



BENCHMARK COMPUTER SOLUTIONS LIMITED

22ND ANNUAL REPORT **(FOR FINANCIAL YEAR 2024-2025)**

CORPORATE INFORMATION**BOARD OF DIRECTORS AND KMP**

Mr. Hemant Muddanna Sanil
Chairman & Managing Director

Mrs. Sangeeta Dhananjay Wakode
Whole Time Director

Mr. Savita Hemant Sanil
Executive Director

Mr. Girish Kumar Joshi
Independent Director

Ms. Mona Bhide
Independent Director (w.e.f. 03.09.2024)

Mr. Satish Inani
Independent Director (Till 04.09.2024)

CHIEF FINANCIAL OFFICER

Ms. Rasika Ramchandra Katkar

**COMPANY SECRETARY &
COMPLIANCE OFFICER**

Ms. Ritika Deepak Paneri

CIN

L72000MH2002PLC137752

REGISTERED OFFICE

Unit No 2, 2nd Floor, Jyoti Wire House, Plot
No 23a Shah Indl. Estate, Veera Desai Road,
Andheri (W), Andheri, Mumbai, Maharashtra -
400053.

Contact No: +91- 022-40822100-103

Website: www.benchmarksolution.com

Email Id: info@benchmarksolution.com

STATUTORY AUDITORS

M/s Valawat & Associates (2024-25)

INTERNAL AUDITORS

M/s. Leela Fintech Services LLP

SECRETARIAL AUDITORS

M/s. M K Saraswat & Associates LLP,
Company Secretaries

**REGISTRAR & SHARE TRANSFER
AGENT****KFIN Technologies Ltd**

Address: Selenium Tower-B, Plot 31 & 32,
Gachibowli, Financial District, Nanakramguda,
Serilingampally, Hyderabad, Telangana –
500032

Tel No.: 40 6716 2222.

Email Id: einward.ris@kfintech.com

BANKERS:

THE BHARAT CO-OPERATIVE BANK
LIMITED

UNION BANK OF INDIA

FEDERAL BANK

AXIS BANK LIMITED

COMPANY CODE: 544052**ISIN: INE0Q2Z01013**

**For more additional information about the
Company, log on**

www.benchmarksolution.com

CONTENTS

SR. NO.	PARTICULARS	PAGE NO.
1.	Board of Directors & KMP	4-5
2.	Business Information	6-8
3.	Chairman's Speech	9
4.	Notice to Members, Notes and Explanatory Statement	10-24
5.	Director's Report and Annexures	25-59
6.	Independent Auditor's Report	60-71
7.	Balance Sheet	72
8.	Profit & Loss Account	73
9.	Cash Flow Statement	74
10.	Significant accounting policies and Notes to Financial Statements	75-95

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Our Company has five directors and two key managerial personnel of the Company as under:



Mr. Hemant Muddanna Sanil is a Chairman & Managing Director of the Company. He is associated with the Company since 2002. He has completed his Bachelor of Engineering in Electronics and Communication from Mangalore University in the year 1986. He is having experience of more than 35 years in the field of Computer System Industry.



Ms. Sangeeta Dhananjay Wakode is a Whole Time Director of the Company. She has working experience of over 15 years in advertisement field. She Worked as Art Director in Rank Advertising and Vakil & Sons. Since 2008 she is handling Operations part of Benchmark Computer Solutions as Head of Operations.



Ms. Savita Sanil is an Executive Director of the Company. She has completed her Bachelor in Commerce from Mangalore University in the year 1996. She has more than 12 years of experience in the field of Marketing operations related to Lead Data Collection, reporting and analysis. A result driven person with proven ability to develop and strengthen marketing teams in order to take the company to new heights of success.



Mr. Girish Kumar Joshi is a Non-executive Independent Director of the Company from 14th July, 2023. He holds the degree of Chartered Accountant from the Institute of Chartered Accountants of India since year 2016. He has more than 7 years of experience in the field of Accounts, Audit, Finance, Taxation and Compliance.



Ms. Mona Mukund Bhide is Non-executive Independent Director of the Company from 03rd September, 2024. Ms. Mona Bhide has been in legal practice since the year 1989. Mona Bhide is based in Mumbai, India and is the Managing Partner of Dave & Girish & Co, a law firm focusing on corporate laws, Securities law, Structured Finance and Derivatives. The Firm is also a retainer for Securities Exchange Board of India.



Ms. Rasika Ramchandra Katkar is a Chief Financial Officer of the Company from 14th July, 2023. She is commerce graduate and holds an MBA degree in Finance. He is having an experience of 22 years in the field of finance and accounts department.



Ms. Ritika Deepak Paneri is a Company Secretary & Compliance Officer of the company from 14th July, 2023. She is commerce graduate and holds a CS degree from The Institute of Company Secretaries of India. She is having an experience of 9 years in the field of secretarial & legal department.

ABOUT BENCHMARK COMPUTER SOLUTIONS LIMITED

Benchmark Computer Solutions Limited is an IT infrastructure solutions and technology consulting company. Our Company provides end-to-end technology and technology related services including IT Infrastructure and Software Development Services. The Company provides service models such as IaaS (Infrastructure as a Service) and SaaS (Software as a Service). The Service portfolio of the company comprises of IT Infrastructure solutions, Software and Web Based Application Development Services and Annual Maintenance Contract (AMC) and Facility Management Services (FMS). The Company has deep domain knowledge across industry sectors and technology expertise across traditional and new age technologies. Using its extensive understanding of its customers' businesses and leveraging a combination of advanced technologies and expertise, company provides tailored solutions designed to deliver differentiated outcomes.

Our IT infrastructure management services have impressive credentials. We have not only executed complex IT transformation projects and have also helped run efficient IT infrastructure services for enterprise customers. We also have a proven track record of successful, high-complexity delivery, customer satisfaction, and innovative IT solutions. Our IT infrastructure management services offer the experience, talent, and tools required to help you create, run, and manage next-generation IT infrastructure. Our solutions comprising workplace technologies aim at enhancing user satisfaction, freedom, and productivity while optimizing the ROI in workplace technologies. End users can consequently look forward to increased automation and collaboration by adopting workplace technology services. Our managed IT workplace services ensure right-sized infrastructure and support.

BENCHMARK'S MISSION:

Our quest is to provide unparalleled services to exceed our customers satisfaction and to put our Nation and our Company on the world map of IT Services.

BENCHMARK'S VISION:

We shall do so with foundations built to last and serving the greater benefit of the Company and the Society with grounded values and corporate ethics.

LISTING:

On 21st December, 2023, the Company was listed on the Bombay Stock Exchange SME Board with an IPO price of Rs. 80 per share and listing price of Rs. 66 per share.

KEY FINANCIAL PERFORMANCE:

Particulars	FY 24-25	FY 23-24	FY 22-23
Total Income	4,439.05	3,523.95	3,241.49
Total Expenditure	4,212.04	3,222.25	2,968.78
Net Profit before tax	227.01	301.70	272.71
Net Profit after tax	170.05	221.24	195.92
Earnings Per Share	2.48	5.73	1959.31

OUR OFFERINGS

Benchmark Computer Solutions provide end-to-end technology and technology related services including IT Infrastructure and Software Development Services under IaaS (Infrastructure as a Service) and SaaS (Software as a Service) Model:

- a) IT Infrastructure Solutions
- b) Software and Web Based Application Development Services
- c) Annual Maintenance Contract (AMC) and Facility Management Services (FMS)

➤ **IT Infrastructure solutions:**

This segment consists of various services such as IT Equipment sales and rental, IT networking solutions, Datacentre Solutions, IT Security and Data backup and recovery. A detailed deliverable of all the above solutions is as follows:

- IT Equipment Sales and Rental
- IT Networking Solution
- Datacentre Solutions
- IT Security
- Data Backup and Recovery Solutions

➤ **Software and Web Based Application Development Services:**

Under Software based applications we have built product namely “My WMS” under SaaS model. It is a WMS (Warehouse Management System) which integrate client system with transporters in an inbound as well as outbound operations. It caters to the client by analysing the product movement in order to utilise the warehouse space efficiently and to achieve right product placement. It provides single-click dashboard visibility across multi warehouse and multi-clients providing efficient planning and resource management.

Apart from above, we also build, enhance web-based application supportive of all types of devices in accordance to the needs of our clients. As per their requirement we provide timely updating of data, better navigation and design for a good user experience.

Following denotes life cycle for the software development projects:

- **Requirement detailing and Analysis:** At the initial stage, we collect the details of fields, restriction, business rules for individual feature and function of the desired system from the customers. Our deliverables at this stage are limited to SRS (System Requirement Specification) Document which describes what the software will do and how it will be expected to perform.
- **UI Prototype and System Architecture:** Our company analyse the requirement to create the UI layouts and build navigation.
- **Application design and development:** Our company evaluate the technical approach and design the components in the system along with coding and unit testing.
- **System testing:** Based on the application design, our company prepare the test plans and test cases which are to be performed on the developed applications which layouts the

defects and bugs in the development process, which are later fixed by our company to ensure smooth operations.

- **Provide UAT (User Acceptance Testing) Platform:** Under this phase, we provide UAT Platform along with its credentials to the clients for their feedback and queries. UAT is a platform used for testing by the clients as well as the developers before moving the application/website into the real world.
- **Final Handover:** After the approval from client, the product is moved to the final stages for real world applications.

➤ **Annual Maintenance Contract (AMC) and Facility Management Services (FMS):**



Under this segment, we provide maintenance service to our clients based on the formal agreements, executed for an agreed tenure which can be extended by mutual consent. We sale these services as a bundle to our existing portfolio and it can be availed as independent service, depending upon the client's requirements. We provide onsite technical expert for the contract duration which provides maintenance and support services for agreed products and equipment. Such service ensures smooth operations to IT Infrastructure and products. We hold the responsibility of the expert provided by us and we replace the same as and when required according to the need of the client. Our scope of work under this segment includes but not limited to following activities:

- Providing Technical expert(s) Online or offline, as the case may be.
- Routine check-up of the system, wherever necessary, for any faults and rectifications thereof.
- Normal preventive maintenance of the computers, printers, and other accessories.
- Attending to any breakdown and emergencies, if any.
- Any other services as may be required as per the customer's instructions, for smooth running of the system.

Under Facility Management segment, our company provides experienced and professional resources and personnel for scalable, enterprise wide, highly secure and reliable solutions for Monitoring, Administration, Diagnostics and trend-based consulting services for managing the customer's IT infrastructure consisting of Networks, Servers Databases and Packaged Applications.

CHAIRMAN'S MESSAGE:

Dear Shareholders,

It gives me immense pleasure to present to you the Annual Report for the financial year 2024–25. This year marked another significant step forward for Benchmark Computer Solutions Limited, as we continued to navigate a dynamic global technology landscape with agility, innovation, and resilience.

We strengthened our position as a trusted technology partner through focused investments in cutting-edge capabilities, people, and client-centric solutions.

In FY 2024–25, we recorded revenue growth of our company and improved our operating margins despite a challenging macroeconomic environment. This performance is a reflection of our strategic priorities: Enhanced delivery models through automation, agile practices, strengthened client relationships, resulting in higher customer retention and repeat business, continued focus on upskilling and employee engagement in a hybrid work environment.

Listing on the stock exchange in December, 2023 marked a turning point in our growth story. Since then, we have strengthened our governance frameworks, enhanced transparency, and adopted higher standards of corporate accountability. These changes have helped us gain the trust of a broader investor base while remaining agile and entrepreneurial in spirit. We remain focused on delivering long-term shareholder value through sustained earnings growth, prudent capital allocation, and disciplined execution.

On behalf of the Board, I thank all our shareholders for your continued confidence in us. Your support has been instrumental in shaping our journey as a listed entity. We look forward to continuing this journey together—delivering innovation, value, and excellence, year after year.

ACKNOWLEDGEMENTS:

I also wish to express my special appreciation towards all the shareholders, stakeholders, my colleagues on the Board of Directors and all the floating and shore employees for their continued support over the years.

Regards,

Mr. Hemant Muddanna Sanil
Chairman & Managing Director

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the members of **M/s. BENCHMARK COMPUTER SOLUTIONS LIMITED** is scheduled to be held on **Monday, 29th September, 2025 at 05.00 p.m. IST through Video Conferencing “VC”/ Other Audio-Visual Means (“OAVM”)** to transact, with or without modifications the following business:

ORDINARY BUISINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon.**

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

“RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon be and is hereby received and adopted.”

- 2. To appoint Ms. Sangeeta Dhananjay Wakode (DIN: 10460812), who retires by rotation and being eligible, offers herself for re-appointment.**

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

“RESOLVED THAT in accordance with the provision of section 152 and other applicable provisions of the Companies Act, 2013, Ms. Sangeeta Dhananjay Wakode (DIN: 10460812) who retires by rotation at this ensuing Annual General Meeting, subject to members approval, be and is hereby re-appointed as a Director of the company as approved by the board of Director and Nomination & Remuneration Committee.”

- 3. To re-appoint M/s. Valawat & Associates, Chartered Accountants (Registration No. 003623C) as the Statutory Auditors of the Company.**

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

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Valawat & Associates, Chartered Accountants (Registration No. 003623C), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (Five) consecutive years i.e. from the conclusion of this 22nd Annual General Meeting (AGM) until the conclusion of the 26th AGM to be held in the year 2030, on such remuneration as may be mutually agreed between the Board of Directors/ Audit Committee of the company in consultation with the Statutory Auditors.

FURTHER RESOLVED THAT the Board of Directors of the Company (including any Committee thereof), be authorised on behalf of the Company, including but not limited to determine role and responsibilities/scope of work of the Statutory Auditors, to negotiate, finalise, amend, sign, deliver and execute the terms of appointment, including any contract or document in

this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendments to the Accounting Standards or the Companies Act, 2013 or Rules framed thereunder or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other requirements resulting in any change in the scope of work, etc., without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for the purpose of giving effect to this Resolution and with power to the Board to settle all questions, difficulties or doubts that may arise in respect of the implementation of this Resolution.”

SPECIAL BUSINESS:**4. To Appoint M/s. M.K. Saraswat & Associates LLP, Company Secretaries (COP: 10856) as Secretarial Auditors of the Company:**

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

“RESOLVED THAT pursuant to provisions of Sections 204 and 179(3) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof for time being in force) and circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the Board of Directors, M/s. M.K. Saraswat & Associates LLP, Company Secretaries, a peer reviewed firm (COP: 10856) be and are hereby appointed as the Secretarial Auditors for the Company, to hold office for a term of (5) five consecutive years i.e. from the financial year 2025-26 till 2029-30, on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

**For and on Behalf of the Board of Directors
BENCHMARK COMPUTER SOLUTIONS LIMITED**

**Hemant Muddanna Sanil
Chairman & Managing Director
(DIN: 01245532)**

**Date: 18/08/2025
Place: Mumbai**

NOTES:

1. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (‘AGM’) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) the Company is convening the 22nd AGM through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’), without the physical presence of the Members at a common venue.

Further, the Securities and Exchange Board of India (‘SEBI’), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 (‘SEBI Circulars’) and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’).

In compliance with the provisions of the Companies Act, 2013 (‘the Act’), the Listing Regulations and MCA Circulars, the 22nd AGM of the Company is being held through VC/OAVM on Monday 29th September 2025 at 05:00 p.m. IST. The deemed venue for the AGM will be the Registered Office of the Company.

2. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
3. The Annual Report, Notice of the AGM and other documents sent through e-mail are also available on the Company’s website <https://benchmarksolution.com/>
4. The Company has engaged the services of KFin Technologies Limited (‘KFintech’), to provide VC facility and e-voting facility for the AGM.
5. The relevant Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts concerning special business(s) as set out above in Item No.3 to 4 is annexed hereto. The relevant details required to be disclosed in respect to Directors seeking appointment/ re-appointment at this AGM pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, “(LODR Regulations or Listing Regulations)”. Secretarial Standards on General Meeting (“SS2”) issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, have been provided in **Annexure A** to this Notice. Additional information as required under Listing Regulations and Secretarial Standard on General Meeting (SS-2) in respect of the Directors retiring by rotation at this Meeting is annexed hereto.

6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
7. Corporate/Institutional Members are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/authorization letter to the Scrutinizer at email ID cs.mukeshsaraswat@gmail.com with a copy marked to evoting@kfintech.com and to the Company at info@benchmarksolution.com authorizing its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to section 113 of the Act.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM with annual report has been uploaded on the website of the Company at <https://benchmarksolution.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. Bombay Stock Exchange of India Limited (BSE-SME Platform) at www.bseindia.com respectively and is also available on the website of KFin Technologies Limited ('KFinTech') (agency for providing the Remote e-Voting facility) i.e. <https://evoting.kfintech.com>.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 29th September 2025. Members seeking to inspect such documents can send an email to info@benchmarksolution.com.
11. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before Monday, 22nd September, 2025 to info@benchmarksolution.com. The same will be replied by the Company suitably.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

For shares held in electronic form: to their Depository Participants ("DPs").

13. **NOMINATION:** Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
14. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT** In accordance with the MCA General Circular Nos. 20/2020 dated 5th May, 2020 and 10/2022 dated 28th December, 2022 and SEBI Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, the financial statements (including Board's Report, Auditors' Report or other documents required to be attached therewith) for the Financial Year ended 31st March 2025 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder,

such statements including the Notice of AGM are being sent only in electronic mode to those Members whose email addresses are registered with the Company/ RTA or the Depository Participant(s) as at closing business hours on Friday, 15th August, 2025. The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.

Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants.

- 15. SCRUTINISER FOR E-VOTING:** Mr. Mukesh Saraswat, Practicing Company Secretary (Membership No. FCS- 9992, CP No. 10856), partner of M/s M K Saraswat & Associates LLP, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 16.** The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who will acknowledge the receipt of the same and declare the result of the voting forthwith.
- 17.** The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-Voting will not later than two working days from the conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with Scrutinizer's Report shall be placed on the website of the Company. The results shall simultaneously be communicated to stock exchanges where the shares of the Company are listed i.e. Bombay Stock Exchange Limited (BSE Limited) and placed on the Company's website <https://benchmarksolution.com/>.
- 18.** Subject to approval of the requisite number of votes, the Resolutions set out in this Notice for the AGM shall be deemed to be passed on the date of the meeting i.e. Monday, 29th day of September, 2025.
- 19.** The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 23rd September, 2025 to Monday, 29th September, 2025 (both days inclusive) in connection with the AGM.
- 20.** The Companies (Management and Administration) Rules, 2014 stipulate that the remote electronic voting period shall close at 05:00 P.M (IST) on the date preceding the date of AGM. Accordingly, the remote e-Voting period will commence at 09:00 A.M (IST) on Friday, 26th September, 2025 and will end at 05:00 P.M (IST) on Sunday, 28th September, 2025. The remote e-Voting will not be allowed beyond the aforesaid period and time, and the remote e-Voting module shall be disabled by Kfintech.
- 21.** The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company.
- 22.** The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM is Monday,

22nd September, 2025. Please note that Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.

