6	3,678.67	3,787.58
	(e) Finance costs	II.7	2.45	0.67
	(f) Depreciation and amortisation expense	I.11	32.27	34.69
	(g) Other expenses	II.8	780.96	601.29
	(h) CSR Expenses		21.50	37.29
IV	Total expenses		4,523.02	4,465.47
V	Profit /(Loss) before tax and Exceptional Items (III-IV)		1,383.68	1,174.63
VI	Exceptional Items	II.9	-	-
VII	Profit /(Loss) before tax (V-VI)		1,383.68	1,174.63
VIII	Tax expense:			
	Current tax expense		339.06	214.33
	Deferred tax charge/(credit)		10.98	(47.59)
			350.04	166.74
IX	Profit after tax for the year (VII-VIII)		1,033.64	1,007.89
XII	Earnings per share (face value of ₹ 10/- each):	II.10		
	(a) Basic (in ₹)		11.35	13.26
	(b) Diluted (in ₹)		11.35	13.26
Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements. As per our report of even date attached <div> <div> For Jodh Joshi and Co. Chartered Accountants Firm's Registration No: 104317W <div> Sd/- CA Yash K. Verma Partner M No.105954 UDIN: 25105954BMJLYN8331 Nagpur 03-Jun-25 </div> </div> <div> For and on behalf of the Board of Directors Delaplex Limited <div> Sd/- Preeti Sachdeva Whole Time Director (DIN : 05354561) </div> <div> Sd/- Nitin Sachdeva Managing Director (DIN : 01627153) </div> </div> <div> <div> Sd/- Deepak Jajoo CFO </div> <div> Sd/- Manishraj Bhatt Company Secretary </div> </div> <div> Nagpur 03-Jun-25 </div> </div>				

Delaplex Limited

(Formerly known as: delaPlex Private Limited)

CIN: L72900MH2004PLC144498

STATEMENT OF STANDALONE CASH FLOWS

(₹ in Lakhs)

Particulars	Cash Flow	
	As at March 31, 2025	As at March 31, 2024
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Extraordinary items	1,383.68	1,174.63
Adjustment For:		
(a) Depreciation and Amortization	32.27	34.69
(b) Interest & Finance Charges	2.45	0.67
(c) (Gain)/Loss on Sale of Assets	0.00	0.00
(d) Short/Excess provision written off	0.00	0.00
(e) Interest & Other income	(330.69)	(105.24)
(f) Preliminary Expenses written off	0.00	0.00
(g) Provision for Gratuity	0.00	0.00
Operating Profit before Working Capital Changes	1,087.71	1,104.76
Adjustment For :		
(a) (Increase)/Decrease in Inventories	0.00	0.00
(b) (Increase)/Decrease in Trade Receivables	(484.45)	(204.53)
(c) (Increase)/Decrease in Other Assets	(101.76)	(212.88)
(d) Increase /(Decrease) in Trade Payables	14.00	0.61
(e) Increase /(Decrease) in Other Liabilities	(10.33)	42.07
(f) Increase /(Decrease) in Provisions	(64.51)	30.94
CASH GENERATED FROM OPERATIONS	440.67	760.96
Less : Taxes	(350.04)	(214.32)
Less : CSR & Other Adjustment	0.00	20.79
CASH FLOW BEFORE EXTRAORDINARY ITEMS	90.63	567.43
NET CASH FROM OPERATING ACTIVITIES (A)	90.63	567.43
B. CASH FLOW FROM INVESTING ACTIVITIES		
(a) Sales / (Addition) in Fixed Assets & WIP	(71.76)	(28.83)
(b) Adjustment on Account of Opening gratuity Provision	0.00	0.00
(c) (Increase) / Decrease in Investment	105.31	(2,820.00)
(d) (Increase) / Decrease in loans and advances	(1,012.25)	(52.90)
(e) (Increase) / Decrease in Non Current Assets	(23.72)	(0.96)
(f) Interest and other income	330.69	105.24
NET CASH FROM INVESTING ACTIVITIES (B)	(671.74)	(2,797.45)
C. CASH FLOW FROM FINANCING ACTIVITIES		
(a) Increase/(Decrease) in Borrowings	0.00	0.00
(b) Increase/(Decrease) in Long term Liabilities	0.00	0.00
(c) Increase / (Decrease) in Long Term Provisions	0.00	0.00
(d) Funds from IPO (Net of Expenses)	(15.67)	2,948.20
(e) Dividends Distributed	(250.53)	
(f) Interest & Charges Paid	(2.45)	(0.67)
NET CASH FLOW IN FINANCING ACTIVITIES (C)	(268.65)	2,947.52
NET INCREASE IN CASH & CASH EQUIVALENTS (A)+(B)+(C)	(849.75)	717.50
OPENING BALANCE – CASH & CASH EQUIVALENT	1,144.24	426.75
CLOSING BALANCE - CASH & CASH EQUIVALENT	294.49	1,144.25
	-	-

As per our Report of even date

For Jodh Joshi and Co.
Chartered Accountants
Firm's Registration No: 104317W

Sd/-
CA Yash K. Verma
Partner
M No.105954

UDIN: 25105954BMJLYN8331

Nagpur
03-Jun-25

For and on Behalf of the Board
Delaplex Limited

Sd/-
Preeti Sachdeva
Whole Time Director
(DIN : 05354561)

Sd/-
Deepak Jajoo
CFO

Nagpur
03-Jun-25

Sd/-
Nitin Sachdeva
Managing Director
(DIN : 01627153)

Sd/-
Manishraj Bhatt
Company Secretary

Annexure - I.1

Standalone Statement of Share Capital

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised Capital*		
No. of Equity Shares of ₹ 10/- each	1,00,00,000	1,00,00,000
Authorised Equity Share Capital (In Lakhs)	1,000.00	1,000.00
Issued, Subscribed & Fully Paid up#		
No. of Equity Shares of ₹ 10/- each	91,10,000	91,10,000
Issued, Subscribed & Fully Paid up Share Capital (In Lakhs)	911.00	911.00
Total	911.00	911.00

*Company has increased authorised capital of the Company from Rs. 1 Lakh divided into 10000 Equity Shares of Rs. 10 each to Rs. 1000 Lakhs divided into 100 Lakhs Equity Shares of Rs. 10 Each in the extra-ordinary General Meeting of Shareholders of the company held on October 23, 2023.

#Company has allotted 73 Lakhs Bonus Equity Shares of Rs. 10 each on October 26, 2023 in the ratio of 730:1, i.e., for every equity share, 730 bonus shares were issued.

##Company has issued 18 Lakh Fresh Equity Shares of Rs. 10 each via IPO on 2nd Feb 2024.

