



MARC
TECHNOCRATS LTD.

ENGINEERING INTELLIGENT MOBILITY

Smarter Roads.
Stronger Tomorrow.

**Annual
Report**
2025-26

CORPORATE INFORMATION

Board of Directors

Mr. Hitender Kumar
Managing Director

Mr. Vijay Kumar
Whole Time Director

Mrs. Suman Rathee
Executive Director

Mr. Norang Rai Loochach
Non-Executive Director

CA. Ramesh Sah
Independent Director

Mr. Paramvir Singh
Independent Director

CHIEF FINANCIAL OFFICER:
Mr. Rohit Kumar

COMPANY SECRETARY & COMPLIANCE OFFICER:
Ms. Chetna

INTERNAL AUDITOR:
M/s Bhattacharya & Associates,
Chartered Accountant, Sangrur, Punjab

STATUTORY AUDITOR:
M/s Maheshwari Rajiv & Co,
Chartered Accountant, Delhi

SECRETARIAL AUDITOR:
M/s Anurag Jain & Associates,
Company Secretaries,
Bahadurgarh, Haryana

BANKERS:
HDFC Bank Limited
Punjab National Bank Limited
ICICI Bank Limited

Registered Office

GF-48, Ground Floor, JMD Megapolis, Sector-48,
Sohna Road, Gurgaon, Haryana- 122018, India

Corporate office:

2264, Sector-2, Bahadurgarh, Jhajjar, Haryana-
124507, India

Website:

www.mtplonline.in

Email Id: investorrelations@mtplonline.in

Contact: + 012-76796960

REGISTRAR & SHARE TRANSFER AGENT:

Maashitla Securities Private Limited
451, Krishna Apra Business Square, Netaji
Subhash Place, Pitampura, Delhi-110034

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visit our website: www.mtplonline.in



For more information,
please scan the QR code



ENGINEERING INTELLIGENT MOBILITY

Mobility is no longer defined by movement alone; it is measured by intelligence, efficiency, safety, and sustainability. At MARC Technocrats, we engineer infrastructure solutions that enable seamless connectivity and support the evolving needs of modern transportation networks.

Through advanced engineering expertise, data-driven planning, and rigorous project management, we help create roads, highways, rail systems, and urban infrastructure that improve accessibility and enhance the movement of people and goods. Every project is designed to deliver long-term value while meeting the highest standards of quality and safety.

As mobility ecosystems become increasingly interconnected, we remain committed to engineering smarter infrastructure that accelerates economic growth, strengthens communities, and shapes a more connected future.



OUR LEGACY

Marc Technocrats Limited was founded by Mr. Hitender Kumar, whose vision, entrepreneurial spirit, and commitment to excellence laid the foundation of the Company. Guided by his leadership, the Company has grown into a trusted and publicly listed organization, built on the principles of quality, innovation, integrity, and customer satisfaction.

Over the years, we have continuously strengthened our capabilities, embraced new opportunities, and created lasting value for our stakeholders. As we move forward, we remain committed to carrying forward the legacy of our Founder while pursuing sustainable growth and long-term success.



Performance Dashboard

Tracking Trust. Measuring Progress.

Financial

Driving Growth and Profitability from Our Operations

₹ **69.72** Crores
Revenue

12.96%
PAT Margin

₹ **14.20** Crores
PBT

20.81%
ROCE

20.37%
PBT Margin

21.69%
ROE

₹ **10.56** Crores
Profit After Tax (PAT)

OUR JOURNEY

The journey of **Marc Technocrats Limited** is a testament to vision, perseverance and an unwavering commitment to engineering excellence. Since its inception, the Company has consistently evolved by embracing innovation, strengthening its technical capabilities and delivering value-driven consultancy solutions that contribute to India's growing infrastructure landscape.

Established on **2nd August 2007** as **Marc Technocrats Private Limited**, the Company was founded with the objective of providing high-quality engineering consultancy and technical services. Under the visionary leadership of Mr. Hitender Kumar, the Company laid a strong foundation built on integrity, professionalism and a client-centric approach. From the very beginning, Marc Technocrats focused on delivering reliable, efficient and innovative solutions that met the highest standards of quality and execution.

During its early years, the Company concentrated on establishing its presence in the infrastructure consultancy sector by undertaking engineering and project consultancy assignments for government departments, public sector undertakings and various institutional clients. Through consistent performance, technical competence and timely execution of projects, Marc Technocrats gradually earned the confidence of its clients and built a reputation as a dependable engineering consultancy organization.

As India's infrastructure sector witnessed rapid expansion, the Company continued to strengthen its capabilities by investing in experienced professionals, modern technologies and robust project management practices. Over the years, Marc Technocrats

diversified its service offerings across architecture, engineering consultancy, project management, technical advisory and infrastructure development support. This strategic expansion enabled the Company to successfully execute a wide range of assignments while maintaining its commitment to quality, safety and operational excellence.

The Company's growth has always been guided by its philosophy of creating sustainable value rather than pursuing growth for its own sake. By continuously upgrading its technical expertise, adopting industry best practices and nurturing long-term relationships with clients, Marc Technocrats has established itself as a trusted partner in delivering infrastructure consultancy services. Its ability to understand client requirements, provide innovative engineering solutions and execute projects with precision has been instrumental in its continued success.

A significant milestone in the Company's journey was achieved in **2024**, when **Marc Technocrats Private Limited** was converted into **Marc Technocrats Limited**, reflecting its readiness to embrace a larger corporate vision and enhanced governance standards. During the same year, the Company shifted its registered office from **Delhi to Haryana**, aligning its operational structure with its long-term business strategy and positioning itself for the next phase of expansion.

The defining moment in the Company's history came in **2025** with the successful completion of its **Initial Public Offering (IPO)** and listing on the **NSE Emerge Platform of the National Stock Exchange of India Limited**. This landmark achievement represented far more than access to



capital—it symbolized the confidence reposed by investors, customers and stakeholders in the Company's business model, management capabilities and future growth prospects. The listing also marked Marc Technocrats' transition into a publicly accountable organization committed to the highest standards of transparency, corporate governance and regulatory compliance.

As a listed company, Marc Technocrats has further strengthened its governance framework by adopting best corporate practices, enhancing financial discipline and ensuring greater transparency in all aspects of its operations. The Company remains committed to creating sustainable long-term value for its shareholders while maintaining the trust of customers, employees, business partners and all other stakeholders.

Today, with nearly two decades of experience, Marc Technocrats Limited stands as a professionally managed infrastructure consultancy company with a strong technical foundation and a growing portfolio of prestigious assignments. Backed by a dedicated team of professionals, the Company continues to provide innovative, reliable and cost-effective engineering solutions that support the development of modern infrastructure across India.

Looking ahead, Marc Technocrats is committed to accelerating its growth by expanding its service capabilities, embracing digital transformation, adopting advanced engineering technologies and exploring new opportunities in the infrastructure sector. The Company remains focused on delivering sustainable growth through operational excellence, innovation and customer satisfaction while contributing meaningfully

to India's infrastructure development and economic progress.

As we reflect on our journey—from a modest engineering consultancy established in 2007 to a publicly listed company on the NSE Emerge Platform—we remain inspired by the trust and confidence of our clients, investors, employees and stakeholders. Every milestone achieved has strengthened our resolve to build an organization that not only delivers engineering excellence but also creates enduring value for society. With a strong foundation, a clear strategic vision and an unwavering commitment to quality, **Marc Technocrats Limited** is well-positioned to build the next chapter of its growth story and continue shaping the infrastructure of tomorrow.

MESSAGE FROM MANAGING DIRECTOR

“Excellence is achieved when expertise, integrity, and commitment come together with a shared vision for growth.

“Dear Shareholders,

It gives me immense pleasure to address you as the Managing Director of MARC TECHNOCRATS LIMITED and present to you the Annual Report for the Financial Year 2025-26. This year marks a significant milestone in the Company's journey with the successful completion of our Initial Public Offering and listing of the Company's Equity Shares on the National Stock Exchange of India Limited. This achievement reflects the trust and confidence that our investors, clients, employees, and business partners have placed in our vision and capabilities.

Since our inception, MARC TECHNOCRATS LIMITED has remained committed to delivering quality engineering, consultancy, and project management solutions through technical excellence, professional integrity, and customer-centric service. Over the years, we have steadily strengthened our capabilities, expanded our service portfolio, and built enduring relationships with stakeholders across diverse sectors.

The financial year under review has been transformative for the Company. Our successful listing on the NSE Emerge has not only enhanced our visibility and credibility in the marketplace but has also provided us with a stronger financial platform to pursue future growth opportunities. The overwhelming response received from investors during the IPO is a testament to the confidence they have in our business model, management team, and long-term growth strategy.

During the year, we continued to focus on operational excellence, disciplined execution, and sustainable growth. We strengthened our internal processes, enhanced our technological capabilities, and invested in developing our human capital. Our commitment to quality, innovation, and timely delivery enabled us to successfully execute assignments while maintaining high levels of client satisfaction and operational efficiency.

As a publicly listed company, we recognize the responsibilities that accompany this new chapter in our

corporate journey. We remain steadfast in our commitment to transparency, ethical governance, regulatory compliance, and sustainable business practices. These principles will continue to guide our decision-making and serve as the foundation of our growth strategy.

India's continued focus on infrastructure development, industrial expansion, urbanization, and technological advancement presents significant opportunities for growth. With our experienced leadership team, skilled workforce, strong client relationships, and robust business fundamentals, we are well-positioned to capitalize on these opportunities and create sustainable value in the years ahead.

Looking forward, our vision remains clear—to strengthen our position as a trusted engineering and consultancy partner, embrace innovation, enhance operational excellence, and deliver superior value to all stakeholders. We will continue to pursue growth with discipline, invest in capabilities, and build a resilient organization capable of meeting the evolving needs of the market.

I would like to extend my heartfelt gratitude to our clients for their continued trust, our employees for their dedication and hard work, our business associates for their valuable support, and our shareholders for their confidence in MARC TECHNOCRATS LIMITED. Your unwavering support inspires us to strive for greater achievements and higher standards of excellence.

As we embark on the next phase of our growth journey, I am confident that together we will continue to create new opportunities, achieve sustainable growth, and build a stronger future for our Company and all its stakeholders.

Thank you for your continued trust and support.

Warm Regards,

HITENDER KUMAR

Managing Director

MARC TECHNOCRATS LIMITED



LISTING CEREMONY

The successful listing of **Marc Technocrats Limited** on the **NSE Emerge Platform of the National Stock Exchange of India Limited on 24th December, 2025** marked a historic milestone in the Company's journey. This achievement was the culmination of years of dedication, strategic planning and unwavering commitment to operational excellence, corporate governance and sustainable business growth.

Our **Initial Public Offering (IPO)** received an overwhelming response from investors, reflecting their strong confidence in the Company's business model, experienced management team and long-term growth potential. The enthusiastic participation from investors reinforced the credibility that Marc Technocrats has built over the years through its consistent performance and commitment to delivering quality engineering consultancy services.

The listing ceremony was a moment of immense pride for the entire Marc Technocrats family, symbolizing our transition into a publicly listed company and opening a new chapter of growth, transparency and enhanced

stakeholder value. It also reaffirmed our commitment to maintaining the highest standards of corporate governance, regulatory compliance and ethical business practices.

The capital raised through the IPO will enable the Company to strengthen its financial position, support business expansion, enhance operational capabilities and pursue new opportunities in the infrastructure consultancy sector. As a listed entity, Marc Technocrats is better positioned to leverage emerging opportunities, accelerate sustainable growth and create long-term value for its shareholders, clients, employees and all other stakeholders.

The successful listing is not merely an accomplishment—it is the beginning of a new journey. With a stronger financial foundation, enhanced market visibility and the trust of our investors, Marc Technocrats Limited remains committed to delivering engineering excellence, driving innovation and contributing meaningfully to India's infrastructure development while creating sustainable value for generations to come.



₹ 4,258.66 Lakhs

Total Issue Size

INITIAL PUBLIC ISSUE OF

45,79,200

Equity Shares(Including OFS
for 909600 Equity Shares)

₹ 93.00 Per Equity Share

Issue Price (including A Share Premium
Of ₹ 83 Per Equity Share)

9.69x

Over Subscription





COMPANY AT A GLANCE

Building Excellence in Infrastructure Consultancy Since 2007



Established in 2007, Marc Technocrats Limited has emerged as a trusted name in the field of infrastructure consultancy and engineering services, delivering innovative, reliable and sustainable solutions that contribute to the development of India's infrastructure ecosystem. Over the past eighteen years, the Company has consistently demonstrated its commitment to technical excellence, professional integrity and customer satisfaction, enabling it to build enduring relationships with government departments, public sector undertakings and various institutional clients across the country.

Founded with a vision to provide high-quality engineering consultancy services, Marc Technocrats has steadily evolved into a professionally managed organization with diversified capabilities across multiple segments of infrastructure development. Through its unwavering focus on quality, innovation and timely execution, the Company has established a strong reputation for delivering technically sound and economically viable solutions tailored to the unique requirements of each project.

Our expertise spans the entire project lifecycle, enabling us to provide comprehensive consultancy services from conceptual planning to project execution and monitoring. The Company's key service offerings include **Supervision and Quality Control (SQC), Detailed Project Reports (DPRs), Project Management Consultancy (PMC), Third-Party Techno-Financial Audits, Pre-Bid Advisory Services, Engineering Consultancy, Technical Evaluation, Quality Assurance, Infrastructure Planning and Project Monitoring**. These services are designed to ensure that infrastructure projects

are executed efficiently, within prescribed timelines and in accordance with the highest standards of quality, safety and regulatory compliance.

At Marc Technocrats, we firmly believe that infrastructure development is a catalyst for economic growth and social progress. Our multidisciplinary team of experienced engineers, architects, planners, technical experts and project management professionals brings together extensive domain knowledge and practical expertise to deliver solutions that are innovative, sustainable and value-driven. By integrating modern engineering practices, advanced technologies and industry best practices, we help our clients optimize project performance while ensuring cost efficiency and long-term sustainability.

Over the years, the Company has successfully executed numerous consultancy assignments for various government departments, public sector undertakings and other prestigious organizations. Each assignment has strengthened our technical capabilities and reinforced our reputation as a dependable consultancy partner capable of managing projects of varying scale and complexity. Our commitment to precision, transparency and operational excellence has enabled us to consistently exceed client expectations and establish long-term professional relationships built on trust and mutual respect.

Quality remains at the heart of everything we do. Every project undertaken by Marc Technocrats is guided by stringent quality control measures, meticulous planning and a robust project



management framework. We continuously invest in developing our human resources, adopting advanced technologies and strengthening our operational systems to ensure that our services remain aligned with evolving industry standards and client expectations. Our focus on continuous improvement enables us to deliver superior outcomes while maintaining the highest levels of professionalism and accountability.

Innovation is another cornerstone of our growth philosophy. We continuously strive to enhance our service capabilities by embracing emerging technologies, digital engineering tools and data-driven project management practices. This forward-looking approach enables us to offer efficient, sustainable and future-ready infrastructure solutions that create long-term value for our clients and stakeholders.

The successful listing of Marc Technocrats Limited on the NSE Emerge Platform of the National Stock Exchange of India Limited in December 2025 marked a defining milestone in our corporate journey. Becoming a publicly listed company has further strengthened our commitment to transparency, accountability and the highest standards of corporate governance. It

has also enhanced our financial strength and positioned us to capitalize on emerging opportunities in India's rapidly expanding infrastructure sector.

As we continue our journey, Marc Technocrats remains focused on expanding its service portfolio, strengthening client relationships and exploring new avenues of growth. Guided by our core values of Integrity, Excellence, Innovation, Transparency and Customer Centricity, we are committed to delivering sustainable growth while creating long-term value for our shareholders, clients, employees and society at large.

Today, with nearly two decades of experience, a highly skilled workforce and a proven track record of delivering quality engineering consultancy services, Marc Technocrats Limited stands as a trusted partner in infrastructure development. As India continues to invest heavily in building world-class infrastructure, we remain dedicated to supporting this transformation through engineering excellence, innovative thinking and an unwavering commitment to quality, thereby contributing meaningfully to the nation's progress and sustainable development.





Our Vision

To be a trusted and preferred infrastructure consultancy company, delivering innovative, high-quality and sustainable engineering solutions that contribute to the nation's infrastructure development.



Our Mission

To provide comprehensive engineering consultancy, project management and quality assurance services through technical excellence, innovation and customer-centric solutions while maintaining the highest standards of professionalism, integrity and timely execution.



Our Values

Integrity – Conducting business with honesty, transparency and ethical practices.

Quality – Delivering excellence in every project through robust engineering standards.

Innovation – Continuously adopting modern technologies and best industry practices.

Customer Commitment – Building long-term relationships by delivering value-driven solutions.

Professional Excellence – Leveraging technical expertise and teamwork to achieve superior outcomes.

Sustainability – Supporting responsible infrastructure development for a better future.



OUR CLIENTS



OUR BUSINESS

Marc Technocrats Limited is a professionally managed infrastructure consultancy and engineering services company engaged in delivering comprehensive technical consultancy solutions across the infrastructure value chain. Since its incorporation in 2007, the Company has built a strong reputation for providing high-quality consultancy services that combine engineering expertise, innovation and operational excellence. Today, Marc Technocrats is recognized as a trusted partner in the planning, design, supervision and management of infrastructure projects that contribute to India's economic and social development.

The Company primarily operates under a **Business-to-Government (B2G)** model, with a significant portion of its revenue generated from consultancy assignments awarded by Central Government Ministries, State Government Departments, Public Sector Undertakings and statutory authorities. Over the years, Marc Technocrats has successfully served prestigious organizations including the **Ministry of Road Transport & Highways (MoRTH)**, **National Highways Authority of India (NHAI)**, **National Highways & Infrastructure Development Corporation Limited (NHIDCL)**, **Public Works Departments (PWDs)** and Indian Railways, reflecting the confidence reposed in the Company's technical capabilities and execution excellence.

Our core strength lies in providing integrated consultancy services throughout the entire lifecycle of infrastructure projects—from conceptual planning and feasibility assessment to design, execution, supervision, monitoring and project completion. By combining multidisciplinary technical expertise with a structured project management approach, the Company delivers solutions that ensure quality, cost efficiency, regulatory compliance and timely project execution.

Marc Technocrats has developed specialized expertise across multiple infrastructure consultancy verticals, enabling it to provide end-to-end technical support for complex infrastructure projects. Our principal service offerings include:

Supervision & Quality Control (SQC)

The Company provides independent engineering, supervision and quality control services for infrastructure projects to ensure that construction activities are executed in accordance with approved drawings, technical specifications and contractual requirements. During project execution, our professionals continuously monitor construction quality, workmanship, safety standards and project progress while identifying and addressing deviations to ensure timely and successful project completion. These services are also extended during the operation and maintenance phase of infrastructure projects, ensuring sustained performance and compliance.

Detailed Project Reports (DPRs)

Marc Technocrats prepares comprehensive **Detailed Project Reports (DPRs)** that establish the technical, economic and financial viability of infrastructure projects. The DPR process includes feasibility studies, engineering designs, working drawings, cost estimates, traffic studies, geotechnical investigations, environmental and social impact assessments, utility surveys, alignment studies and land acquisition planning. These reports serve as the foundation for project implementation by providing clients with technically robust and financially viable solutions that facilitate informed decision-making and efficient project execution.

Third-Party Techno-Financial Audits (TPTFA)

The Company undertakes independent **Third-Party Techno-Financial Audits** to evaluate both the technical and financial performance of infrastructure projects. These audits verify compliance with approved designs, construction specifications, quality standards and contractual obligations while simultaneously reviewing project costs, expenditure records and financial documentation. Through objective assessment and comprehensive reporting, Marc Technocrats enhances transparency, accountability and effective project governance for clients and stakeholders.