- 23.** Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date, i.e., 22nd September, 2025, may obtain the User ID and password by sending a request at <https://evoting.kfintech.com> or info@benchmarksolution.com. However, if you are already registered with Kfin technology for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you may reset your password by using “Forgot User Details/Password” option available on <https://evoting.kfintech.com>. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

- 24.** The remote e-voting period begins on Friday, the 26th September 2025 at 09:00 A.M. and ends on Sunday, 28th September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by Kfintech for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 22nd September 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 22nd September 2025.

- 25.** The process and manner for remote e-voting and joining and voting at the AGM are explained below:

- A) Access to Depositories e-voting system in case of individual members holding shares in demat mode;
- B) Access to Kfintech e-voting system in case of members holding shares in physical mode and non-individual members in demat mode;
- C) Access to join the AGM on Kfintech system to participate and vote during the AGM.

- A)** Access to Depositories e-voting system in case of individual members holding shares in demat mode:

Type of Members	Login Method
Individual members holding shares of the Company in demat mode with NSDL	1. User already registered under IDeAS facility: i. Visit the e-services website of NSDL at https://eservices.nsdl.com either on a personal computer or on a mobile. ii. On the e-services home page click on the “Beneficial Owner” icon under ‘Login’ under IDeAS section. iii. On the new page, enter user ID and password. After successful authentication, please click on ‘Access to e-Voting’ iv. Click on the Company name i.e., ‘SBFC Finance Limited’ or ESP, i.e., Kfin.



Type of Members	Login Method
	v. Members will be re-directed to Kfin's website for casting the vote during the remote e-voting period. 2. User not registered under IDeAS facility: - Visit https://eservices.nsdl.com for registering. - Select 'Register Online for IDeAS' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. - After registration, visit https://www.evoting.nsdl.com/ - Once the home page of e-voting is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. - Members will have to enter their user ID (i.e. sixteen-digit demat account number held with NSDL), password/OTP and a verification code as shown on the screen. - After successful authentication, members will be requested to select the name of the Company i.e., SBFC Finance Limited or ESP i.e., KFin after which the members will be redirected to Kfin's website for casting the vote during the remote e-voting period. - Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual members holding shares of the Company in demat mode with CDSL	1. User who has already opted for Easi/Easiest: - Members are requested to visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com - Click on 'New System Myeasi'. - Members are requested to login with their registered user ID and password. - Members will be able to view the e-voting menu. The menu will have links of KFin's website, which will redirect them to e-voting page of KFin to cast their vote without any further authentication. 2. User not registered under Easi/Easiest: - Visit https://web.cdslindia.com/myeasitoken/home/login for registering. - Proceed to complete registration using the DP ID, Client ID (BO ID), etc. - After successful registration, please follow the steps given in point no. 1 above to cast your vote.



Type of Members	Login Method
	3. Alternatively, by directly accessing the e-voting website of CDSL - Visit www.cdslindia.com - Members are required to provide their demat account number and PAN number. System will authenticate user by sending OTP on their registered mobile & email ID as recorded in the demat account. - After successful authentication, members will be provided link for selecting the name of the Company i.e., SBFC Finance Limited or for selecting ESP i.e., KFin. - Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual members login through their demat accounts/ website of Depository Participant	- Members can also login using the login credentials of their demat account through their DP registered with NSDL/CDSL for e-voting facility. - Once logged-in, members will be able to see e-voting option. After clicking on e-voting option, members will be redirected to NSDL/CDSL website after successful authentication, wherein members will be able to see e-voting feature. - Click on options available against the Company's name i.e., SBFC Finance Limited or ESP i.e., KFin, and members will be redirected to e-voting website of KFin for casting vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve user ID/password are advised to use 'Forgot user ID' and 'Forgot Password' option available at respective websites.

Helpdesk for individual members holding shares of the Company in demat mode for any technical issues related to login through NSDL/CDSL.

Login type	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or contact at 022-4886 7000
Securities held 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 1800 210 99 11

B) Access to KFintech e-voting system in case of members holding shares in physical mode and non-individual members in demat mode

- Members whose email IDs are registered with the Company/DP(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), user ID and password. The following process shall be followed:
 - Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - Enter the login credentials (i.e. user ID and password). Members holding shares in physical mode: user ID will be EVEN, followed by folio number. Members holding shares in demat account: user ID will be DP ID and Client ID. However, if members are already registered with KFintech for e-voting, they can use their existing user ID and password for voting purpose.



- iii. After entering these details appropriately, click on 'LOGIN'.
- iv. Members will be required to mandatorily change their password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt to change the password and update the contact details like mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve the password (if required). It is strongly recommended that members should not share their password with any other person and take utmost care to keep their password confidential.
- v. Members are required to login again with their new credentials.
- vi. On successful login, the system will prompt to select the 'EVEN' i.e., 'SBFC Finance' and click on 'Submit'.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date under 'FOR/AGAINST' or alternatively, members may partially enter any number in 'FOR' and partially 'AGAINST' but the total number in 'FOR/AGAINST' taken together shall not exceed the total shareholding as mentioned herein above. Members may also choose the option 'ABSTAIN'. If the member does not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained.
- x. Members may then cast their vote by selecting an appropriate option and click on 'Submit'.
- xi. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the resolution(s).
- xii. Corporates/Institutional members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send scanned certified true copy (PDF/JPG Format) of the Board Resolution/Authority Letter, etc. authorizing its representative(s) to vote on its behalf, to the Scrutinizer at e-mail ID: cs@parikhassociates.com with a copy marked to evoting@kfintech.com and to the Company at complianceofficer@sbfc.com. They may also upload the same in the e-voting module in their login page. The scanned image of the above-mentioned documents should be in the naming format 'Corporate Name_EVEN'.
- xiii. If you have forgotten your password, you can reset your password by using 'Forgot Password' available on <https://evoting.kfintech.com> and following the password reset options provided therein or contact KFINTECH at toll free no.: 1800-309-4001.



- 2) Members whose email IDs are not registered with the Company/DP(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. In case shares are held in demat mode, please provide DP Id.-Client Id. (DP Id + Client Id), name, client master or copy of Consolidated Account Statement, self-attested scan copy of PAN card and Aadhar to evoting@kfintech.com.

If you are an individual shareholder holding securities in demat mode, please refer to the login method explained at Note 18(A) i.e. Login method for e-Voting for individual shareholders holding shares in demat mode.

If you are a non-individual shareholder holding securities in demat mode, please refer to the login method explained at Note 18(B) i.e. Login method for e-Voting for non-individual shareholders holding shares in demat mode.

- ii. In case shares are held in physical mode, please provide Folio No., name of shareholder, scan copy of the share certificate (front and back), self-attested scanned copy of PAN card and Aadhar by email to evoting@kfintech.com.

If you are an individual shareholder holding securities in physical mode, please refer to the login method explained at Note 18(B) i.e. Login method for e-Voting for individual shareholders holding shares in physical mode.

- iii. Alternatively, shareholder may send a request to evoting@kfintech.com for procuring user id and password for e-Voting by providing above mentioned documents. After receiving the e-voting instructions, please follow steps explained at Note 18 to cast your vote by electronic means.

C) Access to join the AGM on KFintech system to participate and vote during the AGM.

- 1) Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the 'Video Conference' tab and select the 'EVEN' of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the user ID and password for e-voting or have forgotten their user ID and password may retrieve the same by following the remote e-voting instructions mentioned above.
- 2) Facility for joining this AGM through VC/OAVM shall be open at least 15 minutes before the commencement of the AGM.
- 3) Members are encouraged to join the AGM through their laptops/desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- 4) Members will be required to grant access to the webcam to enable VC/OAVM. Further, members connecting from their mobile devices/tablets/laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.



- 5) Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.
- 6) Facility of joining the AGM through VC/OAVM shall be available for at least 2,000 members on first come first served basis.
- 7) Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.
- 8) In case of any query and/or assistance required, relating to attending the AGM through VC/OAVM mode, members may refer to the Help & Frequently Asked Questions (“FAQs”) and ‘AGM VC/OAVM’ user manual available at the download Section of <https://evoting.kfintech.com> or contact Mr. Mohammed Shanoor, Assistant Manager, KFintech at the email ID evoting@kfintech.com or on phone No.: 040-6716 2222 or call KFintech’s toll free No.: 1800 309 4001 for any further clarifications / technical assistance that may be required.

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.****ITEM NO. 3:**

Members of the Company at the 21st Annual General Meeting held on 30th September, 2024 approved the appointment of M/s. Valawat & Associates, Chartered Accountants (Registration No. 003623C) as the Auditors of the Company to hold office for a term of 1 (one) year from the conclusion of said Annual General Meeting till the conclusion of ensuing 22nd Annual General Meeting to be held in the year 2025. M/s. Valawat & Associates will complete their present term on conclusion of ensuing Annual General Meeting.

The Board of Directors of the Company ("the Board"), at its meeting held on 18th August, 2025 has considered the experience and expertise and on the recommendation of the Audit Committee, proposed to the Members of the Company for re- appointment of M/s. Valawat & Associates, Chartered Accountants (Registration No. 003623C) as Statutory Auditors of the Company for a term of 5 (Five) years from the conclusion of this 22nd Annual General Meeting (AGM) until the conclusion of the 26th AGM to be held in the year 2030, at such remuneration as may be mutually agreed between the Board of Directors/ Audit Committee of the company in consultation with the Statutory Auditors.

M/s. Valawat & Associates is a firm of Chartered Accountants (CA Priyansh Valawat being the Partner) registered with The Institute of Chartered Accountants of India (ICAI) bearing ICAI Firm Registration No. 003623C. The firm was established in the year 1987 and rendering un-interrupted value-added services to the incorporated bodies, reputed business houses and High Net worth (HNI) individuals. There are 4 partners namely Mr. Narendra Kumar Valawat, Mr. Jinendra Jain, Mr. Rajnish Karnawat and Mr. Priyansh Valawat. It has strength of 15 employees. M/s. Valawat & Associates has head office at Udaipur, Rajasthan and Branch Office at Mumbai, Maharashtra.

The Partners of the firm are well experienced in field of audit, taxation, company law matters, Central Excise, Custom Laws, Sales tax and Project financing. Firm has served many manufacturing and trading industries over the years some of major industries are as: NBFC, Insurance Sector, Chemical Industries, Education Industries, Retail & Consumer Industries, Media & Entertainment Sector, Construction Sector, Hospitality Sector, Technology Sector and Banking Sector. The firm has been providing diverse and specialized services in the following areas:

- Review & setting up of systems and procedures with adequate internal controls and preparation of operational manual for various departments of an organization;
- Management audit/ internal audit & statutory audit of the industry;
- Financial and Management consultation;
- Taxation matters including tax consultation, appearance for assessment, appeal, etc., Corporate & mercantile law consultation.

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 at Item No. 3 of the Notice of the 22nd AGM.

The Board recommends the passing of Ordinary Resolution as set out at Item No. 3 of the accompanying Notice for member's approval

ITEM NO. 4:

The Board of Directors at their meeting held on 18th August, 2025 has approved the appointment of M. K. Saraswat & Associates LLP to conduct secretarial audit in accordance with the provisions of Section 204(1) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a term of 5 (Five) Consecutive years from the financial year 2025-2026 till 2029-2030.

M. K. Saraswat & Associates LLP, is a peer reviewed firm. The firm is professionally managed and currently based at Mumbai. The firm provides comprehensive Legal, Secretarial and Management Advisory Services in the field of Corporate Laws, SEBI Laws, RBI Laws, Listing Regulations, Business Management, IPO, Mergers & Acquisition, etc.

M. K. Saraswat Associates LLP have confirmed that they are eligible for appointment as Secretarial Auditors, are free from any disqualifications, are working independently and maintaining arm's length relationship with the Company.

Accordingly, the Board recommends the passing of Resolution as set out in the Item No. 4 of the Notice with respect to appointment of secretarial auditors for a period of 5 years from the financial year 2025-2026 till 2029-30 as set out at Item Nos. 4 for approval by the Shareholders of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Director for his respective appointment, is concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

**For and on Behalf of the Board of Directors
Benchmark Computer Solutions Limited**

**Hemant Muddanna Sanil
Chairman & Managing Director
(DIN: 01245532)**

**Date: 18/08/2025
Place: Mumbai**

“ANNEXURE - A”

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 of SEBI Listing Regulations 2015 and clause 1.2.5 of Secretarial Standard-2 on General Meetings)

Name of Director	Ms. Sangeeta Dhanajay Wakode
DIN	10460812
Date of Birth	03/02/1971
Age	54
Tenure of appointment/ re – appointment	NA
Reason for appointment/ re-appointment	Retire by Rotation
Brief resume & Nature of expertise in specific functional areas	Since 2008 she is handling Operations part of Benchmark Computer Solutions as Head of Operations. She is associated as director of the Company since 2024. She has completed his Bachelor of Fine Arts. She has working experience of over 15 years in advertisement field. She worked as art director in Rank Advertising and Vakil & Sons.
Disclosure of relationship	Ms. Radhika Wakode (Promoter group)- Daughter
Names of listed entities in which the person also holds the directorship except Benchmark Computer Solutions Limited	N.A.
No. of Equity Shares held in the Company	24,79,449
Membership & Chairmanships of Committees of the Board	Not applicable

Note: Membership/Chairmanship in Committees including Benchmark Computer Solutions Limited has been considered.



**For and on Behalf of the Board of Directors
BENCHMARK COMPUTER SOLUTIONS LIMITED**

**Hemant Muddanna Sanil
Chairman & Managing Director
DIN: 01245532**

**Sangeeta Dhananjay Wakode
Whole Time Director
DIN: 10460812**

**Date: 18/08/2025
Place: Mumbai**

DIRECTORS' REPORT

To,
The Shareholders,

Your directors have pleasure in presenting the 22nd Annual Report, together with the Audited Financial Statements of the Company for the financial year ended March 31, 2025.

1. FINANCIAL HIGHLIGHTS:

The following is the highlight of the standalone financial performance of the Company during the year under review:

(₹ in Lakhs)		
Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Revenue from Operations	4,342.99	3,461.68
Other Income	96.06	62.27
Total Income	4,439.05	3,523.95
Finance Cost	34.23	54.26
Depreciation	213.01	111.77
Other Operating Expenses	3,964.8	3,056.22
Total Expenses	4,212.04	3,222.25
Profit Before Tax	227.01	301.70
Current Tax	69.87	68.74
MAT Credit (Entitlement/utilized)	-	-
Deferred Tax	(12.25)	8.66
Profit/(Loss) after Tax	170.05	221.24
Earnings per Share	2.48	5.73
Diluted earnings per share	2.48	5.73

2. STATE OF COMPANY'S AFFAIRS:

During the period under review, Company has achieved a total income of Rs 4,439.05 Lakhs as against Rs. 3,523.95 Lakhs in the previous year. The Company has earned a Profit after tax for financial year 2024-2025 is Rs. 170.05 Lakhs as compared to Rs. 221.24 Lakhs in the financial year 2023-2024.

3. TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013:

The Company has not transferred any amount to General Reserve during the financial year.

4. DIVIDEND:

With a view to conserve reserves for expansion of business activities, the Board of Directors has decided not to declare any dividend for the current financial year.

5. MATERIAL CHANGES OCCURRED DURING THE FINANCIAL YEAR 2024-2025:

a. Change in Board of Directors and KMP:

The Company at the Board Meeting and Annual General Meeting has appointed and regularized the Directors and KMP and noted the resignation of director as under:

Sr. No	Name of Directors and KMP	Appointment/ Resignation/ Regularization/ Change in Designation	Designation	Type of Meeting in which Appointment/ Resignation/ Regularization/ Change in Designation was done	Date of Appointment/ Resignation/ Regularization/ Change in Designation was done
1.	Mr. Satish Inani	Resignation	Non-Executive Independent Director	Board Meeting	04/09/2024
2.	Ms. Mona Mukund Bhide	Appointment	Additional Director (Independent Director)	Board Meeting	03/09/2024
3.	Ms. Mona Mukund Bhide	Change in Designation	Non-Executive Independent Director	Annual General Meeting	30/09/2024

b. APPROVAL OF SECTION 180(1)(A), 180(1)(C), 186 OF THE COMPANIES ACT, 2013:

The Board of Directors at their meeting held on 03rd September, 2024, and Annual General Meeting held on 30th September, 2024 has obtained approval for increasing borrowing powers and inter –corporate loans & investments up to Rs. 200 Crore under Section 186, Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 and the rules made thereunder.

c. APPROVAL OF SECTION 185 OF THE COMPANIES ACT, 2013:

The Board of Directors at their meeting held on 03rd September, 2024, and Annual General Meeting held on 30th September, 2024, has obtained approval for providing loans and guarantees up to Rs. 200 Crore under Section 185 of the Companies Act, 2013 and the rules made thereunder.

6. MATERIAL CHANGES OCCURRED AFTER FINANCIAL YEAR 2024-25 TILL THE ISSUANCE OF ANNUAL REPORT:

- The Company approved the financial statements and auditors report for the Financial Year 2024-2025 at the Board meeting held on 22nd May, 2025.
- The Company has re-appointed Leela fintech, as Internal Auditor of the company for the Financial Year 2025-2026 at the board meeting held on 18th August, 2025.

- c. The company has re-appointed M/s Valawat & Associates, Chartered Accountant as Statutory Auditor of the company in board meeting held on 18th August, 2025 for Five consecutive financial years commencing from 2025-2026 till 2029-30, subject to approval of shareholder in ensuing annual general meeting.
- d. The Company has appointed M.K. Saraswat & Associates, Company Secretaries as Secretarial Auditor of the company for five consecutive financial years commencing from 2025-2026 till 2029-30, subject to approval of members in ensuing annual general meeting.