Reconciliation of the number of shares outstanding is set out below:-

Particulars	As at March 31, 2025	As at March 31, 2024
	Number of Shares	Number of Shares
Shares outstanding at the beginning of the year	91,10,000	10,000
Add:-Shares Issued during the year	-	-
Fresh Issue		18,00,000
Bonus Shares Issued		73,00,000
Less: Shares bought back during the year		
Other Changes	-	-
Shares outstanding at the end of the year	91,10,000	91,10,000

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The company has not proposed any dividend during preceding financial year. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

Details of Shareholders holding more than 5 % shares:-

Name of Shareholder	As at March 31, 2025	As at March 31, 2024
DelaPlex Inc, USA		
Number of Shares	31,28,100	31,28,100
% of Holding	34.34%	34.34%
Mr. Nitin Sachdeva		
Number of Shares	35,81,895	35,81,895
% of Holding	39.32%	39.32%

Details of promoters holding shares:-

Name of Shareholder	As at March 31, 2025	As at March 31, 2024
1) DelaPlex Inc, USA (P)		
Number of Shares	31,28,100	31,28,100
% of Holding	34.34%	34.34%
2) Mr. Nitin Sachdeva (P)		
Number of Shares	35,81,895	35,81,895
% of Holding	39.32%	39.32%
3) Mr. Manish Sachdeva (P)		
Number of Shares	-	-
% of Holding	0.00%	0.00%
4) Mrs. Preeti Sachdeva (P)		
Number of Shares	1	1
% of Holding	Negligible	Negligible
5) Mr. Mark Rivers (P)		
Number of Shares	-	-
% of Holding	0.00%	0.00%
6) delaStream Solutions Private Limited (PG)		
Number of Shares	1	1
% of Holding	Negligible	Negligible
7) NSMentors Private Limited (PG)		
Number of Shares	1	1
% of Holding	Negligible	Negligible
8) Rekha Sachdeva (PG)		
Number of Shares	1	1
% of Holding	Negligible	Negligible
9) Iqbalchand Sachdeva (PG)		
Number of Shares	1	1
% of Holding	Negligible	Negligible

Annexure - I.2
Standalone Statement of Reserves And Surplus
(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
a. Securities Premium Account		
Opening Balance	2,768.20	0.00
Addition During the year		3,276.00
Less IPO & ESOP Scheme Expenses	(15.67)	(507.80)
Closing of Securities Premium Account	2,752.53	2,768.20
b. Surplus in Statement of Profit & Loss A/c		
Opening balance	2,785.98	2,487.29
Net Profit For the current year	1,033.64	1,007.89
Less: Bonus Shares Issued	0.00	(730.00)
Less: Dividend Distributed	(250.53)	0.00
Add/(less) - CSR Expenses:	0.00	20.79
Less: Others	0.00	0.00
Net Surplus in Statement of Profit and Loss	3,569.10	2,785.98
Total	6,321.62	5,554.17

Annexure - I.3
Standalone Statement of Long Term Borrowings
(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
<u>Secured</u>		
(a) Term loans		
Working Capital Term Loan	-	-
Vehicle Loan	-	-
(Secured By hypothecation of the Vehicle)		
Total Secured Term Loans	-	-
<u>Unsecured</u>		
(a) Unsecured Loan from Bank and NBFCs	-	-
(b) Loans from Directors	-	-
	-	-
Total	-	-

Annexure - I.4**Standalone Statement of Other Non-Current Liabilities****(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Security Deposit Received	-	-
Total	-	-

Annexure - I.5**Standalone Statement of Deferred Tax Asset/(Liability)****(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred Tax Liability		
On account of timing difference in Net block as per books & as per Income Tax		
Deferred Tax Assets	36.61	47.59
On account of timing difference in retiral and other benefits		
Total	36.61	47.59

Annexure - I.6**Standalone Statement of Long Term Provisions****(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Long Term Provisions	-	-
Total	-	-

Annexure - I.7**Standalone Statement of Short Term Borrowings****(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
(a) Loan repayable on demand		
(b) Current Maturity of long term debt	-	-
Total	-	-

Annexure - I.8**Standalone Statement of Trade Payable****(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Trade Payable: Micro, Small and Medium Enterprises	16.37	2.65
Trade Payable: Others	3.76	3.48
Total	20.13	6.13

(a) Ageing schedule:**As at March 31, 2025****(₹ in Lakhs)**

Particulars	Less than 1 year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) MSME	16.37	-	-	-	16.37
(ii) Others	3.76	-	-	-	3.76
(iii) Disputed dues - MSME					-
(iv) Disputed dues - Others					-
Total	20.13	-	-	-	20.13

As at March 31, 2024**(₹ in Lakhs)**

Particulars	Less than 1 year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) MSME	2.65	-			2.65
(ii) Others	3.48	-			3.48
(iii) Disputed dues - MSME					-
(iv) Disputed dues - Others					-
Total	6.13	-	-	-	6.13

(b) Dues payable to Micro and Small Enterprises:**(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
1) Principal amount remaining unpaid to any supplier as at the year end	16.37	2.65
2) Interest due on the above mention principal amount remaining unpaid to any supplier as at the year end	-	-
3) Amount of the interest paid by the Company in terms of Section 16	-	-
4) Amount of the interest due and payable for the period of delay in making payment but without adding the interest specified under the MSMED Act	-	-
5) Amount of interest accrued and remaining unpaid at the end of the accounting year	-	-

Annexure - I.9**Standalone Statement of Other Current Liabilities****(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
TDS Payable	35.51	44.68
Credit Card dues	2.77	3.93
Total	38.28	48.61

Annexure - I.10**Standalone Statement Short Term Provisions****(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Audit Fees	0.75	0.75
Salary Payable	28.65	64.61
Provident Fund, ESIC and PT Payable	9.35	9.54
Reimbursements & Utilities Payable	0.69	9.11
Unearned Revenue	-	20.65
Dividend Payable	0.72	-
Total	40.15	104.66

Annexure - I.11

Standalone Statement of Property Plant & Equipment for 2024-2025

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	
		As At 01-Apr-2024	Purchase during the period	Disposals	Upto 31-Mar-2025	Upto 01-Apr-2024	Dep.fund Adjustment.	For the period	Disposals	Upto 31-Mar-2025	As At 31-Mar-24	As At 31-Mar-2025
I.	Property Plant & Equipment											
	Computer and Software's	256.44	31.01	-	287.46	220.90		27.23	-	248.13	35.54	39.33
	Computer- Networking Devices	2.63	-		2.63	2.51		0.01		2.53	0.12	0.10
	Office Equipment	27.93	14.60	-	42.53	21.96		3.96	-	25.92	5.97	16.61
	Electrical Installations	8.67		-	8.67	8.14		0.08	-	8.23	0.53	0.45
	Furniture & Fixtures	5.16	11.95	-	17.10	3.62		0.98		4.61	1.53	12.50
	Total Tangible Assets	300.83	57.56	-	358.39	257.14	-	32.27	-	289.41	43.69	68.98
	Previous Year	272.00	28.83	-	300.83	222.45	-	34.69	-	257.14	49.55	43.69
II.	Capital Work In Progress		14.20		14.20						-	14.20
	Total		14.20	-	14.20	-		-	-	-	-	14.20
	Previous Year	-	-	-	-	-	-	-	-	-	-	-
	Total	300.83	71.76	-	372.60	257.14		32.27	-	289.41	43.69	83.19

I.11.1 Ageing Schedule of Capital Work

Amount in CWIP for a period of

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	14.20	-	-	-	-

Standalone Statement of Property Plant & Equipment for 2023-2024

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	
		As At 01-Apr-2023	Purchase during the period	Disposals	As At 31-Mar-24	Upto 01-Apr-2023	Dep.fund Adjustment.	For the period	Disposals	Upto 31-Mar-24	As At 31-Mar-23	As At 31-Mar-2024
I.	Property Plant & Equipment											
	Computer and Software's	232.35	24.10	-	256.44	189.69		31.21	-	220.90	42.65	35.54
	Computer- Networking Devices	2.63	-		2.63	2.49		0.02		2.51	0.14	0.12
	Office Equipment	24.35	3.58	-	27.93	19.02		2.94	-	21.96	5.33	5.97
	Electrical Installations	8.67	-	-	8.67	7.96		0.18	-	8.14	0.71	0.53
	Furniture & Fixtures	4.00	1.15		5.16	3.28		0.34		3.62	0.72	1.53
	Total Tangible Assets	272.00	28.83	-	300.83	222.45	-	34.69	-	257.14	49.55	43.69
II.	Capital Work In Progress		-		-						-	
	Total		-	-	-	-	-	-	-	-	-	-
	Previous Year											
	Total											