Pre-Bid Advisory Services

The Company also provides specialized **Pre-Bid Advisory Services** to assist clients in participating successfully in competitive infrastructure tenders. Our advisory services include evaluation of bid documents, technical feasibility studies, cost estimation, financial analysis, contractual risk assessment, bid strategy formulation and preparation of competitive technical and financial proposals. This enables clients to improve bid quality, strengthen competitiveness and enhance the probability of successful project acquisition.

Diverse Infrastructure Expertise

Marc Technocrats provides consultancy services across a broad spectrum of infrastructure sectors including:

- Roads and Highways
- Bridges and Structures
- Railways
- Buildings and Institutional Infrastructure
- Water Resource Projects
- Urban Infrastructure Development

The Company's multidisciplinary expertise enables it to execute consultancy assignments involving varying levels of technical complexity while maintaining the highest standards of quality and efficiency.

Business Model

Marc Technocrats follows a structured and transparent business model focused on delivering value throughout the infrastructure project lifecycle. Government consultancy assignments are secured through competitive tendering processes, where the Company leverages its technical expertise, experienced professionals and proven execution capabilities to qualify and compete for projects. Upon award of contracts, dedicated project teams are deployed to ensure seamless execution, continuous monitoring, quality assurance and timely delivery in accordance with contractual obligations. For private sector clients, the Company adopts a consultative

approach by understanding project requirements, developing customized technical solutions and executing assignments through close collaboration with stakeholders.

Competitive Strengths

The Company's sustained growth has been supported by several key strengths:

- Nearly two decades of experience in infrastructure consultancy.
- Strong relationships with Government departments and Public Sector Undertakings.
- Diversified portfolio of specialized engineering consultancy services.
- Experienced team of engineers, architects, planners and technical professionals.
- Proven expertise in delivering technically complex infrastructure assignments.
- Robust quality management systems and project execution capabilities.
- Strong focus on transparency, integrity and client satisfaction.
- Established track record of timely execution and regulatory compliance.

Looking Ahead

India's continued emphasis on infrastructure development presents significant long-term opportunities for the engineering consultancy sector. Supported by increasing public investment in transportation, urban development, railways and public infrastructure, Marc Technocrats is well-positioned to capitalize on emerging opportunities through its technical expertise, experienced leadership and strong execution capabilities. The Company remains committed to expanding its service portfolio, embracing advanced engineering technologies and delivering innovative consultancy solutions that contribute to sustainable infrastructure development while creating long-term value for all stakeholders.



ON GOING PROJECTS



Consultancy Services for preparation of Project Report comprising, Detailed Survey/Investigation, Alignment Option, Preparation of General Arrangement Drawing and Engineering Report for Construction of Proposed ROBs & their approaches in replacement of Existing Level Crossings in the State of Assam

Consultancy Services for Preparation of Detailed Project Report for up-gradation of Shevli (junction of with NH-6 near Sakri) – Nizampur, Chhadvel, Nandurbar, Taloda, Akkalkura section of NH-753B in the State of Maharashtra, Dediapada and terminating at Netrang on NH-56 in the State of Gujarat for Two/Four lane with paved shoulder configuration (Package No- NH/IAHE/12) (Length: - 180 Km.)



Consultancy Services for Project Management including Preparation of Feasibility Study / Detailed Project Report (DPR) of selected state road stretches for NH-connectivity to Backward Areas/Religious / Tourists Places (BRT) Scheme. (Section Dharni – Khamla-Achalpur-Amravati-Yavatmal Umri- Karnji on NH-44, Package No. NHAI/B/14) in the state of Maharashtra.



Consultancy Services for Preparation of Detailed Project Report of Selected stretched/ corridors of Road Network in the State of Maharashtra for Upgradation of two lane with Paved shoulders/ four lane Configuration (Package-IV) Nhavra – Inamgaon – Kashti – Shrigonda – Adhalgaon – Jalgaon – Jamkhed, (NH - 548D) in the state of Maharashtra.





Our Governance

Ensuring Accountability, Transparency and Ethical Leadership

At Marc Technocrats Limited, corporate governance forms the cornerstone of sustainable growth and long-term value creation. We are committed to conducting our business with integrity, transparency and accountability while maintaining the highest standards of ethical conduct.

Our governance framework promotes effective oversight, robust internal controls, sound risk management and compliance with applicable laws and regulations. Guided by our Board of Directors and experienced management team, we strive to protect the interests of our shareholders, clients, employees and all other stakeholders while fostering a culture of ethics, responsibility and sustainable business practices.

Stance on Anti-corruption

Marc Technocrats Limited follows a zero-tolerance approach towards bribery, corruption and unethical business practices. We have established appropriate internal controls, compliance mechanisms and periodic reviews to ensure adherence to our Code of Conduct and all applicable laws and regulations.

Key Board Policies

- » Nomination and Remuneration Policy
- » Policy for Determining Materiality of Events
- » Policy for Determining Material Subsidiary
- » Corporate Social Responsibility Policy
- » Archival Policy
- » Vigil Mechanism/Whistle Blower Policy
- » Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions
- » Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
- » Code of Conduct for the Members of the Board and Senior Management

Legal Actions Relating to Anti-Competitive Behaviour

During the financial year, the Company was not involved in any legal proceedings relating to anti-competitive behaviour, anti-trust or monopoly practices.

Zero

incidents of corruption or anti-competitive behaviour were reported during FY 2025-26.

100%

Of the employees are apprised of the Company's anti-corruption policies and procedures

Zero

Incidents of corruption over the past

HOW WE CREATE VALUE FOR OUR STAKEHOLDERS

We create sustainable value by delivering innovative infrastructure consultancy services through technical excellence, strong engineering expertise, responsible governance and long-term stakeholder partnerships.



Human Capital

We nurture a team of qualified engineers, consultants and professionals through continuous learning, a safe work environment and a culture of collaboration, enabling the successful execution of complex infrastructure projects.



Relationship Capital

We build enduring relationships with government departments, public sector undertakings, infrastructure developers, employees, business partners and investors through trust, transparency and consistent performance.



Natural Capital

We support environmentally responsible infrastructure development by integrating sustainable engineering practices and regulatory compliance into our consultancy assignments.



Financial Capital

We maintain financial discipline, operational efficiency and prudent capital allocation to achieve sustainable growth and create long-term value for our shareholders.



Intellectual Capital

Our technical expertise, engineering knowledge, project management capabilities and quality assurance systems enable us to deliver reliable, innovative and value-driven consultancy solutions.



Technology Capital

We leverage advanced engineering software, digital tools, GIS technologies and modern project management systems to improve project quality, operational efficiency and decision-making.



Governance Framework

Strong corporate governance is an integral part of Marc Technocrats's core values. We believe that the highest standards of corporate governance are essential to our business integrity, performance and sustainable growth mission. We are, thus, committed to having sound corporate governance principles and practices.

Zero

Corruption/bribery cases received

Zero

Whistle-blower cases

13

Board and Board committee meetings held during the year

100%

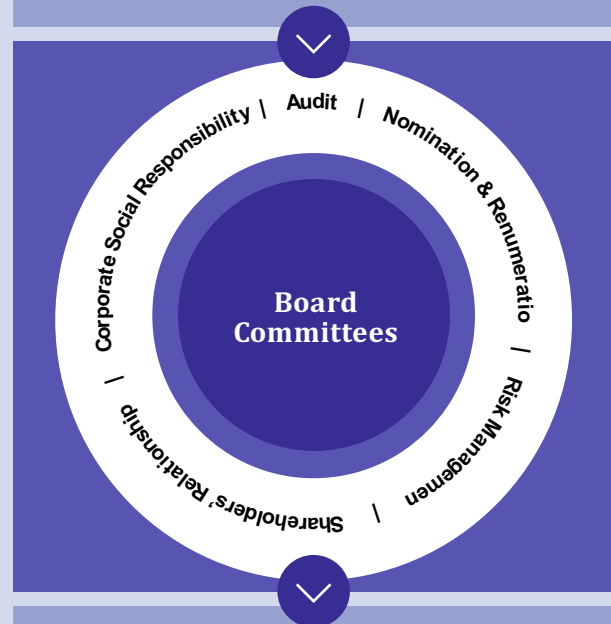
Attendance in Board meetings

100%

Attendance of Independent Directors

BOARD COMMITTEES FRAMEWORK

BOARD OF DIRECTORS



ROLES AND RESPONSIBILITIES OF THE COMMITTEES

Risk Management

Risk Management Periodically reviews risk assessment and minimisation procedures that ensure that Executive Management controls risk by means of a properly defined framework, besides reviewing major risks and proposed action plans.

Nomination and Remuneration

Regularly reviews the remuneration of Directors and persons who may be appointed to senior management and key managerial positions.

Audit

Reports directly to the Board of Directors and regularly reviews financial statements, internal audit reports, audit plans, significant findings, adequacy of internal controls, compliance with accounting standards and more.

Corporate Social Responsibility

Periodically determines and reviews CSR expenditure and social projects as well as their implementation. The Corporate Social Responsibility Committee formulates and recommends to the Board a CSR policy which shall indicate the activities to be undertaken either by the Company or through an implementing agency.

Shareholders' Relationship

Resolves the grievances of the shareholders, including complaints related to transfer/transmission of shares, non-receipt of the annual report, non-receipt of declared dividends, review of measures and initiatives taken by the Company.

BOARD OF DIRECTORS



Mr. Hitender Kumar
Managing Director & Promoter

Mr. Hitender Kumar is the Promoter and Managing Director of Marc Technocrats Limited and has been instrumental in shaping the Company's growth since its inception. With more than 15 years of experience in the infrastructure consultancy sector, he has successfully led the Company in providing engineering consultancy services across highways, railways, buildings and water resources projects.

Under his leadership, the Company has established long-standing relationships with various Government departments and agencies, delivering consultancy assignments involving project planning, supervision, quality control, detailed project reports and project management.



Suman Rathee
Executive Director & Promoter

Ms. Suman Rathee is the Promoter and Executive Director of Marc Technocrats Limited. She holds a Master's Degree in Zoology from the University of Rajasthan and possesses more than a decade of experience in business administration.

She plays a significant role in strengthening the Company's administrative framework and organizational processes. Her responsibilities include overseeing corporate administration, coordinating internal operations and supporting effective business management across the organization.



Vijay Kumar
Whole Time Director

Mr. Vijay Kumar serves as the Whole Time Director of Marc Technocrats Limited. A Civil Engineering professional with over 16 years of experience, he possesses extensive expertise in infrastructure project operations, engineering execution and project management.

Having served the organization in operational leadership roles for several years before joining the Board, he has developed a comprehensive understanding of engineering consultancy, quality assurance and execution methodologies.



Norang Rai Loohach
Non-Executive Director & Promoter

Mr. Norang Rai Loohach is the Promoter and Non-Executive Director of Marc Technocrats Limited. He holds a Bachelor's Degree in Civil Engineering from Kurukshetra University and brings with him more than 39 years of distinguished experience in the Irrigation and Water Resources Department.

His extensive experience in Government infrastructure projects provides valuable strategic insights into project planning, engineering practices, regulatory compliance and public infrastructure development.



CA Ramesh Sah
Independent Director

CA Ramesh Sah serves as an Independent Director on the Board of Marc Technocrats Limited. He is a Chartered Accountant with expertise in financial management, accounting, auditing and taxation.

He brings strong financial acumen and an independent perspective to the Board, contributing to sound governance, financial oversight and regulatory compliance. His professional experience enables the Company to strengthen internal controls, improve financial reporting practices and enhance risk management.



Mr. Rohit Kumar
Chief Financial Officer

Mr. Rohit Kumar is the Chief Financial Officer of Marc Technocrats Limited and is responsible for leading the Company's finance, accounting, budgeting, taxation and financial planning functions. He was appointed as the Chief Financial Officer on 17 November 2024 and has been instrumental in strengthening the Company's financial systems and internal controls.

He holds a Master of Commerce degree and began his professional career with M/s Sachinder Dixit & Co., Chartered Accountants, where he gained valuable experience in accounting, financial reporting, taxation and audit. He joined Marc Technocrats Limited as Account Manager on 1 April 2020, and through his consistent performance and financial expertise, progressed to the position of Chief Financial Officer.



Mr. Paramvir Singh
Independent Director

Mr. Paramvir Singh is an Independent Director of Marc Technocrats Limited. With over 20 years of experience in the construction materials industry, he possesses valuable commercial knowledge and practical business insight into the infrastructure ecosystem.

His extensive industry experience enables him to contribute effectively towards strategic planning, operational oversight and business decision-making. As an Independent Director, he provides objective guidance on governance matters, business strategy and long-term value creation.



Ms. Chetna
Company Secretary & Compliance Officer

Ms. Chetna serves as the Company Secretary & Compliance Officer of Marc Technocrats Limited and plays a pivotal role in strengthening the Company's corporate governance and compliance framework. A qualified Company Secretary, she was appointed on 1 October 2024 and is responsible for ensuring compliance with the provisions of the Companies Act, SEBI Regulations, NSE Listing requirements and other applicable corporate laws.

Before joining Marc Technocrats Limited, she served as Secretarial Head at M/s Anurag Jain & Associates, Company Secretaries, where she gained extensive practical exposure to corporate law, secretarial audits, regulatory filings, governance advisory and compliance management. She also successfully completed 21 months of management training with M/s Bhanupat & Associates, Company Secretaries, further strengthening her professional expertise.



NOTICE OF 19TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 19th ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF MARC TECHNOCRATS LIMITED ("THE COMPANY") WILL BE HELD ON TUESDAY, JULY 28, 2026 AT 03:00 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") FACILITIES TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

ITEM NO. 1

ADOPTION OF AUDITED FINANCIAL STATEMENTS

To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2026, together with the Reports of the Board of Directors and the Statutory Auditors thereon.

ITEM NO. 2

RE-APPOINTMENT OF DIRECTOR RETIRING BY ROTATION

To appoint a director in place of Mrs. Suman Rathee (DIN: 06441742), who retires by rotation and being eligible, offers herself for re-appointment.

ITEM NO. 3

APPOINTMENT OF STATUTORY AUDITORS

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Regulation 36 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendation of the Audit Committee and the Board of Directors, **M/s. Chhabra Amit And Associates, Chartered Accountants (Firm Registration No. 031563N) having valid peer review certificate number 026037**, be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 24th Annual General Meeting of the Company to be held in the year 2031, at such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this Resolution."

SPECIAL BUSINESS:

ITEM NO. 4

APPOINTMENT OF SECRETARIAL AUDITOR FOR A TERM OF FIVE CONSECUTIVE FINANCIAL YEARS

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

"RESOLVED THAT pursuant to the provisions of the Sections 204 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 thereof, for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, read with Circulars issued thereunder from time to time, pursuant to recommendation of the Audit Committee and the Board of Directors, consent of the members of the Company be and is here by accorded for appointment of Anurag Jain & Associates, Practicing Company Secretaries (CP No: 5750) and (Peer Review Certificate No. 5015/2023) as the Secretarial Auditor of the Company for a term of Five years commencing from April 1, 2026 till March 31, 2031, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and/or Key Managerial Personnel be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution."

ITEM NO. 5

APPROVAL FOR VARIATION IN THE UTILISATION OF IPO PROCEEDS UNDER SECTION 27 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 27 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, rules, regulations, circulars and guidelines (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to such approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded for variation in the utilisation of the proceeds of the Initial Public Offer ('IPO') by revising the Objects of the Issue as disclosed in the Red Herring Prospectus dated December 10th, 2025 and Prospectus dated December 22nd, 2025, and reallocating the unutilised amount of ₹1,025.45 Lakhs, originally earmarked for Capital Expenditure, towards Meeting Working Capital Requirements of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof) be and is hereby authorised to take all such actions, decisions and steps as may be necessary, desirable or expedient for giving effect to this Resolution, including making necessary filings and disclosures with the Stock Exchange, SEBI and other statutory/regulatory authorities and to do all such acts, deeds, matters and things as may be required in this regard."

ITEM NO. 6APPROVAL OF APPOINTMENT OF STATUTORY AUDITORS
APPOINTED TO FILL CASUAL VACANCY

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

“RESOLVED THAT pursuant to the provisions of Section 139(8), Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and other applicable statutory provisions (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s Maheshwari Rajiv & Co., Chartered Accountants (FRN: 007115N), having Peer Review Certificate No. 015954, made by the Board of Directors to fill the casual vacancy caused by the resignation of M/s Sachinder Dixit & Co., Chartered Accountants (FRN: 031941N), be and is hereby approved by the Members in accordance with

the provisions of Section 139(8) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and/or Key Managerial Personnel be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.”

By Order of the Board of Directors
For MARC TECHNOCRATS LIMITED

Sd/-
CS Chetna
Company Secretary & Compliance Officer
Membership No.: A69524

Date: 03rd July, 2026

Place: Bahadurgarh, Haryana

**NOTES TO MEMBERS**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business set out in the accompanying Notice forms an integral part of this Notice.
2. In compliance with the applicable provisions of the Companies Act, 2013, the Rules made thereunder, applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the General Circular(s) issued by the Ministry of Corporate Affairs, the Annual General Meeting ("AGM") of the Company is being conducted through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue.
3. Since the AGM is being held through VC/OAVM, the facility for appointment of proxies by the Members pursuant to Section 105 of the Companies Act, 2013 is not available. Accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate and vote through remote e-voting or e-voting during the AGM. They are requested to send a certified copy of the Board Resolution/Authorisation Letter authorising their representative to attend and vote on their behalf. The same may be sent at the registered office of the company or may be sent via email at investorrelations@mtplonline.in.
5. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013.
6. The Notice convening the AGM together with the Annual Report for the Financial Year 2025-26 is being sent electronically to all Members whose e-mail addresses are registered with the Depository Participants/Registrar and Share Transfer Agent.
7. The Notice of the AGM and the Annual Report are available on the website of the Company, the website of the National Stock Exchange of India Limited and on the website of CDSL.
8. Members desirous of obtaining any information concerning the accounts or operations of the Company are requested to send their queries to the Company at least seven (7) days before the AGM so that the information can be made available during the meeting. The same may be sent at the registered office of the company or may be sent via email at investorrelations@mtplonline.in.
9. The Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts and Arrangements in which Directors are interested and other statutory registers required under the Companies Act, 2013 shall be available electronically for inspection by the Members during the AGM.
10. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing remote e-voting facility to its Members.
11. Cut-off Date: Tuesday, 21st July, 2026.
12. Only those Members whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date shall be entitled to vote by remote e-voting or e-voting during the AGM.
13. Remote e-voting shall commence on Saturday, 25th July, 2026 at 9:00 A.M. (IST) and shall end on Monday, 27th July, 2026 at 5:00 P.M. (IST). The remote e-voting module shall thereafter be disabled by CDSL.
14. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM through VC/OAVM but shall not be entitled to vote again during the AGM.
15. Members attending the AGM through VC/OAVM who have not cast their vote through remote e-voting shall be eligible to vote during the AGM through the e-voting facility provided by CDSL.
16. The Board of Directors has appointed CS Bindas Gandhi, Practicing Company Secretary (Membership No. A-64367; Certificate of Practice No. 24271) AND Peer Review Certificate No. 6063/2024, as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.
17. The results of voting along with the Scrutinizer's Report shall be declared within the prescribed time after the conclusion of the AGM and shall be placed on the website of the Company, the website of the depository and simultaneously submitted to the National Stock Exchange of India Limited.
18. The facility for joining the AGM through VC/OAVM shall be opened 30 minutes before the scheduled time of the AGM and shall remain open 15 minutes after the commencement of the AGM.
19. Members who need assistance before or during the AGM regarding login or e-voting may contact CDSL through the contact details provided in the e-voting instructions.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO.2 - RE-APPOINTMENT OF DIRECTOR RETIRING BY ROTATION**

Mrs. Suman Rathee (DIN: 06441742), retires by rotation at the upcoming AGM and being eligible, offers herself for re-appointment. Details of Director seeking re-appointment at the AGM, pursuant to Regulation 36 (3) of the SEBI LODR Regulations and Secretarial Standard on General Meetings is given in Annexure-A.