7. SHARE CAPITAL:

• AUTHORISED SHARE CAPITAL:

The Authorised Share Capital of the Company as on 31st March, 2025 was Rs. 7,50,00,000 /- (Rupees Seven Crore Fifty lakh only) divided into 75,00,000 (Seventy-Five Lakh) Equity Shares of Rs. 10/- each.

• PAID UP SHARE CAPITAL:

The Paid-up Equity Share Capital of the Company as on 31st March, 2025 was Rs. 6,86,40,000/- (Rupees Six Crore Eighty-Six Lakhs Forty Thousand Only) divided into 68,64,000/- (Sixty-Eight Lakhs Sixty-Four Thousand) Equity Shares of Rs. 10/- each.

8. TRANSFER OF SHARES:

No share transfers held during the period starting from 1st April, 2024 to 31st March, 2025.

9. TRANSMISSION OF SHARES:

There was no transmission of shares during the period starting from 1st April, 2024 to 31st March, 2025.

10. DETAILS OF SUBSIDIARY/JOINT VENTURE/ASSOCIATE COMPANIES:

The Company does not have any subsidiary/joint venture/associate companies.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

As on March 31, 2025, the Board of Directors and KMP of the Company comprises of 5 (Five) Directors, of which 2 (Two) are Non-Executive Independent Directors & 3 (Three) are Executive Directors and 1 (One) Company Secretary and 1 (One) Chief Financial Officer. The constitution of the Board of the Company is in accordance with Section 149(6) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details are as follows:

Sr. No.	Name of Directors	Designation
1.	Mr. Hemant Muddanna Sanil	Managing Director and Chairman
2.	Ms. Sangeeta Dhananjay Wakode	Whole Time Director

3.	Ms. Savita Hemant Sanil	Executive Director
4.	Ms. Mona Mukund Bhide	Non-Executive and Independent Director
5.	Mr. Girish Kumar Joshi	Non-Executive and Independent Director
6.	Mrs. Rasika Katkar	Chief Financial Officer
7.	Ms. Ritika Paneri	Company Secretary and Compliance Officer

Changes in Directors:

- a. Mr. Satish Inani was resigned as Non-Executive Independent Director of the Company w.e.f. 04th September, 2024
- b. Ms. Mona Mukund Bhide was appointed as Additional Director (in the category of Independent Director) of the Company w.e.f. 03rd September, 2024 and was regularized as a director (in the category of Independent Director) for the consecutive term of five years, i.e., from 03rd September, 2024 to 02nd September, 2029 (both days inclusive) in the Annual General Meeting held on 30th September, 2024.

Changes in KMP:

During the period under review there was no changes in the KMPs.

12. CHANGE IN THE NATURE OF BUSINESS:

During the year under review, there was no change in the nature of the business of the company.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The details of loans, advances and/or guarantee provided by the Company and investments as per section 186 of the Companies Act, 2013, which are required to be disclosed in the annual accounts of the Company are provided in Notes to the financial statements.

14. COMPOSITION OF BOARD COMMITTEES:

The Board of Directors at the meeting held on 17th July, 2023 has constituted 3 (Three) Committees: namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and re-constituted on 08th February, 2024 and on 3rd September, 2024. The Composition of various committees is in accordance with applicable provisions of the Companies Act, 2013 and the Rules thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

A) AUDIT COMMITTEE:

The Audit Committee of the Company is constituted in accordance with the section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and comprises of three qualified members (i.e. 2 Non-Executive Independent Directors and 1 Executive Director).

All the members have financial and accounting knowledge.

The Audit Committee acts in accordance with the terms of reference specified from time to time by the Board.

The Committee met 4 (Four) time during the financial year on 28th May, 2024, 03rd September, 2024, 14th November, 2024 and 11th March, 2025 and the gap between two meetings did not exceed one hundred twenty days. The necessary quorum was present for all the meetings.

The Committee has been re-constituted in the Board Meeting held on 3rd September, 2024 where in Ms. Mona Mukund Bhide has appointed as chairman of the committee due to resignation of Mr. Satish Inani (Chairman of audit committee), independent director of the company with effect from 04th September, 2024.

The composition of the new audit Committee and the details of meetings attended by its members are given below:

Name of the Members	Category	Audit Committee Meetings Dates (2024-2025)				No. Meetings Entitled to Attend	No. of Meetings Attended
		28th May, 2024	03rd September, 2024	14th November, 2024	11th March, 2025		
Mr. Satish Inani	Chairperson (Till 03 rd September, 2024) (Independent Director Non-Executive Director)	Yes	Yes	NA	NA	2	2
Ms. Mona Mukund Bhide	Chairperson (w.e.f. 03 rd September, 2024) (Independent Director Non-Executive Director)	NA	Yes	Yes	Yes	3	3

Mr. Girish Kumar Joshi	Member (Independent Director-Non-Executive Director)	Yes	Yes	Yes	Yes	4	4
Mr. Hemant Muddanna Sanil	Member (Chairman and Managing Director - Executive Director)	Yes	Yes	Yes	Yes	4	4

B) NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of the Company is constituted in accordance with Regulation 19 of The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013. The Committee comprises three (3) qualified members (i.e. Two (2) Independent Directors and One (1) Chairman Executive Director.

The role of the committee has been defined as per section 178(3) of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The Nomination & Remuneration Committee acts in accordance with the terms of reference specified from time to time by the Board.

The Committee met twice (2) during the year on 03rd September, 2024 and 11th March, 2025. The necessary quorum was present at the meeting.

The Committee has been re-constituted in the Board Meeting held on 03rd September 2024. where in Mr. Satish Inani has ceased from chairmanship of Nomination & Remuneration Committee due to resignation as independent director and Ms. Mona Mukund Bhide has appointed as Chairman of the committee.

The composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

Name of the Members	Category	NRC Meetings Date (2024-2025)		No. of Meetings Entitled to Attend	No. of Meetings Attended
		03 rd September, 2024	11 th March, 2025		

Mr. Satish Inani	Chairperson (Till 03 rd September, 2024) (Independent Director-Non-Executive Director)	Yes	NA	1	1
Ms. Mona Mukund Bhide	Chairperson (w.e.f. 03 rd September, 2024) (Independent Director Non-Executive Director)	Yes	Yes	2	2
Mr. Girish Kumar Joshi	Member (Independent Director- Non-Executive Director)	Yes	Yes	2	2
Mr. Hemant Muddanna Sanil (w.e.f. 08 th February, 2024)	Member (Chairman and Managing Director - Executive Director)	Yes	Yes	2	2

Nomination and Remuneration Policy is hosted on the website of the Company i.e. <https://benchmarksolution.com/>.

C) STAKEHOLDER RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee of the Company is constituted in accordance with Regulation 20 of The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013.

The role and functions of the Stakeholders Relationship Committee are the effective redressal of grievances of shareholders, debenture holders and other security holders including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends. The Committee overviews the steps to be taken for further value addition in the quality of service to the investors.

The Company has designated the e-mail ID: accounts@benchmarksolution.com info@benchmarksolution.com exclusively for the purpose of registering complaint by investors electronically. This e-mail ID is displayed on the Company's website i.e. <https://benchmarksolution.com/>

The following table shows the nature of complaints received from the shareholders during the years 2024-2025.

S. No.	Nature of Complaints	Received	Pending	Disposed
1.	Non receipt of Annual Report	-	-	-
2.	Non-Receipt of Share Certificates after transfer	-	-	-
3.	Non-Receipt of Demat Rejected S/C's	-	-	-
4.	Others	-	-	-
	Total	-	-	-

There were no complaints pending as on 31st March, 2025.

The Stakeholder Relationship Committee acts in accordance with the terms of reference specified from time to time by the Board.

The Committee has been re-constituted in the Board Meeting held on 03rd September 2024. where in Mr. Satish Inani has ceased from membership of the Stakeholders Relationship Committee of the Company due to resignation as independent director and Ms. Mona Mukund Bhide has appointed as member of the committee.

The Committee met Once (1) during the year on 16th January, 2025. The necessary quorum was present at the meeting.

The composition of the Stakeholders Relationship Committee and the details of meetings attended by its members are given below

Name of the Members	Category	Stakeholder Relationship Committee Meetings Dates (2024-2025)	No. of Meetings entitled to Attend	No. of Meetings Attended
		16th January, 2025		
Mr. Girish Kumar Joshi	Chairperson (Independent Director - Non-Executive Director)	Yes	1	1
Mr. Satish Inani	Member	NA	0	0

(Resigned w.e.f. 04 th September, 2024)	(Independent Director- Non- Executive Director)			
Ms. Mona Mukund Bhide (W.e.f. 03 rd September, 2024)	Member (Independent Director- Non- Executive Director)	Yes	1	1
Mr. Hemant Muddanna Sanil	Member (Chairman and Managing Director- Executive Director)	Yes	1	1

D) INDEPENDENT DIRECTORS MEETING:

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013 and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company shall hold at least one meeting in a year without the presence of Non-Independent Directors and members of the management. All the independent Directors shall strive to be present at such meeting.

The independent Directors in their meeting shall, inter alia-

- (a) review the performance of non-independent Directors and the board of Directors as a whole;
- (b) review the performance of the chairperson of the listed entity, taking into account the views of executive Directors and non-executive Directors;
- (c) assess the quality, quantity and timeliness of flow of information between the management of the listed entity and the board of Directors that is necessary for the board of Directors to effectively and reasonably perform their duties.

Independent Directors met once during the year on 16th February, 2025 and was attended by all Independent Directors.

None of the Non-Executive Independent Directors hold Equity Shares of the Company in their own name.

15. DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

There are independent directors appointed during the financial year 2024-2025 in the Company. However, the declaration by Independent Directors as per provisions of Section 149 (6) of Companies Act, 2013 is kept under the records of the Company.

16. MEETING OF THE BOARD OF DIRECTORS AND SHAREHOLDERS:

The following Meetings of the Board of Directors were held during the financial year 2024-2025:

Sr. No.	Date of Meeting	Board Strength	No. of Directors Present
1.	28/05/2024	5	5
2.	03/09/2024	6	6
3.	14/11/2024	5	5
4.	11/03/2025	5	5

The following Meetings of the Shareholders were held during the financial year 2024-2025:

Sr. No.	Particulars	Date of Meeting	No. of Members Present
1.	Annual General Meeting	30/09/2024	10

17. ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act 2013, the Annual Return in Form MGT-7 as on March 31, 2025 is available on the Company's website at <https://benchmarksolution.com/>

18. STATUTORY AUDITORS:

The Company's Auditors, M/s. Valawat & Associates, Chartered Accountants (Registration No.003623C), who were appointed with members approval as Statutory Auditors of the Company at 21st Annual General Meeting (AGM) for the period of 1 year, will complete their present term on the conclusion of the ensuing 22nd AGM of the Company.

The Board of Directors of the Company ("the Board"), at its meeting held on 18th August, 2025, has considered the experience and expertise and on the recommendation of the Audit Committee, proposed to the Members of the Company re-appointment of M/s. Valawat & Associates, Chartered Accountants (Registration No. 003623C), as Statutory Auditors of the Company, for a term of 5 (Five) Consecutive years from the conclusion of this 22nd Annual General Meeting (AGM) until the conclusion of the 26th AGM to be held in the year 2030, at such remuneration as may be mutually agreed between the Board of Directors/ Audit Committee of the company in consultation with the Statutory Auditors. The Auditors have confirmed that they are not disqualified from re-appointing and continuing as Auditors of the Company.

The Independent Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

The Auditor's Report doesn't contain any information in relation to fraud.

19. SECRETARIAL AUDITOR:

M K Saraswat & Associates LLP is appointed as Secretarial Auditor at the Board Meeting held on 03rd September, 2024, for the financial year 2024-2025 and secretarial audit report has issued by the secretarial auditor.

The Secretarial Audit Report issued by M/s. M K Saraswat & Associates, Company Secretaries 2024-2025 does not contain any qualifications or adverse remarks.

The Secretarial Audit report is annexed to the Director Report in Form MR-3 as '**Annexure - B**'.

20. INTERNAL AUDITOR:

The Company has re-appointed M/s. LEELA FINTECH SERVICES LLP, as Internal Auditor at the Board Meeting held on 03rd September, 2024, for the financial year 2024-2025.

The Internal Audit Report issued by M/s. LEELA FINTECH SERVICES LLP, for the financial year 2024-2025 does not contain any qualifications or adverse remarks.

21. BOARD'S COMMENT ON THE AUDITOR'S REPORT:

a) Statutory Auditor:

The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self-explanatory and does not call for any further comment from Board of Directors.

b) Internal Auditor:

There are no observations from internal auditors in their report, the report is self-explanatory and does not call for any further comment by the Board of Directors.

The management has replied on the observations made by the internal auditor. The changes suggested by the internal auditor in the accounting system will be taken care from the current financial year.

c) Secretarial Auditor:

There are no observations from secretarial auditors in their report, the report is self-explanatory and does not call for any further comment by the Board of Directors.

22. PUBLIC DEPOSITS:

The Company has not accepted Public Deposits within the purview of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

23. MAINTENANCE OF COST RECORDS:

The Central government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act, 2013.

24. CORPORATE GOVERNANCE REPORT:

The Company is listed on SME platform of Bombay Stock Exchange; provisions related to corporate governance are not applicable to the company.

25. ANNUAL SECRETARIAL COMPLIANCE REPORT:

The Company is listed on SME platform of Bombay Stock Exchange does not require to submit the secretarial compliance report for the financial year 2024-2025 as per regulation 24A of SEBI (Listing and Obligations Disclosure Requirements), Regulations, 2015.

26. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a vigil mechanism called “Whistle Blower Policy” with a view to provide a mechanism for Directors and employees of the Company to raise concerns of any violations of any legal or regulatory requirement, incorrect or misrepresentation of any financial statement and reports etc. The Policy provides adequate safeguards against victimization of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases.

No Director/ employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year. The details of the Policy have been posted on the Company’s website <https://benchmarksolution.com/>.

27. INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre- clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. Further the Directors and all the designated persons have confirmed that they have adhere to the code.

The details of the Code of Conduct have been posted on the Company’s website <https://benchmarksolution.com/>.

28. MANAGERIAL REMUNERATION:

During the period under review, the Company has complied with provisions made under the Section 197 of Companies Act, 2013 and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Disclosure under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in ‘**Annexure –C**’.

29. CFO CERTIFICATION:

CFO Compliance Certificate as required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in ‘**Annexure –D**’.

30. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report as required under Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") forms part of this Annual Report. Certain Statements in the said report may be forward-looking. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

Management Discussion and Analysis Report is given in ‘**Annexure – E**’ to the Directors Report.

31. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The details of familiarization programme for Independent Directors are given in ‘**Annexure –F**’.

The details of the familiarization programme for independent directors have been posted on the Company’s website <https://benchmarksolution.com/>.

32. CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS:

The certificate of non-disqualification of directors for the financial year 31st March, 2025, is annexed as ‘**Annexure – G**’.

33. RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year ended March 31, 2025, were on an arm’s length basis and were in the ordinary course of business. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted.

There are no materially significant related party transactions during the financial year under review made by the Company with Promoters, Directors, or other designated persons which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required.

However, the disclosure of transactions with related parties for the financial year, as per Accounting Standard -18 Related Party Disclosures is given in Note 33 to the Balance Sheet as on March 31, 2025.

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

The particulars as required under the provisions of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo.

The Company has not spent any substantial amount on Conservation of Energy or technology absorption as per the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014.

The Foreign Exchange Earnings and Foreign Exchange Outgo for the period under review:

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Foreign Exchange Earnings	3,66,700.00	389234.74
Foreign Exchange Outgo	0.00	22,808.00

35. HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business.

Many initiatives have been taken to support business through organizational efficiency; process change support and various employee engagement programs which has helped the Organization achieve higher productivity levels. A significant effort has also been undertaken to develop leadership as well as technical/ functional capabilities in order to meet future talent requirement.

36. CORPORATE SOCIAL RESPONSIBILITY:

The criteria prescribed under Section 135 of the Act with respect to constituting CSR committee, adopting CSR policy and spending amount on CSR activities in accordance with the Act do not apply to the Company.

37. INTERNAL CONTROLS:

The Company has in place adequate internal controls with reference its nature of business which meets the following objectives:

- providing assurance regarding the effectiveness and efficiency of operations;
- efficient use and safeguarding of resources;
- compliance with policies, procedures and applicable laws and regulations; and
- transactions being accurately recorded and promptly reported.

During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

38. INTERNAL FINANCIAL CONTROLS:

Internal Financial Controls are an integral part of the risk management framework and process that address financial and financial reporting risks. The key internal financial controls have been documented, automated wherever possible and embedded in the business process. The Company has in place adequate internal financial controls with reference to Financial Statement.

Assurance on the effectiveness of internal financial controls is obtained through management reviews and self-assessment, continuous control monitoring by functional experts as well as testing of the internal financial control systems by the Statutory Auditors and Internal Auditors during the course of their audits.

The Company believes that these systems provide reasonable assurance that the Company's internal financial controls are adequate and are operating effectively as intended.

39. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis; and
- e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

40. COMPLIANCE WITH SECRETARIAL STANDARDS:

During the period, under review your Company is in compliance with all the applicable Secretarial Standards as specified or issued by the Institute of Company Secretaries of India.

41. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

In accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act") and Rules made thereunder, the Company has in place a policy which mandates no tolerance against any conduct amounting to sexual harassment of women at workplace.

The Company has an Internal Committee to redress and resolve any complaints arising under the POSH Act. Training / Awareness programs are conducted throughout the year to create sensitivity towards ensuring respectable workplace.

Your director's further state that during the period under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

42. MATERNITY BENEFIT:

As part of our ongoing commitment to employee welfare, diversity, and inclusion, we continue to support our staff through a comprehensive maternity policy. This policy reflects our dedication to creating a family-friendly workplace and ensuring that all employees feel supported during key life events.

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year.

43. DETAILS OF APPLICATION / ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 OR ANY OTHER REGULATORY AUTHORITY:

Neither any application was made nor any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the period under review.

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

44. 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:

As Company has not done any one-time settlement during the year under review hence no disclosure is required.

45. INFORMATION TO SHAREHOLDERS:
a. Annual General Meeting – Date, Time, Venue

Annual General Meeting	22 nd Annual General Meeting
Day & Date	Monday, 29 th September, 2025
Time	05:00 PM.
Venue	Through Video conferencing

For details, please refer to the Notice of this AGM.