I.11.2 Ageing Schedule of Capital Work

Amount in CWIP for a period of

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	-	-	-	-	-

Annexure - I.12

Standalone Statement of Non-Current Investments

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Fixed Deposit with ICICI (Non Current)	1,087.92	100.00
Investment in Subsidiaries	20.48	-
Total	1,108.41	100.00

Annexure - I.13

Standalone Statement of Long-term loans and advances

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Loans given to Subsidiaries	1,012.50	-
Total	1,012.50	-

Annexure - I.14

Standalone Statement of Other Non Current Asset

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Long term deposit with bank with maturity period more than 12 Months *	-	-
Interest accrued on above	-	-
Security Deposits	70.52	46.79
Preliminary Expenses not written off	-	-
Total	70.52	46.79

Annexure - I.15

Standalone Statement of Current Investments

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Fixed Deposits with ICICI (Current)	1,666.28	2,780.00
Total	1,666.28	2,780.00

Annexure - I.16

Standalone Statement of Trade receivables

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Trade Receivables, Unsecured	2,656.19	2,171.74
Total	2,656.19	2,171.74

Aging of Receivables - 31 March 2025

(₹ in Lakhs)

Particulars	Less than 6 months	6 Months - 1 year	More than 3 years	Total
Undisputed				
Trade receivables - Considered good	2,656.19	-	-	2,656.19
Trade receivables - doubtful debt	-	-	-	-
Disputed				
Trade receivables - Considered good	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-
Total	2,656.19	-	-	2,656.19

Aging of Receivables - 30 September 2024

(₹ in Lakhs)

Particulars	Less than 6 months	6 Months - 1 year	More than 3 years	Total
Undisputed				
Trade receivables - Considered good	2,171.74	-	-	2,171.74
Trade receivables - doubtful debt	-	-	-	-
Disputed				
Trade receivables - Considered good	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-
Total	2,171.74	-	-	2,171.74

Annexure - I.17

Standalone Statement of Cash and Cash Equivalents

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Cash and Bank Balance		
Bank Balance		
Balance in current accounts	292.90	1,142.41
Balance in Travel Cards	-	-
Cash on Hand	1.59	1.83
Fixed deposit (Original Maturity less than 3 Months)	-	-
Total	294.49	1,144.24

Annexure - I.18

Standalone Statement of Short Term Loans And Advances

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Deposits (Short Term)	52.65	52.90
Total	52.65	52.90

Annexure - I.19

Standalone Statement of Other current assets

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
TDS Credit	42.79	70.32
Advance Income Tax & Refund	334.70	230.69
Less: Provision of Income Tax	(338.64)	(214.33)
Professional Tax Paid in Advance	0.04	0.06
Prepaid Insurance & Expenses	41.15	18.82
GST Input Tax Credit c/f / (payable)	149.09	97.31
Interest Accrued	121.22	34.73
Advance Salary	0.00	0.00
Total	350.35	237.61

Annexure - II.1**Standalone Statement of Revenue from operations****(₹ in Lakhs)**

Particulars	For The Year	
	As at March 31, 2025	As at March 31, 2024
Sale of products	-	-
Sales of Services	5,576.01	5,534.87
Other Operating Revenue	-	-
Total	5,576.01	5,534.87
Note:		
(i) Sale of Services comprises following :		
Domestic sales	321.82	738.45
Export sales	5,254.19	4,796.42
Total	5,576.01	5,534.87

Annexure - II.2**Standalone Statement of Other income****(₹ in Lakhs)**

Particulars	For The Year	
	As at March 31, 2025	As at March 31, 2024
Interest Income	271.49	37.29
Foreign Exchange Fluctuation	59.06	67.95
Discounts	0.14	-
Total	330.69	105.24

Annexure - II.3**Standalone Statement of Cost of materials consumed****(₹ in Lakhs)**

Particulars	For The Year	
	As at March 31, 2025	As at March 31, 2024
Inventories at the beginning of the year	-	-
Add: Purchases during the year - Computer Consumables	7.17	3.94
Add: Freight Inward	-	-
	7.17	3.94
Less: Closing stock at the end of the year	-	-
Cost of materials consumed	7.17	3.94

Annexure - II.4**Standalone Statement of Purchases of stock-in-trade****(₹ in Lakhs)**

Particulars	For The Year	
	As at March 31, 2025	As at March 31, 2024
Purchases of stock-in-trade	-	-

Annexure - II.5**Standalone Statement of Changes in inventories of finished goods and work-in-progress****(₹ in Lakhs)**

Particulars	For The Year	
	As at March 31, 2025	As at March 31, 2024
Inventories at the end of the year:		
(a) Finished goods	-	-
(b) Work-in-progress	-	-
(c) Scrap	-	-
(d) Packing Material	-	-
	-	-
Inventories at the beginning of the year:		
(a) Finished goods	-	-
(b) Work-in-progress	-	-
(c) Scrap	-	-
(d) Packing Material	-	-
	-	-
Net (increase) / decrease	-	-

Annexure - II.6**Standalone Statement of Employee benefits expense****(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Basic & House Rent Allowance	2,492.46	2,562.90
Other Allowance & Incentives	1,049.85	1,090.79
Contributions to provident Fund and ESIC	61.04	71.89
Staff Welfare Expense & Reimbursement	13.80	15.31
Retirement benefit Gratuity and other Full and Final Settlement	38.31	10.70
Employee Insurance	23.21	35.99
Total	3,678.67	3,787.58

Annexure - II.7**Standalone Statement of Finance costs****(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Bank & Transaction Charges	2.33	0.58
Interest Paid to Bank	-	
Interest Paid to Others	0.12	0.09
Total	2.45	0.67

Annexure - II.8**Standalone Statement of Other expenses****(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Auditors Remunerations	0.75	0.75
Fees for Professional and Technical Services	359.51	288.21
Internet and Domain Usage Fees	16.55	21.70
Software subscription expenses	16.40	10.35
Power & Fuel Charges (Including Consumbale)	34.06	29.60
Rent Expense	111.34	99.45
Project Cost	26.46	28.53
Sales & Marketing Expenses	51.06	6.54
Facility Management	16.40	15.67
Insurance Expense	17.31	4.63
Office Expenses	12.76	11.11
Postage and courier charges	3.56	3.18
Security Charges	10.95	11.02
Travelling and conveyance expenses	26.15	28.47
Legal fees	4.07	3.85
Consultant Fees	67.66	35.03
Printing and stationery expenses	2.87	0.87
Independent Director's Remuneration	1.20	0.50
Telephone expenses	1.58	1.52
Property Taxes	0.30	0.30
Profession Tax	0.02	0.02
Total (A+B+C)	780.96	601.29

Annexure - II.9**Standalone Statement of Exceptional Items****(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
NIL	-	-
Total (A+B+C)	-	-

Annexure - II.10**Standalone Statement of Earning Per Equity Share****(₹ in Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Before Exceptional Items		
1.Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs)	1,033.64	1,007.89
2. Weighted Average number of equity shares used as denominator for calculating EPS	91,10,000	76,00,164
3. Basic and Diluted Earning per Share (Post Bonus) (On Face value of Rs. 10/ per share)	11.35	13.26

DELAPLEX LIMITED
SIGNIFICANT ACCOUNTING POLICIES & NOTES ON STANDALONE FINANCIAL STATEMENTS

Note No.: III

A. Basis of Preparation and Significant Accounting Policies –

1. Basis of accounting:

- The company prepares financial statements in accordance with 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 an accrual basis. The accounting policies are applied consistently to all the periods presented in the standalone financial statements.

2. Use of Estimates:

The preparation of financial statements in conformity with Accounting Standards 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 periods.

3. 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.