ITEM NO.3 - APPOINTMENT OF STATUTORY AUDITORS

M/s Maheshwari Rajiv & Co., Chartered Accountants (Firm Registration No. 007115N), the existing Statutory Auditors of the Company were appointed to fill the casual vacancy caused by the resignation of M/s Sachinder Dixit & Co., Chartered Accountants (FRN: 031941N). Pursuant to section 139(8), they retire at the conclusion of this Annual General Meeting.

Based on the recommendation of the Audit Committee, the

Board of Directors at its meeting held on July 03rd, 2026, has recommended the appointment of M/s Chhabra Amit And Associates, Chartered Accountants (Firm Registration No. 031563N) holding peer review certificate no. 026037 issued by the Institute Of Chartered Accountants of India, as the Statutory Auditors of the Company for a term of five consecutive years commencing from the conclusion of the 19th Annual General Meeting until the conclusion of the 24th Annual General Meeting of the Company to be held in the year 2031.

The Audit Committee and the Board have considered the firm's experience, expertise, peer review status, independence and eligibility criteria prescribed under the Companies Act, 2013 and have found the firm suitable for appointment as Statutory Auditors of the Company.

M/s Chhabra Amit and Associates have furnished their consent to act as Statutory Auditors of the Company and have confirmed that their appointment, if made, shall be in accordance with the provisions of Sections 139 and 141 of the Companies Act, 2013 and the Rules made thereunder. The firm also possesses a valid Peer Review Certificate.

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

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the accompanying Notice, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 4 - TO APPOINT THE SECRETARIAL AUDITORS OF THE COMPANY

The Board of Directors of the Company, at its meeting held on April 28, 2026, had appointed M/s. Anurag Jain & Associates, Practicing Company Secretaries (CP No. 5750), Peer Review Certificate No. 5015/2023, as the Secretarial Auditor of the Company for the Financial Year 2025-26. They have conducted the secretarial audit for the year ended on 31st March, 2026 and have submitted their report.

Pursuant to the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the amendments/circulars issued thereunder from time to time, the appointment of the Secretarial Auditor of a listed entity for a term of five consecutive years requires approval of the Members.

Considering the qualifications, experience, expertise and professional standing of M/s. Anurag Jain & Associates, in the field of corporate laws, securities laws and secretarial compliances, the Audit Committee and the Board of Directors have recommended their appointment as the Secretarial Auditor of the Company for a term of five consecutive years commencing from April 1, 2026 and ending on March 31, 2031, at such remuneration, plus applicable taxes and reimbursement of out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor.

The Board believes that the appointment of M/s. Anurag Jain & Associates for a fixed term of five years will ensure continuity in the secretarial audit process, strengthen the Company's compliance framework and support the maintenance of high standards of corporate governance.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO-5 APPROVAL FOR VARIATION IN THE UTILISATION OF IPO PROCEEDS UNDER SECTION 27 OF THE COMPANIES ACT, 2013

The Company had successfully completed its Initial Public Offer ("IPO") pursuant to the red herring prospectus dated 10th December, 2025 and Prospectus dated December 22nd, 2025. As disclosed in the chapter titled "Objects of the Issue", an amount of ₹1,025.45 Lakhs was proposed to be utilised towards Capital Expenditure.

As on the date of this Notice the details of amount reserved for capital expenditure is given as under:

Particulars	Amount (₹ in Lakhs)
Original allocation towards Capital Expenditure	1,025.45
Amount utilised	Nil
Balance unutilised	1,025.45
Proposed revised utilisation towards Working Capital Requirements	1,025.45

Subsequent to the IPO, the management has undertaken a detailed review of the Company's operational and business requirements. Considering the current business environment, order execution cycle, receivable cycle and increased working capital needs for expansion of operations, the Board is of the view that utilisation of the unutilised IPO proceeds towards Working Capital Requirements would be in the best interests of the Company and would facilitate efficient deployment of resources, improve operational flexibility and support the Company's future growth.

Since no amount out of the allocation of ₹1,025.45 Lakhs earmarked for Capital Expenditure has been utilised, the Board proposes to reallocate the entire unutilised amount towards Working Capital Requirements.

The entire amount proposed to be reallocated is unutilised till date and shall be deployed solely for the revised object upon obtaining the approval of the Members.

In accordance with Section 27 of the Companies Act, 2013, any variation in the objects of the issue referred to in the prospectus requires approval of the shareholders by way of a Special Resolution. Accordingly, the approval of the Members is sought for the proposed variation in the utilisation of the IPO proceeds.

The Audit Committee and the Board of Directors have reviewed the proposal and recommended the Special Resolution for approval by the Members, being in the best interests of the Company and its stakeholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item



No. 5 of the Notice for approval of the Members.

ITEM NO. 6 APPROVAL OF APPOINTMENT OF STATUTORY AUDITORS APPOINTED TO FILL CASUAL VACANCY

M/s Sachinder Dixit & Co., Chartered Accountants (FRN: 031941N), Statutory Auditors of the Company, had tendered their resignation from the office of Statutory Auditor of the Company due to the firm not holding a valid Peer Review Certificate, thereby causing a casual vacancy in the office of Statutory Auditor.

Pursuant to the provisions of Section 139(8) of the Companies Act, 2013, the Board of Directors, on the recommendation of the Audit Committee, appointed M/s Maheshwari Rajiv & Co., Chartered Accountants (FRN: 007115N), having valid Peer Review Certificate No. 015954, as Statutory Auditors of the Company to fill the said casual vacancy caused by the resignation of the previous Statutory Auditors. They have conducted the statutory audit for the financial year ending on 31st March, 2026. They retire at the conclusion of the upcoming annual general meeting.

As required under Section 139(8) of the Companies Act, 2013, the appointment made by the Board is required to be approved by the Members at a General Meeting.

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

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors
For MARC TECHNOCRATS LIMITED

Sd/-
CS Chetna
Company Secretary & Compliance Officer
Membership No.: A69524

Date: 03rd July, 2026

Place: Bahadurgarh, Haryana

Annexure-A

**Details of Director seeking appointment/re-appointment at the AGM
(Pursuant to Regulation 36 (3) of the SEBI LODR Regulations and Secretarial Standard on General Meetings):**

Name of the Director	Mrs. Suman Rathee
Designation / Position	Executive Director
DIN	06441742
Date of Birth	19/09/1981
Age	44 Years
Nationality	Indian
Date of first appointment on the Board	20/08/2013
Brief Resume, Skills and Capabilities	Mrs. Suman Rathee is an experienced business professional with over 12 years of association with the Company and extensive experience in business management, strategic planning, corporate administration and financial management. She holds a Bachelor of Science degree and has been instrumental in the growth and development of the Company through her leadership and business acumen. Mrs. Rathee possesses expertise in business operations, project management, stakeholder relationship management and organizational development. Her understanding of the HR matters, coupled with her entrepreneurial approach, enables her to contribute effectively towards the Company's strategic objectives and sustainable growth. As a member of the Board since August 2013, she has played a significant role in strengthening governance practices, enhancing operational efficiencies and driving long-term value creation for stakeholders.



SHAREHOLDER INSTRUCTIONS FOR E-VOTING

CDSL e-Voting System - For e-voting and Joining Virtual meetings.

1. The Ministry of Corporate Affairs ("MCA"), vide General Circular No. 03/2025 dated September 22, 2025, has permitted companies to continue holding their Annual General Meetings ("AGMs") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with the procedure prescribed in the applicable MCA Circulars, until further orders. Accordingly, the 19th Annual General Meeting of the Company is being convened through VC/OAVM in compliance with the provisions of the Companies Act, 2013, the Rules made thereunder and the applicable MCA Circulars.
2. 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), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://mtplonline.in>. The Notice can also be accessed from the websites of the National Stock Exchange of India Limited at www.nseindia.com respectively. The

AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM is being convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013, the Rules made thereunder and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs and other applicable circulars, notifications and clarifications issued from time to time.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL

MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 25th July, 2026 (Saturday) at 9:00 A.M. and ends on 27th July, 2026 (Monday) at 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 21st July 2026 (Tuesday); may cast their vote electronically. The e-voting module shall be disabled by CDSL 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual

shareholders holding shares in demat mode.

(iv) 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 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. 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 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 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. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.



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 contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) **Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id/ folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: investorrelations@mtplonline.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@mtplonline.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@mtplonline.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id at investorrelations@mtplonline.in.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the **19th Annual Report** of **Marc Technocrats Limited** ("the Company") together with the Audited Standalone Financial Statements for the Financial Year ended **31 March 2026**.

The Financial Year 2025-26 marks a historic milestone in the Company's journey with the successful completion of its Initial Public Offering ("IPO") and the listing of its Equity Shares on the **NSE EMERGE Platform** of the National Stock Exchange of India Limited on **24 December 2025**. The successful listing has strengthened the Company's capital base, enhanced its market visibility and reinforced the confidence of investors in the Company's business model, governance standards and long-term growth strategy.

During the year under review, the Company continued to strengthen its position in the engineering consultancy and infrastructure services sector by expanding its project portfolio, improving operational efficiencies and maintaining strong financial performance. The Board remains committed to sustainable growth, sound corporate governance, prudent financial management and creating long-term value for all stakeholders.

The Directors sincerely thank all shareholders, customers, employees, bankers, business associates, regulatory authorities and other stakeholders for their continued trust, confidence and unwavering support.

1) FINANCIAL HIGHLIGHTS

The financial performance of the Company for the Financial Year ended March 31, 2026, as compared with the previous financial year, is summarized below:

Particulars	FY 2025-26 (₹ in Lakhs)	FY 2024-25 (₹ in Lakhs)
Revenue from Operations	6,972.82	4,787.30
Other Income	179.70	68.34
Total Income	7,152.52	4,855.64
Profit Before Tax	1,420.54	1,009.83
Profit After Tax	1,056.35	757.53
Earnings Per Share (Basic & Diluted) (₹)	7.23	5.55
Net Worth	6,924.21	2,815.44
Paid-up Equity Share Capital	1,731.34	1,364.38

The Company delivered another year of strong operational and financial performance during FY 2025-26. Revenue from operations increased significantly over the previous year, supported by robust execution of consultancy assignments and continued business growth. Profitability also improved, reflecting efficient project execution, disciplined cost management and improved operational efficiencies.

The successful completion of the Initial Public Offering during the year substantially strengthened the Company's capital base and net worth, positioning the Company for sustainable long-term growth and expansion.

2) WEBLINK FOR ANNUAL RETURN

The annual return of the company may be viewed at <https://mtplonline.in/financial-report.php> as per the provisions of section 92 of the companies Act, 2013

3) MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company duly met **08 times** during the financial year 2025-2026. Proper notices were given and the proceedings were properly recorded and signed in the Minutes Book as required by the Articles of Association of the Company and the Act. The Details of the meeting has been provided below

BOARD MEETINGS

S. No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1.	10/05/2025	6	6	100
2.	16/05/2025	6	6	100
3.	04/09/2025	6	6	100
4.	30/09/2025	6	6	100
5.	14/10/2025	6	6	100
6.	16/10/2025	6	6	100
7.	15/11/2025	6	6	100
8.	22/12/2025	6	6	100

**AUDIT COMMITTEE MEETINGS**

S. No	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
			Number of Members attended	% of attendance
1.	16/05/2025	3	3	100
2.	04/09/2025	3	3	100
3.	14/10/2025	3	3	100
4.	16/10/2025	3	3	100

NOMINATION & REMUNERATION COMMITTEE MEETINGS

S. No	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
			Number of Members attended	% of attendance
1.	10/05/2025	3	3	100

4) DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, your Directors hereby confirm that:

1. In the preparation of the Annual Financial Statements for the Financial Year ended **March 31, 2026**, the applicable Indian Accounting Standards (Ind AS), to the extent applicable, and other applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2026 and of the profit of the Company for the Financial Year ended on that date.
3. 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.
4. The Directors have prepared the Annual Financial Statements on a **going concern basis**.
5. The Directors have laid down **adequate internal financial controls** to be followed by the Company and such internal financial controls are adequate and were operating effectively.
6. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

5) STATE THE DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

There were no Frauds reported by the auditors under sub section 12 of Section 143 of the company. No frauds are found which are required to be reportable to the Central Government.

6) DISCLOSURE OF STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149(6)

Pursuant to the provisions of Section 149(6) of the Companies Act, 2013, the Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the said Act and the rules made thereunder.

7) DISCLOSURE FOR COMPANIES COVERED UNDER SECTION 178(1) ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING OTHER MATTERS PROVIDED UNDER SECTION 178(3)

Pursuant to the provisions of Section 178(1) of the Companies Act, 2013, read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted a **Nomination and Remuneration Committee** of the Board. The composition of the Committee is in conformity with the requirements of the Act and the rules made thereunder.

In terms of Section 178(3) of the Act, the role of the Committee, inter alia, includes the following:

1. Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
3. Devising a policy on diversity of the Board of Directors.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria, laid down, and recommend to the Board of Directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

Accordingly, The Meetings of the Committee shall be held at such regular intervals as may be required. The quorum will be either two members or one third of the members of the Nomination and Remuneration Committee whichever

is greater, including at least one independent director.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

8) EXPLANATIONS/COMMENTS ON QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY THE AUDITOR AND COMPANY SECRETARY IN THE AUDIT REPORTS

Auditor's Remarks

S. No.	Auditors' qualifications, reservations or adverse remarks or disclaimer in the auditors' report	Directors' comments on qualifications, reservations or adverse remarks or disclaimer of the auditors as per Board's report
1.	NA	NA

Secretarial auditor's remarks

S. No.	Qualification, reservations or adverse remarks or disclaimer in the secretarial auditor's report	Directors' comments on qualifications, reservations or adverse remarks or disclaimer of the secretarial auditors as per Board's report
1.	NA	NA

9) LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186

There are no loans, guarantees or investments made by the company exceeding the limits prescribed under section 186 of the companies Act, 2013 during the year under review

10) DESCRIPTION OF STATE OF COMPANY'S AFFAIRS

Marc Technocrats Limited is engaged in providing Engineering Consultancy, Project Management Consultancy (PMC), Independent Engineer Services, Authority's Engineer Services, Detailed Project Report (DPR) preparation, Supervision Consultancy, Project Management Unit (PMU) services and other specialized technical consultancy services for highways, roads, bridges and infrastructure development projects.

The Financial Year 2025-26 has been a landmark year in the Company's history. Besides successfully completing its Initial Public Offering and getting listed on the NSE EMERGE Platform, the Company continued to strengthen its operational capabilities, expand its geographical presence and execute several prestigious infrastructure consultancy assignments across India.

As on March 31, 2026, the Company had **72 ongoing consultancy assignments** with an aggregate order value of approximately **₹421.30 Crore**, providing strong revenue visibility for the coming years. The Company's diversified project portfolio comprises:

- 48 Supervision Consultancy Projects
- 17 DPR Assignments
- 6 Project Management Consultancy (PMC) Assignments
- 1 Project Management Unit (PMU) Assignment

The Company is currently executing projects for various Central and State Government organizations including

National Highways Authority of India (NHAI), Ministry of Road Transport & Highways (MoRTH), National Highways & Infrastructure Development Corporation Limited (NHIDCL), Border Roads Organisation (BRO), Maharashtra State Road Development Corporation (MSRDC), State Public Works Departments (PWDs) and several other Government agencies.

The Company's operations extend across multiple States including Maharashtra, Uttar Pradesh, Rajasthan, Bihar, Haryana, Himachal Pradesh, Uttarakhand, Telangana, Andhra Pradesh, Assam, Arunachal Pradesh and the Union Territory of Jammu & Kashmir, reflecting its strong pan-India presence.

During the year under review, the Company recorded Revenue from Operations of **₹6,972.82 Lakhs** as against **₹4,787.30 Lakhs** in the previous financial year, registering healthy growth. Profit After Tax stood at **₹1,056.35 Lakhs** compared to **₹757.53 Lakhs** in the previous year, demonstrating the Company's operational efficiency, disciplined execution capabilities and prudent financial management.

The successful completion of the Initial Public Offer has significantly strengthened the Company's capital structure, enhanced its net worth and improved its financial flexibility to pursue future expansion, invest in advanced equipment, strengthen working capital and capitalize on emerging opportunities in the infrastructure consultancy sector.

Your Directors remain optimistic about the Company's long-term growth prospects considering the continued focus of the Government of India on infrastructure development through initiatives such as PM Gati Shakti, Bharatmala, National Infrastructure Pipeline (NIP), Smart Cities Mission and increased public capital expenditure. Backed by an experienced management team, healthy order book, strong client relationships and sound financial



position, the Company is well positioned to create sustainable value for all its stakeholders.

11) INITIAL PUBLIC OFFER OF EQUITY SHARES AND LISTING

The Financial Year 2025-26 marked a defining milestone in the history of the Company with the successful completion of its Initial Public Offering ("IPO") and the listing of its Equity Shares on the **NSE EMERGE Platform** of the National Stock Exchange of India Limited.

The Company received the In-Principle Approval from the National Stock Exchange of India Limited for listing of its Equity Shares on the NSE EMERGE Platform vide its approval letter dated **01 April 2025**.

Pursuant to the Prospectus, the Company successfully completed its Initial Public Offering comprising a **Fresh Issue of 36,69,600 Equity Shares** of face value **₹10 each** at an Issue Price of **₹93 per Equity Share** (including a premium of **₹83 per Equity Share**) aggregating to approximately **₹34.13 Crore**. In addition, **9,09,600 Equity Shares** were offered for sale by the Selling Shareholder under the Offer for Sale (OFS) portion of the Issue.

The IPO received an encouraging response from investors, reflecting confidence in the Company's business fundamentals, growth strategy and long-term prospects.

The Board of Directors allotted the Equity Shares on **22 December 2025**, and the Equity Shares were listed and admitted to dealings on the **NSE EMERGE Platform** with effect from **24 December 2025**.

The details of utilisation of the IPO proceeds as on March 31, 2026 are as under:

Particulars	Amount Allocated (₹)	Amount Utilised (₹)	Amount Unutilised (₹)
Funding Capital Expenditure for purchase of Equipment/Machineries	10,25,45,000	Nil	10,25,45,000
Funding Working Capital Requirements	17,50,00,000	Nil	17,50,00,000
General Corporate Purposes	2,37,28,000	Nil	2,37,28,000
Issue Expenses	4,00,00,000	4,00,00,000	-
Total	34,12,73,000	4,00,00,000*	30,12,73,000

*Total shares issued were 4579200 out of which 909600 were offer for sale and balance 3669600 was fresh issue. Actual total issue expenses incurred were Rs. 4.04 crore towards fresh issue and offers for sale. The amount of expenses for Rs. .80 crore attributable to offer for sale (constituting 19.86% of total expenses) has been recovered by the company from the selling shareholders.

The Company has utilised the IPO proceeds only towards issue-related expenses up to March 31, 2026. The balance unutilised proceeds amounting to **₹30.12 crore** have been temporarily invested in fixed deposits/current accounts and other permitted investment avenues, pending utilisation for the objects of the Issue, in accordance with the Prospectus and applicable regulatory requirements.

The Board confirms that the utilisation of the IPO proceeds is periodically reviewed by the Audit Committee and the Board of Directors. The Company shall continue to utilise the balance proceeds strictly in accordance with the objects

The successful listing has significantly strengthened the Company's capital base, enhanced its financial flexibility, improved corporate visibility and widened its shareholder base. The proceeds from the Fresh Issue will support the Company's long-term growth strategy by funding capital expenditure, strengthening working capital and meeting general corporate purposes in accordance with the objects of the Issue.

The Board places on record its sincere appreciation to all investors, merchant bankers, legal advisors, statutory auditors, registrar to the issue, bankers, regulatory authorities, intermediaries and all other stakeholders whose valuable support contributed to the successful completion of the Company's maiden public issue and listing.