As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings, particulars of Directors seeking re-appointment at this AGM, the brief details are mentioned to the Notice of this AGM.

b. Listed on Stock Exchange:

The Company is listed on SME Platform of BSE Limited.

c. Re – Appointed of Director

The particulars of directors seeking re-appointment at the ensuing AGM are mentioned in the 'Annexure- A' to the Notice of this AGM.

d. Stock Code:

BSE Scrip Name: 544052

Depository Connectivity: NSDL & CDSL

ISIN Number for equity shares of the Company: INE0Q2Z01013

e. Market price data:
High & Low during the financial year 2024-2025 on BSE:

Month	High	Low	Closing
June, 2024	48	48	48
September, 2024	50.50	49.73	49.70
December, 2024	46.18	46.18	46.17
March, 2025	23.60	24.60	24.60

The Company got listed on BSE on 21st December, 2023:

f. Distribution of Shareholding as on 31st March, 2025:

No. of Equity Shares held	No. of Shareholders	No. of Shares held	% in Equity Capital
5001 to 10000	2	1002	0.01
10001 to 20000	328	656000	9.56
30001 to 40000	53	212000	3.09
50001 to 100000	28	208000	3.03
100001 & above	24	5786998	84.31

g. Shareholding Pattern as on 31st March, 2025:

Sr. No.	Category of Shares	No. of Shares	% of total shares
(A)	Promoter & Promoter Group:		
	(a) Individuals/Hindu Undivided Family	49,59,900	72.26
	Sub Total:	49,59,900	72.26

(B)	Public Shareholding:		
	1. Institutions		
	(a) Financial Institutions/Banks/Any Others	0	0.00
	(b) Foreign Institutional Investors	0	0.00
	2. Non-Institutions		
	(a) Directors and their relatives (excluding Independent Directors and Nominee Directors)	0	0
	(b) Individuals	12,90100	18.8
	(c) Trust	0	0
	(d) Hindu Undivided Family	122000	1.78
	(e) Non-Resident Indians (NRI)	20000	0.29
	(f) Bodies Corporate	472000	6.87
	Sub Total:	1904100	27.74
	GRAND TOTAL	6864000	100.00

h. Dematerialization of Shares:

As on March 31, 2025, 6864000 Equity Shares were held in dematerialized form with NSDL and CDSL. The 100% shareholding of Promoters & Promoters Group is in dematerialised form in compliance with Regulation 31(2) of the Listing Regulations.

i. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date & likely impact on equity:

No GDRs/ADRs/Warrants or convertible instruments have been issued by the Company.

j. Details of shares in suspense account:

The are no shares in suspense account.



46. ACKNOWLEDGEMENT:

The Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review.

The Directors appreciate & value the contribution made by every member of the company.

**For and on Behalf of the Board of Directors
BENCHMARK COMPUTER SOLUTIONS LIMITED**

**Hemant Muddanna Sanil
Chairman & Managing Director
DIN: 01245532**

**Sangeeta Dhananjay Wakode
Whole Time Director
DIN: 10460812**

**Date: 18.08.2025
Place: Mumbai**

‘ANNEXURE – B’

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]**

To,
The Members
M/s. Benchmark Computer Solutions Limited
Unit No 2, 2nd Floor, Jyoti Wire House, Plot No 23A
Shah Indl. Estate, Veera Desai Road, Andheri (W),
Mumbai, Mumbai, Maharashtra, India, 400053.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Benchmark Computer Solutions Limited, (hereinafter called the “Company”). Secretarial Audit was conducted in the manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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 representative during the conduct of secretarial audit, I hereby report that in my opinion the Company has during the period covering April 1, 2024 to March 31, 2025, 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:

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contract (Regulation) Act, 1956 (“SCRA”) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent applicable;
- (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, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

-
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the company during the review period)
 - (e) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (f) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - (g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the company during the review period)
 - (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the company during the review period)
 - (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021: (Not applicable to the company during the review period)
 - (k) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the review period)
- (vi) Other specifically applicable laws to the Company:

As informed by the management, there are no other laws applicable specifically to the Company.

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

- (i) Secretarial Standards Issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with SME Platform-BSE read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the fact that certain forms/ returns required to be filed under the Act has been filed belatedly with payment of applicable additional fee. The Securities of the Company got listed on the Bombay Stock Exchange (BSE) under SME category w.e.f. December 21, 2023.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including Woman Director. The Key Managerial Persons (KMPs) required by the Companies Act, 2013 under the provisions of section 203 has been appointed. The changes in the composition of the Board of Directors and KMPs that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors for the meetings of the Board and Committees. Except where consent of directors was received for scheduling meeting at a shorter notice, 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 by the directors.

Decisions at the meetings of the Board of Directors/ Committees of the Company were carried unanimously. I was informed that there were no dissenting views of the members on any of the matters on any of the matters during the year that were required to be captured and recorded as part of the minutes.

The circular resolutions passed by the Board of Directors of the Company were approved with requisite majority.

I further report that the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory auditors, tax auditors and other designated professionals. I further report that as per the explanations given to me, by the company, its officers and authorized representatives during the conduct of the audit and compliance certificate (s) placed before the board meeting, the representation made by the Management and relied upon by me, 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.

I further report that the company is being maintained the SDD data in a excel sheet before the installation of SDD software. The company has installed the SDD software on 8th February, 2024. The company is maintaining the entries and data in SDD software after the demo is given to the company's authorized person about the use and maintenance of SDD software and data.

I further report that during the audit period, there were following specific events / actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.:

1. Appointment of M/s Valawat & Associates, Chartered Accountants. (FRN 003623C) as Statutory Auditor of the Company for a term of one (01) Year, to hold office from the conclusion of the 21st Annual General meeting to till the conclusion of 22nd Annual General Meeting.
2. Ms. Mona Mukund Bhide was appointed as Additional Director (in the category of Independent Director) of the Company w.e.f. 03rd September, 2024 and was regularized as a director (in the category of Independent Director) for the consecutive term of five years, i.e., September 03, 2024 to September 02, 2029 (both days inclusive) in the Annual General Meeting held on 30th September, 2024.
3. Increase in managerial remuneration of Mr. Hemant Muddanna Sanil, managing director and Ms. Sangeeta Dhanajay Wakode, Whole time director of the company was approved by the members in AGM held on 30th September, 2024.

4. The Company has re-appointed M/s. LEELA FINTECH SERVICES LLP, as Internal Auditor at the Board Meeting held on 03rd September, 2024 for the financial year 2024-2025.
5. The company has re-appointed M/s. M.K Saraswat & Associates, as Secretarial Auditor of the company at the Board Meeting held on 03rd September, 2024 for the financial year 2024-25.
6. During the period under review, company have 4 Board meetings and the gap between two consecutive board meetings has not exceed 120 days.

For M K Saraswat & Associates LLP**Mukesh Saraswat**

Partner

M. No. F9992

COP No. 10856

UDIN: F009992G001026832

Peer Review Certificate No.: 2172/2022

Place: Mumbai

Date: 18/08/2025

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.

Annexure - A

To,
The Members,
Benchmark Computer Solutions Limited
Unit No 2, 2nd Floor, Jyoti Wire House, Plot No 23A
Shah Indl. Estate, Veera Desai Road, Andheri (W),
Mumbai, Mumbai, Maharashtra, India, 400053.

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 process 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 process and practices followed by us 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 are the responsibility of the management. Our examination was limited to the verification of procedure 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 M K Saraswat & Associates

Mukesh Saraswat

Proprietor

M. No. F9992

COP No. 10856

UDIN: F009992G001026832

Peer Review Certificate No.: 2172/2022

Place: Mumbai

Date: 18/08/2025

“ANNEXURE - C”

MANAGERIAL REMUNERATION

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. The ratio of the remuneration of each director to the median remuneration of the employee of the Company for the financial year:

Name of Directors	Ratio to median remuneration
Executive Directors	
Mr. Hemant Muddanna Sanil	3.71
Mrs. Sangeeta Dhananjay Wakode	4.31
Mrs. Savita Hemant Sanil	3.56
Non – Executive Directors	
Mr. Girish Kumar Joshi	0.29
Mr. Satish Inani	0.12
Ms. Mona Mukund Bhide	1.09

- b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% Increase in remuneration in the financial year
Mr. Hemant Muddanna Sanil	-4.98%
Mrs. Sangeeta Dhananjay Wakode	39.88%
Mrs. Savita Hemant Sanil	22.50%
Mr. Girish Kumar Joshi	50.00%
Ms. Mona Mukund Bhide	NA
Mr. Satish Inani	-37.50%
Ms. Rasika Ramchandra Katkar	9.31%
Ms. Ritika Deepak Paneri	78.11%

- c. The percentage increase in the median remuneration of employees in the financial year as compare to previous financial year: 25.09%

- d. The number of permanent employees on the rolls of Company: 99

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

- f. There has been increase in the salaries of employees other than the managerial personnel for the financial year i.e. 2024-25: 8%

Increase in the managerial remuneration for the financial year as per the table mentioned above.

- g. Affirmation that the remuneration is as per the remuneration policy of the Company:



The Nomination and Remuneration Committee of the company has affirmed that the remuneration paid is as per the remuneration policy of the Company.

- h. The Policy is available on the Company's Website: <https://benchmarksolution.com>.

**For and on Behalf of the Board of Directors
BENCHMARK COMPUTER SOLUTIONS LIMITED**

**Hemant Muddanna Sanil
Chairman & Managing Director
DIN: 01245532**

**Sangeeta Dhananjay Wakode
Whole Time Director (CEO)
DIN: 10460812**

**Date: 18/08/2025
Place: Mumbai**

‘ANNEXURE – D’

**COMPLIANCE CERTIFICATE PURSUANT TO REGULATION 17(8) OF SEBI (LISTING
OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To,
The Board of Directors,
Benchmark Computer Solutions Limited,
Reg. Office Address: Unit No 2, 2nd Floor, Jyoti Wire House,
Plot No. 23A Shah Indl. Estate, Veera Desai Road, Andheri (W),
Mumbai, Maharashtra – 400053.

I, Rasika Ramchandra Katkar, Chief Financial Officer of the Company hereby certify that:

- A. I have reviewed financial statements for the entire financial year ended 2024-2025 and that to the best of our knowledge and belief:
- i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are to the best of my knowledge and belief, 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 that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. I have indicated to the auditors and the Audit Committee:
- 1. That there are no significant changes in internal control over financial reporting during the year;
 - 2. That there are no significant changes in accounting policies during the year; and
 - 3. That there is no significant fraud of which they become aware and the involvement therein, if any, of the management or an employee having significant role in the entity’s internal control system over financial reporting.

For and on Behalf of Benchmark Computer Solutions Limited

Rasika Ramchandra Katkar
Chief Financial Officer

Place: Mumbai
Date: 23/05/2025

‘ANNEXURE – E’

MANAGEMENT DISCUSSION ANALYSIS REPORT

BUSINESS INTRODUCTION

Benchmark Computer Solutions Limited is an IT infrastructure solutions and technology consulting company provides end-to-end technology and technology related services including:

- i. IT Infrastructure Solutions
- ii. Software and Web Based Application Development Services
- iii. Annual Maintenance Contract (AMC) and Facility Management Services (FMS)

The depending on the requirements our company can tailor make a bouquet of services to effectively meet the expectations of our clients. Our focus remains on long term sustainable growth with longer duration contracts.

In today's world, technology has become extremely important for businesses, governments, and society as a whole. As technology keeps advancing rapidly, companies are finding it challenging to keep up with the changes and need experts who understand both the traditional and digital aspects of technology. In which Our company excels and provides various services that helps the businesses in transforming as well as adapt to the changes in the Technology. The digital transformation happening across industries, also meant that our company needed to strengthen our own offerings, along with deepening our understanding of the latest technology trends.

The Company provides all service models such as IaaS (Infrastructure as a Service), PaaS (Platform as a Service) and SaaS (Software as a Service). The Service portfolio of the company comprises of IT Infrastructure and Solution Services, Software and web-based applications and Annual Maintenance Contract (AMC) and Facility Management Services (FMS). The Company has deep domain knowledge across industry sectors and technology expertise across traditional and new age technologies. Using its extensive understanding of its customers' businesses and leveraging a combination of advanced technologies and expertise, company provides tailored solutions designed to deliver differentiated outcomes.

We provide a comprehensive range of services covering the entire lifecycle of IT infrastructure i.e., Plan-Build-Run-Monitor. We continually look for new areas in the customer's business where we can add value, proactively invest in building innovative capabilities, and launch new offerings to participate in those opportunities. The objective is to boost the top line, embrace new technology-enabled business models, create new revenue streams, address new customer segments, and deepen existing customer relationships.

We are authorised partner to multiple corporates including HP (Under HP amplify membership programme), SafeAeon (SafeAeon Partner Ecosystem Program), Veeam, Vertive, Konika Minolta Business Solutions and Dell Technologies. We have been certified with ISO 9001: 2015 and ISO 27001: 2013 from SN Registrars (Holdings) Limited, UK and Quality Control Certification, UK for Installation of Hardware of IT Related products and providing Services as per customer requirements.

GLOBAL OUTLOOK

Total global IT spending is projected to reach \$5.74–\$5.75 trillion in 2025, marking roughly 9.3% year-over-year growth. Growth across segments: hardware, software, and services; IT services lead with estimated revenues of ~\$1.5 trillion globally.

According to leading market research and analyst consensus, worldwide IT spending is estimated to have reached USD 5.75 trillion in 2025, reflecting a year-on-year growth of approximately 9.3%. This expansion was driven primarily by rising enterprise adoption of AI-driven infrastructure, migration to hybrid and multi-cloud environments, and greater investments in cyber resilience and managed IT services.

Region-wise economic growth (%)

In 2025, the global IT industry exhibited resilient expansion across all regions. North America leads with robust growth of approximately 10.2%, driven by enterprise AI deployment and cloud scale-up. Asia-Pacific followed closely at 7.8%, powered by strong momentum in India, China, and Southeast Asia. Latin America and EMEA posted growth rates of 7.0% and 6.4% respectively, shaped by macroeconomic constraints and moderate digital infrastructure upgrading. Notably, while global GDP expansion has slowed, IT spend growth continues to outpace broader economic trends, signalling persistent strategic investment in digital transformation.

Demand Drivers

In 2025, the global IT industry is being driven by rapid advancements in generative AI, widespread cloud adoption, heightened cybersecurity needs, and ongoing digital transformation across key verticals. Enterprises are increasingly integrating AI and automation into their operations, fuelling demand for hybrid IT infrastructure, data centers, and edge computing. The continued rise of remote and hybrid work models is also sustaining investment in collaboration tools and secure access solutions. Simultaneously, government-led digitization initiatives in emerging markets, particularly in India and Southeast Asia, are expanding the demand for scalable and cost-effective IT services. Additionally, a growing emphasis on ESG and sustainability is prompting organizations to adopt energy-efficient IT infrastructure and green technologies, further shaping the global IT demand landscape.

Supply Gaps

In 2025, the global IT supply chain has shown signs of stabilization after years of disruption caused by the pandemic and geopolitical tensions; however, critical vulnerabilities remain. The demand surge for AI infrastructure, semiconductors, and data center equipment has strained global manufacturing capacities, leading to periodic shortages of GPUs, networking gear, and high-performance servers. Geopolitical factors—such as trade restrictions, export controls, and regional conflicts—continue to impact the flow of key components, especially from semiconductor hubs like Taiwan, South Korea, and China. In response, companies are diversifying suppliers, localizing manufacturing, and investing in resilient supply chain strategies, including just-in-case inventory models and nearshoring. Despite these efforts, supply chain agility and security remain essential focus areas for the IT industry to meet growing demand reliably and sustainably.

INDIAN OUTLOOK

The Indian IT industry continues to be a vital growth engine for the country's economy, with exports estimated to surpass USD 210 billion in FY 2024–25, marking a steady growth rate of around 8–10% year-on-year. This growth is fuelled by sustained demand from global markets, especially in digital transformation services, cloud migration, AI adoption, and cybersecurity solutions. Looking ahead, the Indian IT sector is poised for strong growth, driven by increasing global demand for AI and cloud services, expanding domestic digital adoption, and a strategic focus on sustainability and green IT practices.

STRONG GROWTH OPPORTUNITIES:

According to the latest NASSCOM report and industry analyses for fiscal year 2025, the Indian IT services sector is poised for moderate yet sustainable growth of approximately 2–4% year-over-year, driven predominantly by increased demand for infrastructure management, cloud-native services, and digital engineering. Foundational investments continue to rise across cloud adoption, IT modernization, digital customer experience, and automation projects. Enterprises remain focused on cost optimization and operational efficiency, but with a stronger emphasis on strategic transformation initiatives that foster agility and resilience.

OUTLOOK FOR OUR COMPANY:

As we move through 2025, Benchmark Computer Solutions Limited is well-positioned to capitalize on the robust growth opportunities in the global and Indian IT markets. Our focus on cloud services, AI-driven solutions, and cybersecurity aligns closely with the key demand drivers shaping the industry. We anticipate steady revenue growth fuelled by expanding engagements in digital transformation projects, particularly within BFSI, healthcare, and emerging technology sectors.

The company's investments in upskilling talent, enhancing delivery capabilities, and deepening client partnerships are expected to strengthen our competitive position both domestically and internationally. Additionally, our commitment to sustainability and green IT initiatives positions us favourably with clients increasingly prioritizing ESG considerations.

While global economic uncertainties and supply chain challenges persist, Benchmark's agile business model and diversified service portfolio provide resilience and flexibility. We remain optimistic about increasing market share, driving innovation, and delivering value to stakeholders in the coming fiscal years.

ANALYSIS OF FINANCIAL PERFORMANCE

Standalone performance for the year ended 31st March, 2025:

The Company's revenues from operations in FY 2024-25 is Rs. 4342.99 Lakhs as compared to Rs. 3461.68 Lakhs in the FY 2023-24 Profit Before Tax is Rs. 227.01 Lakhs 2024-2025 as compared 301.70 Lakhs in FY 2023-2024. Profit After Tax is Rs. 170.05 Lakhs in FY 2024-2025 as compared 221.24 Lakhs in FY 2023-2024.