Revenue from fixed-price and fixed-time frame contracts, where there is no uncertainty as to measurement or collectability of consideration, is recognized based upon the percentage of completion or proportionate efforts method depending upon the circumstances. When there is uncertainty as to measurement or ultimate collectability revenue recognition is postponed until such uncertainty is resolved.

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

4. Property, Plant & Equipment:

Property, Plant & Equipment including intangible assets are stated at their original cost of acquisition including taxes, freight and other incidental expenses related to acquisition and installation of the concerned assets less depreciation till date.

Company has adopted cost model for all class of items of Property Plant and Equipment.

Assets costing INR 5,000 or less are fully depreciated in the year of purchase.

5. **Depreciation:**

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

6. **Foreign currency Transactions:**

Transactions arising in foreign currencies during the year are converted at the rates closely approximating the rates ruling on the transaction dates. Liabilities and receivables in foreign currency are restated at the year-end exchange rates. All exchange rate differences arising from conversion in terms of the above are included in the statement of profit and loss.

7. **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.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

8. **Inventories:**

The Company is a service company, primarily involved in software and support services. Accordingly, it does not hold any physical inventory.

9. **Retirement Benefits:**

The retirement benefits including Gratuity are accounted for as and when liability becomes due for payment.

10. **Taxes on Income:-**

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted by the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is virtual certainty with convincing evidence that these would be realized in future. At each Balance Sheet date, the carrying amount of deferred tax is reviewed to reassure realization.

11. **Provisions, Contingent Liabilities and Contingent Assets: (AS-29)**

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities is disclosed in Notes to the account for:

- (i) Possible obligations which will be confirmed only by future events not wholly within the control of the company or
- (ii) Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the financial statement since this may result in the recognition of the income that may never be realized.

12. **Earnings per share:**

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

13. **Material Events:**

Material events occurring after Balance Sheet date are taken into cognizance for better presentation of financial statement and full disclosures.

14. **General:**

Except wherever stated, accounting policies are consistent with the accounting standards and have been consistently applied.

The assertions in the financial statements, including the outstanding balances and closing balances for transactions may be reclassified for better presentation and disclosure purposes.

(B) Notes on Financial Statements

- 1. The classification of creditors as micro and small enterprise has been given to the parties from whom the confirmation has been received regarding their classification as per MSMED Act.
- 2. Trade receivables, Trade payables, Loans & Advances and Unsecured Loans have been taken at their book value subject to confirmation and reconciliation.

3. Payments to Auditors:

(in Lakhs)

Auditors Remuneration	2024-2025	2023-2024
Audit Fees	Rs.0.60	Rs.0.60
Tax Audit Fees	Rs. 0.15	Rs. 0.15
Company Law Matters	-	-
GST Matters	-	-
Total	Rs0.75	Rs0.75

4. Loans and Advances are considered good in respect of which company does not hold any security other than the personal guarantee of people.
5. Related Party disclosure as identified by the company and relied upon by the auditors:

(A) Related Parties and their Relationship

(I) Key Management Personnel

1. Nitin Sachdeva
2. Preeti Sachdeva
3. Manish Sachdeva
4. CA Deepak Jajoo
5. CS Manishraj Bhatt

(II) Relative of Key Management Personnel

Sr.	Name	Relation
1	Iqbalchand Sachdeva	Father of Director
2	Rekha Sachdeva	Mother of Director
3	Nitin Sachdeva HUF	HUF of Director
4	Delastream Solutions Private Limited	Sister Concern
5	Delaplex Inc.	Promoter
6	Xperity LLC (formerly delaPlex Software LLC)	Sister Concern
7	NSMentors Pvt. Ltd.	Sister Concern
8	Celestia Crew Consultancy Pvt Ltd	Subsidiary
9	Delaplex Software Limited UK	Subsidiary
10	Blueberry Software Limited	Step Down Subsidiary

(III) Enterprises owned or significantly influenced by Key Management personnel or their relatives

Transactions with Related parties

(INR in Lakhs)

	Transactions during the year	
Nature of Transaction	Current Year	Previous year
<u>Rent:</u>		
Nitin Sachdeva	8.40	8.40
Iqbalchand Sachdeva		3.60
Manish Sachdeva	18.00	18.00
<u>Salary:</u>		
Preeti Sachdeva	9.60	9.60
Nitin Sachdeva	77.00	77.00
Deepak Jajoo	36.00	15.00
Manishraj Bhatt	10.77	3.50
<u>Facilities Charges:</u>		
Nitin Sachdeva HUF	13.20	13.20

<u>Procurement & Expense & Incomes:</u>		
DelaStream Solutions Pvt. Ltd. (Purchases)	18.82	22.57
Celestia Crew Private Limited (Interest Income)	5.49	-
Delaplex Software UK – Interest Income	69.99	-
Celestia Crew Private Limited (Purchase of Services)	47.99	-
Blueberry Systems Limited (Sale of Services)	287.91	-

	(INR in Lakhs)	
	Current Year	Previous Year
6. Value of Imports		
Raw Material	N.A.	N.A.
Goods Finished	N.A.	N.A.
7. Expenditure in Foreign Currency	Rs. 73.58	Rs. 2.86
8. Earning in Foreign Exchange	Rs. 4829.87	Rs. 4701.92

(This does not include expenses incurred through credit card usage. Only transactions directly paid/ transacted from the company bank account conducted in foreign currency are mentioned above. Additionally foreign exchange gain/loss are excluded)

9. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

10. The Company had declared and paid a dividend of INR 2.75 / share on 2nd of Sep 2024 for it's ordinary shareholders.

11. Previous year figures were regrouped/rearranged wherever necessary.

12. The figures stated in financials have been rounded off to the nearest decimal (in Lakhs) wherever required

For Jodh Joshi & Co.
FRN No. 104317W

For Delaplex Limited

Chartered Accountants

Sd/-
CA Yash Verma
Partner
Membership No. 105954
Place: Nagpur
Date: 03/06/2025
UDIN: 25105954BMJLYN8331

Sd/-
Preeti Sachdeva
(Whole Time Director)
DIN 05354561

Sd/-
Nitin Sachdeva
(Managing Director)
DIN 01627153

Sd/-
Deepak Jajoo
CFO
Nagpur

Sd/-
Manishraj Bhatt
Company Secretary

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF DELAPLEX LIMITED

Report on the Audit of the Consolidated Financial Statements Opinion

We have audited the accompanying consolidated financial statements of **DELAPLEX LIMITED** (the "Company") and its subsidiaries (the Company and its subsidiaries together referred to as the "Group") which comprise the Consolidated Balance Sheet as at March 31, 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), and the Consolidated Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2025, of consolidated profit/loss, and its consolidated cash flows for the year then ended

Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules made thereunder, 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 obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

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 Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements, standalone financial statements and our auditor's report thereon.

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

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

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India. The respective Boards of Directors/Trustees of the entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Boards of Directors of the entities included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intends to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective Boards of Directors of the entities included in the Group are also responsible for overseeing the financial reporting process of the Group.

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

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

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

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial 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 and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls with reference to Consolidated 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 the 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the Consolidated Financial Statements.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.

We communicate with those charged with governance of the Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

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

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

Other Matters

We did not audit the financial statements / financial information of M/s. Delaplex Software Limited UK, whose financial statements reflect total assets of Rs. 1741.85 Lakhs as at 31st March, 2025 and total revenues of Rs. 1439.62 Lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit/loss of Rs. 201.04 Lakhs for the year ended 31st March, 2025, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

- d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and jointly controlled companies incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of Internal Financial Control with reference to Financial Statements of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A.
- g. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197(16) of the Act.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and jointly controlled entities there are no pending litigations on the company or its group entities.
- ii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Delaplex Limited and its subsidiary companies, associate companies and jointly controlled companies incorporated in India.