12) UTILIZATION OF IPO PROCEEDS

The Company confirms that the proceeds raised through the Initial Public Offer ("IPO") are being utilised in accordance with the objects stated in the Red Herring Prospectus dated December 10, 2025. Pending utilisation, the unutilised IPO proceeds have been temporarily invested in fixed deposits/current accounts in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company confirms that there has been **no deviation or variation** in the utilisation of the proceeds raised through the Initial Public Offer during the Financial Year ended March 31, 2026.

stated in the Prospectus.

13) DISCLOSURE RELATING TO AMOUNTS IF ANY WHICH IS PROPOSED TO CARRY TO ANY RESERVES

During the Financial Year under review, the Board of Directors has **not proposed to transfer any amount** to the General Reserve. The entire profit for the year forms part of the Surplus under the head '**Reserve and Surplus**' in the Financial Statements.

14) DISCLOSURES RELATING TO AMOUNT RECOMMENDED TO BE PAID AS DIVIDEND

With a view to conserving resources for meeting the Company's growth plans, expansion of business operations and strengthening its financial position, your Directors have decided that it would be prudent to retain the profits of the Company for future business requirements.

Accordingly, the Board of Directors has **not recommended**

any dividend on the Equity Shares of the Company for the Financial Year ended March 31, 2026.

The Board believes that retention of earnings at this stage will support the Company's long-term growth strategy and enhance sustainable value creation for its shareholders.

15) DETAILS OF MATERIAL CHANGES AND COMMITMENT OCCURRED DURING PERIOD BETWEEN THE END OF FY AND THE DATE OF REPORT, AFFECTING FINANCIAL POSITION OF COMPANY

In terms of Section 134(3)(l) of the Companies Act, 2013, your Directors state that there have been **no material changes or commitments** affecting the financial position of the Company which have occurred between the end of the Financial Year i.e., March 31, 2026 and the date of this Report, except those disclosed elsewhere in this Annual Report.

The Company continues to operate its business in the ordinary course, and no event has occurred after the balance sheet date which would have a material impact on the financial statements or require any adjustment or disclosure under the applicable Accounting Standards.

16) DISCLOSURE OF STATEMENT ON DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY.

Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Company has developed and implemented a **Risk Management Policy** to identify, evaluate and mitigate various risks which could affect its business operations.

The Policy lays down a framework for:

- Identifying internal and external risks relevant to the Company's business,
- Assessing their potential impact,
- Developing mitigation plans, and
- Monitoring and reporting the same to the Board.

The Board of Directors is satisfied that the Company has established a robust system to monitor and manage risks in key areas such as operations, financial reporting, compliance, legal, environmental, information technology, and strategic matters.

At present, no major risks have been identified which may threaten the existence of the Company.

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

The Foreign Exchange earnings and outgo during the financial period ended 31st March, 2026 is as follows:

Particulars	31 st March, 2026	31 st March, 2025
Foreign Exchange Earnings	NIL	NIL
Foreign Exchange Outgo	NIL	NIL

19) DISCLOSURE OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING YEAR

During the financial year ended 31st March, 2026, the Company did not have any subsidiary or associate company.

17) DETAILS ON POLICY DEVELOPMENT AND IMPLEMENTATION BY COMPANY ON CORPORATE SOCIAL RESPONSIBILITY INITIATIVES TAKEN DURING YEAR

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility (CSR) were applicable to the Company during the financial year 2025-26. The Company remains committed towards undertaking CSR activities in the areas of social welfare, health and education for the benefit of society at large.

During the financial year under review, the Company was required to spend an amount of ₹12,19,940/- towards CSR activities. Against the said obligation, the Company has spent ₹12,39,844/- on eligible CSR activities. Accordingly, there was no shortfall in CSR expenditure during the year. The CSR initiatives undertaken by the Company were in accordance with Schedule VII of the Companies Act, 2013 and the CSR Policy of the Company. Annual CSR report is annexed to this report as ANNEXURE-I.

18) DISCLOSURES UNDER RULE 8/8A OF COMPANIES ACCOUNTS RULES 2014

a) Details regarding technology absorption as per Rule 8(3)(B)

The Management of your company is committed to adoption of latest technology in all spheres of company's operations. The Company has not imported any technology during last three financial years. There was no expenditure on research & development during this financial year. However, your company continues to upgrade its technology. There are no specific efforts made toward technology absorption.

b) Details regarding energy conservation as per Rule 8(3)(A)

Your Management is committed to Conservation of Energy. However, as the company's in engaged in civil engineering services, there is no much scope for conservation of energy. The company uses high quality machinery and equipment's which result in low power consumption. There are no steps taken for conservation of energy except use of LED, solar lights etc. There are no major resultant impact on conservation of energy. The company has not taken any steps for utilising alternate source of energy as there is no such scope. There is no capital investment on energy conservation equipment.



The Company continues to participate in the Joint Venture namely Bloom and Marc Co., constituted with Bloom Infrastructure and Logistics (India) Private Limited for execution of specific infrastructure consultancy and project supervision assignments. The details of the Joint Venture are as under:

BLOOM AND MARC CO.

Sr No.	Joint venture partner	Share	Purpose
1.	Bloom Infrastructure and Logistics (India) Pvt. Ltd.	70%	Completion of Proposal ("RFP") for <i>Project Supervision Services at Dimapur-Kohima New BG Line: Dhansiri (Dimapur) – Zubza (Kohima) New BG Railway Line Project from KM 44 to KM 82.50 (Phase – III) involving engineering works (total length 38.50 kms).</i>
2.	Marc Technocrats Limited	30%	

The details are given in **Form Aoc-1 as ANNEXURE-II** to the board report.

Further, the company has also entered into unincorporated joint venture/association/ Memorandum of Understanding (MOUs) as per government tender perspective which are technical in nature for the completion of various projects.

There was no company which became or ceased to be a subsidiary, joint venture or associate company of the Company during the financial year 2025-26.

20) MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34(2)(e) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed **Management Discussion and Analysis Report**, covering, inter alia, the industry structure and developments, business overview, opportunities and outlook, risks and concerns, internal control systems, financial performance, key financial ratios, human resources and other matters, forms an integral part of this Annual Report as **Annexure-III**.

The Management Discussion and Analysis Report provides a comprehensive review of the Company's operational and financial performance during the Financial Year 2025-26 together with the management's perspective on future business opportunities and challenges.

21) CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions relating to Corporate Governance specified under Regulations 17 to 27 and Clauses (b) to (i) and (t) of Regulation 46(2) and Para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are **not applicable** to the Company, as the Equity Shares of the Company are listed on the **NSE EMERGE Platform**.

Accordingly, the Company is not required to furnish a separate Corporate Governance Report for the Financial Year ended March 31, 2026.

Nevertheless, the Company remains committed to maintaining the highest standards of corporate governance, transparency, ethical business practices and regulatory compliance. The Board of Directors believes that good corporate governance is fundamental to enhancing long-term shareholder value and safeguarding the interests of all stakeholders.

22) SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed **M/s Anurag Jain & Associates, Company Secretaries (ICSI Peer Review Certificate No. 5015/2023)**, to conduct the Secretarial Audit of the Company for the Financial Year ended **March 31, 2026**.

The Secretarial Audit Report issued by the Secretarial Auditor for the Financial Year ended March 31, 2026 is annexed to this Board's Report as **ANNEXURE-IV**.

The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer. Accordingly, no explanation or comments of the Board are required under Section 134(3)(f) of the Companies Act, 2013.

Further, pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendation of the Audit Committee, the Board of Directors has recommended the appointment of **M/s Anurag Jain & Associates, Company Secretaries (ICSI Peer Review Certificate No. 5015/2023)**, as the Secretarial Auditor of the Company for a term of **five (5) consecutive financial years**, commencing from the Financial Year **2026-27** and ending with the Financial Year **2030-31**, subject to the approval of the Members at the ensuing Annual General Meeting.

The Company has received the written consent and a certificate confirming that M/s Anurag Jain & Associates satisfies the eligibility criteria prescribed under the Companies Act, 2013 and the applicable Rules made thereunder and is eligible for appointment as the Secretarial Auditor of the Company. The proposed appointment forms part of the Notice convening the ensuing Annual General Meeting.

23) OPINION OF THE BOARD ON INTEGRITY, EXPERTISE AND EXPERIENCE OF INDEPENDENT DIRECTORS

The Board of Directors is of the opinion that the Independent Directors of the Company possess requisite integrity, expertise, experience and proficiency as required under the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

The Independent Directors bring with them significant experience in the fields of finance, accounting, taxation, corporate governance, administration, management and other allied areas. Their diverse knowledge, business acumen and professional expertise enable them to provide valuable guidance and independent judgment on matters concerning strategy, performance, risk management, governance and regulatory compliance.

In the opinion of the Board, all the Independent Directors fulfil the conditions specified under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

The Board has also assessed the proficiency of the Independent Directors based on their qualifications, experience, expertise, track record, contribution during Board and Committee meetings and understanding of the Company's business operations and is satisfied that they possess the necessary competencies and capabilities to effectively discharge their duties and responsibilities as Independent Directors of the Company.

24) DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS.

The Company has in place adequate Internal Financial Controls with reference to the Financial Statements commensurate with the nature, size and complexity of its business operations.

The Internal Financial Controls are designed to provide reasonable assurance regarding the reliability of financial reporting, preparation of financial statements, safeguarding of assets, prevention and detection of frauds and errors, compliance with applicable laws and regulations, and the orderly and efficient conduct of business.

The Audit Committee periodically reviews the adequacy and effectiveness of the Internal Financial Controls and monitors the implementation of recommendations arising from internal and statutory audit observations.

Based on the evaluation carried out by the Management and the review by the Audit Committee, the Board of Directors is of the opinion that the Internal Financial Controls of the Company were **adequate and operating effectively** during the Financial Year ended March 31, 2026, and **no material weakness** was observed in the design or operation of such controls.

25) A DISCLOSURE, AS TO WHETHER MAINTENANCE OF COST RECORDS AS SPECIFIED BY THE CENTRAL GOVERNMENT UNDER SUB-SECTION (1) OF SECTION 148 OF THE COMPANIES ACT, 2013, IS REQUIRED BY THE COMPANY AND ACCORDINGLY SUCH ACCOUNTS AND RECORDS ARE MADE AND MAINTAINED.

Pursuant to the provisions of Section 148(1) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended, the maintenance of cost records and the requirement of cost audit are **not applicable** to the Company considering the nature of its business activities

26) THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING

THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

During the Financial Year under review, **no application was made, nor was any proceeding pending**, against the Company under the provisions of the Insolvency and Bankruptcy Code, 2016 (31 of 2016).

Accordingly, there was **no proceeding initiated or pending** under the Insolvency and Bankruptcy Code, 2016 as at **March 31, 2026**.

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

Pursuant to Rule 8(5)(xii) of the Companies (Accounts) Rules, 2014, the Company confirms that **no One Time Settlement (OTS)** was entered into with any Bank or Financial Institution during the Financial Year under review.

Accordingly, there was **no difference between the amount of valuation done at the time of One Time Settlement and the valuation done while availing loans from Banks or Financial Institutions**, and hence, the disclosure prescribed under the aforesaid Rules is **not applicable** to the Company.

28) DISCLOSURE OF CHANGE IN NATURE OF BUSINESS

During the Financial Year under review, **there was no change in the nature of business** of the Company.

The Company continued to carry on its existing business of providing Engineering Consultancy, Project Management Consultancy (PMC), Independent Engineer Services, Authority's Engineer Services, Detailed Project Report (DPR) preparation, Supervision Consultancy, Project Management Unit (PMU) services and other allied infrastructure consultancy services.

Accordingly, the disclosure required under Rule 8(5)(ii) of the Companies (Accounts) Rules, 2014 has been duly complied with.

29) DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING YEAR

(i) During the Financial Year ended March 31, 2026, there was **no change** in the composition of the Board of Directors or the Key Managerial Personnel of the Company. No Director or Key Managerial Personnel was appointed, re-appointed, resigned, retired, removed or ceased to hold office during the year under review.

In accordance with the relevant provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has an appropriate mix of Executive Directors, Non-Executive Directors, and Independent Directors. The Board consists of 6 directors out of which 3 are executive directors, 2 are



independent directors and 1 is non-independent non-executive director. The Board includes Mrs. Suman Rathee, in compliance with the requirement to have a woman director. The list of directors and KMPs as, on March 31, 2026, are as under:

Accordingly, as on 31st March, 2026, the Board of Directors and Key Managerial Personnel of the Company comprised of:

Mr. Hitender Kumar – Managing Director

Ms. Suman Rathee– Director

Mr. Vijay Kumar– Whole Time Director

CA Ramesh Sah– Independent Director

Mr. Paramvir Singh– Independent Director

Mr. Norang Rai Loohach– Director

Ms. Chetna – Company Secretary

Mr. Rohit Kumar – Chief Financial Officer

All the Directors have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013.

(ii) Retirement by Rotation

In Accordance to Section 152 of the Companies Act, 2013, at least two-third of the total number of Directors (excluding independent directors) shall be liable to retire by rotation.

The Independent Directors are not subject to retirement by rotation and serve for a fixed period of office that does not exceed five years from the date of appointment. Accordingly, pursuant to the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Suman Rathee (DIN- 06441742), Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible has offered herself for re-appointment.

The Board of Directors recommend her re-appointment. The annexure to the notice calling the upcoming Annual General Meeting contains a brief regarding Mrs. Suman Rathee (DIN- 06441742), who is recommended for re-appointment. This information is required to be disclosed under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

30) OTHER DISCLOSURES RELATING TO DEPOSITS COVERED UNDER CHAPTER V OF COMPANIES ACT UNDER RULE 8(5).

The Company has **not accepted any deposits** from the public falling within the ambit of Sections 73 to 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 during the Financial Year under review.

Accordingly:

- no deposits were accepted during the year;
- no deposits remained unpaid or unclaimed as at March

31, 2026;

- there was no default in repayment of deposits or payment of interest thereon; and
- no amount was required to be transferred to the Investor Education and Protection Fund (IEPF) in respect of deposits.

Accordingly, the disclosure requirements relating to deposits under Chapter V of the Companies Act, 2013 are not applicable to the Company.

31) DISCLOSURE FOR COMPLIANCE WITH OTHER STATUTORY LAWS

a. A statement that the company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The company has constituted Internal Complaints Committee (ICC) pursuant to the legislation 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act 2013. The Company's goal has always been to create an open and safe workplace for every employee to feel empowered, irrespective of gender, sexual preferences and other factors, and contribute to the best of their abilities. In line to make the workplace a safe environment, the Company has set up a policy on prevention of sexual harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("PoSH Act"). Further, the Company has complied with the provisions under the PoSH Act relating to the framing of an anti-sexual harassment policy and the constitution of an Internal Committee.

b. Number of Sexual Harassment Complaints received: 0

c. Number of Sexual Harassment Complaints disposed of: 0

d. Number of Sexual Harassment Complaints beyond 90 days.: 0

Statement that the company has complied with Maternity Benefit Act.

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.

e. Number of employees as on the closure of financial year

Female	Male	Transgender
11	182	0

32) SECRETARIAL STANDARDS

The Company has complied with the applicable provisions of **Secretarial Standard-1 (SS-1) on Meetings of the Board of Directors** and **Secretarial Standard-2 (SS-2) on General Meetings**, issued by the Institute of Company Secretaries of India (ICSI) and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

The Board confirms that the Company has complied with the applicable Secretarial Standards in conducting its Board Meetings, Committee Meetings and General Meetings during the Financial Year ended March 31, 2026.

33) VIGIL MECHANISM

Pursuant to the provisions of Section 177(9) and Section 177(10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company has established a Vigil Mechanism / Whistle Blower Policy to provide a formal mechanism for Directors, employees and other stakeholders to report genuine concerns regarding unethical behaviour, actual or suspected fraud, violation of the Company's Code of Conduct or any other improper practices.

The Vigil Mechanism provides adequate safeguards against victimisation of persons who use the mechanism and ensures that all genuine concerns are investigated in a fair, transparent and confidential manner.

34) INTERNAL AUDITOR

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company appointed M/s **Bhattacharya & Associates, Chartered Accountants, (FRN- 307182E)**, as Internal Auditor of the Company on 28th April, 2026.

The requirement for appointment of an Internal Auditor became applicable to the Company consequent upon its listing on the NSE SME Platform on 24th December, 2025. The Internal Auditor conducts periodic reviews of the adequacy and effectiveness of the internal control systems and submits reports to the Audit Committee and the Board for their review and consideration. The internal auditor have duly submitted their report to the board of directors.

During the year under review, the Board was satisfied that the internal financial controls were adequate and operating effectively.

35) CHANGE IN THE REGISTERED OFFICE OF THE COMPANY

During the Financial Year ended March 31, 2026, there was **no change** in the Registered Office of the Company. The Registered Office of the Company continues to remain at its existing address.

36) DIRECTOR'S COMMENTS ON QUALIFICATION(S), RESERVATION(S) OR ADVERSE REMARK(S) OF THE AUDITORS

The Statutory Auditors' Report on the Standalone Financial Statements for the Financial Year ended March 31, 2026 does not contain any qualification, reservation, adverse remark or disclaimer.

Further, the Secretarial Audit Report issued by the

Secretarial Auditor also does not contain any qualification, reservation, adverse remark or disclaimer.

Accordingly, no explanation or comments of the Board are required under Section 134(3)(f) of the Companies Act, 2013.

37) STATUTORY AUDITORS

M/s Sachinder Dixit & Co., Chartered Accountants (Firm Registration No. 031941N), resigned as the Statutory Auditors of the Company, due to non-holding of peer review certificate, resulting in a casual vacancy in the office of Statutory Auditors.

Pursuant to the recommendation of the Audit Committee and in accordance with the provisions of Section 139(8) and other applicable provisions of the Companies Act, 2013, the Board of Directors appointed **M/s Maheshwari Rajiv & Co., Chartered Accountants (Firm Registration No. 007115N), having Peer Review Certificate No. 015954**, as Statutory Auditors of the Company to fill the casual vacancy. The appointment is subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.

M/s Maheshwari Rajiv & Co., Chartered Accountants, have conducted the statutory audit of the financial statements of the Company for the financial year ended 31st March, 2026. They retire at the upcoming annual general meeting.

The board of directors of your company, on the recommendation of the Audit Committee, propose to appoint M/s Chhabra Amit and Associates, Chartered Accountants (FRN-031563N and peer review certificate no. 026037) as statutory auditors of the company for a period of five years.

The Company has received written consent and a certificate from M/s Chhabra Amit and Associates, Chartered Accountants, confirming that their appointment, if approved by the shareholders, shall be in accordance with the provisions of Sections 139, 141 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

38) DISCLOSURE OF REMUNERATION OF EMPLOYEES COVERED UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The disclosures relating to the remuneration of Directors, Key Managerial Personnel and employees as required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 form part of this Board's Report as **ANNEXURE-V**.

Further, the statement containing particulars of employees as prescribed under Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is also annexed to this Board's Report as part of **ANNEXURE-V**.

During the Financial Year ended March 31, 2026, **none of the employees of the Company** was in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of



Managerial Personnel) Rules, 2014.

39) RELATED PARTY TRANSACTIONS

All Related Party Transactions entered into during the Financial Year ended March 31, 2026 were **in the ordinary course of business and on an arm's length basis**, in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All Related Party Transactions were placed before the Audit Committee for its review and approval. The Policy on Related Party Transactions approved by the Board is available on the website of the Company at www.mtponline.in.

There were no materially significant Related Party Transactions entered into during the Financial Year which could have had a potential conflict with the interests of the Company.

The requisite disclosures relating to Related Party Transactions are provided in the Notes forming part of the Financial Statements.

Since all Related Party Transactions were entered into in the ordinary course of business and on an arm's length basis, the disclosure in **Form AOC-2** as prescribed under Section 188(1) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is **not applicable** to the Company.

40) SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

During the Financial Year under review, **no significant or material orders** were passed by any Court, Tribunal, Statutory Authority or Regulatory Authority which could have an impact on the going concern status of the Company or materially affect its future operations.