Rs. in Lakhs		
Particulars	FY 2024-2025	FY 2023-2024
Revenue from operations	4342.99	3461.68
Other Income	96.06	62.27
Total Income	4,439.05	3,523.95
Profit Before Tax	227.01	301.70
Profit After Tax	170.05	221.24

Segment Wise revenue

Rs. in Lakhs		
Particulars	FY 2024-2025	FY 2023-2024
IT infrastructure solutions	3543.33	2811.59
Software and web-based Application development services	480.00	533.99

Application management service (AMS)	310.16	8.60
Leasing of Services	9.50	107.50
Total Revenue	4342.99	3461.68
Particulars	FY 2024-2025	FY 2023-2024
Services	1428.82	1304.66
Product	2914.17	2157.02
Total Revenue	4342.99	3461.68

Financial Ratios

Sr. No.	Ratio	31.03.25	31.03.24	% Variance	Remarks
1	Current Ratio	2.54	2.24	13.15%	-
2	Debt – Equity Ratio	0.22	0.22	0.20%	-
3	Debt – Service Coverage Ratio	2.56	5.68	-54.95%	Due to reduced profits and the prompt settlement of principal repayments of loans, this ratio has been increased during the year.
4	Return on Equity Ratio	6.48%	11.56	-43.93%	The Company's net profits have been decreased.
6	Trade Receivables Turnover Ratio	5.95	4.75	25.45%	The Increase in Trade receivable turnover ratio is primarily increase in Turnover during the current financial year.
7	Trade Payables Turnover Ratio	4.62	3.49	32.38%	The increase in the creditors turnover ratio is primarily due to higher Cost of Goods Sold during the year and a reduction in the trade payables balance.

8	Net Capital Turnover Ratio	2.38	2.45	-2.83%	-
9	Net Profit Ratio	3.92%	6.39	-38.74%	The decrease in the ratio is due to a decline in net profits during the year, despite an increase in sales.
10	Return on Capital Employed	8.17%	11.80	-30.73%	The decrease in the ratio is due to decrease in net profits while the net worth of the company has been increased for the year.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Human resource is an asset to any industry. We believe that our employees are our greatest asset and the cornerstone of our success. Our comprehensive talent management framework focuses on continuous learning, skill enhancement—especially in emerging technologies like AI, cloud computing, and cybersecurity—and leadership development.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Our internal control systems are regularly reviewed and strengthened to adapt to the evolving business environment and emerging risks. The Company has implemented comprehensive policies and procedures covering key areas such as financial controls, IT security, procurement, and project management. These controls are supported by advanced technology solutions that provide real-time monitoring and facilitate timely detection of discrepancies or inefficiencies.

Regular audits—both internal and external—are conducted to evaluate the effectiveness of our control environment. Findings and recommendations from these audits are diligently addressed through corrective action plans, ensuring continuous improvement.

RISKS AND CONCERNS

The Company is exposed to normal industry risk factors. The Company manages these risks, by maintaining a prudent financial profile and by following healthy business and risk management practices.

CAUTIONARY STATEMENT

Statements in the management discussion and analysis describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable securities, laws and regulations. Actual results could differ materially from those expressed or implied. The important factors that could make a difference to the Company's operations include global and Indian demand and supply conditions, finished goods prices, raw material availability and prices, cyclical demand, changes in government regulations, environmental laws, tax regimes, economic developments within India and the world, as well as other factors such as litigation and industrial relations.

‘ANNEXURE – F’

FAMILIARIZATION PROGRAMME DETAILS FOR INDEPENDENT DIRECTORS:

(In Hours)

Sr. No.	Name of Independent Directors	Name of Independent Directors		
		Mr. Satish Inani	Mr. Girish Kumar Joshi	Ms. Mona Mukund Bhide
1.	Overview of HR consulting market trends	1	1	1
2.	Industry/Regulatory Trends	1	1	0
3.	Risk management and internal controls	0	2	1
4.	Governance & Operations	1	1	2
	Total	3	5	4

**For and on Behalf of the Board of Directors
BENCHMARK COMPUTER SOLUTIONS LIMITED**

Hemant Muddanna Sanil
Chairman & Managing Director
DIN: 01245532

Sangeeta Dhananjay Wakode
Whole Time Director
DIN: 10460812

Date: 18/08/2025
Place: Mumbai

‘ANNEXURE – G’

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS:

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (LODR) Regulations, 2015)

To,
M/s. Benchmark Computer Solutions Limited
Registered Office Address: Unit No 2,
2nd Floor, Jyoti Wire House, Plot No. 23A
Shah Indl. Estate, Veera Desai Road,
Andheri (W), Mumbai, Maharashtra -400053.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Benchmark Computer Solutions Limited having CIN Number: L72000MH2002PLC137752** having its registered Office at Unit No 2, 2nd Floor, Jyoti Wire House, Plot No. 23A Shah Indl. Estate, Veera Desai Road, Andheri (W), Mumbai, Maharashtra -400053., (hereinafter referred as Company) produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para - C Sub-clause 10(i) of the SEBI (LODR) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company & its officers.

Whereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN	Designation	Date of Appointment
1.	Mr. Hemant Muddanna Sanil	01245532	Chairman & Managing Director	31/10/2002
2.	Mrs. Sangeeta Dhananjay Wakode	10460812	Whole Time Director	20/01/2024
3.	Mrs. Savita Hemant Sanil	10192504	Executive Director	07/06/2023
4.	Mr. Girish Kumar Joshi	09659780	Independent Director	14/07/2023
5.	Ms. Mona Mukund Bhide	05203026	Independent Director	03/09/2024



Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company.

Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M K Saraswat & Associates

**Mukesh Saraswat
Proprietor
M. No. F9992
COP No. 10856
UDIN: F009992G001026931**

**Place: Mumbai
Date: 18/08/2025**

INDEPENDENT AUDITORS' REPORT

**TO
THE MEMBERS OF
BENCHMARK COMPUTER SOLUTIONS LIMITED**

Report on the Audit of Financial Statements**Opinion**

We have audited the financial statements of BENCHMARK COMPUTER SOLUTIONS LIMITED (here in after referred to as “the Company”), which comprise the Balance Sheet as at March 31, 2025, and the Statement of Profit & Loss and Statement of Cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (collectively referred to as ‘Financial Statements’).

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 (here in after referred to as “the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at March 31, 2025, and profits (financial performance), and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under provisions of the Act 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.

Other Information

The Company’s Board of Directors are responsible for the 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.

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

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

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the 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 statement 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.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

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

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

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 Act and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure-A a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company, so far as 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 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 written representations received from the directors as on March 31, 2025, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164 (2) of the Act;
- f) In our opinion and according to the information and explanations given to us, we report that the remuneration paid/provided to the Directors during the year ended March 31, 2025 is in accordance with the provisions of Section 197 of Companies Act, 2013 read with Schedule V to the Act;
- g) 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”;
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with the 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, we report that:
- i. The Company has disclosed the impact of pending litigations on its financial position in the financial statements (Refer Note 28 of the Financial Statements).
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investors Education and Protection Fund by the Company.
 - iv. (a) As per the information and explanation given to us by the management, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) As per the information and explanation given to us by the management, no funds have been received by the company from any person or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or



on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) On the basis of above representations, nothing has come to our notice that has cause us to believe that the above representations contained any material mis-statement.

- v. Based on the information and explanation provide to us, no dividend has been declared or paid during the year by the company.
- vi. Based on our examination, which include test checks, the company has used accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

As per proviso to Rule 3(1) of the Act, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For Valawat & Associates
Chartered Accountants
Firm Reg. No. 003623C

Priyansh Valawat
Partner
M. No.:434660

Place: Mumbai
Date: May 23, 2025
UDIN: 25434660BMGXTL1816

ANNEXURE-A TO INDEPENDENT AUDITOR'S REPORT

Annexure referred to in paragraph 1 under the 'Report on Other Legal and Regulatory Requirements' of our report to the members of BENCHMARK COMPUTER SOLUTIONS LIMITED, ('the Company') for the year ended on March 31, 2025.

We report that:

- i. In respect of its Property, Plant & Equipment and intangible assets:
 - a) (A) The Company is maintaining proper records showing full particulars including quantitative details and situation of Property, Plant & Equipment;
(B) The Company is maintaining proper records showing full particulars of intangible assets.
 - b) The Company has a regular program of physical verification of fixed assets which is, in our opinion, reasonable having regard to the size of the Company and the nature of its assets.

In accordance with this programme, fixed assets have been physically verified by the management during the year and no material discrepancies have been noticed on such verification;

- c) As per the information and explanation given to us by the management, we report that the title deed of the immovable property is not held in the name of the Company as at the balance sheet date;

Description of Property	Gross Carrying Value	Held in the name of	Whether promoter, director or their relative or employee	Period held indicate a range, where appropriate	Reason for not being held in the name of company
Office Premises	187.32 Lacs	(1) Ms. Sangeeta Wakode (Wife of Late Dhananjay Wakode) (2) Hemant Sanil	Yes	Since 18th October, 2015	The property was purchased through an agreement dated 20th October, 2015 by Ms. Sangeeta Wakode (Wife of Late Dhananjay Wakode) & Hemant Sanil who are the directors of the company.



-
- d) As per the information and explanation given to us by the management, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) during the year and hence provisions of Clause 3(i)(d) of the Order are not applicable to the Company;
- e) As per the information and explanation given to us by the management, 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 and hence provisions of Clause (i)(e) of the Order are not applicable to the Company.
- ii. In respect of its inventories & working capital:
- a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of Rupees five crores, in aggregate, from banks or financial institution on the basis of the security of current assets at any point of time during the year.
Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the company.
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to any company, firm, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of Clause 3 (iii) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not provided any guarantee or security to the parties covered under Section 185 and Section 186 of the companies Act, 2013. Hence, provisions of Clause 3(iv) of the aforesaid Order in this regard are not applicable to the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits or amounts which are deemed to be deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed thereunder to the extent notified.
- vi. As per the information and explanation given to us, maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act for the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the Order is not applicable to the company.
- vii. (a) According to the records of the Company, the Company is generally been regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, cess and any other statutory dues applicable to the Company to the appropriate authorities;
Further, according to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, GST, sales tax, wealth tax, duty of customs, duty of excise, value added tax or cess and other statutory dues



were outstanding, as at March 31, 2025, for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of income tax, GST, sales tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited by the company on account of disputes except for the following:

Nature Dues of	Forum where dispute is pending	Financial Year	Amount (Rs. in Lakhs)
Income tax	Appeal to Commissioner of Income tax (Appeals)	2015-16	0.73

- viii. According to the information and explanations given to us, there are no transactions that are not recorded in the books of accounts and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

- ix. In Respect of borrowings:

- According to information and explanations given to us, the company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any financial institution or bank as at the balance sheet date. The company has not taken any loans from the government.
- The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- In our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.
- On an overall examination of the financial statements of the Company, funds raised on short- term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- The company does not have any subsidiary or associate or joint venture during the year and hence, reporting under clause 3(ix)(e) of the Order is not applicable.
- The Company does not have any subsidiary or associate or joint venture and hence reporting on clause 3(ix)(f) of the Order is not applicable.

- x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and hence provisions of Clause 3(x)(a) of the Order are not applicable to the Company;
- (b) According to information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year and hence reporting under clause 3(x)(b) of the Order is not applicable.

- xi. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company noticed or reported during the year, nor have we been informed of any such case by the management. Clause 3(xi)(a) to (c) of the Order is, therefore, not applicable to the Company for the year under audit. As represented to us by the



-
- management, there are no whistle blowers' complaints received by the company during the year.
- xii. The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to the Company and hence provisions of Clause 3(xii)(a) to (c) of the Order are not applicable to the Company.
- xiii. The Company has entered into the transaction with the related parties in compliance with the provisions of the Section 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. In our opinion and based on the information and explanations given to us, the company has an adequate internal audit system commensurate with the size and nature of its business. The Internal audit reports of the company issued from April 1, 2024 to March 31, 2025.
- xv. The Company has not entered into any non-cash transactions with its directors or the persons connected with him and hence provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. According to the information and explanations given to us, the company has not incurred cash losses in current financial year and immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year, and hence provisions of Clause 3(xviii) of the Order is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx. According to the information and explanations given to us, Schedule VII and CSR provisions under section (5) of section 135 of Companies Act is not applicable to the Company.



Accordingly, provisions of Clause 3(xx) (a) and (b) of the Order are not applicable to the Company.

- xxi. According to the information and explanations given to us, the Company need not prepare consolidated financial statements. Accordingly, provisions of Clause 3(xxi) (a) and (b) of the Order are not applicable to the Company.

For Valawat & Associates
Chartered Accountants
Firm Reg. No. 003623C

Priyansh Valawat
Partner
M. No.:434660

Place: Mumbai
Date: May 23, 2025
UDIN: 25434660BMGXTL1816

ANNEXURE-B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in para 2(g) under “Report on other Legal and Regulatory Requirement” of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of BENCHMARK COMPUTER SOLUTIONS LIMITED (“the Company”) as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management 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 (the “Guidance Note”) issued by The Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls 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 Act.

Auditor's 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 and the Standards on Auditing, issued by the ICAI and prescribed under Section 143(10) of the Act, 2013 to the extent applicable, to an audit of internal financial controls both issued by The Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A

Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India"

For Valawat & Associates
Chartered Accountants
Firm Reg. No. 003623C

Priyansh Valawat
Partner
M. No.:434660

Place: Mumbai
Date: May 23, 2025
UDIN: 25434660BMGXTL1816



Benchmark Computer Solutions Limited				
[CIN:L72000MH2002PLC137752]				
Balance Sheet as at 31st March, 2025				
(₹ in Lakhs)				
	Particulars	Note No.	As at 31st March, 2025	As at 31st March, 2024
I.	EQUITY AND LIABILITIES			
1	Shareholder's Funds			
	Share Capital	2	686.40	686.40
	Reserves and Surplus	3	2,021.83	1,851.78
			2,708.23	2,538.18
2	Non-Current Liabilities			
	Long-Term Borrowings	4	157.26	274.86
	Deferred Tax Liabilities (Net)	5	-	4.59
	Long Term Provisions	6	39.77	34.13
			197.03	313.58
3	Current Liabilities			
	Short - Term Borrowings	7	446.96	290.30
	Trade Payable	8		
	(i) Total outstanding dues of micro enterprises and small enterprises; and		116.12	152.13
	(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		519.61	762.86
	Other Current Liabilities	9	168.31	155.99
	Short Term Provisions	10	12.44	19.32
			1,263.44	1,380.60
	TOTAL		4,168.70	4,232.36
II.	ASSETS			
1	Non-Current Assets			
	Property, Plant & Equipment and Intangible Assets			
	(i) Property, Plant & Equipment	11	393.34	809.20
	(ii) Intangible Assets	11	148.17	-
	(iii) Intangible Assets under development	11	-	118.64
	Non Current Investments	12	378.06	180.81
	Deferred Tax Assets (Net)	5	7.66	-
	Other Non Current Assets	13	38.25	30.28
			965.48	1,138.93
2	Current Assets			
	Inventories	14	527.19	100.97
	Trade Receivables	15	721.50	737.34
	Cash and Cash Equivalents	16	1,719.50	2,049.26
	Short Term Loans & Advances	17	32.61	29.99
	Other Current Assets	18	202.42	175.87
			3,203.22	3,093.43
	TOTAL		4,168.70	4,232.36
Significant Accounting Policies		1		
See accompanying Notes 1 to 40 forming part of the Financial Statements				
As per our Report of even date attached				
For Valawat & Associates		For and on behalf of the Board of Directors		
Chartered Accountants		of Benchmark Computer Solutions Limited		
Firm Reg. No. 003623C				
Priyansh Valawat		Hemant Sanil		Sangeeta Wakode
Partner		Managing Director		Whole-time Director
Membership No. 434660		DIN: 01245532		DIN: 10460812
		Ritika Paneri		Rasika Katkar
		(Company Secretary)		(CFO)
Place : Mumbai		Place : Mumbai		
Date : May 23, 2025		Date : May 23, 2025		
UDIN : 25434660BMGXTL1816				

Benchmark Computer Solutions Limited [CIN:L72000MH2002PLC137752] Statement of Profit and Loss for the year ended 31st March, 2025			
(₹ in Lakhs)			
Particulars	Note No.	Year ended 31st March, 2025	Year ended 31st March, 2024
REVENUE			
Revenue from Operations	19	4,342.99	3,461.68
Other Income	20	96.06	62.27
Total Income		4,439.05	3,523.95
EXPENSES			
Purchases of Stock-in-trade	21	3,578.75	2,404.58
Changes in Inventories of Stock-in-trade	22	(426.22)	(62.63)
Employee Benefits Expense	23	526.00	464.25
Finance Costs	24	34.23	54.26
Depreciation and Amortization Expense	25	213.01	111.77
Other Expenses	26	286.26	250.02
Total Expenses		4,212.04	3,222.25
Profit/(Loss) Before Tax		227.01	301.70
Less : Tax Expense			
Current Tax		69.87	68.74
Deferred Tax		(12.25)	8.66
Excess/Short Provision of Tax of Earlier Years		(0.66)	3.06
Total Tax Expense		56.96	80.46
Profit/(Loss) for the period		170.05	221.24
Earning per equity share: (Face Value Rs. 10/- per Share)			
Basic and Diluted (Rs.)	27	2.48	5.73
Significant Accounting Policies	1		
Accompanying Notes to Financial Statements	1 - 40		
In terms of our Report of even date			
For Valawat & Associates Chartered Accountants Firm Reg. No. 003623C		For and on behalf of the Board of Directors of Benchmark Computer Solutions Limited	
Priyansh Valawat Partner Membership No. 434660		Hemant Sanil Managing Director DIN: 01245532	Sangeeta Wakode Whole-time Director DIN: 10460812
		Ritika Paneri (Company Secretary)	Rasika Katkar (CFO)
Place : Mumbai Date : May 23, 2025 UDIN : 25434660BMGXTL1816		Place : Mumbai Date : May 23, 2025	

Benchmark Computer Solutions Limited

[CIN:L72000MH2002PLC137752]

Notes to Financial Statements for the year ended 31st March, 2025

Note 1: Statement of Significant Accounting Policies and Other Explanatory Notes

1 Company Overview

Benchmark Computer Solutions Limited ("the Company") is a limited company incorporated in India on 31st October, 2002 having its registered office at Unit No 2, 2nd Floor, Jyoti Wire House, Plot No 23A, Shah Indl. Estate, Veera Desai Road, Andheri (W), Mumbai 400053. The Company's business consist of IT infrastructure solutions and technology consulting, the company harnesses the power of cognitive computing, automation, cloud, analytics and emerging technologies to adapt to the digital world.