For and on behalf of
For Jodh Joshi And Co.,
Chartered Accountants
FRN: 104317W

Sd/-
CA Yash K. Verma
Partner
Membership Number: 105954
UDIN: 25105954BMJLYO2353
Place: Nagpur
Date :- 03/06/2025

Annexure A

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Delaplex Limited of even date)

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

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to Consolidated Financial Statements of **DELAPLEX LIMITED** (hereinafter referred to as the “Company”) and its subsidiary companies, which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The respective Boards of Directors of the Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated Financial Statements of the Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”) and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Consolidated Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated 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 judgement, 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 internal financial controls with reference to Consolidated Financial Statements of the Company and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A company's internal financial control with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) 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 with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Consolidated Financial Statements to future periods are subject to the risk that the internal financial control with reference to Consolidated 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 explanations given to us, the Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at March 31, 2025, based on the criteria for internal financial control with reference to Consolidated Financial Statements established by the respective companies 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 and on behalf of

For Jodh Joshi And Co.,

Chartered Accountants

FRN: 104317W

Sd/-

CA Yash K. Verma

Partner

Membership Number: 105954

UDIN: 25105954BMJLYO2353

Place: Nagpur

Date :- 03/06/2025

(₹ in Lakhs)

Sd/-	Sd/-
Deepak Jajoo	Manishraj Bhatt
CFO	Company Secretary
Nagpur	

Delaplex Limited
(Formerly known as: delaPlex Private Limited)
CIN: L72900MH2004PLC144498
STATEMENT OF CONSOLIDATED PROFIT & LOSS

(₹ in Lakhs)

	Particulars	Notes	As at For Year Mar 31, 2025
			Consolidated Audited
I	Revenue from operations	II.1	6,754.39
II	Other Income	II.2	255.76
III	Total Income (I+II)		7,010.15
	Expenses:		
	(a) Cost of materials consumed	II.3	7.95
	(b) Purchases of stock-in-trade	II.4	-
	(c) Changes in inventories of finished goods and work-in- progress	II.5	-
	(d) Employee benefits expense	II.6	4,191.26
	(e) Finance costs	II.7	3.64
	(f) Depreciation and amortisation expense	I.11	35.67
	(g) Other expenses	II.8	1,193.11
	(h) CSR Expenses		21.50
IV	Total expenses		5,453.12
V	Profit /(Loss) before tax and Exceptional Items (III-IV)		1,557.03
VI	Exceptional Items	II.9	-
VII	Profit /(Loss) before tax (V-VI)		1,557.03
VIII	Tax expense:		
	Current tax expense		339.12
	Deferred tax charge/(credit)		3.89
	(d) (Less): MAT Credit Entitlement		
			343.01
IX	Profit after tax for the year (VII-VIII)		1,214.01
	Minority Interest in P&L		6.32
X	Profit after tax & minority interest for the year		1,220.33
XII	Earnings per share (face value of ₹ 10/- each):	II.10	
	(a) Basic (in ₹)		13.33
	(b) Diluted (in ₹)		13.33

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements.

As per our report of even date attached

For Jodh Joshi and Co.
Chartered Accountants
Firm's Registration No: 104317W

For and on behalf of the Board of Directors
Delaplex Limited

Sd/-
CA Yash K. Verma
Partner
M No.105954

Sd/-
Preeti Sachdeva
Whole Time Director
(DIN : 05354561)

Sd/-
Nitin Sachdeva
Managing Director
(DIN : 01627153)

Deepak Jajoo
CFO

Manishraj Bhatt
Company Secretary

Nagpur
03-Jun-25

Nagpur
03-Jun-25

Delaplex Limited
(Formerly known as: delaPlex Private Limited)
CIN: L72900MH2004PLC144498
STATEMENT OF STANDALONE CASH FLOWS

(₹ in Lakhs)

Particulars	Cash Flow
	As at March 31, 2025
A. CASH FLOW FROM OPERATING ACTIVITIES	
Net Profit before Extraordinary items	1,557.03
Adjustment For:	
(a) Depreciation and Amortization	35.67
(b) Interest & Finance Charges	3.64
(c) Foreign Currency Translation	47.52
(d) Minority Share of P&L	6.32
(e) Interest & Other income	(255.76)
Operating Profit before Working Capital Changes	1,394.42
Adjustment For :	
(a) (Increase)/Decrease in Inventories	0.00
(b) (Increase)/Decrease in Trade Receivables	(518.56)
(c) (Increase)/Decrease in Loans & Advances & Other Assets	(35.38)
(d) Increase /(Decrease) in Trade Payables	188.31
(e) Increase /(Decrease) in Other Liabilities	4.03
(f) Increase /(Decrease) in Provisions	121.53
CASH GENERATED FROM OPERATIONS	1,154.34
Less : Direct Taxes paid	(343.01)
Less : CSR & Other Adjustment	0.00
CASH FLOW BEFORE EXTRAORDINARY ITEMS	811.33
NET CASH FROM OPERATING ACTIVITIES (A)	811.33
B. CASH FLOW FROM INVESTING ACTIVITIES	
(a) Sales / (Addition) in Fixed Assets & WIP	(1,524.19)
(b) Adjustment on Account of Opening gratuity Provision	0.00
(c) (Increase) / Decrease in Investment	103.00
(d) (Increase) / Decrease in Long term loans and advances	0.00
(e) (Increase) / Decrease in Non Current Assets	(20.19)
(f) Interest and other income	255.76
(g) Minority Purchase for Blueberry Systems UK	(82.34)
NET CASH FROM INVESTING ACTIVITIES (B)	(1,267.96)
C. CASH FLOW FROM FINANCING ACTIVITIES	
(a) Increase/(Decrease) in Borrowings	0.00
(b) Increase/(Decrease) in Long term Liabilities	0.00
(c) IPO/ESOP Expenses	(15.67)
(d) Dividends Distributed	(250.53)
(e) Interest & Charges Paid	(3.64)
(f) Non Controlling Interest in Subsidiary	(6.00)
NET CASH FLOW IN FINANCING ACTIVITIES (C)	(275.83)
NET INCREASE IN CASH & CASH EQUIVALENTS	(732.46)
OPENING BALANCE – CASH & CASH EQUIVALENT	1,144.24
CLOSING BALANCE - CASH & CASH EQUIVALENT	411.78
	-

As per our Report of even date

For Jodh Joshi and Co.
Chartered Accountants
Firm's Registration No: 104317W

For and on Behalf of the Board
Delaplex Limited

Sd/-
CA Yash K. Verma
Partner
M No.105954

Nagpur
03-Jun-25

Sd/-
Preeti Sachdeva
Whole Time Director
(DIN : 05354561)

Sd/-
Deepak Jajoo
CFO
Nagpur
03-Jun-25

Sd/-
Nitin Sachdeva
Managing Director
(DIN : 01627153)

Sd/-
Manishraj Bhatt
Company Secretary

Annexure - I.1
Standalone Statement of Share Capital
(₹ in Lakhs)

Particulars	As at March 31, 2025
Authorised Capital*	
No. of Equity Shares of ₹ 10/- each	1,00,00,000
Authorised Equity Share Capital (In Lakhs)	1,000
Issued, Subscribed & Fully Paid up#	
No. of Equity Shares of ₹ 10/- each	91,10,000
Issued, Subscribed & Fully Paid up Share Capital (In Lakhs)	911
Total	911

*Company has increased authorised capital of the Company from Rs. 1 Lakh divided into 10000 Equity Shares of Rs. 10 each to Rs. 1000 Lakhs divided into 100 Lakhs Equity Shares of Rs. 10 Each in the extra-ordinary General Meeting of Shareholders of the company held on October 23, 2023.