41) SHARE CAPITAL

During the Financial Year under review, the Company successfully completed its Initial Public Offer ("IPO") and the Equity Shares of the Company were listed on the **NSE EMERGE Platform** of the National Stock Exchange of India Limited with effect from **December 24, 2025**.

As on **March 31, 2026**, the Authorised Share Capital of the Company stood at **₹25,00,00,000** divided into **2,50,00,000 Equity Shares** of ₹10/- each, and the Issued, Subscribed and Paid-up Equity Share Capital stood at **₹17,31,33,830** divided into **1,73,13,383 Equity Shares** of ₹10/- each fully paid-up.

During the Financial Year, the Company allotted **36,69,600 Equity Shares** pursuant to the Initial Public Offer. The Equity Shares allotted under the IPO rank **pari passu** in all respects with the existing Equity Shares of the Company.

A. Issue of Equity Shares with Differential Rights

The Company has **not issued** any Equity Shares with Differential Voting Rights during the Financial Year ended March 31, 2026.

B. Issue of Sweat Equity Shares

The Company has **not issued** any Sweat Equity Shares during the Financial Year ended March 31, 2026.

C. Employee Stock Option Scheme (ESOP)

The Company has **not granted** any Employee Stock Options during the Financial Year ended March 31, 2026.

D. Provision of Money for Purchase of Own Shares

The Company has **not made any provision** for purchase of its own shares by employees or by trustees for the benefit of employees during the Financial Year under review.

E. Buy-back of Securities

The Company has **not bought back** any of its securities during the Financial Year ended March 31, 2026.

F. Preferential Issue / Private Placement

The Company has **not made any preferential allotment or private placement of Equity Shares or Convertible Securities** during the Financial Year ended March 31, 2026.

42) ACKNOWLEDGEMENTS

Your Directors wish to place on record their sincere appreciation and gratitude to all the stakeholders for their continued trust, confidence and support extended to the Company during the Financial Year under review.

The Board places on record its appreciation for the valuable support received from the Central and State Governments, regulatory authorities, bankers, financial institutions, customers, consultants, vendors, business associates and all other stakeholders.

The Directors also express their heartfelt appreciation to the shareholders for their continued confidence in the Company, particularly during the successful Initial Public Offer and listing of the Company's Equity Shares on the NSE EMERGE Platform.

The Board places on record its sincere appreciation for the commitment, dedication and contribution made by all the employees at every level of the organization, whose continued efforts have significantly contributed to the Company's growth and success.

Your Directors look forward to the continued support and cooperation of all stakeholders in the years ahead as the Company continues its journey towards sustainable growth and long-term value creation.

**For and on behalf of the Board of Directors
For MARC TECHNOCRATS LIMITED**

Hitender Kumar
(Managing Director)
DIN: 01661280

Suman Rathee
(Director)
DIN: 06441742

Date: 03/07/2026
Place: Bahadurgarh, Haryana

Annexure I to the Board's Report

Pursuant to section 135 of the companies Act, 2013 and rule 8 of The companies (corporate social responsibility) rules, 2014

Annual Report on Corporate Social Responsibility (CSR)

1. **Brief outline on CSR Policy of the Company**

The Company strongly believes that sustainable community development is essential for harmony between the community and the industry. The company endeavors to make a positive contribution, especially to the underprivileged communities, by supporting a wide range of social, economic, educational, and health initiatives. Our commitments towards corporate social responsibility include, but are not limited to, the promotion of education, sports, rural development, healthcare, energy, and climate change and the betterment of society through respect for universal human rights and the environment, acting with integrity and accountability, and operating responsibly and sustainably. The initiatives taken by the company are in consonance with projects and programs related to activities specified under Schedule VII of the Companies Act, 2013 ("Act") and Companies (Corporate Social Responsibility Policy) Rules, 2014 ("Rules").

The main objectives of the CSR policy are

- To establish a guideline for compliance with the provisions to dedicate a percentage of the company's profits for social projects.
- To ensure the implementation of CSR initiatives in letter and spirit through appropriate procedures and reporting
- To create opportunities for employees to participate in socially responsible initiatives.

The CSR Policy of the company 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.

2. **Composition of CSR Committee:** As the amount to be spent by the company on CSR does not exceed Rs. 50 lakhs, there is no requirement of constitution of CSR committee pursuant to section 135(9) of the Act.

3. Provide the web link for the composition of CSR:

committee, CSR policy, and CSR projects approved

by the board are disclosed on the website

of the company.

<https://mtplonline.in>

4. Provide the details of Impact assessment of CSR:

NA

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).

Details of the amount available for set off in pursuance:

of sub-rule (3) of rule 7 of the Companies (Corporate

5. Social responsibility Policy) Rules, 2014 and amount

NIL

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	-	-	-
2	-	-	-
3	-	-	-
	TOTAL	-	-

6. Average net profit of the company as per section 135(5).

Sl.No.	F/Y	Net profit before tax In Lakh Rs.
1.	2022-23	351.34
2.	2023-24	468.73
3.	2024-25	1009.83
	Total	1829.94
	Average	609.96
	2% of Average net profits	12.19



8. (a) Two percent of average net profit of the company as per section 135(5) (Amount in lakh Rs.) 12.19
- (b) Surplus arising out of the CSR projects or: Nil
Programmes or activities of the previous financial years.
- (c) Amount required to be set off for the financial year, : Nil
If any
- (d) Total CSR obligation for the financial year(7a+7b-7c) (Amount in lakh Rs.):: 12.19
9. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (inRs.)	Amount Unspent (in Rs.)				
	Total amount transferred to the unspent CSR account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per the second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
12,39,844.00	Nil	Nil	Nil	Nil	Nil

- (b) Details of CSR amount spent against **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 a (Yes/ No).	Location of the project.		Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial year (in Rs.).	Amount transferred to Unspent CSR account for the project as per Section 135(6) (inRs.).	Mode of mentation – Direct (Yes/ No).	Mode of Implementation – Through Implementing Agency	
				State.	District.						Name	CSR Registrati onnumber.
1.	-	-	--	-	-	--	-	-	-	-	-	-
2.												
3.												
	TOTAL											

- (c) Details of CSR amount spent against **other than 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.
1.	Expenses on Medical treatment	Healthcare	Yes	Haryana	Jhajjar	2,30,000.00	Y	-	-
2.	Rural Development expenses	Rural Development	Yes	Haryana	Jhajajr	10,09,844.00	Y	-	-
3.									
4.									
5.									

- (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) : ₹12,39,844
- (g) Excess amount for set off ,if any

Sl.No.	Particular	Amount (in lakh Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	12.19
(ii)	Total amount spent for the financial year	12.39
(iii)	Excess amount spent for the financial year [(ii)-(i)]	.20
(iv)	Surplus arising out of the CSR projects or programs or Activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years[(iii)-(iv)]	.20

10. (a) Details of the 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.)	Amounts 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 lakh Rs.)
				Name of the Fund	Amount (in lakh Rs.).	Date of transfer.	
1.	-	-	-	-	-	-	-
2.	-	-	-	-	-	-	-
3.	-	-	-	-	-	-	-
	TOTAL						

- (b) Details of the 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 unallocated for the project (in Rs.).	Amounts spent on the project in the reporting financial year (in Rs.).	Cumulative amounts spent at the end of the reporting financial year. (in Rs.).	Status of the project Completed /Ongoing.
1.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2.		NIL	NIL	NIL	NIL	NIL	NIL	NIL
3.		NIL	NIL	NIL	NIL	NIL	NIL	NIL
	TOTAL							

11. 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

(asset-wise details).

- (a) Date of creation or acquisition of the capital asset(s): NA
- (b) Amount of CSR spent for creation or acquisition of capital asset: NA
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address, etc.: NA
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): NA

12. Specify the reason(s), if the company has failed to spend:

Two percent of the average net profit as per section 135(5): NA



12 Responsibility statement

The responsibility statement of the board of directors is reproduced below:

“The implementation and monitoring of CSR policy are in compliance with CSR objectives and Policy of the company.”

**For and on behalf of the Board of Directors
For MARC TECHNOCRATS LIMITED**

Hitender Kumar	Suman Rathee
(Managing Director)	(Director)
DIN: 01661280	DIN: 06441742

Date: 03/07/2026
Place: Bahadurgarh, Haryana

ANNEXURE- II
FORM NO. AOC-1

For the year ending on 31/03/2026

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

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

Part “A”: Subsidiaries

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

NIL

Part “B”: Associates and Joint Ventures

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

1. Joint Venture

Sl.No.	Particulars	Bloom and Marc Co. (PAN: :ABDFB3476D)
1.	Latest Audited Balance sheet date	31.03.2025
2.	Date on which the associate or JV was acquired	Since incorporation (01/06/2024)
3.	Share of associate held by company	
	No.	NIL
	Amount of investment	Nil
	Extent of holding in %	30
4.	Description of how there is significant influence	Due to agreement
5.	Reason why associate/JV is not consolidated	As per Mou between the joint venture
6.	Networth attributable to shareholding as per latest audited balance sheet	Nil
7.	Networth attributable to shareholding as per latest audited balance sheet	
	i. Considered in consolidation	Nil
	ii. Not considered in consolidation	NA

**For and on behalf of the Board of Directors
For MARC TECHNOCRATS LIMITED**

Hitender Kumar
(Managing Director)
DIN: 01661280

Suman Rathee
(Director)
DIN: 06441742

Date: 03/07/2026
Place: Bahadurgarh, Haryana



ANNEXURE- III MARC TECHNOCRATS LIMITED MANAGEMENT DISCUSSION & ANALYSIS REPORT (FY 2025-26)

INDUSTRY STRUCTURE & DEVELOPMENTS

The Engineering Consultancy, Project Management Consultancy (PMC), Infrastructure Support Services and Technical Services sector in India continued to witness robust growth during FY 2025-26. Government initiatives such as National Infrastructure Pipeline (NIP), PM Gati Shakti, Smart Cities Mission, Industrial Corridors, and increased capital expenditure by both public and private sectors have created significant opportunities for engineering and consultancy companies.

The Company's business model is aligned with the growing demand for technical consultancy, project execution support, engineering services, survey activities, infrastructure management and allied services. The management remains optimistic about the long-term growth prospects of the sector.

The Company continues to monitor emerging industry trends, technological advancements and policy developments to enhance its competitiveness and deliver sustainable value to its stakeholders.

BUSINESS OVERVIEW

MARC TECHNOCRATS LIMITED is engaged in providing engineering consultancy, project management consultancy, technical advisory services, survey-related activities and allied infrastructure support services. During the year under review, the Company successfully expanded its business operations, strengthened customer relationships and enhanced its execution capabilities.

The Company completed its Initial Public Offer (IPO) during the year, resulting in enhanced capital base, improved financial strength and greater visibility in the marketplace.

SEGMENT-WISE / SERVICE-WISE PERFORMANCE

The Company primarily operates in the business of Engineering Consultancy, Project Management Contracts (PMC), Technical Advisory Services, and Infrastructure Support Services, Project Supervision Services, Prebid advisory Services, Detailed Engineering Design, Third Party Quality Control, Material testing and Geotechnical Investigation, Feasibility Studies and Detailed Project Reports and Engineering Surveys.

During the financial year under review, Engineering Consultancy and Project Management Consultancy continued to contribute the major share of the Company's revenue. The Company also strengthened its presence in technical advisory assignments, infrastructure support services and survey-related projects across various sectors.

The management continues to focus on expanding service offerings, improving operational efficiencies and increasing its presence across government, public sector and private infrastructure projects. As the Company presently operates in a single reportable business segment, separate segment reporting is not applicable under the applicable Accounting Standards.

IPO AND CAPITAL STRUCTURE

During the financial year, the Company successfully completed its Initial Public Offer (IPO) and issued 36,69,600 Equity Shares. Consequently, the paid-up equity share capital increased from ₹1,364.38 Lakhs to ₹1,731.34 Lakhs.

The successful completion of the Initial Public Offer (IPO) has significantly strengthened the Company's capital structure, enhanced its net worth, improved liquidity and increased its visibility and credibility in the capital market. The funds raised through the IPO will support the Company's growth strategy by enabling investment in business expansion, strengthening execution capabilities, augmenting working capital, enhancing operational efficiencies and pursuing new business opportunities in line with the objects of the Issue. The strengthened financial position also provides greater flexibility to capitalize on future growth opportunities and create long-term value for stakeholders.

Pending utilization, unutilized IPO proceeds amounting to ₹30.89 Crores have been invested in fixed deposits, current accounts and permitted investment instruments in accordance with the objects stated in the Prospectus and applicable regulatory requirements.

OPPORTUNITIES

The Company expects continued growth opportunities arising from:

- Expansion of infrastructure and industrial projects across India.
- Increased government spending on transportation, urban infrastructure and industrial development.
- Rising demand for engineering consultancy and project management services.
- Growing requirement for technical surveys, project monitoring and execution support.
- Opportunities arising from digitization and technology-driven infrastructure management.
- Availability of IPO proceeds to support future business expansion.

Management remains confident of sustaining growth momentum through operational excellence, strategic business development and prudent financial management.

OUTLOOK

The outlook for the Engineering Consultancy and Infrastructure Services sector remains positive, supported by continued Government emphasis on infrastructure development, urbanisation, industrial growth and increased public capital expenditure.

The Company's strengthened capital base following the successful Initial Public Offer (IPO) provides financial flexibility to pursue future growth opportunities, expand geographical presence, diversify its client base and enhance execution capabilities.

The management remains focused on sustainable growth through prudent financial management, technological adoption, operational excellence and customer-centric service delivery while maintaining strong corporate governance standards.

Management remains confident that the Company's strong order execution capabilities, experienced management team and

healthy financial position will support long-term sustainable growth and value creation for all stakeholders.

RISKS & CONCERNS

The Company continuously evaluates risks associated with its operations and has established suitable mitigation mechanisms.

Major risks include:

- Project execution delays.
- Regulatory and compliance risks.
- Competition from established industry participants.
- Client concentration and collection risks.
- Inflationary pressure on operating costs.
- Economic slowdown affecting infrastructure spending.
- Human resource retention and skill availability.
- Cyber Security and Information Technology Risks: Increasing dependence on information technology systems exposes the Company to risks relating to cyber security, data protection and system disruptions. The Company continues to strengthen its IT infrastructure and security measures to mitigate such risks.
- Changes in Government Policies and Regulatory Framework: The Company's business is influenced by changes in Government policies, regulatory requirements, taxation laws and infrastructure development policies. Any significant changes may have an impact on business operations and profitability.
- Interest Rate Fluctuations and Macroeconomic Risks: Changes in interest rates, inflation, foreign exchange movements, geopolitical developments and overall macroeconomic conditions may affect project investments, business sentiment and operational performance.
- Environmental, Social and Sustainability Risks: Increasing

focus on environmental sustainability, climate-related regulations and ESG practices may require changes in business processes and compliance requirements. The Company continuously evaluates such developments and takes appropriate measures to ensure sustainable business practices.

The Company has established a structured risk management framework for identification, assessment, monitoring and mitigation of business risks. The Board of Directors and Senior Management periodically review the risk management framework to identify emerging risks and ensure that appropriate mitigation measures are implemented in a timely manner. The Company continuously monitors its internal and external business environment to strengthen its resilience and support sustainable long-term growth.

INTERNAL CONTROL SYSTEMS

The Company has adequate internal control systems commensurate with the nature, size and complexity of its operations. **Internal controls are designed to ensure:**

- Protection and safeguarding of assets.
- Accuracy and reliability of accounting records.
- Compliance with statutory requirements.
- Prevention and detection of frauds and errors.
- Efficient utilization of resources.

The Audit Committee regularly reviews internal financial controls, audit observations and corrective actions undertaken by the management.

The Company has established adequate Internal Financial Controls over Financial Reporting (IFC) commensurate with the nature and size of its business. These controls are periodically evaluated and tested to ensure operational effectiveness, compliance with applicable laws and safeguarding of assets. No material weakness in the internal control system was observed during the year.

FINANCIAL HIGHLIGHTS

The Company's key financial indicators remained strong during FY 2025-26:

Particulars	FY 2025-26	FY 2024-25
Revenue from Operations (₹ Lakhs)	6,972.82	4,787.30
Profit After Tax (₹ Lakhs)	1,056.35	757.53
EPS (₹)	7.23	5.55
Net Profit Ratio	12.96%	13.40%
Current Ratio	1.90	3.24
Debt Equity Ratio	0.00	0.03

The substantial improvement in Debt-Equity Ratio reflects strengthening of shareholders' funds following the IPO and reduction in leverage.

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

Particulars	FY 2025-26	FY 2024-25	Change	Explanation
Current Ratio	1.90	3.24	41.41%	Due to increase in Current Assets.
Debt Equity Ratio	0.00	0.03	86.40%	Due to increase in Shareholder equity during the year after issue of Shares in IPO.
Net Profit Ratio	12.96%	13.40%	3.26%	Due to increase in Turnover and profits during the year.
Return on Net Worth	20.81%	35.60%	41.55%	Due to increase in Shareholders equity during the year after issue of shares in IPO.



The changes in the above financial ratios are primarily attributable to the successful completion of the Company's Initial Public Offering during the financial year, which resulted in a significant increase in equity capital and shareholders' funds. These changes are structural in nature and reflect the strengthened financial position of the Company rather than any deterioration in its operating performance.

Except for the above ratios, there were no significant changes (i.e., changes of 25% or more) in the other key financial ratios requiring explanation under Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

WORKING CAPITAL MANAGEMENT

The Company maintained a healthy liquidity position during the year.

The Current Ratio stood at 1.90 times as compared to 3.24 times in the previous year. The movement in the ratio was primarily attributable to an increase in current liabilities arising from the expansion of business operations. Nevertheless, the Company continues to maintain sufficient current assets to meet its short-term financial obligations.

Cash and Bank Balances increased significantly owing to IPO proceeds and improved operational cash generation. Trade receivables stood at ₹1,242.63 Lakhs as on March 31, 2026 and continue to be actively monitored by management.

The Company continues to maintain an efficient working capital cycle through effective receivable management, prudent cash flow planning and disciplined financial management. The management regularly reviews liquidity and cash flows to ensure adequate availability of funds for operational requirements and future business expansion.

TECHNOLOGY & DIGITAL INITIATIVES

The Company continues to leverage digital technologies to improve project execution, operational efficiency and customer service. The management remains committed to adopting modern engineering tools, digital project monitoring systems and technology-enabled business processes to enhance productivity and strengthen internal controls.

HUMAN RESOURCES

The Company firmly believes that its employees are its most valuable asset and continues to invest in human capital through training, skill enhancement, leadership development and professional growth initiatives. The Company promotes a performance-driven work culture founded on integrity, innovation, teamwork, equal opportunity, employee engagement and workplace safety.

Industrial relations remained cordial throughout the year and there was no significant disruption in operations due to labour-related issues. As on March 31, 2026, the Company had 193 employees on its rolls. The management remains committed to fostering a safe, inclusive and motivating work environment that encourages continuous learning and sustainable growth.

CORPORATE SOCIAL RESPONSIBILITY

In accordance with Section 135 of the Companies Act, 2013, the Company spent ₹12.40 Lakhs towards CSR activities during FY 2025-26 against the prescribed CSR obligation of ₹12.20 Lakhs. CSR initiatives were undertaken in the areas of social welfare, health, sports, rural development and education. The company remains committed to creating sustainable value for society through impactful CSR initiatives in accordance with its CSR Policy and the provisions of the Companies Act, 2013.

CAUTIONARY STATEMENT

Certain statements contained in this Management Discussion and Analysis Report describing the Company's objectives, expectations, estimates, projections and outlook may constitute "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied due to various factors including economic conditions, changes in Government policies, market developments, competition, regulatory changes and other risks beyond the control of the Company.

Readers are cautioned not to place undue reliance on these forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required under applicable laws.