2 Basis of Preparation of Financial Statements

The Financial Statements have been prepared under the historical cost convention, on an accrual basis of accounting and in accordance with the Generally Accepted Accounting Principles in India and in compliance with the Accounting Standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rule, 2014.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013.

Ministry of Corporate Affairs ("MCA") through a notification dated March 24, 2021, amended Division I of Schedule III of the Companies Act, 2013 and applicable for the reporting period beginning on or after April 1, 2021. The amendment encompasses certain additional disclosure requirements. The Company has applied and incorporated the requirements of amended Division I of Schedule III of the Companies Act, 2013, to the extent applicable on it while preparing these financial statements.

3 Use of estimates

The preparation of financial statements in conformity with GAAP requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosures of contingent liabilities on the date of financial statements and the reported amount of revenues & expenses during the reporting period. Difference between the actual results and estimated are recognised in the period in which the results are known/ materialized.

4 Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable net of discounts, returns and rebates taking into account contractually defined terms and excluding taxes or duties collected on behalf of the government.

- i) Revenue from sale of goods is recognised when all the significant risks and rewards of ownership of the goods have been passed to the buyer and no significant uncertainty exists regarding the amount of consideration that will be derived from the sale of goods. Sales are recorded net of returns and trade discount. The Company collects GST on behalf of the Government and, therefore, these are excluded from revenue.
- ii) Income from Service rendered is recognised based on the terms of the agreements as and when services are rendered and are net of Goods and Service Tax (GST)/Service Tax.
- iii) Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.
- iv) Dividend income from investments is recognised when the shareholder's rights to receive payment have been established.

5 Investment

Investments, which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are long term investments and classified as non current Investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the long term investments, if any. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

6 Property, Plant & Equipments

(i) Tangible Assets

Property, Plant and Equipment are stated at actual cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

(ii) Intangible Assets

Intangible assets comprises of costs relating to acquisition and development of computer software which are capitalised in accordance with the AS-26 'Intangible Assets' as notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rule, 2014.



Benchmark Computer Solutions Limited

[CIN:L72000MH2002PLC137752]

Notes to Financial Statements for the year ended 31st March, 2025

7 Depreciation and Amortization

Depreciation & Amortization on all assets of the Company is charged on written down value method over the useful life of assets at the rates and in the manner provided in Schedule II of the Companies Act 2013 for the proportionate period of use during the year. Depreciation on assets purchased /installed during the year is calculated on a pro-rata basis from the date of such purchase /installation.

8 Impairment of Tangible & Intangible Assets

The carrying amounts of assets are reviewed at each balance sheet date for any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and its value in use.

9 Inventories:

Inventories are valued at the lower of cost or net realizable value. Net realizable value refers to the estimated selling price in the normal course of business, after deducting the estimated costs of completion and any costs necessary to make the sale. The cost is determined using the Specific Identification method for each inventory item and includes expenses incurred to acquire the inventories and bring them to their current location and condition.

10 Employee Benefits

(i) Provident Fund

The Company's contribution as per Employee Provident Fund Law towards Provident Fund as provided for and payments thereof are made to the relevant authorities on actual basis and relevant employer's contribution are recognized as expenditure and are charged to the Statement of Profit & Loss on accrual basis.

(ii) Gratuity

Gratuity liability is defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The liability so provided is represented substantially by creation of provision and is considered sufficient to meet the liability as and when it accrues for payment in future.

11 Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction or production of the qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to the statement of profit and loss.

12 Foreign Currency Transactions

Foreign-currency denominated monetary assets and liabilities are translated at exchange rate in effective at balance sheet date. The gains or losses resulting from such transactions are included in the Statement of Profit & Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and Non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction. Revenue, expense & cash flow items denominated in foreign currencies are translated using the exchange rate in effect on the date of the transaction. Transaction gains or losses realized upon settlement of foreign currency transaction are included in determining net profit for the period in which the transaction is settled.

13 Taxes on income

i Current Tax:

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

ii

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

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

Company has recognised Deferred tax asset on losses only to the extent of deferred tax liability brought forward from earlier years. Company has not recognised Deferred Tax Asset on the basis of AS -22 as management does not have reasonable certainty of it getting netted off.

14 Earnings per share

Basic earnings per share are computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for the events for bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares) to the extent applicable. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net off any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity

15 Leases

i Operating Lease :

A. Where Co is lessee

Lease of assets under which all the risk and rewards of ownership are effectively retained by the lessor are classified as operating leases. Lease payments under operating leases are recognized as an expense on accrual basis in accordance with the respective lease agreements.

B. Where Co is lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight line basis over the term of the relevant lease.

ii Finance Lease :

A finance lease is a long-term lease agreement where the lessee effectively finances the purchase of an asset over its useful life. While legal ownership remains with the lessor, the lessee assumes most of the risks and rewards associated with ownership.

Benchmark Computer Solutions Limited

[CIN:L72000MH2002PLC137752]

Notes to Financial Statements for the year ended 31st March, 2025

16 Research and Development

Revenue expenditure on research is expensed under respective heads of account in the period in which it is incurred. Capital expenditure is shown as addition to Property, Plant & Equipment and Intangible Assets.

17 Provisions and Contingent Liabilities & Contingent Assets

(i) Provisions

A provision is recognised when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

(ii) Contingent liabilities & Contingent Assets

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

Contingent assets are not recognised in the financial statements. If the inflow of economic benefits is probable, then it is disclosed in the financial statements.

18 Cash Flow Statement

The Cash Flow Statement is prepared by the indirect method set out in Accounting Standard 3 on Cash Flow Statements and presents the cash flows by operating, investing and financing activities of the Company. Cash and cash equivalents presented in the Cash Flow Statement consist of cash on hand and demand deposits with banks.

As per our report of even date attached

For Valawat & Associates
Chartered Accountants
Firm Reg. No. 003623C

Priyansh Valawat
Partner
Membership No. 434660

For and on behalf of the Board of Directors
Benchmark Computer Solutions Limited

Hemant Sanil
Managing Director
DIN: 01245532

Sangeeta Wakode
Whole-time Director
DIN: 10460812

Benchmark Computer Solutions Limited							
[CIN:L72000MH2002PLC137752]							
Notes to Financial Statements for the year ended 31st March, 2025							
Note : 2 : Share Capital							
						(₹ in Lakhs)	
Particulars						As at 31st March, 2025	As at 31st March, 2024
AUTHORIZED CAPITAL							
75,00,000 Equity Shares of Rs.10/- each (PY 75,00,000 equity shares of Rs. 10 each)						750.00	750.00
Total						750.00	750.00
ISSUED , SUBSCRIBED & PAID UP CAPITAL							
68,64,000 Equity Shares of Rs. 10 each (PY 68,64,000 equity shares of Rs.10 each)						686.40	686.40
Total						686.40	686.40
Note 2.1 : Terms & Conditions :							
The company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity share is entitled to one vote per share.							
In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.							
The distribution will be in proportion to the number of equity shares held by the shareholders.							
The authorised share capital of the Company was increased from Rs. 5 lakhs (comprising 50,000 equity shares of Rs. 10 each) to Rs. 750 lakhs (comprising 75,00,000 equity shares of Rs. 10 each), pursuant to the resolutions passed at the Board Meeting held on 30th May, 2023 and the Extra-Ordinary General Meeting held on 12th June, 2023.							
Note 2.2: Reconciliation of Number of Shares Outstanding at the end of the Year (Number of Shares not in Lakhs):							
No. of equity Shares at the beginning of the year						68,64,000	10,000
Bonus shares add during the year						-	50,00,000
Add: Shares issued during the year						-	18,54,000
No. of Equity Shares at the end of the year						68,64,000	68,64,000
Note 2.3 : Shareholders Holding more than 5% of the Aggregate Shares of the Company (Number of Shares Not in Lakhs)							
Name of Shareholders	As at 31st March, 2025			As at 31st March, 2024			
	No. of Shares Held	% of Holding	% Change	No. of Shares Held	% of Holding	% Change	
Dhananjay Wakode **	-	0.00%	0.00%	-	0.00%	-50.00%	
Sangeeta Dhananjay Wakode	24,79,449	36.12%	0.00%	24,79,449	36.12%	36.12%	
Hemant Sanil	24,79,449	36.12%	0.00%	24,79,449	36.12%	-13.88%	
Total	49,58,898	72.25%	0.00%	49,58,898	72.25%	-27.75%	
** Dhananjay Wakode shares transferred to his wife Sangeeta Dhananjay Wakode after his death on 26th december ,2023.							
Note 2.4 - Bonus Shares/Buy Back/Shares for consideration other than cash issues during the past years							
The Company allotted 50,00,000 equity shares of Rs. 10 each as bonus shares in the ratio of 1:500 (i.e., one bonus share of Rs. 10 for every 500 equity shares of Rs. 10 each held as on the record date), by capitalising Rs. 500 lakhs from the Reserve & Surplus, as approved in the Board Meeting held on 29th July, 2023 and the Extra-Ordinary General Meeting held on 31st July, 2023.							
Note 2.5: Shareholding Of Promoters (Number of Shares not in Lakhs):							
Promoter Name	As at 31st March, 2025			As at 31st March, 2024			
	No. of Shares Held	% of Holding	% Change	No. of Shares Held	% of Holding	% Change	
Dhananjay Wakode	-	0.00%	0.00%	-	0.00%	-50.00%	
Sangeeta Dhananjay Wakode	24,79,449	36.12%	0.00%	24,79,449	36.12%	36.12%	
Hemant Sanil	24,79,449	36.12%	0.00%	24,79,449	36.12%	-13.88%	
Total	49,58,898	72.25%	0.00%	49,58,898	72.25%	-27.75%	
Promoter here means promoter as defined in the Companies Act, 2013, as amended							



Benchmark Computer Solutions Limited [CIN:L72000MH2002PLC137752] Notes to Financial Statements for the year ended 31st March, 2025						
Note : 3 Reserve & Surplus (₹ in Lakhs)						
Particulars	As at 31st March, 2025	As at 31st March, 2024				
Profit & Loss Account						
Opening Balance	971.29	1,250.06				
Add: Current Year Profit	170.05	221.22				
Less: Bonus Share Issued	-	500.00				
Closing Balance	1,141.34	971.29				
Securities Premium						
Opening Balance	842.49	-				
Add: Securities Premium	-	1,038.24				
Less: IPO Expenses	-	195.75				
Closing Balance	842.49	842.49				
General Reserve						
Opening Balance	38.00	38.00				
Add: Transfer from profit and Loss account	-	-				
Closing Balance	38.00	38.00				
Total	2,021.83	1,851.78				
Note: 4 Long Term Borrowings (₹ in Lakhs)						
Particulars	Non Current Portion		Current Maturities			
	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2025	As at 31st March, 2024		
Secured						
Term Loans						
- from Banks	157.26	274.86	66.64	29.13		
Total	157.26	274.86	66.64	29.13		
Note : 4.1 - Additional Information to Secured Long Term Borrowings						
The Non-Current portion of term loans are shown under long term borrowings and the current maturities of the long term borrowings are shown under short term borrowings as per disclosure requirements of the Schedule III of the Companies Act, 2013.						
Note 4.2 : Term Loan from Banks						
A) Secured by way of:						
Primary Security						
Bank Name	Security					
Deutsche Bank-MSME Working Capital Term Loan	(i) Extension of Secondary charge over existing Current Assets and collateral securities including mortgages / liens / hypothecations which may have been created in favour of the Bank;					
	(ii) Creation of charge/hypothecation over the Current assets acquired through this loan;					
Deutsche Bank-300033397150019	Mortgage of Commercial Property in the name of directors					
Deutsche Bank-300033397150028	Mortgage of Commercial Property in the name of directors					
Deutsche Bank-300033397150037	Mortgage of Commercial Property in the name of directors					
Axis Bank-Vehicle Loan	Secured against earmarked vehicle					
Deutsche Bank-300033397150046	Mortgage of Commercial Property in the name of directors					
B) Details of Terms of Repayment						
Bank Name	Sanction Amount (₹ in Lakhs)	Outstanding as on 31st March, 2025 (₹ in Lakhs)	Interest Rate (March 25)	No. of Installments	Terms of Repayment	First Installment Date
Deutsche Bank-MSME Working Capital Term	62.29	0.00	9.25%	48	Monthly	5-Aug-20
Deutsche Bank-300033397150019	135.35	49.19	9.65%	180	Monthly	5-Dec-17
Deutsche Bank-300033397150028	76.00	52.20	9.70%	180	Monthly	5-Mar-19
Deutsche Bank-300033397150037	111.00	0.00	9.85%	180	Monthly	5-Mar-19
Axis Bank-Vehicle Loan	71.00	50.73	8.10%	84	Monthly	10-Nov-22
Deutsche Bank-300033397150046	73.00	71.78	9.25%	168	Monthly	5-Nov-24

Note 5 : Deferred Tax Liabilities/(Assets)								(₹ in Lakhs)
Particulars				As at 31st March, 2025	As at 31st March, 2024			
Deferred Tax Liabilities								
-on Account of Depreciation				3.72	15.92			
-on Account of Gratuity				(11.38)	(9.81)			
-on Account of Statutory dues				-	(1.52)			
Total				(7.66)	4.59			
Note 6 : Long Term Provisions								(₹ in Lakhs)
Particulars				As at 31st March, 2025	As at 31st March, 2024			
Provision for Employee Benefits								
Provision for Gratuity				38.65	32.79			
Salary Retention Payable				1.12	1.34			
Total				39.77	34.13			
Note : 7 Short Term Borrowings								(₹ in Lakhs)
Particulars				As at 31st March, 2025	As at 31st March, 2024			
Secured								
Loans repayable on demand								
Over draft from Banks (Note 7.1)				380.31	261.17			
Current Maturities of Long Term Borrowings (Refer Note 4.1)				66.64	29.13			
Total				446.96	290.30			
Note 7.1: Security for Over draft from Bank								
Lender	Nature of Facility	Sanctioned Amount	Outstanding as on 31st March, 2025	Rate of Interest/Margin	Security/ Principal terms and conditions	Collateral Security/ other Condition	Personal/Corporate Guarantee	
Union Bank of India	Over draft Facility	220.50	200.00	8.30%	Fund Based Limit SOD	Term Deposits	NA	
The Bharat Co-Op.Bank	Over draft Facility	180.31	180.31	8.75%	Fund Based Limit SOD	Fixed Deposits	NA	
Deutsche Bank	Uncommitted facilities in the nature of Over Draft	150.00	0.00	EBTL plus Spread 2.60%	Mortgage by deposits of title deeds pertaining to Commercial property	1. Office No. 301, 3rd floor, Happy Heights, Oppo. MTNL, Yashodhan nagar,Panchpakhdi, Thane-West, Thane 400606 2. Unit No. 2 , 2nd floor, Jyoti Wire House, Shah Industrial Estate, Plot No. 23, Off Dattaji Salvi Road, Andheri(W),Mumbai-400058	NA	
Note : 8 Trade Payable								(₹ in Lakhs)
Particulars				As at 31st March, 2025	As at 31st March, 2024			
(i) MSME (See Note 8.1)				116.12	152.13			
(ii) Others				519.61	762.86			
(iii) Disputed Dues - MSME				-	-			
(iv) Disputed Dues - Others				-	-			
Total				635.73	914.99			



Note 8.1: Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

The Management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of amounts payable to such enterprises as at 31st March, 2025 has been made based on the information available with the Company. Further, in the view of the Management, the impact of interest, if any, that may be payable in accordance with the Act is not expected to be material. The Company has not received any claims for interest from any supplier under this Act. These disclosures are based on the identification of such enterprises as per the information available to the Company. Auditors have placed reliance on such information provided by the Management.

Trade Payables Ageing

(₹ in Lakhs)

Particulars	As at 31st March, 2025				
	Outstanding for following period from the date of payment				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	116.12	-	-	-	116.12
(ii) Others	512.45	2.48	3.68	1.00	519.61
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
Total	628.57	2.48	3.68	1.00	635.73

(₹ in Lakhs)

Particulars	As at 31st March, 2024				
	Outstanding for following period from the date of payment				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	152.13	-	-	-	152.13
(ii) Others	755.91	5.84	1.00	0.10	762.86
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
Total	908.05	5.84	1.00	0.10	914.99

Disclosures as required under Section 22 of MSMED Act, 2006 :

The information regarding Micro & Small Enterprises has been determined on the basis of information available with the Company which is as follows :

Particulars	As at 31st March, 2025	As at 31st March, 2024
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of accounting year;	116.12	152.13
The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the due date during each accounting year;*	-	-
The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	-	-
The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

Note : 9 Other Current Liabilities

(₹ in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Deposit from Customers	1.35	4.19
Statutory Liabilities Payable	22.28	8.78
Interest accrued but not paid	1.26	2.08
Employee Benefit Expenses Payable	43.43	40.94
Security Deposit*	100.00	100.00
Total	168.31	155.99

* The security deposit of Rs. 100 Lakhs, as part of the total receivables, has been received from M/s. Vardhan SK Healthcare Private Limited.