#Company has allotted 73 Lakhs Bonus Equity Shares of Rs. 10 each on October 26, 2023 in the ratio of 730:1, i.e., for every equity share, 730 bonus shares were issued.

##Company has issued 18 Lakh Fresh Equity Shares of Rs. 10 each via IPO on 2nd Feb 2024.

Reconciliation of the number of shares outstanding is set out below:-

Particulars	As at March 31, 2025
	Number of Shares
Shares outstanding at the beginning of the year	91,10,000
Add:-Shares Issued during the year	-
Fresh Issue	
Bonus Shares Issued	
Less: Shares bought back during the year	
Other Changes	-
Shares outstanding at the end of the year	91,10,000

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The company has not proposed any dividend during preceding financial year. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

Details of Shareholders holding more than 5 % shares:-

Name of Shareholder	As at March 31, 2025
DelaPlex Inc, USA	
Number of Shares	31,28,100
% of Holding	34.34%
Mr. Nitin Sachdeva	
Number of Shares	35,81,895
% of Holding	39.32%

Details of promoters holding shares:-

Name of Shareholder	As at March 31, 2025
1) DelaPlex Inc, USA (P)	
Number of Shares	31,28,100
% of Holding	34.34%
2) Mr. Nitin Sachdeva (P)	
Number of Shares	35,81,895
% of Holding	39.32%
3) Mr. Manish Sachdeva (P)	
Number of Shares	-
% of Holding	0.00%
4) Mrs. Preeti Sachdeva (P)	
Number of Shares	1
% of Holding	Negligible
5) Mr. Mark Rivers (P)	
Number of Shares	-
% of Holding	0.00%
6) delaStream Solutions Private Limited (PG)	
Number of Shares	1
% of Holding	Negligible
7) NSMentors Private Limited (PG)	
Number of Shares	1
% of Holding	Negligible
8) Rekha Sachdeva (PG)	
Number of Shares	1
% of Holding	Negligible
9) Iqbalchand Sachdeva (PG)	
Number of Shares	1
% of Holding	Negligible

Annexure - I.2

Consolidated Statement of Reserves And Surplus

(₹ in Lakhs)

Particulars	As at March 31, 2025
a. Securities Premium Account	
Opening Balance	2,768.20
Addition During the year	
Less IPO & ESOP Scheme Expenses	(15.67)
Closing of Securities Premium Account	2,752.53
Capital Reserve	
Capital Reserve arising out of consolidation	(0.01)
Closing of Capital Reserve	(0.01)
c. Foreign Exchange Translation Reserve	
Foreign Exchange Translation Reserve arising out of consolidation	47.52
e. Surplus in Statement of Profit & Loss A/c	
Opening balance	2,785.97
Net Profit For the current year	1,220.33
Less: Bonus Shares Issued	0.00
Less: Dividend Distributed	(250.53)
Less: Purchase of Minority in Blueberry Systems UK	(82.34)
Add/(less) - CSR Expenses:	0.00
Less: Others	0.00
Net Surplus in Statement of Profit and Loss	3,673.44
Total	6,473.48

Annexure - I.3

Consolidated Statement of Long Term Borrowings

(₹ in Lakhs)

Particulars	As at March 31, 2025
<u>Secured</u>	
(a) Term loans	
Working Capital Term Loan	-
Vehicle Loan	-
(Secured By hypothecation of the Vehicle)	
Total Secured Term Loans	-
<u>Unsecured</u>	
(a) Unsecured Loan from Bank and NBFCs	-
(b) Blueberry Consults Loan Account	
	-
Total	-

Annexure - I.4**Consolidated Statement of Other Non-Current Liabilities****(₹ in Lakhs)**

Particulars	As at March 31, 2025
Security Deposit Received	-
Total	-

Annexure - I.5**Consolidated Statement of Deferred Tax Asset/(Liability)****(₹ in Lakhs)**

Particulars	As at March 31, 2025
Deferred Tax Liability	
On account of timing difference in Net block as per books & as per Income Tax	
Deferred Tax Assets	42.40
On account of timing difference in retiral and other benefits	
Total	42.40

Annexure - I.6**Consolidated Statement of Long Term Provisions****(₹ in Lakhs)**

Particulars	As at March 31, 2025
Long Term Provisions	-
Total	-

Annexure - I.7**Consolidated Statement of Short Teem Borrowings****(₹ in Lakhs)**

Particulars	As at March 31, 2025
(a) Loan repayable on demand	
(b) Current Maturity of long term debt	-
Total	-

Annexure - I.8**Consolidated Statement of Trade Payable****(₹ in Lakhs)**

Particulars	As at Half Yearly Mar 31, 2025
Trade Payable: Micro, Small and Medium Enterprises	5.76
Trade Payable: Others	188.68
Total	194.44

Annexure - I.9**Consolidated Statement of Other Current Liabilities****(₹ in Lakhs)**

Particulars	As at Half Yearly Mar 31, 2025
TDS Payable	46.08
Credit Card dues	6.57
Total	52.64

Annexure - I.10**Consolidated Statement Short Term Provisions****(₹ in Lakhs)**

Particulars	As at Half Yearly Mar 31, 2025
Provision for Audit Fees	0.85
Salary Payable	28.65
Provident Fund, ESIC and PT Payable	16.64
Reimbursements & Utilities Payable	0.69
Unearned Revenue	154.48
Dividend Payable	0.72
Provision for Expenses & Foreign Statutory Dues	24.17
Interest Payable	-
Total	226.19

Annexure - I.11

Standalone Statement of Property Plant & Equipment for 2024-2025

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	
		As At 01-Apr-2024	Purchase during the period	Disposals	Upto 31-Mar-2025	Upto 01-Apr-2024	Dep.fund Adjustment.	For the period	Disposals	Upto 31-Mar-2025	As At 31-Mar-24	As At 31-Mar-2025
I.	Property Plant & Equipment											
	Computer and Softwares	256.44	35.76	-	292.21	220.90		30.11	-	251.01	35.54	41.20
	Computer- Networking Devices	2.63	-		2.63	2.51		0.01		2.53	0.12	0.10
	Office Equipment	27.93	16.00	-	43.93	21.96		4.12	-	26.09	5.97	17.84
	Electrical Installations	8.67		-	8.67	8.14		0.08	-	8.23	0.53	0.45
	Furniture & Fixtures	5.16	13.79	-	18.95	3.62		1.40		5.02	1.53	13.93
	Total Tangible Assets	300.83	65.55	-	366.39	257.14	-	35.73	-	292.87	43.69	73.52
	Previous Year											
II.	Capital Work In Progress		14.20		14.20						-	14.20
	Total		14.20	-	14.20	-		-	-	-	-	14.20
	Previous Year	-	-	-	-	-	-	-	-	-	-	-
III.	Intangible Assets										-	-
	Goodwill on Acquisition		451.32		451.32						-	451.32
											-	-
	Total	-	451.32	-	451.32	-		-	-	-	-	451.32
	Previous Year											
IV.	Intangible Assets in Progress										-	-
	PTS Platform		99.80		99.80					-	-	99.80
	BBWT3 Platform		893.36		893.36					-	-	893.36
	Total	-	993.16	-	993.16	-		-	-	-	-	993.16
	Previous Year											
	Total	300.83	1,524.25	-	1,825.08	257.14		35.73	-	292.87	43.69	1,532.21

I.11.1	Ageing Schedule of Capital Work	Amount in CWIP for a period of				
	Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
	Projects in Progress	14.20	-	-	-	-

Annexure - I.12**Consolidated Statement of Non-Current Investments****(₹ in Lakhs)**