**ANNEXURE-IV
FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2026**

[Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015]

To,
The Members,
MARC TECHNOCRATS LIMITED
Gf-48, Ground Floor, JMD Megapolis, Sector-48,
Sohna Road, Gurgaon, Haryana-122018

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MARC TECHNOCRATS LIMITED** bearing CIN U74210HR2007PLC125245 (hereinafter referred to as the "Company"). Secretarial Audit has been conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026 to ascertain the compliance of various provisions of:

- (i) The Companies Act, 2013 and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999.
- (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 Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025;
 - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015;
 - (e) Securities and Exchange Board of India (issue of capital and Disclosure requirement) Regulations, 2018
 - (f) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations,
 - (g) The Securities and Exchange Board of India (Issue and listing of Debt Securities) Regulations,
 - (h) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations.
 - (i) The Securities and Exchange Board of India (Buyback of securities) Regulations,
 - (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025;
 - (k) Other applicable regulations and circulars/ guidelines issued time to time.
- (vi) The Employees State Insurance Act, 1948
- (vii) Employees Provident Fund and Miscellaneous Provisions Act, 1952
- (viii) Employers Liability Act, 1938
- (ix) The Minimum Wages Act, 1948
- (x) The Payment of Bonus Act, 1965
- (xi) The Contract Labour (Regulation and Abolition) Act, 1970



- (xii) The Maternity Benefit Act, 1961
- (xiii) The Child Labour (Prohibition and Regulation) Act, 1986
- (xiv) The Employees' Compensation Act, 1923
- (xv) Industrial Dispute Act, 1947
- (xvi) Payment of Wages Act, 1936
- (xvii) Environment Protection Act, 1986 and other environmental laws
- (xviii) Air (Prevention and Control of Pollution) Act, 1981 and other applicable labour laws

Further, it is noted that the Government of India has introduced four new labour codes, namely the Code on Wages, 2019; the Industrial Relations Code, 2020; the Code on Social Security, 2020; and the Occupational Safety, Health and Working Conditions Code, 2020. These Codes are being brought into force in a phased manner over a period of time, effective from 21 November 2025, thereby rationalising 29 existing labour laws.

In this regard, the Company has complied with the applicable provisions of the aforesaid labour, employment, and environmental laws up to 21st November, 2025. Subsequent to the said date, upon the coming into effect of the aforementioned labour codes, the Company has taken necessary steps to ensure compliance with the provisions of the said Codes and the rules made thereunder, to the extent applicable, considering the nature, scale, and location of its operations.

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

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and 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.
- Dissenting member's view were not required to be captured and recorded as part of the minutes as there was no such instance,
- There are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines,

We further report that during the period under review, the Company has not undertaken any specific events/actions that can have a major bearing on the Company's compliance responsibility in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., except as follows:

1. Listing on the EMERGE SME platform of NSE pursuant to IPO:

An Initial Public Offer ('IPO') of the Equity Shares of the Company was undertaken during the Financial Year 2025-26, and the Board of Directors of the company at their meeting held on December 22nd 2025 allotted 36,69,600 equity shares of Rs. 10 each at a premium of Rs. 83 per share amounting to Rs. 34.12 crore. There was also an offer for sale of 909600 equity shares by the selling shareholder as per RHP dated 10th December, 2025.

Pursuant to the same, the Company received listing approval from National stock exchange and the Equity Shares of the Company were listed and admitted to dealings on the Emerge SME platform of NSE with effect from December 24th, 2025.

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

For Anurag Jain & Associates
Company Secretaries

Anurag Jain
Membership No: FCS 6001
CP: 5750
UDIN: F006001H000665803

Date: 22nd June, 2026
Place: Bahadurgarh

ANNEXURE A

To
The Members,
MARC TECHNOCRATS LIMITED
Gf-48, Ground Floor, JMD Megapolis, Sector-48,
Sohna Road, Gurgaon, Haryana-122018

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Anurag Jain & Associates
Company Secretaries

Anurag Jain
Membership No: FCS 6001
CP: 5750
UDIN: F006001H000665803

Date: 22nd June, 2026
Place: Bahadurgarh



ANNEXURE V

MANAGERIAL REMUNERATION & PARTICULARS OF EMPLOYEES

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2025-2026.

S. No.	Name of Director & Designation	Ratio to the Median (in times)
1	Mr. Hitender Kumar, Managing Director	12.95
2	Mrs. Suman Rathee, Executive Director	12.95
3	Mr. Vijay Kumar Whole Time Director	3.40
4	Mr. Norang Rai Loohach, Non-Executive Director *	-
5	Mr. Ramesh Sah Independent Director *	-
6	Mr. Paramveer Singh Independent Director *	-

*Sitting fees paid to Independent Directors and Non-Executive Directors have not been considered for the purpose of calculating the ratio.

** The median Remuneration of Employee of the Company for the FY 2026: 2.64 Lakhs.

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2025-2026;

S. No.	Name & Designation	% increase in remuneration
1	Mr. Hitender Kumar, Managing Director	-
2	Mrs. Suman Rathee, Executive Director	-
3	Mr. Vijay Kumar Whole-Time Director	15.38%
4	*Mr. Rohit Kumar, Chief Financial Officer	-
5	*Ms. Chetna, Company Secretary	-

* Mr. Rohit Kumar was appointed as Chief Financial Officer with effect from November 17, 2024 and Ms. Chetna was appointed as Company Secretary & Compliance Officer with effect from October 01, 2024. There was no increase in their remuneration during FY 2025-26.

3. The percentage increase in the median remuneration of employees in the financial year 2025-2026: Nil
 4. The number of permanent employees on the rolls of company during the financial year 2025-2026: 193
 5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration.

S. No.	Particulars	Average % increase
1	Increase in the salary of employees other than Managerial Personnel	21.61%
2	Increase in the Salary of the Managerial Personnel*	5.80%

*Average percentile increase in the managerial remuneration of Directors during the Financial Year 2025-2026 was 5.80%.

There were no exceptional circumstances warranting an increase in the remuneration of managerial personnel during the financial year. The average increase in remuneration of managerial personnel was in line with the Company's remuneration policy and industry practices.

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

It is affirmed that the remuneration paid to the Directors, KMPs, Senior Management and other employees of the Company is as per the Remuneration Policy of the Company.

II Pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employees of the Company were in receipt of remuneration exceeding ₹102.00 Lakhs per annum or ₹8.50 Lakhs per month during the Financial Year 2025-26. Accordingly, the statement containing particulars of employees as required under the aforesaid provisions is not applicable and hence not provided.

For & on behalf of Board of Directors of
For MARC TECHNOCRATS LIMITED

Hitender Kumar
(Managing Director)
DIN: 01661280

Suman Rathee
(Director)
DIN: 06441742

Date: 03-07-2026
Place: Bahadurgarh, Haryana

CORPORATE GOVERNANCE REPORT

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or Part C of Schedule V concerning compliance with corporate governance, in light of the Company's listing on the National Stock Exchange of India Limited's EMERGE Platform. Additionally, as per Regulation 27(1) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is exempt from complying with the requirements outlined in Part E of Schedule II, and as per Regulation 27(2) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is not required to submit Compliance Reports on Corporate Governance on a quarterly basis.

Therefore, it is not necessary to disclose a Corporate Governance Report together with an Annual Report. Further, pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 26A, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V shall not apply, in respect of listed entity which has listed its specified securities on the SME Exchange.

**CHIEF FINANCIAL OFFICER (CFO) CERTIFICATE**

To,
The Board of Directors
MARC TECHNOCRATS LIMITED
GF-48, Ground Floor, JMD Megapolis, Sector-48,
Sohna Road, Gurgaon – 122018, Haryana

Dear Sir(s),

I Rohit Kumar, Chief Financial Officer of the Company, hereby certify that:

A. I have reviewed the Financial Statements, including the Cash Flow Statement, of the Company for the financial year ended March 31, 2026 and to the best of my knowledge and belief:

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

These statements together present a true and fair view of the affairs of the Company and are in compliance with the applicable Accounting Standards, the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations.

B. To the best of my knowledge and belief, there are no transactions entered into by the Company during the year which are 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 have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. I have disclosed to the Statutory 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. have indicated to the Statutory Auditors and the Audit Committee:

Significant changes in internal control over financial reporting during the year, if any;

Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

Instances of significant fraud, if any, of which I 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.

**For and on behalf of
MARC TECHNOCRATS LIMITED**

**Rohit Kumar
Chief Financial Officer**

**Hitender Kumar
Managing Director
DIN: 01661280**

**Place: Bahadurgarh
Date: May 29, 2026**

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS

Marc Technocrats Limited (Formerly known as Marc Technocrats Private Limited)

Opinion

We have audited the financial statements of MARC TECHNOCRATS LIMITED (FORMERLY KNOWN AS MARC TECHNOCRATS PRIVATE LIMITED) ("the Company"), which comprise the balance sheet as at March 31, 2026 the statement of profit and loss, and statement of cash flows for the period ending March 31, 2026, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its Profit, and its cash flows for the period ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013 (the Act), except as mentioned herein below. Our responsibilities under those SAs 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. We draw attention to the fact that certain external balance confirmations as required by the SA 505 from trade receivables, trade payables and loans & advances were not received till the issuance of this report thus our opinion is disclaimer with respect to transactions from them during the financial year 2025-26 and balances of trade payables, trade receivables and loans & advances as on 31/03/2026.

Other Matter

We draw attention to Note No.27 to the financial statements, Balances under sundry debtors and sundry creditors, loans and advances given by the company and parties from whom unsecured loans have been taken are subject to confirmations and adjustments, if any, required upon such confirmations are not ascertainable and hence not provided for.

We draw attention to Note No.32 to the financial statements, According to the information and explanations given to us, and on the basis of the records examined by us, the Company has not ascertained that supplier/vendors are covered & registered under MSME Act 2006 hence, interest payable on delayed payments to Micro and Small Enterprises as required under the Micro, Small and Medium Enterprises Development Act, 2006

has not been provided, if any. The interest due to Micro and Small Enterprises as at the balance sheet date has not been ascertained by the management, therefore we are unable to comment upon the impact of the same on the financial statements.

We draw attention to Note No.33 to the financial statements, wherein the Entity has recognised gratuity liability for the first time during the year based on actuarial valuation in accordance with AS 15. Consequently, employee benefit expenses include an amount of Rs.36,89,819.00 relating to accumulated gratuity liability of earlier periods.", resulting "Reserve and Surplus" and "Profit" for the year is lower by Rs.36,89,819.00 & Rs.4,24,561.00 respectively, on account of first-time recognition of gratuity liability based on actuarial valuation."

We draw attention to Accounting Policy No.1.7(b)(iii) to the financial statements, As informed to us, the company does not have any policy on leave encashment, therefore, no provision has been provided for leave encashment and further also as informed to us by the company, the company is usually not paying the leave encashment

Other Information

The Company's Board of Directors is responsible for the preparation of other information. The other information comprises the information included in the annual report but does not include the financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of 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 to those charged with governance and review the steps taken by the management to communicate to those in receipt of the other information, if previously issued, to inform them of the revision.

The Other information is expected to be made available to us after the date of this auditor's report and if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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, the Board of Directors 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 the Board of Directors 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 Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of 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 (i) 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.

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. (A). Further as required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account

- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act :

In our opinion, the managerial remuneration for the period ended March 31, 2026 has been paid by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

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

- a. The Company does not have any pending litigations which would impact its financial position.
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
- d. (i) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("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;

- (ii) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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;

- (iii) Based on the 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.

- (e) The Company has not declared or paid any dividend during the year in contravention of the provision of section 123 of the Companies Act, 2013.

- (f) 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 except that the audit trail was not enabled at the database level for accounting software to log any direct data changes. For accounting software for which audit trail feature is enabled, the audit trail facility has been operating throughout the year for all relevant transactions recording in the software and we did not come across any instance of audit trail feature being tampered with during the course of audit. We were not provided any evidence that audit trail records have been preserved by the Company, so we are not able to comment on the preservation of audit trail (edit log) as per statutory requirements for record retention.

For Maheshwari Rajiv & Co
Chartered Accountants
Firm's Registration No.: 007115N
Peer Review Certificate No. 015954

CA Vinesh Kumar Maheshwari
Partner
Membership No.: 098645
UDIN: 26098645H2VHLI2214

Place: Delhi
Date: May 29, 2026



ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF MARC TECHNOCRATS LIMITED (FORMERLY KNOWN AS MARC TECHNOCRATS PRIVATE LIMITED)

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of Intangible Assets.
- (b) The Company has a regular programme for physical verification of its property, plant and equipment under which the assets are physically verified in a phased periodic manner, which, in our opinion, is reasonable having regards to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us, the title deeds of the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) 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 any Property, Plant and Equipment during the period. Consequently, clause (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, 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, if so. Consequently, clause (i) (e) of the Order is not applicable to the Company.
- (ii) (a) The Company does not have the inventories in the name of the Company. Accordingly, reporting under clause 3(ii)(a) of the order is not applicable to the company and hence not commented upon.
- (a) The company has not been sanctioned working capital limits in excess of five crore rupees (at any point of time during the period), in aggregate, from banks or financial institutions based on security of current assets; Accordingly, reporting under clause 3(ii)(b) of the order is not applicable to the company and hence not commented upon.
- (iii) 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 provided any guarantee or security or granted any secured loans or secured or unsecured advances in the nature of loans, to companies, firms, limited liability partnerships or any other parties

during the year. The Company has made investments in, granted unsecured loans and advances in the nature of loans to companies and other parties in respect of which the requisite information is as below.

- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans to subsidiaries, employees and advances in the nature of loans as below:

(₹ Lakhs)

Particulars	Loans	Investments	Advances in the nature of loans
Aggregate amount during the year			
- Subsidiaries	-	-	-
- Employees	-	-	-
- Others	200.00	-	-
- Suppliers	-	-	-
Balance Outstanding as at balance sheet date			
- Subsidiaries	-	-	-
- Employees	-	-	-
- Others	202.62	-	-
- Suppliers	-	-	-

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made and the terms and conditions of the loans granted during the year are, prima facie, not prejudicial to the interest of the Company. The Company has not provided any guarantee or security or granted any advances in the nature of loans during the year.
- (c) In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal has not been stipulated and payment of interest has been stipulated, however the loan principal repaid whenever required and receipts of interest are regular.
- (d) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there are no overdue amounts for more than 90 Days in respect of the loans granted to the parties
- (e) The Company has not granted any loan or advance in the nature of loan which has fallen due during the year. Further, no fresh loans were granted to any party to settle the overdue loans/advances in nature of loan.
- (f) According to the information and explanation given to us and on the basis of our examination of the

records of the Company, the company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

- (iv) 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 complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or there is no amount which has been considered as deemed deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposit) Rules, 2014 (as amended). Accordingly, the provisions of clause 3 (v) of the Order is not applicable to the Company and hence not commented upon..
- (vi) 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 not required to maintain cost records under section 148(1) of the Companies Act, 2013. Consequently, clause (vi) of the Order is not applicable to the Company.
- (vii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in respect of statutory dues:
 - (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including 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 with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2026 for a period of more than six months from the date on when they become payable.
 - (b) According to the information and explanation given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no transactions which are not recorded in the books of account and have been surrendered or disclosed as income during the period in the tax assessments under the Income Tax Act, 1961
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of dues to financial institutions or banks.
 - (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 been declared willful defaulter by any bank or financial institution or other 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 availed term loan during the period. According to the information and explanations given to us, the term loans were applied for the purpose for which the loans were obtained.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the funds raised on short term basis have not been utilized for long term purposes. Consequently, clause (ix)(d) of the Order is not applicable to the Company.
- (d) In our opinion and according to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or meet the obligations of its subsidiaries.
- (e) In our opinion and according to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries.
- (x)
 - (a) The Company has raised Rs.3412.73 (In Lakhs) through Initial Public Offer during the year. Out of the same, an amount of Rs.323.41 (In Lakhs) was utilised for the IPO expenses, unutilised IPO proceeds amounting to Rs.3089.32 (In Lakhs) have been temporarily invested in fixed deposits in accordance with the objects of the issue and applicable regulatory requirements.
 - (b) According to the information and explanations given us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly reporting under clause (x)(b) of the Order is not applicable to the Company.
- (xii) (a) To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the period.
- (a) 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 auditor in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (b) According to the information and explanations given to us, no whistle blower complaints have been received during the period. Consequently, clause (xi)(c) of the Order is not applicable to the Company.



- (xiii) According to the information and explanations given to us, the Company is not a Nidhi Company. Consequently, clause (xii) of the Order is not applicable to the Company.
- (xiv) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013, and corresponding details have been disclosed in the financial statements, as required by the applicable Accounting Standards.
- (xv) According to information and explanations given to us, the company has not fall under the criteria of the internal audit system commensurate with the size and nature of its business, hence reporting under clause (xiv) of the Order is not applicable..
- (xvi) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvii) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Consequently, clause (xvi)(a), (b), (c) of the Order is not applicable to the Company.
- (xviii) The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the order is not applicable to the Company.
- (xix) According to the information and explanations given to us on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that no 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 further state that our reporting is based on the facts up to date of the audit report and we neither give any guarantee nor any assurance that all the liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) According to the information and explanations given to us, the company does not have any unspent amount under sub section (5) of Section 135 of the Act pursuant to any project other than ongoing projects as at the expiry of the financial year. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the company does not have any unspent amount under sub section (6) of Section 135 of the Act pursuant to any project ongoing projects as at the expiry of the financial year. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of the Consolidated financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For Maheshwari Rajiv & Co
Chartered Accountants
Firm's Registration No.: 007115N
Peer Review Certificate No. 015954

CA Vinesh Kumar Maheshwari
Partner
Membership No.: 098645
UDIN: 26098645H2VHLI2214

Place: Delhi
Date: May 29, 2026

ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF MARC TECHNOCRATS LIMITED (FORMERLY KNOWN AS MARC TECHNOCRATS PRIVATE LIMITED)

(Referred to in Paragraph 2 point (f) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 **MARC TECHNOCRATS LIMITED (FORMERLY KNOWN AS MARC TECHNOCRATS PRIVATE LIMITED)** ("the Company") as at March 31, 2026, in conjunction with our audit of the financial statements of the Company for the period 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") issued by Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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

Based on the information and explanations provided by the management, and after considering the Internal Audit Report dated 29 May 2026 issued by M/s Bhattacharya & Associates, Chartered Accountants, through CA Dipanshu Bansal (Partner), Membership No. 577614, in which reported that the Company has in all material respects, an internal financial controls over financial reporting were operating effectively as at March 31, 2026. On the reliance of the Internal Financial Control Report of the other auditor & information provided by the management, 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, 2026, 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 Maheshwari Rajiv & Co
Chartered Accountants
Firm's Registration No.: 007115N
Peer Review Certificate No. 015954

CA Vinesh Kumar Maheshwari
Partner
Membership No.: 098645
UDIN: 26098645H2VHLI2214

Place: Delhi
Date: May 29, 2026



Balance Sheet As at 31st March 2026

(Amount in Lakhs)

	PARTICULARS	NOTES	As at 31st March 2026	As at 31st March 2025
I.	EQUITY AND LIABILITIES			
1)	Shareholder's Funds			
	(a) Share Capital	2	1,731.34	1,364.38
	(b) Reserves and Surplus	3	5,192.87	1,451.06
2)	Non-Current Liabilities			
	(a) Long-term borrowings	4	28.24	66.63
3)	Current Liabilities			
	(a) Short Term Borrowings			
	(b) Trade Payables	5		
	(i) Micro Enterprises and Small Enterprises		-	-
	(ii) Others		625.15	174.85
	(c) Other Current Liabilities	6	264.01	271.97
	(d) Short-term Provisions	7	616.54	439.29
	Total		8,458.16	3,768.16
II.	ASSETS			
1)	Non-Current Assets			
	(a) Property, Plant & Equipments and Intangible Assets			
	(i) Property, Plant and Equipment	8	443.81	471.72
	(ii) Intangible Assets	8	0.20	0.20
	(iii) Capital Work in Progress			
	(iv) Intangible Assets under Development			
	(b) Deferred Tax Assets (Net)		20.57	19.37
	(c) Non-Current Investments (Investment Property)	9	344.82	344.82
	(d) Long Term Loans & Advances	10	202.62	-
	(e) Other Non Current Assets	11	381.87	63.73
2)	Current Assets			
	(a) Trade Receivables	12	1,242.63	916.05
	(b) Cash and Cash Equivalents	13	404.78	327.61
	(c) Other Bank Balances	14	4,205.74	1,118.67
	(d) Other Current Assets	15	1,211.11	505.99
	Total		8,458.16	3,768.16
	Significant Accounting Policies and Notes on Accounts	1		
	The accompanying Notes from an integral part of these financial Statement	2 - 36		

As per our report of even date
FOR MAHESHWARI RAJIV & CO.
Chartered Accountants
ICAI Regn.No.007115N

For and on behalf of the Board
FOR: MARC TECHNOCRATS LTD.