Note : 10 Short Term Provisions

(₹ in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Provision for Gratuity	6.56	6.19
Provision for Director remuneration	2.55	2.87
Provision for Income Tax (Net of Advance Tax & TDS)	-	6.12
Provision for Expenses	3.33	4.14
Total	12.44	19.32



Note : 12 Non Current Investment			(₹ in Lakhs)
Particulars	As at 31st March, 2025	As at 31st March, 2024	
Quoted Investments			
Investments in Equity Instruments			
Nil (PY 86) Equity Shares of FV Rs. 1/- in Asian Paints Limited	-	2.48	
11 (PY 11) Equity Shares of FV Rs. 10/- in Abott India Limited	2.61	2.61	
137 (PY Nil) Equity Shares of FV Rs. 2/- in Blue Star Limited	2.47	-	
46 (PY 48) Equity Shares of FV Rs. 10/- in Bajaj Auto Limited	2.48	2.58	
51 (PY 52) Equity Shares of FV Rs. 10/- in Bayer Cropscience Limited	2.65	2.70	
56 (PY 58) Equity Shares of FV Rs. 1/- in Bñtiannia Industries Limited	2.49	2.57	
111 (PY 114) Equity Shares of FV Rs. 10/- in Computer Age Management Service Limited	2.59	2.66	
50 (PY 51) Equity Share of FV Rs. 10/- in Coforge Limited	1.97	2.01	
119 (PY 122) Equity Share of FV Rs. 1/- in Colgate Palmolive (India) Limited	1.98	2.03	
236 (PY 243) Equity Shares of FV Rs. 1/- in Coromandel International Limited	2.34	2.40	
68 (PY Nil) Equity Shares of FV Rs. 2/- in Cummins India Limited	2.27	-	
61 (PY 62) Equity Share of FV Rs. 1/- in Crisil Limited	2.66	2.70	
91 (PY 94) Equity Share of FV Rs. 5/- in HDFC Asset Management Company Limited	2.51	2.60	
122 (PY 139) Equity Shares of FV Rs. 10/- in Hindustan Aeronautics Limited	1.49	1.70	
1316 (PY 670) Equity Shares of FV Rs. 2/- in Indraprastha Gas Limited	2.64	2.69	
638 (PY 656) Equity Share of FV Rs. 10/- in Nippon Life India Asset management Limited	2.58	2.66	
Nil (PY 446) Equity Shares of FV Rs. 1/- Sonata Software Limited	-	2.74	
583 (PY 599) Equity Shares of FV Rs. 1/- in ITC Limited	1.57	1.71	
49 (PY 50) Equity Shares of FV Rs. 1/- in LTIMindtree Limited	3.11	3.18	
462 (PY 476) Equity Shares of FV Rs. 1/- in Marico Limited	2.31	2.38	
127 (PY Nil) Equity Shares of FV Rs. 1/- in Sun Pharmaceuticals Industries Limited	2.26	-	
74 (PY 76) Equity Shares of FV Rs. 1/- in Tata Consultancy Services Limited	2.44	2.50	
Nil (PY 33) Equity Shares of FV Rs. 10/- in Tata Elxsi Limited	-	1.99	
Total (A)	47.41	48.89	
Investments in Mutual Funds			
Aditya Birla SL Dividend Yield Fund-Growth {734.501 (PY Nil) Units with NAV Rs.416.02 (PY Rs.Nil)}	3.00	-	
Aditya Birla Sun Life India Gen Next Fund-Growth {7319.275 (PY 2461.39) Units with NAV Rs.197.29 (PY Rs. 135.73)}	13.74	3.50	
Axis Focus Fund-Growth {20282.523 (PY 17975.59) Units with NAV Rs.51.05 (PY Rs. 36.47)}	7.50	6.30	
Investco India - Nasdaq - ETF Fund of Fund - Direct Plan-Growth {Nil (PY 568.17) Units with NAV Rs.Nil (PY Rs.14.21)}	-	0.06	
Kotak Overnight Fund Jr {Nil (PY 15.336) Units with NAV Rs.Nil (PY Rs.1199.05)}	-	0.18	
HDFC Balanced Advantage Fund-Growth {2133.585 (PY Nil) Units with NAV Rs.490.33 (PY Rs.Nil)}	10.70	-	
HDFC Midcap Opportunities Fund - Growth {9526.615 (PY 8838.66) Units with NAV Rs.173.51 (PY Rs.99.45)}	7.63	6.40	
HSBC Value Fund - Growth {14829.928 (PY 13667.56) Units with NAV Rs.98.38 (PY Rs.60.54)}	7.50	6.30	
Invesco India Contra Fund - Growth {11595.436 (PY 6368.297) Units with NAV Rs.123.92 (PY Rs.76.21)}	12.05	5.00	
Kotak Equity Savings Fund-Growth {40145.414 (PY Nil) Units with NAV Rs. 24.91 (PY Rs.Nil)}	10.00	-	
Kotak Flexicap Fund - Growth {30800.640 (PY 24813.64) Units with NAV Rs.77.37 (PY Rs.53.01)}	15.91	11.30	
Mirae Asset Arbitrage Regular-Growth {200551.545 (PY Nil) Units with NAV Rs.12.465 (PY Nil)}	25.00	-	
Mirae Asset Large Cap Fund -Growth {4183.921 (PY 7248.18) Units with NAV Rs.1569.811 (PY Rs.76.65)}	9.20	5.00	
Nippon India Multi Cap Fund - Growth {3793.898 (PY Nil) Units with NAV Rs. 269.24 (PY Rs.Nil)}	10.06	-	
Nippon India Focused Equity Fund - Growth {15168.942 (PY 11325.22) Units with NAV Rs.110.45 (PY Rs.76.93)}	10.90	6.70	
Quant Active Fund-Growth {1083.562 (PY Nil) Units with NAV Rs. 584.21 (PY Rs.Nil)}	7.50	-	
SBI Blue Chip Fund-Growth {9343.248 (PY 7866.301) Units with NAV Rs.86.53 (PY Rs.61.75)}	6.27	5.00	
SBI Overnight Fund - Growth {Nil (PY 30.28) Units with NAV Rs.Nil (PY Rs.3631.97)}	-	1.10	
SBI Multicap Fund - Regular - Growth {236552.918 (PY 192364.665) Units with NAV Rs.15.7388 (PY Rs.10.05)}	34.41	9.42	
HDFC Low Duration Fund-Growth {35365.476 (PY Nil) Units with NAV Rs.56.58 (PY Rs.Nil)}	20.00	-	
SBI Liquid Fund - Growth {498.793 (PY Nil) Units with NAV Rs.4015.73 (PY Rs.Nil)}	20.00	-	
Nippon India ETF Nifty Midcap 150 {48 (PY 49) Units with NAV Rs.197.29 (PY Rs.182.06)}	0.07	0.07	
Nippon India ETF Nifty BeES {51 (PY 49) Units with NAV Rs.263.22 (PY Rs.246.96)}	0.11	0.11	
Nippon India ETF Junior BeEs {10 (PY Nil) Units with NAV Rs.672.10 (PY Rs.Nil)}	0.07	-	
Total (B)	231.62	66.43	

Unquoted Investments		
Investments in Equity Instruments		
50000 (PY 50000) Equity Shares of FV Rs.10/- in Money Master Leasing and Finance Limited	6.00	6.00
The Bharat Co-Op Bank Ltd	0.52	0.52
Investments in Private Equity Fund		
Capital Contribution as per Contribution Agreement		
JM Financial India Growth Fund III - 92.509 (PY 58.97) Units	92.51	58.97
Total (C)	99.03	65.49
Total (A + B + C)	378.06	180.81
Aggregate Market Value of Quoted Investments	337.30	167.30
Note : 13 Other Non Current Assets (₹ in Lakhs)		
Particulars	As at 31st March, 2025	As at 31st March, 2024
Security Deposits	38.25	30.28
Total	38.25	30.28
Note : 14 Inventories (₹ in Lakhs)		
Particulars	As at 31st March, 2025	As at 31st March, 2024
(As taken, valued & certified by Management)		
Stock in Trade	527.19	100.97
Total	527.19	100.97
Note : 15 Trade receivables (Refer Note 15.1) (₹ in Lakhs)		
Particulars	As at 31st March, 2025	As at 31st March, 2024
Unsecured		
(i) Undisputed Trade Receivables – considered good	571.13	690.69
(ii) Undisputed Trade Receivables – considered doubtful	-	-
(iii) Disputed Trade Receivables - considered good	146.65	46.65
(iv) Disputed Trade Receivables - considered doubtful	3.72	-
Total	721.50	737.34
Note : 16 Cash and cash equivalents (₹ in Lakhs)		
Particulars	As at 31st March, 2025	As at 31st March, 2024
Cash & Cash Equivalents		
Balance with Banks	956.96	882.54
Cash on Hand	10.15	6.25
Other Bank balances		
Fixed Deposits*		
-With Less Than 3 Months Maturities	8.23	212.60
-More than 3 months but less than 12 months Maturity	54.65	838.79
-With more than 12 months maturity	689.52	109.08
Total	1,719.50	2,049.26
* Out of the total fixed deposits, an amount of Rs.91.54 Lakhs is under lien against the contingent liability.		
Note : 17 Short Term Loans and Advances (₹ in Lakhs)		
Particulars	As at 31st March, 2025	As at 31st March, 2024
Loans and Advances- Others		
(Unsecured, considered good)		
Advance to Suppliers	24.67	19.42
Loans and Advances (Others)	7.94	10.57
Total	32.61	29.99
Note : 18 Other Current Assets (₹ in Lakhs)		
Particulars	As at 31st March, 2025	As at 31st March, 2024
Prepaid Expenses	33.70	7.49
Balances with Revenue Authorities	118.98	114.27
Security Deposit*	5.00	5.00
Interest Accrued but not received	44.20	47.03
Unbilled Revenue	0.54	-
Other Assets	-	2.08
Total	202.42	175.87



Benchmark Computer Solutions Limited										
[CIN:L72000MH2002PLC137752]										
Notes to Financial Statements for the year ended 31st March, 2025										
Note : 11 Fixed Assets										(₹ in Lakhs)
Particulars	Gross Block				Depreciation				Net Block	
	As at 01.04.2024	Additions	Deductions	As at 31.03.2025	Upto 01.04.2024	During the year	Deductions during the year	As at 31.03.2025	As at 31.03.2025	As at 31.03.2024
Property, Plant & Equipments										
Office Premises (Refer Note 11.1)	187.32	-	-	187.32	67.79	5.82	-	73.61	113.71	119.53
Furnitures & Fixtures	138.92	0.41	22.39	116.93	37.20	26.37	22.26	41.30	75.63	101.72
Vehicles	106.97	4.64	34.13	77.48	62.57	14.12	33.38	43.30	34.17	44.40
Computers & Accessories	227.00	0.97	216.81	11.16	215.22	3.81	210.19	8.83	2.34	11.79
Asset for lease (Refer Note 11.3)	574.00	-	287.00	287.00	57.32	152.43	79.56	130.19	156.81	516.68
Office Equipment	36.38	1.34	18.91	18.80	21.30	3.61	16.78	8.13	10.68	15.08
Total (A)	1,270.59	7.35	579.24	698.70	461.39	206.15	362.18	305.36	393.34	809.20
Intangible Assets										
Software- CA Suite	-	13.75	-	13.75	-	0.67	-	0.67	13.08	-
Software WMS	-	141.28	-	141.28	-	6.19	-	6.19	135.09	-
Total (B)	-	155.03	-	155.03	-	6.86	-	6.86	148.17	-
Intangible Assets under development										
Intangible Assets under development (Refer Note 11.2)	118.64	21.25	139.89	-	-	-	-	-	-	118.64
Total (C)	118.64	21.25	139.89	-	-	-	-	-	-	118.64
Grand Total (A+B+C)	1,389.23	183.63	719.13	853.73	461.39	213.01	362.18	312.22	541.51	927.84
Previous Year	657.23	732.00	-	1,389.23	349.62	111.77	-	461.39	927.84	307.61
Note 11.1										
Office premises are held in the name of Directors.										
Note 11.2: Intangible Assets under development (All Project in Progress and not suspended)										
As at 31st March,2025										
Intangible Assets under development	Amount for a period of				Total					
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years						
Projects in Progress	-	-	-	-	-					
Total	-	-	-	-	-					
As at 31st March, 2024										
Intangible Assets under development	Amount for a period of				Total					
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years						
Projects in Progress										
WIP of WMS Platform Software & CA Suite Software	61.45	43.09	-	14.10	118.64					
Total	61.45	43.09	-	14.10	118.64					
As per the management's representation, the intangible assets under development have been fully completed and now meet the recognition criteria specified in Paragraph 19 of Accounting Standard (AS) 26 – Intangible Assets. Consequently, they have been reclassified from 'Intangible Assets under Development' to 'Intangible Assets' during the year.										
Note 11.3										
During the year, the company reclassified a material asset from PPE to Inventory in accordance with the applicable provisions of AS-10. The asset, which was initially held for use in the supply of goods or services, is now intended to be sold in the ordinary course of business. Consequently, it has been reclassified as inventory and transferred at its carrying amount on the date of reclassification. This carrying amount is considered its cost in inventory, in accordance with AS 10. The asset in question is a server, originally purchased on December 30, 2023, at a cost of Rs. 28,700,000. As per the valuation conducted by a registered valuer on 1st October,2024 , its fair market value on the date of reclassification was Rs. 20,743,710.										



Benchmark Computer Solutions Limited						
[CIN:L72000MH2002PLC137752]						
Notes to Financial Statements for the year ended 31st March, 2025						
Note 15.1 : Trade Receivables Ageing						
						(₹ in Lakhs)
Particulars	As at 31st March 2025					
	Outstanding for following period from the date of payment					
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
Unsecured, (considered good)						
(i) Undisputed Trade receivables – considered good	533.49	36.27	-	0.70	0.66	571.13
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	11.95	-	88.05	-	46.65	146.65
(iv) Disputed Trade Receivables considered doubtful	3.72	-	-	-	-	3.72
Total	549.15	36.27	88.05	0.70	47.32	721.50
						(₹ in Lakhs)
Particulars	As at 31st March 2024					
	Outstanding for following period from the date of payment					
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
Unsecured, (considered good)						
(i) Undisputed Trade receivables – considered good	677.08	11.08	0.31	0.20	2.02	690.69
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	46.65	-	46.65
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Total	677.08	11.08	0.31	46.86	2.02	737.34
Trade receivables include an amount of Rs. 103.71 Lakhs due from M/s. Vardhan SK Healthcare Private Limited as on 31st March 2025 (Rs. 98.05 lakhs as on 31st March 2024), which is currently under dispute. The Company has commenced legal proceedings for the recovery of the said amount by issuing a legal notice. However, these outstanding receivables are backed by a security deposit of Rs. 100.00 Lakhs received from the said party.						

Benchmark Computer Solutions Limited		
[CIN:L72000MH2002PLC137752]		
Notes to Financial Statements for the year ended 31st March, 2025		
Note : 19 Revenue from Operations		(₹ in Lakhs)
Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Sale of Products	2,914.17	2,157.02
Sale of Services	1,428.82	1,304.66
Total	4,342.99	3,461.68
Note : 20 Other Income		(₹ in Lakhs)
Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Interest Income	75.50	56.50
Dividend Income	1.06	2.37
Net Gain/Loss on Sale of Investments	1.42	3.29
Other Non-operating income	18.08	0.10
Total	96.06	62.27
Note : 21 Purchase of Stock-in-trade		(₹ in Lakhs)
Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Purchase of Stock-in-trade	3,578.75	2,404.58
Total	3,578.75	2,404.58
Note : 22 Changes in Inventories of Stock-in-trade		(₹ in Lakhs)
Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Opening Stock	100.97	38.34
Less: Closing Stock	527.19	100.97
Total	(426.22)	(62.63)
Note : 23 Employee Benefit Expenses		(₹ in Lakhs)
Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Salaries & Wages	441.56	381.30
Remuneration to Directors	48.25	53.44
Contribution to Provident and Other Funds	16.73	16.80
Gratuity Expense (Refer Note 34)	10.40	5.86
Staff Welfare Expenses	9.06	6.85
Total	526.00	464.25

Note : 24 Finance Cost			(₹ in Lakhs)
Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	
Interest Expense	31.03	51.07	
Other Borrowing Cost	3.20	3.20	
Total	34.23	54.26	
Note : 25 Depreciation and Amortization			(₹ in Lakhs)
Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	
Depreciation	213.01	111.77	
Total	213.01	111.77	
Note : 26 Other Expenses			(₹ in Lakhs)
Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	
Power and Fuel	7.88	7.43	
Office Rent	14.40	12.90	
Repairs & Maintenance	14.96	14.07	
Travelling & Conveyance Expenses	28.99	32.28	
Business Promotion Expenses	2.79	3.41	
Commission Charges	119.84	55.63	
Office Expenses	7.00	10.83	
Legal & Professional Fees	50.07	58.16	
Auditor's Remuneration (Refer Note 26.1)	3.65	3.00	
Internet Charges	6.82	6.72	
Postage & Courier Expenses	3.98	3.79	
Transportation, Freight, Packing, etc	2.31	1.68	
Sundry Balance written off	2.12	10.51	
Misc. Expenses	21.46	29.60	
Total	286.26	250.02	
Note 26.1 : Auditor's Remuneration			(₹ in Lakhs)
Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	
For Statutory Audit	3.65	3.00	
Total	3.65	3.00	

Benchmark Computer Solutions Limited

[CIN:L72000MH2002PLC137752]

Notes to Financial Statements for the year ended 31st March, 2025

Note 27 : Earnings Per Share

Disclosure as required by Accounting Standard – AS 20 "Earnings Per Share" notified under The Companies (Accounting Standards) Rules, 2006 (as amended).

The Company has not issued any potential diluted equity share and therefore the Basic and Diluted earnings per Share will be the same. The earnings per share is calculated by dividing the profit after tax by weighted average number of shares outstanding.