Particulars	As at March 31, 2025
Fixed Deposit (Non Current)	1,089.53
Investment in Subsidiaries:	0.00
Celestia Crew Consultancy - Equity	0.00
delaPlex Software Limited UK - Equity	0.00
delaPlex Software Limited UK - Other Acquisition Costs	19.60
Total	1,109.13

Annexure - I.13**Consolidated Statement of Long-term loans and advances****(₹ in Lakhs)**

Particulars	As at March 31, 2025
Loans given to Subsidiaries	
Celestia Crew Consultancy Pvt Ltd - India	0.00
Delaplex Software Limited - UK	0.00
Total	0.00

Annexure - I.14**Consolidated Statement of Other Non Current Asset****(₹ in Lakhs)**

Particulars	As at March 31, 2025
Long term deposit with bank with maturity period more then 12 Months *	0.00
Interest accrued on above	0.00
Security Deposits	72.18
Preliminary Expenses not written off	
Total	72.18

Annexure - I.15**Consolidated Statement of Current Investments****(₹ in Lakhs)**

Particulars	As at March 31, 2025
Fixed Deposits (Current)	1,667.87
Total	1,667.87

Annexure - I.16**Consolidated Statement of Trade receivables****(₹ in Lakhs)**

Particulars	As at March 31, 2025
Trade Receivables, Unsecured	2,690.30
Total	2,690.30

Annexure - I.17**Consolidated Statement of Cash and Cash Equivalents****(₹ in Lakhs)**

Particulars	As at March 31, 2025
Cash and Bank Balance	
Bank Balance	
Balance in current accounts	409.72
Balance in Travel Cards	0.00
Cash on Hand	2.06
Fixed deposit (Original Maturity less than 3 Months)	0.00
Total	411.78

Annexure - I.18**Consolidated Statement of Short Term Loans And Advances****(₹ in Lakhs)**

Particulars	As at March 31, 2025
Deposits (Short Term)	52.65
Total	52.65

Annexure - I.19**Consolidated Statement of Other current assets****(₹ in Lakhs)**

Particulars	As at March 31, 2025
TDS Credit	49.81
Advance Income Tax	334.70
Less: Provision of Income Tax	(338.64)
Professional Tax Paid in Advance	0.04
Prepaid Insurance & Expenses	60.66
GST & Indirect Taxes	117.76
Interest Accrued on Invesments	46.28
Advance Salary	0.00
Unbilled Income	2.63
Total	273.25

Annexure - II.1**Statement of Revenue from operations****(₹ in Lakhs)**

Particulars	
	As at For Year Mar 31, 2025
Sale of products	-
Sales of Services	6,754.39
Other Operating Revenue	
Total	6,754.39
Note:	
(i) Sale of Services comprises following :	
Domestic sales	1,784.30
Export sales	4,970.09
Total	6,754.39

Annexure - II.2**Statement of Other income****(₹ in Lakhs)**

Particulars	
	As at For Year Mar 31, 2025
Interest Income	197.26
Foreign Exchange Fluctuation	58.36
Discounts	0.14
Total	255.76

Annexure - II.3**Statement of Cost of materials consumed****(₹ in Lakhs)**

Particulars	
	As at For Year Mar 31, 2025
Inventories at the beginning of the year	-
Add: Purchases during the year - Computer Consumables	7.95
Add: Freight Inward	-
	7.95
Less: Closing stock at the end of the year	
Cost of materials consumed	7.95

Annexure - II.4**Statement of Purchases of stock-in-trade****(₹ in Lakhs)**

Particulars	
	As at For Year Mar 31, 2025
	-
Purchases of stock-in-trade	-

Annexure - II.5**Statement of Changes in inventories****(₹ in Lakhs)**

Particulars	
	As at For Year Mar 31, 2025
Inventories at the end of the year:	
(a) Finished goods	-
(b) Work-in-progress	-
(c) Scrap	-
(d) Packing Material	-
	-
Inventories at the beginning of the year:	
(a) Finished goods	-
(b) Work-in-progress	-
(c) Scrap	-
(d) Packing Material	-
	-
Net (increase) / decrease	-

Annexure - II.6**Statement of Employee benefits expense****(₹ in Lakhs)**

Particulars	As at For Year Mar 31, 2025
Basic & House Rent Allowance	2,934.30
Other Allowance & Incentives	1,070.86
Contributions to Provident Fund, Pension and ESIC	69.37
Staff Welfare Expense & Reimbursement	16.43
Retirement benefit Gratuity and other Full and Final Settlement	38.31
Employee Insurance	61.99
Total	4,191.26

Annexure - II.7**Statement of Finance costs****(₹ in Lakhs)**

Particulars	As at For Year Mar 31, 2025
Bank & Transaction Charges	3.48
Interest Paid to Bank	-
Interest Paid to Others	0.16
Total	3.64

Annexure - II.8**Statement of Other expenses****(₹ in Lakhs)**

Particulars	As at For Year Mar 31, 2025
Auditors Remunerations	6.24
Bad Debt Written Off	7.28
Fees for Professional and Technical Services	532.06
Internet and Domain Usage Fees	17.29
Software subscription expenses	30.90
Power & Fuel Charges (Including Consumbale)	37.57
Rent Expense	135.69
Project Cost	26.46
Sales & Marketing Expenses	129.48
Facility Management	19.88
Insurance Expense	21.92
Office Expenses	21.09
Postage and courier charges	3.67
Security Charges	10.95
Travelling and conveyance expenses	36.74
Legal fees	4.07
Consultancy & Professional Fees	138.28
Printing and stationery expenses	2.88
Independent Director's Remuneration	1.20
Telephone expenses	9.13
Property Taxes	0.30
Profession Tax	0.02
Total (A+B+C)	1,193.11

Annexure - II.9**Statement of Exceptional Items****(₹ in Lakhs)**

Particulars	As at For Year Mar 31, 2025
NIL	-
Total (A+B+C)	-

Annexure - II.10**Statement of Earning Per Equity Share**

Particulars	As at For Year Mar 31, 2025
Before Exceptional Items	
1.Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs)	1,214.01
2. Weighted Average number of equity shares used as denominator for calculating EPS	91,10,000
3. Basic and Diluted Earning per Share (Post Bonus) (On Face value of Rs. 10/ per share)	13.33

DELAPLEX LIMITED
SIGNIFICANT ACCOUNTING POLICIES & NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

Note No.: III

A. Corporate Information –

Nature of Operations:

Delaplex Limited (Formerly known as Delaplex Private Limited) (the “Company” or “DPL”) is a Public Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956 (“the Act”). DPL is a global company specializing in software development services, supply chain consultancy services and technol

ogy innovation with its presence in India, Europe and North America.

B. Basis of Preparation and Significant Accounting Policies –

1. Basis of accounting: -

- The company prepares financial statements in accordance with 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 an accrual basis. The accounting policies are applied consistently to all the periods presented in the standalone financial statements.

2. Use of Estimates: -

- The preparation of financial statements in conformity with Accounting Standards 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 periods.

3. Foreign currency Transactions:

- The Company's financial statements are presented in Indian Rupees (INR), which is the functional currency. Transactions in foreign currencies are initially recorded at the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rates prevailing at the end of the reporting period. Exchange differences arising on settlement or translation of monetary items are recognized in the Statement of Profit and Loss in the period in which they arise.
- The Company maintains Exchange Earners' Foreign Currency (EEFC) accounts, which may be utilized for settling future foreign currency obligations, including those arising from forward exchange contracts.
- The transaction of foreign currency transactions is carried out in accordance with applicable accounting standards. For the purpose of preparing the Assets and liabilities in the Balance Sheet denominated in foreign currency are translated at the closing exchange rate prevailing on the Balance Sheet date, as per the RBI reference rates.