Rohit Kumar
Chief Financial officer
PAN-EIQPK3950K

Vinesh Kumar Maheshwari
(Partner) M.No. 098645
Place : New Delhi
Date : 29th May 2026

Chetna
Company Secretary
ICSI M. No: A69524

Hitender Kumar
Managing Director
DIN:-01661280

Suman Rathee
Director
DIN:- 06441742

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

(Amount in Lakhs)

	Particulars	Notes	For the Period April 2025 to March 2026	For the Period April 2024 to March 2025
I	Gross Revenue from operations	16	8,148.98	5,652.05
	Less- GST Recovered		1,176.16	864.75
	Net Revenue from operations		6,972.82	4,787.30
II	Other Income	17	179.70	68.34
III	Total Income (I +II)		7,152.52	4,855.64
IV	<u>Expenses:</u>			
	Employee benefit expense	18	927.72	795.39
	Financial costs	19	26.23	26.00
	Depreciation & Amortization Exp.	20	77.80	89.90
	Administrative and Other expenses	21	4,700.23	2,934.52
	Total Expenses (IV)		5,731.98	3,845.81
V	Profit before exceptional and extraordinary items & tax (III - IV)		1,420.54	1,009.83
VI	Prior Period Items		-	-
IX	Profit before tax (VII - VIII)		1,420.54	1,009.83
X	Tax Expense:-			
	(1) Current tax		365.40	260.54
	(2) Deferred tax		(1.21)	(8.24)
XI	Profit(Loss) from the period from continuing operations (IX-X)		1,056.35	757.53
XII.	Earning per Equity Share:-			
	Basic / Dilluted	22	7.23	5.55

As per our report of even date
FOR MAHESHWARI RAJIV & CO.
Chartered Accountants
ICAI Regn.No.007115N

For and on behalf of the Board
FOR: MARC TECHNOCRATS LTD.

Rohit Kumar
Chief Financial officer
PAN-EIQPK3950K

Vinesh Kumar Maheshwari
(Partner) M.No. 098645
Place : New Delhi
Date : 29th May 2026

Chetna
Company Secretary
ICSI M. No: A69524

Hitender Kumar
Managing Director
DIN:-01661280

Suman Rathee
Director
DIN:- 06441742

**CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st MARCH 2026**

(Amount in Lakhs)

PARTICULARS	For the Period April 2025 to March 2026	For the Period April 2024 to March 2025
Cash flows from operating activities		
Profit before taxation as per Statement of Profit & Loss A/c	1,420.54	1,009.83
Adjustments for:		
Depreciation & Amortization	77.89	89.90
Profit on Sale of Property, Plant & Equipments	(1.51)	-
Investment income & other Interest Income	(148.96)	(62.76)
Interest expense	6.41	10.46
Working capital changes:		
(Increase) / Decrease in trade and other receivables	(326.57)	(320.28)
Increase / (Decrease) in trade and other Payable	450.21	(51.77)
Increase / (Decrease) in current liabilities	132.40	313.56
(Increase) / Decrease in current Assets	(1,023.26)	(226.25)
Cash generated from operations	587.16	762.70
Income taxes paid	(365.40)	(260.54)
Income Tax Provision Adjustment		-
Net cash from operating activities	221.76	502.16
Cash flows from investing activities		
Purchase of property, plant and equipments	(50.23)	(271.45)
Sale of property, plant and equipments	1.85	-
Inter-Corporate Deposits given	(202.62)	-
Purchase of Investment Property		-
Investment in Term Deposits	(3,087.07)	(1,118.67)
Investment in Unlisted Equity Shares		-
Investment income & other Interest Income	148.96	62.76
Net cash used in investing activities	(3,189.12)	(1,327.36)
Cash flows from financing activities		
Proceeds / Re-Payment of long-term borrowings	(38.38)	(14.28)
Proceeds / Re-Payment of Short-term borrowings	-	3.49
Proceeds from Issue of Shares (IPO) (Net of IPO Expenses)	3,089.32	-
Interest paid	(6.41)	(10.46)
Net cash used in financing activities	3,044.52	(21.24)
Net increase in cash and cash equivalents	77.17	(846.44)
Cash and cash equivalents at beginning of period	327.61	1,174.06
Cash and cash equivalents at end of period	404.78	327.61

As per our report of even date
FOR MAHESHWARI RAJIV & CO.
Chartered Accountants
ICAI Regn.No.007115N

For and on behalf of the Board
FOR: MARC TECHNOCRATS LTD.

Rohit Kumar
Chief Financial officer
PAN-EIQPK3950K

Vinesh Kumar Maheshwari
(Partner) M.No. 098645
Place : New Delhi
Date : 29th May 2026

Chetna
Company Secretary
ICSI M. No: A69524

Hitender Kumar
Managing Director
DIN:-01661280

Suman Rathee
Director
DIN:- 06441742

Note No. 1:- SIGNIFICANT ACCOUNTING POLICIES

1.1 COMPANY OVERVIEW

M/S MARC TECHNOCRATS LTD. (formerly known as Marc Technocrats Pvt. Ltd.) is a SME listed public limited Company incorporated and domiciled in India. The Company is primarily engaged in the business of engineering Consultancy.

1.2 BASIS OF PREPARATION

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rule 2014, the provision of the Act (to the extent notified). Accounting Policies have been consistently applied except where a newly- issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the Accounting Policy hitherto in use.

1.3 USES OF ESTIMATES

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates & assumptions that affect the reported amount of revenue, expense, assets & liabilities & the disclosure of contingent liabilities at the end of reporting period. Although these estimates are based on the management best knowledge of current events & actions, uncertainty about these assumptions & estimates could result in the outcome requiring a material adjustment to the carrying amount of assets & liabilities in future period.

1.4 INVESTMENTS

Long-term investments are stated at the cost, net of amount written-off, less provision for diminution in value other than temporary. Investments, that are readily realised and intended to be held for not more than a year from the date of investment are classified as current investments. Current investments are stated at lower of cost and fair value.

1.5 PROPERTY, PLANT & EQUIPMENT AND DEPRECIATION :

(a) Recognition

Properties plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

The cost of any software purchased initially along with the computer hardware is being capitalized along with the cost of the hardware. Any subsequent acquisition/up-gradation of software is being capitalized as an intangible asset.

Whenever any new office space is acquired and partitions/fixtures and fittings are provided to make it suitable for use, the expenditure on the same is capitalized and depreciation is charged.

Whenever significant parts of the property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized in statement of profit and loss as incurred.

(b) Subsequent measurement (depreciation)

Depreciation on property, plant and equipment is charged on Written Down Value method either on the basis of rates arrived at with reference to the useful life of the assets evaluated by the Committee consisting of Technical experts and approved by the Management or rates arrived at based on useful life prescribed under Part C of Schedule II of the Companies Act, 2013, whichever is higher.

1.6 REVENUE RECOGNITIONS

- i. Revenue is recognised only when:
 - a. the amount of revenue can be measured reliably;
 - b. it is probable that economic benefits will flow to the entity; and
 - c. the stage of completion/services rendered can be reasonably determined.
- ii. Revenue is measured based on the transaction price, which is the consideration, adjusted for variable considerations, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.
- iii. Arrangements with customers are either on a cost plus/ rate basis jobs, lump sum contracts and percentage fee
- iv. Revenue from services is accounted in the case of cost plus/rate basis jobs, on the basis of amount billable under the contracts
- v. In respect of services rendered up to the reporting date for which invoices are yet to be raised as per contractual milestones



or billing schedules, revenue is recognised as “Unbilled Revenue” based on the stage of completion of services, work performed, time incurred, contractual terms, or other appropriate basis as applicable to the engagement.

Unbilled revenue represents revenue accrued for services rendered but not yet billed to customers as at the balance sheet date and is disclosed under Current Assets/Contract Assets, as applicable.

1.7 **EMPLOYEE BENEFITS:**

(a) **Short Term Employee Benefits**

Short term employee benefits payable within twelve months of receiving employee services such as salary/wages/bonus and exgratia are recognized as expenses at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered by employees.

(b) **Post employment Benefits**

i) **Provident and Family Pension Fund-**

The eligible employees of the company are entitled to receive post employment benefits in respect of provident and family pension fund in which both the employee and the company make monthly contribution at a specified percentage of the employee's eligible salary (currently 12% of the employee's eligible salary). The contributions are made to Regional Provident Fund Commissioner (RPFC) which are charged to the statement of profit and Loss as incurred.

ii) **Gratuity-**

The Company has an obligation towards gratuity a defined retirement plan covering eligible employees. The plan provides a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service.

iii) **Leave Encashment-**

The Company does not have any policy on leave Encashment, therefore not accounted for on accrual basis.

1.8 **TAXES ON INCOME:**

- a) Provision for current tax is made after taking into consideration benefits admissible under the provision of Income Tax Act, 1961.
- b) Deferred Tax resulting from “timing difference” between book and taxable profits is accounted for using the tax rates and laws that have been enacted or substantively enacted as on balance sheet date.
- c) Deferred tax Liabilities arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future.

1.9 **FORGEIN CURRENCY TRANSACTIONS**

The foreign currency transactions are accounted for in terms of AS-11 on “the effect of changes in foreign rates”. The foreign currency denominated assets & liabilities are reported using the closing rate as at the balance sheet. Foreign currency transactions are accounted at the exchange rate prevailing on the date of transaction. Any income or expense on account of exchange difference between the date of Transaction and on settlement Date or on translation is recognized in the profit and loss account as income or expense except in cases where they relate to acquisition of fixed assets in which case they are adjusted to carrying cost of such assets.

1.10 **CONTINGENT LIABILITY**

Contingent Liabilities are determined on the basis of available information and are disclosed by way of Notes to the Accounts.

1.11 **VALUATION OF INVENTORIES:**

The Company is engaged in providing Services, hence no inventories are held by the entity at the end of the period.

1.12 **IMPAIRMENT OF ASSETS**

The carrying amount of assets are reviewed at each balance sheet date, if there is any indication of impairment based on internal/external factors, an impairment loss is recognised wherever the carrying amount of an assets exceeds its recoverable amount.

1.13 **BORROWING COST**

Borrowing cost of the funds specifically borrowed for the purpose of obtaining qualifying assets and eligible for capitalization along with the cost of the assets is capitalized upto the date when the asset is ready for use after netting off any income earned on temporary investment of such funds. All other borrowing costs are charged to profit and loss account.

1.14 EARNING PER SHARE

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

1.15 CASH & CASH EQUIVALENTS

Cash and Cash Equivalents comprise Cash on hand , balance with banks and short-term deposits with maturity of three months or less , which are subject to an insignificant risk of changes in value. Cash equivalents are short term ,highly liquid investments that are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

1.16 CASH FLOW STATEMENT

Cash flows are reported using the Indirect method whereby profit before tax is adjusted for the effects of transactions of a non- cash nature, any deferrals or accruals of Past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing & financing activities of the Company are segregated.

1.17 CAPITAL WORK IN PROGRESS

All expenditure, including Advances given during the Project construction period have been accumulated and shown as Capital work in progress.



(Amount in Lakhs)

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SHARE CAPITAL	As at 31st March 2026	As at 31st March 2025
1. Authorised Share Capital (2,50,00,000 Equity Shares of Rs. 10/-each) (Previous year 2,50,00,000 Equity Shares of Rs. 10/-each)	2,500.00	2,500.00
	2,500.00	2,500.00
2. Issued, Subscribed & fully paid up Share Capital (1,73,13,383 Equity Shares of Rs. 10/-each fully paid up) (Previous Year 1,36,43,783 Equity Shares of Rs. 10/-each fully paid up))	1,731.34	1,364.38
	1,731.34	1,364.38

Reconciliation of no. of shares outstanding:	Current Year		Previous Year	
	No. of Shares	Amount (In Rupees)	No. of Shares	Amount (In Rupees)
Equity Shares				
At the beginning of the period	1,36,43,783	13,64,37,830.00	97,45,560	9,74,55,600.00
Add: Issued during the period (Bonus Shares)	-	-	38,98,223	3,89,82,230.00
Add: Issued during the period (IPO)	36,69,600	3,66,96,000.00	-	-
Outstanding at the end of the period	1,73,13,383	17,31,33,830	1,36,43,783	13,64,37,830.00

Details of shareholders holding (holding more than 5% Shares)	Current Year		Previous Year	
	No. of Shares	% Holding	No. of Shares	% Holding
Mr. Hitender Kumar	1,18,28,148	68.32%	1,27,37,748	93.36%
Mrs. Suman Rathee	9,05,335	5.23%	9,05,335	6.64%
Mr. Norang Rai Loohach	140	0.001%	140	0.001%
Others (Retail & other IPO Shareholders)	45,79,200	26.449%	-	0.000%
	1,73,12,823	99.997%	1,36,43,223	99.996%

Shareholding of Promoters

Promoter name	Current Period			Previous Year		
	Shares at beginning	Shares at end	% Change	Shares at beginning	Shares at end	% Change
Mr. Hitender Kumar	1,27,37,748	1,18,28,148	-25.041%	90,98,892	1,27,37,748	0.005%
(% Share)	93.36%	68.32%		93.36%	93.36%	
Mrs. Suman Rathee	9,05,335	9,05,335	-1.406%	6,46,668	9,05,335	0.000%
(% Share)	6.64%	5.23%		6.64%	6.64%	
Mr. Norang Rai Loohach	140	140	0.000%	-	140	-0.001%
(% Share)	0.001%	0.001%		0.00%	0.00%	

- A There are no rights, preferences and restrictions attaching to any class of shares including restrictions on the distribution of dividends and the repayment of capital.
- B The Company has not reserved any Share for issue under options and contracts/commitments for the sale of shares/ disinvestment.
- C The Company doesn't have any holding company or its ultimate holding company or subsidiaries or associates of the holding company.
- D For the period of 5 years immediately preceeding the date as at which B/S is prepared-
- a) No Shares have been allotted as fully paid up pursuant to contract without payment received in cash.
- b) The Company has not bought back any class of shares.
- E No Bonus Shares are allotted during the Period.

- F No Security has been converted into equity/preference shares.
- G **During the year company has made an IPO (Initial Public offer) in which company has issued new 36,69,600 Equity Shares at the Price of 93 Rs. Per Share.**
Promoter Mr. Hitender Kumar has made OFS (offer for Sale) his 909600 Shares at the Price of 93 Rs. Per Share.
- H There are no partially paid up Shares and no calls unpaid.
- I There are no forfeited shares.

3	RESERVES & SURPLUS	As at 31st March 2026	As at 31st March 2025
	Securities Premium	3.43	3.43
	Add- Received during the year (IPO)	3,045.77	-
	Less- IPO Expenses (Net of Promoters OFS Expenses Reimbursement refunded to Company by the Promoters)	-323.41	-
	Surplus		
	Opening Balance	1,447.63	1,079.92
	Add: Profit/(Loss) for the Year	1,056.35	757.53
	Less- Used for the Issue of Bonus Shares	-	389.82
	Less- Earlier years gratuity provision adjustment (Prior Period adjustment)	-36.90	
	Total	5,192.87	1,451.06

4	LONG TERM BORROWINGS	As at 31st March 2026	As at 31st March 2025
	A. Secured Loans		
	Vehicle Loans		
	HDFC Bank (1332) (Bolero Car Loan)	-	0.28
	Less- Current Maturity Amount Payable	-	(0.28)
	(Hyp. of Bolero Car by HDFC Bank Bearing Vehicle RC No. HR 13 U 9369)	-	-
	ICICI (Tata Signa (Truck Loan -Moving Machine Vehicle))	16.23	21.97
	Less- Current Maturity Amount Payable	(6.29)	(5.74)
	(Hyp. of Tata Singna Truck by ICICI Bank Bearing Vehicle RC No. HR 74B 9403)	9.94	16.23
	HDFC Bank (i20 Car Loan)	3.83	5.57
	Less- Current Maturity Amount Payable	(1.91)	(1.74)
	(Hyp. of Hyundai i20 Car Bearing Vehicle RC No. HR 13W 0194)	1.92	3.83
	ICICI Bank (Mahindra Maxx- Moving Machine Vehicle)	4.74	7.71
	Less- Current Maturity Amount Payable	(3.28)	(2.97)
	(Hyp. of Mahindra Maxx Car Bearing Vehicle RC No. HR 63F 1555)	1.47	4.74
	ICICI Bank (Bolero Car Loan) - ROC Charge not Created	5.62	-
	Less- Current Maturity Amount Payable	(2.27)	-
	(Hyp. of Bolero Car Bearing Vehicle RC No. HR 13X 1012)	3.35	-
	Plant & Machinery Loans from Banks		
	ICICI (Mobile Bridge Machinery Loan)	18.88	25.56
	Less- Current Maturity Amount Payable	(7.31)	(6.68)



(Hyp. of Mobile Bridge Machine by ICICI Bank)	11.57	18.88
Term Loans from Banks		
HDFC Bank (2142) (Plot No.4, Sector-2)	-	32.85
Less- Current Maturity Amount Payable	-	(9.91)
(Secured by Equitable Mortgage of Property situated at Plot No.4 Sector-2 Bahadurgarh, Haryana-124507.)	-	22.95
	28.24	66.63

5

TRADE PAYABLES	As at 31st March 2026	As at 31st March 2025
Total outstanding dues of Creditors		
MSME	-	-
Others	625.15	174.85
	625.15	174.85

Trade Payables Ageing Schedule

Particulars	Current Year (2025-26)				
	Less than 1 Yrs	1-2 Yrs	2-3 Yrs	More than 3 Yrs	Total
Undisputed Trade Payable					
(i) MSME	-	-	-	-	-
(ii) Others	546.07	0.15	-	78.94	625.15
Disputed Trade Payable					
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
Total	546.07	0.15	-	78.94	625.15

Particulars	Previous Year (2024-25)				
	Less than 1 Yrs	1-2 Yrs	2-3 Yrs	More than 3 Yrs	Total
Undisputed Trade Payable					
(i) MSME	-	-	-	-	-
(ii) Others	57.06	38.85	11.84	67.10	174.85
Disputed Trade Payable					
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
Total	57.06	38.85	11.84	67.10	174.85

Note: With the promulgation of the Micro, Small and Medium Enterprises Development Act, 2006, the Company is required to identify Micro and Small Suppliers and pay them interest on overdue beyond the specified period irrespective of the terms with the suppliers. As per the information available with the Company, there are no Suppliers which are covered under MSMED. In view of this, the liability of interest cannot be reliably estimated nor the required disclosures made, Accounting in this regard will be carried as and when more information about the supplier is received and reliable estimate made in this regard. However management is of the opinion that liability in any case will be insignificant having regard to the supplier profile.