(₹ In Lakhs except No. of Shares & per share data)

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Profit after tax (₹ in Lakhs)	170.05	221.24
Number of outstanding equity shares at the beginning of the year (not in lakhs)	68,64,000	10,000
Bonus shares add during the year	-	50,00,000
Equity Shares allotted during the year	-	18,54,000
Number of shares outstanding at the year end	68,64,000	68,64,000
Weighted Average Number of shares Outstanding	68,64,000	38,60,022
Nominal value of equity share	10	10
Earnings Per Share	2.48	5.73

Note 28 : Contingent Liabilities

(₹ in Lakhs)

Particulars	Status	Financial Year	Year ended 31st March, 2025	Year ended 31st March, 2024
Income Tax	Appeal to Commissioner of Income tax(Appeals)	2015-16	0.73	0.73
Capital Committed as per Contribution Agreement to JM Financial India Growth Fund III	Undrawn Capital Commitment of Rs.1,00,000/- per Unit	-	52.49	86.03
Bank Guarantee	-	-	99.46	75.25
Total			152.68	162.01

Note 29 : Expenditure in Foreign Currency (on accrual basis)

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Purchase in USD	-	22,808.00
Total	-	22,808.00

Note 30 : Earnings in Foreign Exchange

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Exports in USD	3,66,700.00	3,89,176.00
Exports in GBP	-	58.74
Total	3,66,700.00	3,89,234.74

Note 31 : Disclosures in respect of operating leases are given as follows:		
A) Leases as lessee		
The Company has taken premises on Operating cancellable Lease and License Agreements from Ramesh Hingorani. Period of lease being 12 months commencing from 01/04/2024 to 31/03/2025. Lease payments under an operating lease should be recognised as an expense on a straight line basis over the lease term. Lease payment of Rs. 14.40 Lakhs (P.Y. Rs. 12.90 Lakhs) has been recognised as an expense in the Statement of Profit and Loss.		
Future minimum lease payments payable under cancellable operating leases in aggregate for the following periods:		
		(₹ in Lakhs)
Particulars	Year ended Mar 31, 2025	Year ended March 31, 2024
a) Within one year	15.60	14.40
b) Between 1 and 2 years	-	-
c) Between 2 and 3 years	-	-
d) Between 3 and 4 years	-	-
e) Between 4 and 5 years	-	-
f) More than Five years	-	-
B) Leases as lessor		
The Company has given server on operating cancellable Lease and License Agreements to M/s Vardhan SK Healthcare Private Limited. Period of lease being 12 months commencing from 28/02/2024 to 28/02/2025 . Income from Operating Leases is recognised as revenue on a straight-Line basis over the Lease term. Lease Income of Rs. Nil Lakhs (P.Y. Rs. 107.50 Lakhs) has been recognised in revenue from operation in the statement of profit and loss.		
Future minimum Rental Receivable under cancellable operating leases in aggregate for the following periods:		
		(₹ in Lakhs)
Particulars	Year ended Mar 31, 2025	Year Ended March 31, 2024
a) Within one year	-	556.42
b) Between 1 and 2 years	-	-
c) Between 2 and 3 years	-	-
d) Between 3 and 4 years	-	-
e) Between 4 and 5 years	-	-
f) More than Five years	-	-
Note : During FY 2023–24, the company acquired two servers for ₹574 lakhs (₹287 lakhs each), plus GST. Both of the servers were capitalized and installed at Yotta Infrastructure. A lease agreement was entered into on 5th February 2024 with M/s. Vardhan SK Healthcare Pvt. Ltd. for a 12-month term starting 13th February 2024. However, the lessee defaulted on rental payments for February and March 2024 and also failed to pay Yotta Data Services Pvt. Ltd. for related data center services. Due to these defaults, the company bore the unpaid costs and added them to the outstanding receivables from M/s. Vardhan SK Healthcare Pvt. Ltd. The server was repossessed on 30th September 2024 and relocated to the company's premises, after clearing dues to the data center. Given the non-receipt of lease payments, the company did not recognize the rental income in line with AS-9 (Revenue Recognition).		



Benchmark Computer Solutions Limited								
[CIN:L72000MH2002PLC137752]								
Notes to Financial Statements for the year ended 31st March, 2025								
Note 32 : Analytical Ratios						(₹ in Lakhs)		
Ratio	As at 31st March 2025			As at 31st March 2024			%	Reason for Variance (where the change in the ratio is more than 25% as compared to the preceeding year)
	Numerator	Denominator	Current Period	Numerator	Denominator	Current Period	Ratio	
Current ratio	3,203.22	1,263.44	2.54	3,093.43	1,380.60	2.24	13.15%	NA
Debt-equity ratio	604.21	2,708.23	0.22	565.17	2,538.18	0.22	0.20%	NA
Debt Service Coverage ratio	471.06	184.13	2.56	464.54	81.81	5.68	-54.95%	Due to reduced profits and the prompt settlement of principal repayments of loans, this ratio has been increased during the year.
Return on equity ratio	170.05	2,623.20	6.48%	221.24	1,913.62	11.56%	-43.93%	The Company's net profits have been decreased.
Inventory turnover ratio	4,342.99	314.08	13.83	3,461.68	69.65	49.70	-72.18%	During the year, the company recorded an increase in both sales and inventory levels as compared to the previous financial year.
Trade receivables turnover ratio	4,342.99	729.42	5.95	3,461.68	729.35	4.75	25.45%	The Increase in Trade receivable turnover ratio is primarily increase in Turnover during the current financial year.
Trade payables turnover ratio	3,578.75	775.36	4.62	2,404.58	689.68	3.49	32.38%	The increase in the creditors turnover ratio is primarily due to higher Cost of Goods Sold during the year and a reduction in the trade payables balance.
Net capital turnover ratio	4,342.99	1,826.30	2.38	3,461.68	1,414.56	2.45	-2.83%	NA
Net profit ratio	170.05	4,342.99	3.92%	221.24	3,461.68	6.39%	-38.74%	The decrease in the ratio is due to a decline in net profits during the year, despite an increase in sales.
Return on capital employed	258.04	3,156.61	8.17%	352.76	2,989.29	11.80%	-30.73%	The decrease in the ratio is due to decrease in net profits while the net worth of the company has been increased for the year.
Return on Investments	77.98	279.44	27.91%	62.16	169.36	36.70%	-23.97%	NA
Ratio	As at 31st March 2024			As at 31st March 2023			%	Reason for Variance (where the change in the ratio is more than 25% as compared to the preceeding year)
	Numerator	Denominator	Current Period	Numerator	Denominator	Current Period	Ratio	
Current ratio	3,093.43	1,380.60	2.24	1,944.49	828.19	2.35	-4.57%	NA
Debt-equity ratio	565.17	2,538.18	0.22	553.07	1,289.06	0.43	-48.10%	The decrease in debt - equity ratio due to increase in share capital.
Debt Service Coverage ratio	464.54	81.81	5.68	353.85	62.57	5.66	0.41%	NA
Return on equity ratio	221.24	1,913.62	11.56%	195.92	1,191.10	16.45%	-29.71%	Profit has increased during the year and Share Capital has also increased. Hence, Return on equity ratio Decreased as compared to Previous Year.
Inventory turnover ratio	3,461.68	69.65	49.70	3,194.69	78.77	40.56	22.54%	NA
Trade receivables turnover ratio	3,461.68	729.35	4.75	3,194.69	528.72	6.04	-21.45%	NA
Trade payables turnover ratio	2,404.58	689.68	3.49	2,201.38	339.83	6.48	-46.18%	Company's Trade Payable has been increased and COGS also has been Increased. Hence , the ratio has been Decreased
Net capital turnover ratio	3,461.68	1,414.56	2.45	3,194.69	1,070.92	2.98	-17.97%	NA
Net profit ratio	221.24	3,461.68	6.39%	195.92	3,194.69	6.13%	4.22%	NA
Return on capital employed	352.76	2,989.29	11.80%	315.78	1,842.12	17.14%	-31.16%	Company's Net worth and Net Profit has increased. Hence, the ration has been Decreased.
Return on Investments	62.16	169.36	36.70%	67.47	157.91	42.73%	-14.09%	The Ratio has been Increased due to increased in Investment of the company.



Benchmark Computer Solutions Limited			
[CIN:L72000MH2002PLC137752]			
Notes to Financial Statements for the year ended 31st March, 2025			
Note 33 : Related Party Disclosure			
As required under Accounting Standard 18 “Related Party Disclosure” (AS-18), following are the details of transactions during the year with the related parties of the Company as defined in AS 18 :			
A. Key Management Personnel			
Name of the Party		Relation	
Mr. Dhananjay Wakode		Director [Upto december 2023]	
Mr. Hemant Sanil		Managing Director	
Ms. Sangeeta Wakode		Whole Time Director [From 20 January, 2024]	
Mr. Girish Kumar Joshi		Independent Director [From 14 July, 2023]	
Mr. Satish Inani		Independent Director [Upto 4 Sep,2024]	
Ms. Mona Mukund Bhide		Independent Director [From 3 Sep, 2024]	
Mrs. Savita Sanil		Director [From 7 June, 2023]	
Ms. Ritika Paneri		Company Secretary [From 14 July, 2023]	
Mrs.Rasika Katkar		Chief Financial Officer [From 14 July, 2023]	
Ms. Disha Sanil		Relative of Director	
Ms. Riddhika Wakode		Relative of Director	
B. Disclosure in respect of transactions with Related Parties			(₹ in Lakhs)
Particulars	Nature of Transaction	Year ended 31st March, 2025	Year ended 31st March, 2024
Mr. Dhananjay Wakode	Directors Remuneration	-	12.22
	Loan Received	-	6.24
	Loan Repaid	-	8.11
Mr. Hemant Sanil	Directors Remuneration	15.46	16.27
	Loan Received	-	5.75
	Loan Repaid	-	6.02
Ms. Sangeeta Wakode	Reimbursement	6.49	-
	Directors Remuneration	17.96	12.84
	Reimbursement	3.15	1.14
	Loan Received	-	1.00
	Loan Repaid	-	1.03
Mrs. Savita Sanil	Directors Remuneration	14.83	12.11
	Loan Received	-	0.03
	Loan Repaid	-	0.54
Ms. Riddhika Wakode	Salary	11.53	-
	Commission	-	0.63
Ms. Ritika Paneri	Salary	3.03	1.70
Mrs.Rasika Katkar	Salary	6.18	5.65
Mr. Girish Kumar Joshi	Sitting Fee	1.20	0.80
Mr. Satish Inani	Sitting Fee	0.50	0.80
Ms. Mona Mukund Bhide	Sitting Fee	4.55	-
Ms. Disha Sanil	Salary	-	6.59
C. Disclosure in respect of Outstanding Balances of Related Parties			(₹ in Lakhs)
Particulars	Nature of Transaction	Year ended 31st March, 2025	Year ended 31st March, 2024
Mr. Hemant Sanil	Directors Remuneration Payable	0.14	0.87
Ms. Sangeeta Wakode	Directors Remuneration Payable	1.07	0.96
Mrs. Savita Sanil	Directors Remuneration Payable	1.36	0.58
Ms. Riddhika Wakode	Salary Payable	0.60	-
Mr. Girish Kumar Joshi	Sitting Fees Payable	0.09	0.72
Mr. Satish Inani	Sitting Fees Payable	-	0.72
Ms. Mona Mukund Bhide	Sitting Fees Payable	0.59	-
Mrs.Rasika Katkar	Salary Payable	0.52	0.46
Ms. Ritika Paneri	Salary Payable	0.27	0.20

Benchmark Computer Solutions Limited				
[CIN:L72000MH2002PLC137752]				
Notes to Financial Statements for the year ended 31st March, 2025				
Note 34 : Employee Benefits				
Note 34.1: Provident Fund				
In accordance with the Employee's Provident Fund and Miscellaneous Provisions Act, 1952, eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the employee provident fund organization (EPFO).				
Note 34.2: Gratuity				
The benefits payable under this plan are governed by "Gratuity Act 1972". Under the Act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age.				
The following tables summarise the components of net benefit expense recognised in the summary statement of profit or loss and the funded status and amounts recognised in the statement of assets and liabilities for the respective plans:				
The disclosure in respect of the defined Gratuity Plan are given below:				
1. Assumptions				
Assumptions			As at 31st March, 2025	As at 31st March, 2024
Discount Rate			6.64%	7.13%
Rate of increase in Compensation Levels			6.00%	6.00%
Rate of Return on Plan Assets			7.13%	7.00%
Average future services (in Years)			22.45 Years	22.85 Years
2. Change in the Present value of Defined Benefit obligation				
Particulars			As at 31st March, 2025	As at 31st March, 2024
Present value of obligation as at the beginning of the year:			38.98	33.34
Acquisition adjustment			-	-
Interest cost			2.78	2.45
Past service cost*			-	-
Current service cost			5.46	4.11
Curtailment Cost/(Credit)			-	-
Settlement Cost/(Credit)			-	-
Benefits paid			(4.11)	(1.38)
Actuarial (gain)/loss on obligations			2.09	0.46
Present Value of Benefit Obligation at the End of the Period			45.21	38.98
Current Liability			6.56	6.19
Non-Current Liability			38.65	32.79
3. Change in the Fair Value of Plan Assets				
Particulars			As at 31st March, 2025	As at 31st March, 2024
Fair value of Plan Assets as at the beginning of the year:			15.58	15.80
Acquisition Adjustments			-	-
Expected Return on Plan Assets			1.11	1.11
Employers' Contributions			3.87	-
Benefits Paid			(4.11)	(1.38)
Actuarial Gains/(Losses) on Plan Assets			0.15	0.06
Fair Value of Plan Assets at the End of the Year			16.60	15.58

4. Fair Value of Plan Assets			(₹ in Lakhs)	
Particulars			As at 31st March, 2025	As at 31st March, 2024
Fair value of plan asset at the beginning of year			15.58	15.80
Acquisition Adjustments			-	-
Actual return on plan assets			1.26	1.17
Employers' Contributions			3.87	-
Benefits Paid			(4.11)	(1.38)
Fair value of plan assets at the end of year			16.60	15.58
Funded Status			(28.61)	(23.40)
Excess of actual over estimated return on plan assets			-	-
5. Actuarial Gain/Loss Recognised			(₹ in Lakhs)	
Particulars			As at 31st March, 2025	As at 31st March, 2024
Actuarial gain/(loss) for the year - Obligation			(2.09)	(0.46)
Actuarial (gain)/loss for the year - Plan Assets			(0.15)	(0.06)
Total (gain) / loss for the year			1.94	0.40
Actuarial (gain) / loss recognized in the year			1.94	0.40
Unrecognized actuarial (gains)/losses at the end of the year			-	-
6. Amount recognized in Balance Sheet & Statement Of Profit & loss			(₹ in Lakhs)	
Particulars			As at 31st March, 2025	As at 31st March, 2024
Present Value of Benefit Obligation at the end of the Year			45.21	38.98
Fair Value of Plan Assets at the end of the Period			16.60	15.58
Funded Status			(28.61)	(23.40)
Unrecognized Actuarial (gains)/losses			-	-
Net (Liability)/Asset Recognized in the Balance Sheet & Profit & Loss			(45.21)	(38.98)
7. Expenses recognized in Profit and Loss			(₹ in Lakhs)	
Particulars			As at 31st March, 2025	As at 31st March, 2024
Current Service Cost			5.46	4.11
Past Service Cost			-	-
Interest Cost			2.78	2.45
Expected Return on Plan Assets			(1.11)	(1.11)
Curtailment Cost / (Credit)			-	-
Settlement Cost / (Credit)			-	-
Net actuarial (gain)/ loss recognized in the year			3.27	0.40
Expenses Recognized in the statement of Profit & Loss			10.40	5.86
Details of Gratuity Expense and Provision Amount			(₹ in Lakhs)	
Particulars			As at 31st March, 2025	As at 31st March, 2024
Current Liability			6.56	6.19
Non-Current Liability			38.65	32.79
Total Liability at the end of the Year			45.21	38.98
Total Gratuity Expense recognized			10.40	5.86

Note 35 : Segment Information				
The Company has organised its business into four segments , description of each segment is as follows:				
i) IT Infrastructure Solutions				
ii) Software and Web based Application Development Services				
iii) Application Management Services (AMS)				
iv) Leasing of Services				
Information about Reportable Segments				
Segment Assets and Liabilities				(₹ in Lakhs)
Particular		As at 31st March, 2025	As at 31st March, 2024	
Segment Assets				
Unallocated Corporate Assets		3,767.73	3,560.31	
Leasing of Services		287.00	574.00	
Sundry Debtor- Leasing Services		113.97	98.05	
Total Assets		4,168.70	4,232.36	
Segment Liabilities				
Unallocated Corporate Liabilities		1,360.47	1,301.79	
Sundry Creditor- Leasing Services- Esconet		-	292.38	
Security Deposit received for Leasing of Services		100.00	100.00	
Total Liabilities		1,460.47	1,694.18	
Depreciation & Amortization expenses				
Unallocated Corporate Depreciation		60.58	54.45	
Leasing of Services		152.43	57.32	
Total Depreciation & Amortization expenses		213.01	111.77	
Segment Revenue				
IT Infrastructure Solutions		3,543.33	2,811.59	
Software and Web based Application Development Services		480.00	533.99	
Application Management Service (AMS)		310.16	8.60	
Leasing of Services		9.50	107.50	
Total Segment Revenue		4,342.99	3,461.68	
Segment Expenses				
IT Infrastructure Solutions		2,978.59	2,197.65	
Software and Web based Application Development Services		2.86	12.67	
Application Management Service (AMS)		164.25	131.63	
Leasing of Services		6.83	-	
Total Segment Expenses		3,152.53	2,341.95	
Segment Results				
IT Infrastructure Solutions		564.74	613.94	
Software and Web based Application Development Services		477.14	521.32	
Application Management Service (AMS)		145.91	123.03	
Leasing of Services		2.67	107.50	
Total Segment Results		1,190.46	1,119.73	
Unallocated corporate expenses				
Employee Benefits Expense		526.00	464.25	
Finance Costs		34.23	54.26	
Other Expenses		286.26	250.02	
Total Unallocated corporate expenses		846.50	768.54	
Note 36				
Certain Trade receivables, Advances and Trade payables as at March 31, 2025 are subject to confirmation of balances and reconciliation with the respective parties, the impact of which is not ascertained. The financial statements do not include the impact of adjustments, if any, which may arise out of the confirmation and reconciliation process. Management is of the opinion that there will be no significant impact on the financial statements.				
Note 37				
In the opinion of the Board the Current Assets, Loans & Advances are realisable in the ordinary course of business atleast equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of amount reasonably necessary.				

Note 38 : Other Statutory Information			
i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.			
ii) The company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period			
iii) The Company has not been declared as wilful defaulter by any bank or financial institutions or other lenders.			
iv) During the audited period, the Company has not revalued its Property, Plant and Equipments.			
v) The Company have not traded or invested in Crypto currency or Virtual Currency during the audited period.			
vi) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:			
(a) 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			
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.			
vii) The Company have not received any fund from any person(s) or entity(ies), 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,			
viii) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.			
ix) Based on the information available with the Company, the Company do not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.			
Note 39			
The Balance sheet, Statement of profit and loss, Statement of significant accounting policies and the other explanatory Notes form an integral part of the financial statements of the Company for period ended 31st March, 2025 & 31st March 2024.			
Note 40			
Previous year figures have been reclassified/ regrouped/ rearranged wherever necessary to conform to this year's classification.			
In terms of our report of even date			
For Valawat & Associates		For and on behalf of the Board of Directors	
Chartered Accountants		of Benchmark Computer Solutions Limited	
Firm Reg. No. 003623C			
Priyansh Valawat		Hemant Sanil	Sangeeta Wakode
Partner		Managing Director	Whole-time Director
Membership No. 434660		DIN: 01245532	DIN: 10460812
		Ritika Paneri	Rasika Katkar
		(Company Secretary)	(CFO)
Place : Mumbai		Place : Mumbai	
Date : May 23, 2025		Date : May 23, 2025	
UDIN : 25434660BMGXTL1816			