4. **Revenue Recognition: -**

- Expenses and Income considered payable, and receivable respectively are accounted for on an 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.
- Revenue from fixed-price and fixed-time frame contracts, where there is no uncertainty as to measurement or collectability of consideration, is recognized based upon the percentage of completion or proportionate efforts method depending upon the circumstances. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.
- Interest income is recognized on a time proportion basis considering the amount outstanding and the interest rate applicable.

5. **Property, Plant & Equipment:**

Property, Plant & Equipment including intangible assets are stated at their original cost of acquisition including taxes, freight and other incidental expenses related to acquisition and installation of the assets concerned less depreciation till date.

The company has adopted a cost model for all classes of Property Plant and Equipment.

Assets costing INR 5,000 or less are fully depreciated in the year of purchase.

6. **Intangible assets:**

- **Recognition & Measurement of Intangible Assets**

Intangible assets are initially measured at cost. Such assets are recognized where it is probable that the future economic benefits attributable to the assets will flow to the company. All intangible assets with finite useful life are amortized on a straight line basis over the estimated useful lives, and a possible impairment is assessed if there is an indication that the intangible asset may be impaired. Residual values and useful lives for all intangible assets are reviewed at each reporting date. Changes, if any, are accounted for as changes in accounting estimates. Management estimates the useful life of intangible assets to be five years.

- **Intangible Assets under Development**

Expenditure incurred which are eligible for capitalization under intangible assets is carried as 'Intangible assets under development' till they are ready for their intended use.

Advances paid for the acquisition/ development of intangible assets which are outstanding at the balance sheet date are classified under 'Capital Advances'.

- **Derecognition of Intangible Assets**

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognized in the Statement of Profit and Loss when the asset is derecognized.

7. **Depreciation:**

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

8. **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. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

9. **Inventories:**

The Company is a service company, primarily rendering software services. Accordingly, it does not hold any physical inventory.

10. **Taxes on Income: -**

Provision for current tax is made based on estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted by the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is virtual certainty with convincing evidence that these would be realized in future. At each Balance Sheet date, the carrying amount of deferred tax is reviewed to reassure realization.

11. **Provisions, Contingent Liabilities and Contingent Assets: -**

Provisions are recognized only when there is a present obligation because of past events and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities is disclosed in Notes to the account for: -

- (i) Possible obligations which will be confirmed only by future events not wholly within the control of the company or
- (ii) Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the financial statement since this may result in the recognition of the income that may never be realized.

12. **Basis of Consolidation of Financial Statement :-**

The consolidated financial statements incorporate the financial statements of the Company and all its subsidiaries, being the entities that it controls. The financial statements of subsidiaries are prepared for the same reporting year as the parent company. Where necessary, adjustments are made to the financial statements of subsidiaries to align the accounting policies in line with accounting policies of the Group.

- The Consolidated Financial Statements of Delaplex (the "Company") have been prepared in accordance with the provisions of Accounting Standard 21 (AS).
- These Consolidated Financial Statements include the financial statements of Delaplex, its wholly owned subsidiaries, Celestia Crew Consultancy Pvt. Ltd., Delaplex Software Limited, UK, and the step-down subsidiaries of Delaplex Software Limited, UK (together referred to as the "Group"),

13. **Earnings per share:**

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equities shares outstanding during the period. The weighted average number of equities shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equities shares outstanding, without a corresponding change in resources.

14. **Material Events:**

Material events occurring after Balance Sheet date are taken into cognizance for better presentation of financial statement and full disclosures.

15. **General:**

Except wherever stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.

The assertions in the financial statements, including the outstanding balances and closing balances for transactions may be reclassified for better presentation and disclosure purposes.

(B) Notes on Financial Statements

1. Trade receivables, Trade payables, Loans & Advances and Unsecured Loans have been taken at their book value subject to confirmation and reconciliation.

2. Payments to Auditors:

(INR in Lakhs)

Auditors Remuneration	2024-2025
Audit Fees	Rs. 6.09
Tax Audit Fees	Rs. 0.15
Company Law Matters	-
GST Matters	-
Total	Rs 6.24

3. Loans and Advances are considered good in respect of which company does not hold any security other than the personal guarantee of people.
4. Related Party disclosure as identified by the company and relied upon by the auditors:

(A) Related Parties and their Relationship

(I) Key Management Personnel

1. Nitin Sachdeva, Managing Director, Delaplex Limited
2. Preeti Sachdeva, Whole-Time Director, Delaplex Limited
3. Manish Sachdeva, Non-Executive Director Delaplex Limited
4. CA Deepak Jajoo, Chief Financial Officer, Delaplex Limited
5. CS Manishraj Bhatt, Company Secretary and Compliance Officer, Delaplex Limited
6. Akash Saraiya, Executive Director, Celestia Crew Consultancy Private Limited
7. Joy Peerwala, Director & COO, Blueberry Systems Limited, UK
8. Bruce How, Director, Blueberry Systems Limited, UK

(II) Relative of Key Management Personnel

Sr.	Name	Relation
1	Iqbalchand Sachdeva	Father of Director
2	Rekha Sachdeva	Mother of Director
3	Nitin Sachdeva HUF	HUF of Director
4	Delastream Solutions Private Limited	Sister Concern
5	Delaplex Inc.	Promoter
6	Xperity LLC (formerly delaPlex Software LLC)	Sister Concern
7	NSMentors Pvt. Ltd.	Sister Concern

(III) Enterprises owned or significantly influenced by Key Management personnel or their relatives

(INR in Lakhs)

Nature of Transaction	Current Year
<u>Rent:</u>	
Nitin Sachdeva	8.40
Iqbalchand Sachdeva	0
Manish Sachdeva	18.00
<u>KMP Competition :</u>	
Preeti Sachdeva	9.60
Nitin Sachdeva	77.00
Deepak Jajoo	36.00
Manishraj Bhatt	10.77
Akash Saraiya	44.13
Joy Peerwala	97.10
<u>Facilities Charges:</u>	
Nitin Sachdeva HUF	13.20
<u>Procurement & Expense & Incomes:</u>	
DelaStream Solutions Pvt. Ltd. (Purchases)	18.82

(INR in Lakhs)

Current Year

5. Value of Imports

Raw Material	N.A.
Goods Finished	N.A.

6. Expenditure in Foreign Currency Rs. 73.58

7. Earning in Foreign Exchange Rs. 4833.60

(This does not include expenses incurred through credit card usage. Only transactions directly paid/ transacted from the company bank account conducted in foreign currency are mentioned above. Additionally foreign exchange gain/loss are excluded)

8. Since this is the first year of consolidation no comparative figures are produced for the Balance Sheet as at 31st March 2025 and the statement of profit & loss for the year ended 31st March 2025 and Notes thereon. Cashflow statements arrived by comparing the standalone position as on 31st March 2024 with consolidated financial position as at 31st March 2025.
9. The Company is listed on the Emerge Platform of National Stock Exchange of India Limited (NSE).
10. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
11. The Company had declared and paid a dividend of INR 2.75 / share on 2nd of Sep 2024 for its ordinary shareholders.
12. Previous year figures were regrouped/rearranged wherever necessary.
13. The figures stated in financials have been rounded off to the nearest decimal (in Lakhs) wherever required

For Jodh Joshi & Co.
FRN No. 104317W
Chartered Accountants

Sd/-
CA Yash Verma
Partner
Membership No. 105954
Place: Nagpur
Date: 03/06/2025
UDIN: 25105954BMJLYO2353

For Delaplex Limited

Sd/-
Preeti Sachdeva
(Whole Time Director)
DIN 05354561

Sd/-
Deepak Jajoo
CFO
Nagpur

Sd/-
Nitin Sachdeva
(Managing Director)
DIN 01627153

Sd/-
Manishraj Bhatt
Company Secretary