6	OTHER CURRENT LIABILITIES	As at 31st March 2026	As at 31st March 2025
	GST Payable	68.39	74.04
	GST RCM Payable	3.36	1.77
	TDS Payable (Under I.Tax)	34.70	30.40
	ESI & PF Payable	0.25	0.33
	Bonus Payable	0.83	-
	Rent Payable	0.88	2.51
	Salary payable	99.45	85.61
	Directors Salary & Fees Payable	5.61	5.73
	Vehicle Exp. Payable	8.57	25.92
	Imperest Account Expenses Payable	0.29	-
	Advance from Customers	2.28	-
	Security Deposits Received for Bidding	18.35	18.35
	Current Maturity of Long Term Borrowings		
	Vehicle Loans		
	HDFC Bank (1332) (Bolero Car Loan) (Hyp. of Bolero Car by HDFC Bank Bearing Vehicle RC No. HR 13 U 9369)	-	0.28
	ICICI (Tata Signa (Truck Loan)) (Hyp. of Tata SingnaTruck by ICICI Bank Bearing Vehicle RC No. HR 74B 9403)	6.29	5.74
	HDFC Bank (i20 Car Loan) (Hyp. of Hyundai i20 Car Bearing Vehicle RC No. HR 13W 0194)	1.91	1.74
	ICICI Bank (Mahindra Maxx- Moving Machine Vehicle) (Hyp. of Mahindra Maxx Car Bearing Vehicle RC No. HR 63F 1555)	3.28	2.97
	ICICI Bank (Bolero Car Loan) (Hyp. of Bolero Car Bearing Vehicle RC No. HR 13X 1012)	2.27	-
	Term Loans from Banks		
	HDFC Bank (2142) (Plot No.4, Sector-2) (Secured by Equitable Mortgage of Property situated at Plot No.4 Sector-2 Bahadurgarh, Haryana-124507.)	-	9.91
	Plant & Machinery Loans from Banks		
	ICICI (Mobile Bridge Machinery Loan) (Hyp. of Mobile Bridge Machine by ICICI Bank)	7.31	6.68
	Total	264.01	271.97
7	SHORT TERM PROVISIONS	As at 31st March 2026	As at 31st March 2025
	Provision for Taxation	365.40	260.54
	Provision for Gratuity	41.14	-
	Audit Fees Payable	2.25	0.70
	Professional Charges Payable	207.75	172.12
	other Payable	-	5.92
	Total	616.54	439.29

9	NON-CURRENT INVESTMENTS	As at 31st March 2026	As at 31st March 2025
	<u>Investment in Property</u>		
	Land at Plot No.3, Sector-2 Bahadurgarh, Jhajjar, Haryana-124507	119.40	119.40
	Land at Plot No.4, Sector-2 Bahadurgarh, Jhajjar, Haryana-124507	117.70	117.70
	Land at Plot No.2206, Sector-2 Bahadurgarh, Jhajjar, Haryana-124507	107.72	107.72
	Total	344.82	344.82
10	Long Term Loans & Advances	As at 31st March 2026	As at 31st March 2025
	Loans & Advances (Inter-Corporate Deposits)		
	(Unsecured and Considered good)	202.62	-
		202.62	-
11	OTHER NON CURRENT ASSETS	As at 31st March 2026	As at 31st March 2025
	Security Deposit & EMD Deposit	64.14	61.29
	Performance Guarantee	2.44	2.44
		381.87	63.73
12	TRADE RECEIVABLES	As at 31st March 2026	As at 31st March 2025
	Undisputed Trade Receivable		
	Considered Good	1,242.63	916.05
	Considered Doubtful	-	-
	Disputed Trade Receivable		
	Considered Good	-	-
	Considered Doubtful	-	-
		1,242.63	916.05

Trade Receivable Ageing Schedule

Particulars	Current Year (2025-26)					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivable						
(i) Considered Good	832.71	24.03	91.05	61.17	233.67	1,242.63
(ii) Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivable						
(i) Considered Good	-	-	-	-	-	-
(ii) Considered Doubtful	-	-	-	-	-	-
Total	832.71	24.03	91.05	61.17	233.67	1,242.63



Particulars	Previous Year (2024-25)					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivable						
(i) Considered Good	585.76	32.22	75.35	11.70	211.03	916.05
(ii) Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivable						
(i) Considered Good	-	-	-	-	-	-
(ii) Considered Doubtful	-	-	-	-	-	-
Total	585.76	32.22	75.35	11.70	211.03	916.05

13	CASH & CASH EQUIVALENTS	As at 31st March 2026	As at 31st March 2025
	Balance with Banks :-		
	In Current Bank Accounts	377.02	321.84
	Cash Balance:-		
	Cash in hand	22.82	3.38
	Petty Cash Balance	4.94	2.39
		404.78	327.61

14	OTHER BANK BALANCES	As at 31st March 2026	As at 31st March 2025
	Term Deposits	4,205.74	1,118.67
		4,205.74	1,118.67

15	OTHER CURRENT ASSETS	As at 31st March 2026	As at 31st March 2025
	TDS & TCS Receivable	570.37	458.13
	Advances to Creditors	0.33	3.58
	Advances to Employees	0.68	-
	IT Refund Receivable	43.42	43.42
	Prepaid Exp.	0.10	0.13
	Prepaid Insurance	1.13	0.73
	Other Current Assets	14.59	-
	Contract Assets Receivable	445.63	
	Interest Accrued	134.86	
		1,211.11	505.99

(Amount in Lakhs)

16	Particulars	For the Period April 2025 to March 2026	For the Period April 2024 to March 2025
	Gross Revenue from operations		
	Professional Receipts (Gross of Duties & Taxes Recovered)	8,148.98	5,652.05
	Less- GST Recovered	1,176.16	864.75
	Net Revenue from operations	6,972.82	4,787.30

17	Other Income :-	For the Period April 2025 to March 2026	For the Period April 2024 to March 2025
	Interest Received on FDR & Security Deposit	134.86	62.76
	Interest Received on I.T. Refund	11.19	5.59
	Interest Income on Inter-Corporate Deposits (ICD)	2.92	-
	Profit on Sale of Car (PPE)	1.51	-
	Sundry Balances W/back	29.23	-
		179.70	68.34
18	Employee Benefit Expense	For the Period April 2025 to March 2026	For the Period April 2024 to March 2025
	Salaries & Wages	814.05	716.69
	Director's Salary	77.40	72.95
	Gratuity Exp.	4.25	-
	Contribution to Funds	1.64	0.51
	Staff Welfare Expenses	29.55	5.24
	Bonus Exp	0.83	-
	Total	927.72	795.39
19	Finance Cost :-	For the Period April 2025 to March 2026	For the Period April 2024 to March 2025
	Interest on Loans	6.41	10.46
	Bank Charges & Loan Processing Fees	19.83	15.54
	Total	26.23	26.00
20	Depreciation & Amortization	For the Period April 2025 to March 2026	For the Period April 2024 to March 2025
	Depreciation & Amortization	77.80	89.90
	Total	77.80	89.90
21	Administrative & Other Expenses :-	For the Period April 2025 to March 2026	For the Period April 2024 to March 2025
	Other Expenses		
	Professional Charges (PMC, Technical & Consultancy Services)	4,084.85	2,516.60
	Consumption of Materials	213.31	-
	Advertisement & Business Promotion Exp.	8.93	8.24
	Festival Exp.	1.05	0.57
	Power & Fuel Exp.	37.76	34.69
	Entertainment Exp.	-	1.68
	CSR / Donation	12.40	1.92
	Insurance Expenses	10.04	8.65
	Misc. Exp.	2.05	5.15
	Printing, Stationery & Courier Exp.	11.38	15.75
	Rent Expenses	84.83	75.14
	Rates, Fees & Taxes	4.41	7.65
	Office Maintainance Exp.	27.66	20.25
	Repair & Maintainance	7.32	5.24
	Software Exp.	0.12	0.42



Sundry Round off	0.01	0.03
Contract / Survey Expenses	1.76	6.51
Prof. & Consultancy Charges	0.47	22.20
Telephone & Internet Expenses	2.98	2.32
Tender charges	8.47	6.36
Charges by the Govt. Deptt. / Customers (Deficient Service)	0.19	5.77
Tour & Travelling & Conveyance Exp.	64.44	100.52
Vehicle Running & Maintainance & Hiring Exp.	110.92	84.97
Water Exp.	2.36	3.19
Payment to Auditors		
Statutory Audit & Tax Audit Fees	2.50	0.70
Total	4,700.23	2,934.52

22	Earning Per Share	For the Period April 2025 to March 2026	For the Period April 2024 to March 2025
	Profit after Tax available for Equity Shareholders	10,56,34,925.93	7,57,52,878.99
	Weighted Average No. of Equity Shares	1,46,18,992.00	1,36,43,783.00
	Earning Per Share (Basic & diluted)	7.23	5.55

Note - 23 The Financial Ratios for the Year ended 31st March, 2026 are as follows :

S.No.	Ratio	Numerator	Denominator	2025-26	2024-25	% Change	Reason for Variation
1	Current Ratio (in times)	Total Current Assets	Total Current Liabilities	1.90	3.24	41.41%	Due to Increase in Current Assets.
2	Debt-Equity Ratio (in times)	Debts Consist of Borrowings	Total Shareholders' Equity	0.00	0.03	86.40%	Due to Increase in Shareholder equity during the year after issue of Shares in IPO.
3	Debt Service Coverage Ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest + Principal repayments	21.30	7.28	192.59%	Due to Increase in Earnings during the Year.
4	Return on Equity Ratio (in %)	Net Profit After Tax less Preference dividend (if any)	Average Total Shareholder's Funds	15.26%	26.91%	43.31%	Due to Increase in Shareholder equity during the year after issue of Shares in IPO.
5	Inventory Turnover Ratio (in times)	Cost of good Sold	Average Inventory	-	-	0.00%	The Company is engaged in providing services, therefore this ratio related to inventory is not applicable.
6	Trade Receivables Turnover Ratio (in times)	Revenue from operations	Average Trade Receivable	6.56	6.17	6.29%	Due to Increase in Trade Receivables during the year.
7	Trade Payables Turnover Ratio (in times)	Purchase of Raw Material / Stock -in-Trade	Average Trade Payable	-	-	-	The Company is engaged in providing services, therefore this ratio related to inventory is not applicable.

8	Net Capital Turnover Ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	6.02	2.85	111.36%	Due to Increase in Working Capital Requirements.
9	Net Profit Ratio (in %)	Net Profit after Tax	Revenue from operations	12.96%	13.40%	3.26%	Due to Increase in Turnover and Profits during the Year.
10	Return on Capital Employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Borrowings + Deferred tax liabilities	20.81%	35.60%	41.55%	Due to Increase in Shareholder equity during the year after issue of Shares in IPO.
11	Return on Investment	Income generated from invested funds	Average invested funds	NA	NA	NA	N.A.

24. Contingent Liabilities

(In Lakhs)

	Contingent liabilities provided for :	2025-26	2024-25
a)	Guarantee given by the Banks	1280.52	937.42
b)	Guarantee given by the Insurance Companies	-	-

25. In the opinion of Board of Directors, the aggregate value of current Assets, Loans and Advances on realization in ordinary course of Business will not be less than the amount at which these are stated in the Balance Sheet.
26. The company has not employed any employee drawing salary in excess of the limits laid down under Section 197 read with Rule 5 of Companies (Appointment and Remuneration rules) 2014.
27. Balances of Sundry Debtors, Sundry Creditors, and Loans & Advances are subject to confirmation.
28. The company is service provider entity therefore no license capacity is required.
29. The Company is engaged in Providing Services, hence no inventories are held by the entity at the end of the period.
30. In accordance with Accounting Standards (AS) 22 on "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the company has accounted for the deferred taxes during the period.
31. The Company is primarily engaged in a single business segment. Accordingly, disclosure requirements under Accounting Standard (AS) 17 'Segment Reporting' are not applicable to the Company.

The major components of Deferred Tax Assets & liabilities are as under(Amount in actual Rupees.):

DeferredTax Assets	Accumulated at 31/03/2025	Change/Credit during the period	As at 31/03/2026
Related to Depreciation on Property, Plant & Equipment	19,36,928.00	1,20,548.00	20,57,476.00

32. Micro, Small and Medium Enterprises Development Act, 2006

In accordance with the Notification No. GSR 679 (E) dt. 04.09.2015, issued by the Ministry of Corporate affairs, certain disclosures are required to be made relating to Micro and Small Enterprises as defined under the Micro, small and Medium Development act 2006. The Company is in the process of compiling relevant information from its suppliers about their coverage under the said Act. Since the relevant information is still not available, no disclosures have been made in the accounts.



33. The Following disclosure are made in accordance with AS 15 (Revised) pertaining to Defined Benefit Plans:- (Figures are in Actual Rupees)

Actuarial Section & Particulars	FY 2025-26 / As on 31-03-2026	FY 2024-25 / As on 31-03-2025
1. Table showing Changes in Present Value of Obligations:		
Present value of the obligation at the beginning of the period	36,89,819	27,01,334
Interest cost	2,58,287	1,95,847
Current service cost	6,33,993	7,48,010
Benefits paid (if any)	0	0
Actuarial (gain)/loss	(4,67,719)	44,628
Present value of the obligation at the end of the period	41,14,380	36,89,819
2. Expenses recognized in the statement of Profit and Loss:		
Interest cost	2,58,287	1,95,847
Current service cost	6,33,993	7,48,010
Expected return on plan asset	(0)	(0)
Net actuarial (gain)/loss recognized in the period	(4,67,719)	44,628
Expenses to be recognized in P&L	4,24,561	9,88,485
3. Actuarial assumptions provided by the company and employed for the calculations are tabulated:		
Discount rate	7.50 % per annum	7.00 % per annum
Salary Growth Rate	5.00 % per annum	5.00 % per annum
Mortality	IALM 2012-14	IALM 2012-14
Expected rate of return	0	0
Attrition / Withdrawal Rate (per Annum)	35.00% p.a.	35.00% p.a.
4. Current Liability (*Expected payout in next year as per schedule III of the Companies Act, 2013) :		
Current Liability (Short Term)*	12,52,649	12,44,722
Non Current Liability (Long Term)	28,61,731	24,45,097
Total Liability	41,14,380	36,89,819

- (a) The Company has recognised gratuity liability for the first time during the year based on actuarial valuation.
- (b) The impact of recognition of accumulated gratuity liability of Rs.36,89,819.00 pertaining to earlier periods (till 31.03.2025) has been adjusted in the Reserve and Surplus of the Company and provision of the current year of Rs.4,24,561.00 has been charged to current year's Statement of Profit and Loss."
- (c) "Reserve and Surplus" and "Profit" for the year is lower by Rs.36,89,819.00 & Rs.4,24,561.00 respectively, on account of first-time recognition of gratuity liability based on actuarial valuation."

34 Related Party Disclosures as per Accounting Standard 18- As identified by the management and relied upon by the auditors:

- a Parties where control exist : **Marc Fintech Pvt. Ltd.**
- b Other parties with whom the company has entered into transactions during the period in the ordinary course of business at arm's length as per details given below :

Name of the related parties and description of relationship:

Sr No	Particulars	Name	Status
1	Associates	NIL	
2	Key Management Personnel (KMP)	Sh. Hitender Kumar	(Managing Director)
		Smt. Suman Rathee	(Director)
		Sh. Norang Rai Loohach	(Director)
		Sh. Rohit Kumar	(Chief Financial officer)
		Ms. Chetna	(Company Secretary)
		Sh. Vijay Kumar	(Whole-Time Director)
		Sh. Ramesh Sah	(Independent Director)
		Sh. Paramvir Singh	(Independent Director)

Disclosure of Related Party Transactions :- (In Actual Rupees)

Particulars	TOTAL	Enterprise over which key Mgt Personnel have Significant Influence	Relative of Key Mgt Personnel	Key Mgt. Personnel	Closing Balance of related party as on 31.03.2026
<u>Salary Paid:</u>	89,40,000.00				
Sh. Hitender Kumar		-	-	34,20,000.00	(1,65,000.00)
Smt. Suman Rathee		-	-	34,20,000.00	2,85,000.00
Sh. Vijay Kumar		-	-	9,00,000.00	-
Sh. Rohit Kumar		-	-	6,00,000.00	50,000.00
Ms. Chetna		-	-	6,00,000.00	50,000.00
<u>Rent Paid:</u>	5,40,000.00				
Sh. Hitender Kumar		-	-	5,40,000.00	45,000.00
<u>Director Sitting Fees :</u>	2,80,000.00				
Sh. Ramesh Sah	-	-	-	1,40,000.00	1,98,000.00
Sh. Paramvir Singh				1,40,000.00	1,98,000.00

In our opinion and according to the information and explanations given to us, the related party transactions have been made at the price which is reasonable having regard to prevailing market price at relevant time and these transactions are not prime fascia prejudicial to the interest of the company.

35. Utilization of IPO Proceeds

Particulars	As per Prospectus (Rs.)	Utilised up to Balance Sheet Date (Rs.)	Unutilised (Rs.)
Capital Expenditure	10,25,45,000.00	-	10,25,45,000.00
Working Capital	17,50,00,000.00	-	17,50,00,000.00
Repayment of Borrowings	-	-	-
General Corporate Purposes	2,37,28,000.00	-	2,37,28,000.00
Issue Expenses	4,00,00,000.00	3,23,41,120.00	76,58,880.00
Total	34,12,73,000.00	3,23,41,120.00	30,89,31,880.00

Further disclosure:

Pending utilisation, unutilised IPO proceeds amounting to Rs.30,89,31,880.00 have been temporarily invested in fixed deposits/ current accounts/ mutual funds in accordance with the objects of the issue and applicable regulatory requirements.

**36. Additional Disclosures.****I. OTHER STATUTORY INFORMATION (Related to the Balance Sheet)**

- (i) The Company is having Immovable Property, And all the title deeds required are in the name of the Company.
- (ii) The Company has not granted any loans or advances in the value of loans to Promoters, Directors, KMPs and the related Parties (as defined under Company Act, 2013), either severally or jointly with any other Person.
- (iii) The Company is not having any project under Capital work in progress, therefore no agewise disclosure required under this Clause.
- (iv) The Company is not having any Intangible assets under development, therefore no agewise disclosure required under this Clause.
- (v) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (vi) The Company has not borrowed funds from Banks or Financial Institution on the basis of Security of the Current Assets, therefore no need to disclose any information under this Clause.
- (vii) The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
- (viii) The Company did not have any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- (ix) The Company has availed one secured loan from ICICI Bank Limited against vehicle financing for Bolero Car. The sanctioned loan amount is Rs.7,00,000/- and the outstanding closing balance as at year end is Rs.5,62,320/- The charge in respect of the said secured loan is yet to be created/registered with the Registrar of Companies (ROC).
- (x) The Company did not have any number of layers for its holding in downstream companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017
- (xi) During the year no scheme of the arrangements has been approved by the Competent Authority in terms of section 230 to 237 of the Companies Act, 2013. Therefore no effect of such scheme of arrangements on the financial statements of the Company.
- (xii) (A) The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (B) The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) 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
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

II. OTHER STATUTORY INFORMATION (Related to the Profit and Loss)

- (i) The Company does not have any transaction which are not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

- (ii) The Company has covered under section 135 of the Companies Act, therefore the Company had made contribution towards Corporate Social Responsibility following disclosure with regards to CSR Activities:-

Corporate Social Responsibility (CSR)

	₹ in amount
(a) Amount required to be sent by the company during the year	12,19,940.00
(b) Amount of expenditure incurred	12,39,844.00
(c) Shortfall at the end of the year	NIL
(d) Total of previous years shortfall	NIL
(e) Reason for shortfall	NIL
(f) Nature of CSR activities	Social/ Health/ Education

(g) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard, - **N.A**

(h) Where a provision is made with respect to a liability incurred by entering into contractual obligation, the movements in the provision during the year should be shown separately. - **N.A**

- (iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

As per our report of even date
FOR MAHESHWARI RAJIV & CO.
 Chartered Accountants
 ICAI Regn.No.007115N

For and on behalf of the Board
FOR: MARC TECHNOCRATS LTD.

Rohit Kumar
 Chief Financial officer
 PAN-EIQPK3950K

Vinesh Kumar Maheshwari
 (Partner) M.No. 098645
 Place : New Delhi
 Date : 29th May 2026

Chetna
 Company Secretary
 ICSI M. No: A69524

Hitender Kumar
 Managing Director
 DIN:-01661280

Suman Rathee
 Director
 DIN:- 06441742



MARC TECHNOCRATS LTD.

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